NHS BATH AND NORTH EAST SOMERSET, SWINDON AND WILTSHIRE CLINICAL COMMISSIONING GROUP

(BSW CCG)

CONSTITUTION

NHS Bath and North East Somerset, Swindon and Wiltshire Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V1	1 April 2020	Constitution approved by NHSE

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1 Introduction

1.1 Name

The name of this clinical commissioning group is NHS Bath and North East Somerset, Swindon and Wiltshire Clinical Commissioning Group ("the CCG").

1.2 Statutory Framework

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

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

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

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

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

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

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

1.3 Status of this Constitution

1.3.1 This CCG was first authorised on 1 April 2020.

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

1.3.3 The constitution is published on the CCG website.

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances.

a) where the CCG applies to NHS England and that application is granted; and

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

1.4.2 The Accountable Officer may periodically propose amendments to the Constitution which shall be considered and approved by the Governing Body unless:

a) Changes are thought to have a material impact;
b) Changes are proposed to the reserved powers of the members;
c) At least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval.

1.4.3 The CCG Membership regularly confirms the CCG's Constitution.

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. These documents are the Statutory and Mandated Committees' Terms of Reference (Appendix 2), Standing Orders (Appendix 3), and the Delegated Financial Limits (Appendix 4). The CCG's Governance Handbook does not form part of the Constitution for the purposes of 1.4 above.

a) **Statutory and Mandated Committees' Terms of Reference** (Audit Committee, Remuneration Committee, Primary Care Commissioning Committee), Appendix 2.

b) **Standing Orders** which set out the arrangements for meetings and the selection and appointment processes for the CCG, the CCG's Committees, and the CCG's Governing Body (including Committees), Appendix 3.

c) **Delegated Financial Limits** which set out the delegated limits for financial commitments on behalf of the CCG, Appendix 4.

d) **The CCG Governance Handbook** which describes and supports governance arrangements but does not form part of the Constitution for the purposes of 1.4 above, and includes:

- The Scheme of Reservation and Delegation (SoRD) which 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;
- Standing Financial Instructions which set out the arrangements for managing the CCG's financial affairs;
- The CCG's non-statutory Committees' Terms of Reference;
- Standards of Business Conduct Policy, which includes the arrangements the CCG has made for the management of conflicts of interest;
- Key governance and corporate roles and responsibilities;
- Key corporate policies and procedures.

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 in accordance with the Information Commissioners Definition Document for Health Bodies in England;

b) appoint independent lay members and non-GP clinicians to our Governing Body;

c) manage actual or potential conflicts of interest in line with NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);

d) hold Governing Body meetings in public (except where we believe that it would not be in the public interest);

e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;

f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers, and publish a Procurement Strategy;

g) involve the public, in accordance with the CCG's duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's Communications and Engagement Strategy;

h) when discharging its duties under section 14Z2, the CCG will ensure that it has due regard of the principles of openness; early and active involvement; fairness and non-discrimination;

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 its principal commissioning and operational policies on the CCG's website;

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

c) ensuring that the Council of Members holds the Governing Body to account.

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 coterminous with Bath and North East Somerset Council, the Borough of Swindon plus Shrivenham, and Wiltshire Council; the CCG's membership also includes two practices in Dorset: Silton Surgery, The Surgery, Gillingham Road, Gillington, Wiltshire, SP8 5DF[1]; and Sixpenny Handley Surgery, Dean Lane, Sixpenny Handley, Salisbury, Wiltshire, SP5 5PA[2].

2.1.2 The area / member practices in the area may be sub-divided into regions or groupings.

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 92 practices which make up the membership of the CCG are listed below.

Locality		Practice Name	Address
Bath and North East Somerset	1.	Batheaston Medical Centre	Coalpit Road, Batheaston, Bath BA1 7NP
	2.	Chew Medical Practice	Chew Lane, Chew Stoke, Bristol BS40 8UE
	3.	Combe Down Surgery	The Avenue, Combe Down, Bath BA2 5EG
	4.	Elm Hayes Surgery	Clandown Road, Paulton, Bristol BS39 7SF
	5.	Fairfield Park Health Centre	Tyning Lane, Camden Road, Bath BA1 6EA

[1] The Lower Layer Super Output Area (LSOA) Codes for Silton Surgery are E01020433, E01020434, E01020440, E01020443, E01020447, E01020449, E01020450, E01020454, E01020455, E01020457, E01020458, E01020460, E01020462, E01020463, E01020464, E01029035, E01029037, E01029043, E01029053, E01029058, E01029155, E01029156, E01029158, E01029166, E01029167, E01029221, E01029227, E01029228, E01029229, E01029237, E01031991, E01032010, E01032035, E01032036, E01032037, E01032081, E01032082, E01032103, E01033156, E01033158

[2] The Lower Layer Super Output Area (LSOA) Codes for Sixpenny Handley Surgery are E01015431, E01020389, E01020396, E01020397, E01020398, E01020442, E01020460, E01023011, E01031983, E01031990, E01031991, E01032000, E01032001, E01032004, E01032013, E01032016, E01032019, E01032022, E01032029, E01032031, E01032040, E01033159, NO2011

Locality		Practice Name	Address
	6.	Grosvenor Place Surgery	26 Grosvenor Place, London Road, Bath BA1 6BA
	7.	Harptree Surgery	Bristol Road, West Harptree BS40 6HF
	8.	Hillcrest Surgery	Wellow Lane, Peasedown St John BA2 8JQ
	9.	Hope House Surgery	The Street, Radstock BA3 3PL
	10.	Monmouth Surgery	8 Monmouth Place, Bath BA1 2AU
	11.	Newbridge Surgery	129 Newbridge Hill, Bath BA1 3PT
	12.	Heart of Bath Medical Partnership	45 Upper Oldfield Park, Bath BA2 3HT
	13.	Pulteney Practice	35 Great Pulteney Street, Bath BA2 4BY
	14.	Rush Hill & Weston Surgery	20 Rush Hill, Bath BA2 2QH
	15.	Somerton House Surgery	79a North Road, Midsomer Norton, Radstock BA3 2QE
	16.	St Augustines	4 Station Road, Keynsham BS31 2BN
	17.	St Chads & Chilcompton Surgeries	Gullick Tyning, Midsomer Norton BA3 2UH
	18.	St Marys Surgery (Timsbury)	St Marys Close, Timsbury, Bath BA2 0HE
	19.	St Michael's and The Beehive	Walwyn Close, Twerton, Bath BA2 1ER
	20.	Temple House Practice	Keynsham Health Centre. St Clements Rd, Keynsham BS31 1AF
	21.	University Medical Centre	Quarry House, North Road, Bath BA2 7AY
	22.	West View Surgery	9 Park Road , Keynsham BS31 1BX
	23.	Westfield Surgery	Waterford Park, Radstock BA3 3UJ
	24.	Widcombe	3-4 Widcombe Parade, Widcombe, Bath BA2 4JT
Swindon	25.	Abbey Meads Medical Practice	Abbey Meads Village Centre, Elstree Way, Abbey Meads SN25 4YZ
	26.	Ashington House Surgery	Ashington Way, Westlea. SN5 7XY
	27.	Carfax NHS Medical Centre	Swindon NHS Health Centre, Islington Street. SN1 2DQ
	28.	Eldene Surgery	Colingsmead, Eldene. SN3 3TQ

Locality		Practice Name	Address
	29.	Elm Tree Surgery	24A High Street, Shrivenham. SN6 8AG
	30.	Great Western Surgery	Farriers Close, SN1 2QU
	31.	Hawthorn Medical Practice	May Close, Cricklade Road. SN2 1UU
	32.	Kingswood Surgery	Park North. SN3 2RJ
	33.	Lawn Medical Centre	Guildford Avenue, The Lawns. SN3 1JL
	34.	Merchiston Surgery	Highworth Road, Stratton St Margaret. SN3 4BF
	35.	Moredon Medical Centre	Moredon Road. SN2 2JG
	36.	North Swindon Practice	Home Ground Surgery, Thames Avenue, Haydon Wick. SN25 1QQ
	37.	Old Town Surgery	Curie Avenue, Okus. SN1 4GB
	38.	Park Lane Practice	7-9 Park Lane. SN1 5HG
	39.	Phoenix Surgery	Dunwich Drive, Toothill. SN5 8SX
	40.	Priory Road Medical Centre	Park South. SN3 2EZ
	41.	Ridge Green Medical Centre	Ramleaze Drive, Shaw. SN5 5PX
	42.	Ridgeway View Family Practice	Wroughton Health Centre, Barrett Way, Wroughton. SN4 9LW
	43.	Sparcells Surgery	Midwinter Close, Peatmoor. SN5 5AN
	44.	Victoria Cross Surgery	168/169 Victoria Road. SN1 3BU
	45.	Westrop Surgery	Westrop, Highworth. SN6 7DN
	46.	Whalebridge Practice	Swindon NHS Health Centre, Islington Street. SN1 2DQ
Wiltshire	47.	Avenue Surgery	14 The Avenue, Warminster, BA12 9AA
	48.	Avon Valley Practice	Fairfield, Upavon, Pewsey, SN9 6DZ
	49.	Barcroft Medical Practice	Barcroft Medical Centre, Amesbury, SP4 7DL
	50.	Box Surgery	London Road, Box, Wiltshire, SN13 8NA
	51.	Bradford on Avon &	Station Approach, Bradford on Avon,

Locality		Practice Name	Address
		Melksham Health Centre	Wiltshire, BA15 1DQ
	52.	Burbage Surgery	9 The Sprays, Burbage, Marlborough, Wiltshire, SN8 3TA
	53.	Castle Practice	Central Street, Ludgershall, Andover, Hampshire, SP11 9RA
	54.	Courtyard Surgery	39 High Street, West Lavington, Devizes Wiltshire, SN10 4JB
	55.	Cricklade Surgery	113 High Street, Cricklade, Swindon, SN6 6AE
	56.	Downton Surgery	Moot Lane, Downton, Salisbury, Wiltshire SP5 3JP
	57.	Giffords Primary Care Centre	Spa Road, Melksham, Wiltshire, SN12 7EA
	58.	Harcourt Medical Centre	Crane Bridge Road, Salisbury, Wiltshire, SP2 7TD
	59.	Hathaway Medical Centre	Middlefield Road, Chippenham, Wiltshire, SN14 6GT
	60.	Hindon Surgery	The Surgery, High Street, Hindon, Salisbury Wiltshire, SP3 6DJ
	61.	Jubilee Field Surgery	Yatton Keynell, Chippenham, Wiltshire, SN14 7EJ
	62.	Kennet & Avon Medical Partnership	George Lane, Marlborough, Wiltshire, SN8 4BY
	63.	Lansdowne Surgery	Waiblingen Way, Devizes, Wiltshire, SN10 2BU
	64.	Lodge Surgery	Lodge Road, Chippenham, Wiltshire, SN15 3SY
	65.	Lovemead Group Practice	Roundstone Surgery, Polebarn Road, Trowbridge, Wiltshire, BA14 7EH
	66.	Malmesbury Medical Partnership	Priory Way, Malmesbury, Wiltshire, SN16 0FB
	67.	Market Lavington Surgery	High Street, Market Lavington, Devizes, Wiltshire, SN10 4AQ

Locality		Practice Name	Address
	68.	Mere Surgery	Dark Lane, Mere, Warminster, Wiltshire, BA12 6DT
	69.	Millstream Medical Centre	Millstream House, Avon Approach, Salisbury, Wiltshire, SP1 3SL
	70.	New Court Surgery	Borough Fields, Royal Wootton Bassett, Wiltshire, SN4 7AX
	71.	Northlands Surgery	North Street, Calne, Wiltshire, SN11 0HH
	72.	Old School House Surgery	Church Street, Great Bedwyn, Marlborough, Wiltshire, SN8 3PF
	73.	Orchard Partnership	The Old Orchard, South Street, Wilton, Salisbury, Wiltshire, SP2 0JU
	74.	Patford House Partnership	8A Patford Street, Calne, Wiltshire, SN11 0EF
	75.	Porch Surgery	Beechfield Road, Corsham, Wiltshire, SN13 9DL
	76.	Purton Surgery	High Street, Purton, Swindon, Wiltshire, SN5 4BD
	77.	Ramsbury & Wanborough Surgery	Whittonditch Road, Ramsbury, Marlborough, Wiltshire, SN8 2QT
	78.	Rowden Medical Practice	Rowden Hill, Chippenham, Wiltshire, SN15 2SB
	79.	Salisbury Medical Practice	Fisherton House, Fountain Way, Wilton Road, Salisbury, Wiltshire, SP2 7FD
	80.	Silton Surgery	The Surgery, Gillingham Road, Gillington, Dorset, SP8 5DF
	81.	Southbroom Surgery	The Green, 15 Estcourt Street, Devizes, Wiltshire, SN10 1LQ
	82.	Spa Medical Centre	Snowberry Lane, Melksham, Wiltshire, SN12 6UN
	83.	St James Surgery	Gains Lane, Devizes, Wiltshire, SN10 1QU
	84.	St Melor House Surgery	Edwards Road, Amesbury, Salisbury, Wiltshire, SP4 7LT

Locality		Practice Name	Address
	85.	Three Chequers	Endless Street Surgery, 72 Endless Street, Salisbury, Wiltshire, SP1 3UH
	86.	Tinkers Lane Surgery	High Street, Royal Wootton Bassett, Swindon, Wiltshire, SN4 7AT
	87.	Tisbury Surgery	Park Road, Tisbury, Salisbury, Wiltshire, SP3 6LF
	88.	Trowbridge Health Centre (formally Adcroft Surgery)	Prospect Place Trowbridge, BA14 8QA
	89.	Tolsey Surgery	High Street, Sherston, Malmesbury, Wiltshire, SN16 0LQ
	90.	White Horse Health Centre	Mane Way, Leigh Park, Westbury, Wiltshire BA13 3FQ
	91.	Whiteparish Surgery	Common Road, Whiteparish, Salisbury, Wiltshire, SP5 2SU
	92.	Sixpenny Handley	Dean Lane, Sixpenny Handley, Salisbury Wiltshire, SP5 5PA

3.2 Nature of Membership and Relationship with CCG

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

3.3 Members' Rights

3.3.1 The Membership has delegated all functions and powers to the Governing Body, except the following which it reserves for itself, notwithstanding provisions 1.4, and 5.1.4:

a. The election of the Chair, the Locality Clinical Lead members, and the Locality Healthcare Professional members of the CCG's Governing Body;
b. Calling and attending a general meeting of the Members;
c. Submitting a proposal for amendment of the Constitution;
d. Approving Constitution changes in accordance with sections 1.4 and 5.1.4.

3.3.2 Members' rights and decision-making powers are set out in the Standing Orders and the CCG's Scheme of Reservations and Delegations (SoRD), respectively.

3.4 Members' Meetings

3.4.1 To ensure the effective participation by each of its Members, the CCG has constituted the Council of Members which comprises all Member Practice Representatives.

3.4.2 Meetings of the Council of Members take place regularly and in accordance with the procedure set out in the Standing Orders.

3.4.3 The CCG may facilitate and support Members' meetings at locality level for the purposes of engagement.

3.4.4 All partners and staff from the member practices are eligible to attend meetings of the Council of Members, but in the event of a vote, only the nominated Member Practice Representative will be eligible to vote.

3.4.4 Virtual and electronic gatherings of Members are permitted, to ensure the need to travel, and disruption to delivery of services in their practices, is minimised.

3.5 Practice Representatives

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

3.5.2 The Standing Orders set out the role of the Member Practice Representative, their nomination by the member practices, and the ways in which this role is expected to be fulfilled.

4 Arrangements for the Exercise of our Functions

4.1 Good Governance

4.1.1 In accordance with section 14L(2)(b) of the 2006 Act, the CCG will at all times observe generally accepted principles of good governance in the way it conducts its business. The CCG does this by adopting and following:

a) Values that include the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;

b) Standards and procedures that facilitate speaking out and the raising of concerns, including a freedom to speak up guardian;

c) The Good Governance Standard for Public Services;

d) The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';

e) The seven key principles of the NHS Constitution;

f) Relevant legislation such as the Equality Act 2010;

g) The standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'.

4.2 General

4.2.1 The CCG will:

a) comply with all relevant laws, including regulations;
b) comply with directions issued by the Secretary of State for Health or NHS England;
c) have regard to statutory guidance including that issued by NHS England; and
d) take account, as appropriate, of other documents, advice and guidance.

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

4.3 Authority to Act: the CCG

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

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

4.3.2 The extent of the respective bodies' and individuals' authority to act, and of the powers delegated to them by the CCG, is expressed through:

a) the Standing Orders;
b) the Standing Financial Instructions and Delegated Financial Limits;
c) the CCG's SoRD; and
b) Committees' Terms of Reference.

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.

4.4.2 The extent of the respective bodies' and individuals' authority to act and of the powers delegated to them by the Governing Body is expressed through:

a) the Standing Orders;
b) the Standing Financial Instructions and Delegated Financial Limits;
c) the CCG's SoRD; and
b) Committees' Terms of Reference.

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 on the CCG's website. The SoRD does not form part of this Constitution.

5.1.2 The CCG's SoRD sets out:

a) those decisions that are reserved for the Membership;
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.

5.1.4 The Accountable Officer may periodically propose amendments to the Scheme of Reservation and Delegation, which shall be considered and approved by the Governing Body unless:

a) Changes are proposed to the reserved powers; or
b) At least half (50%) of all the Governing Body member practice representatives (including the Chair) formally request that the amendments be put before the membership for approval.

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.

5.3.2 A copy of the delegated limits of financial authority, which form part of this Constitution, is included at Appendix 4.

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 SFIs.

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 Reports and Accounts;
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.

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.

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;

b) The Accountable Officer;

c) The Chief Finance Officer;

d) A Secondary Care Specialist;

e) A Registered Nurse;

f) Two lay members:
- one who has qualifications, expertise, or experience to enable them to lead on finance and audit matters, and who takes a lead role in overseeing key elements of governance (the Lay Member Audit and Governance); and
- one who has knowledge about the CCG area, enabling them to express an informed view about the discharge of the CCG functions (the Lay Member Patient and Public Engagement, PPE).

5.5.3 The CCG has agreed the following additional members:

a) One lay member who has qualifications, expertise and experience to enable them to support the CCG's financial strategy and planning (the Lay Member Finance);

b) One lay member who has expertise and lived experience of care, and knowledge about the CCG area (the Lay Member Primary Care Commissioning, PCC);

c) Three Locality Clinical Leads for BaNES, Swindon and Wiltshire respectively, who will be drawn from member practices in the respective locality, will fulfil the definition of Healthcare Professional, and have a lead role in developing and implementing strategies for health and care services at locality level; for the avoidance of doubt, there will be one Locality Clinical Lead for the BaNES area, one for the Swindon area and one for the Wiltshire area;

d) Five Locality Healthcare Professional members, who will be drawn from member practices in the respective locality, will fulfil the definition of Healthcare Professional, and represent the voice of primary care in that locality – one such member for BaNES, one such member for Swindon, and three such members for Wiltshire;

e) The CCG's Director of Nursing and Quality;

f) The CCG's Director of Strategy and Transformation;

g) The CCG's Medical Director.

5.5.4 A Deputy Chair will be selected from amongst the Governing Body members. This appointment will comply with the National Health Service (Clinical Commissioning Groups) Regulations 2012, and if the Chair is a Healthcare Professional, the Deputy Chair will be a lay member.

5.6 Additional Attendees at the Governing Body Meetings

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

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

a) The Chief Operating Officers for the BaNES, Swindon and Wiltshire localities;

b) One senior representative each of the BaNES, Swindon and Wiltshire Council, respectively.

5.7 Appointments to the Governing Body

5.7.1 The process of appointing Locality Clinical Leads and Locality Healthcare Professionals 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, including joint committees with other organisations, where this is permitted. The Governing Body may determine that its Committees and Sub-Committees meet in common with other organisations' Committees where this supports the CCG and its Governing Body in discharging their respective functions.

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. 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). However, the Governing Body may determine that any of the above committees may meet in common with their respective equivalents of other CCGs if this is deemed to facilitate and support collaborative or joint commissioning arrangements.

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

5.9.9 The Governing Body has also established 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's 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 delegates to the Governing Body the ability to enter into arrangements with one or more relevant Local Authority in respect of:

a) Delegating specified commissioning functions to the Local Authority;

b) Exercising specified commissioning functions jointly with the Local Authority;

c) Exercising any specified health-related functions on behalf of the Local Authority.

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

a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;

b) make the services of its employees or any other resources available to the Local Authority; and

c) receive the services of the employees or the resources from the Local Authority.

d) where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:

- how the parties will work together to carry out their commissioning functions;
- the duties and responsibilities of the parties, and the legal basis for such arrangements;
- how risk will be managed and apportioned between the parties;
- financial arrangements, including payments towards a pooled fund and management of that fund;
- contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and
- the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

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

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

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

a) delegating any of the CCG's commissioning functions to another CCG;

b) exercising any of the Commissioning Functions of another CCG; or

c) exercising jointly the Commissioning Functions of the CCG and another CCG.

5.12.4 For the purposes of the arrangements described at 5.12.3, the CCG may:

a) make payments to another CCG;

b) receive payments from another CCG; or

c) make the services of its employees or any other resources available to another CCG; or

d) receive the services of the employees or the resources available to another CCG.

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

5.12.6 For the purposes of the arrangements described above, the CCG may establish and maintain a pooled fund made up of contributions by all of the CCGs working together jointly pursuant to paragraph 5.12.3 above. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of

any of the commissioning functions in respect of which the arrangements are made.

5.12.7 Where the CCG makes arrangements with another CCG as described at paragraph 5.12.3 above, the CCG shall develop and agree with that CCG an agreement setting out the arrangements for joint working including details of:

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

b) the duties and responsibilities of the parties, and the legal basis for such arrangements;

c) how risk will be managed and apportioned between the parties;

d) financial arrangements, including payments towards a pooled fund and management of that fund;

e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

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

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

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

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

a) make a quarterly written report to the Governing Body;

b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and

c) publish an annual report on progress made against objectives.

5.12.12 Should a joint commissioning arrangement prove to be unsatisfactory the Governing Body of the CCG can decide to withdraw from the arrangement, but has to give six months' notice to partners to allow for credible alternative

arrangements to be put in place, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.

5.13 Joint Commissioning Arrangements with NHS England

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

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

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

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

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

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

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

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

b) the duties and responsibilities of the parties, and the legal basis for such arrangements;

c) how risk will be managed and apportioned between the parties;

d) financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;

e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

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

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

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

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

a) make a quarterly written report to the Governing Body;

b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and

c) publish an annual report on progress made against objectives.

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

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
e) Provide advice on minimising the risks of conflicts of interest.

6.2 Declaring and Registering Interests

6.2.1 The CCG will maintain registers of the interests of those individuals listed in the CCG's policy.

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

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

6.2.4 The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually. All persons required to, must declare any interests as soon as 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

2006 Act	National Health Service Act 2006
Accountable Officer (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, and any other provision of the 2006 Act specified in a document published by the Board for that purpose; exercises its functions in a way which provides good value for money. The BSW CCG CEO is the AO.
Area	The geographical area that the CCG has responsibility for, as defined in part 2 of this constitution
Chair of the CCG Governing Body	The individual appointed by the CCG to act as chair of the Governing Body and who is usually either a GP member or a lay member of the Governing Body.
Chief Finance Officer (CFO)	A qualified accountant employed by the group with responsibility for financial strategy, financial management and financial governance and who is a member of the Governing Body. The BSW Director of Finance is the CFO.
Clinical Commissioning Groups (CCG)	A body corporate established by NHS England in accordance with Chapter A2 of Part 2 of the 2006 Act.

Committee	A Committee created and appointed by the membership of the CCG or the Governing Body.
Sub-Committee	A Committee created by and reporting to a Committee.
Double majority voting	A voting mechanism whereby both the voting member practices and the registered patient population are taken into account. In order to pass a decision, and subject to quoracy rules, the votes cast in support of a decision must • represent a simple majority of the Members who cast a vote, and who are eligible to participate in the voting in question (i.e. all CCG Members, or the Members in a locality); and • the practices whose Member Practice Representatives cast the vote represent a simple majority of the patient population that is registered with the member practices who are eligible to, and who did participate in the vote.
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 The CCG includes Practice Managers in this definition.
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.
Lay Member Audit and Governance	The Lay Member who has qualifications, expertise, or experience to enable them to lead on finance and audit matters, and who takes a lead role in overseeing key elements of governance.
Lay Member Finance	The Lay Member who has qualifications, expertise and experience to enable them to support the CCG's financial strategy and planning.
Lay member Primary Care Commissioning (PCC)	The Lay Member who has expertise and lived experience of care, and knowledge about the CCG area.
Lay Member – Public and Patient Engagement (PPE)	The Lay Member who has knowledge about the CCG area, enabling them to express an informed view about the discharge of the CCG functions.
Locality Clinical Lead	A member of the Governing Body who is drawn from, and elected by, member practices in the respective locality, will fulfil the definition of Healthcare Professional, and have a lead role in developing and implementing strategies for

	health and care services at locality level.
Locality Healthcare Professional members	A member of the Governing Body who will be drawn from, and elected by, member practices in the respective locality, will fulfil the definition of Healthcare Professional, and represent the voice of primary care in that locality.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to NHS England and the Governing Body
Professional Standards Authority	An independent body accountable to the UK Parliament which helps 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
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issued by NHS England, of the interests of: the Members of the CCG; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and its employees.

STP	Sustainability and Transformation Partnerships – the framework within which the NHS and local authorities have come together to plan to improve health and social care over the next few years. STP can also refer to the formal proposals agreed between the NHS and local councils – a “Sustainability and Transformation Plan”.
Council of Members	All Member Practice Representatives from the CCG’s member practices come together as / form the Council of Members.

Appendix 2: Committee Terms of Reference

Audit Committee

Terms of Reference

1. Introduction

1.1 The BSW CCG's Governing Body established this Audit Committee (the Committee) in accordance with national guidance for CCGs, and the BSW CCG's Constitution, Standing Orders, and Scheme of Reservations and Delegations.[3]

1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

1.3 The Committee may not operate as a joint committee with another CCG's Audit Committee. However, the Governing Body may determine that the Committee can enter into committees in common arrangements with another CCG's Audit Committees if this is deemed to facilitate and support collaborative or joint commissioning arrangements.

2. Purpose

2.1 The Committee will support the CCG's Governing Body and Accountable Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment, and the integrity of financial statement and the annual report.

2.2 The Committee has an assurance and advisory function for the CCG's Governing Body and Accountable Officer. The Committee has no executive responsibilities and will not make executive decisions.

3. Responsibilities / Duties

3.1 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.
Within this remit, the Committee shall cover the following areas, and recommend decisions to the CCG's Governing Body, as appropriate:

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[3] The following set the framework / provide guidance for the establishment and role of CCG Audit Committees: National Health Service Act 2006, Schedule 1A – Clinical commissioning groups; The Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015; HM Treasury Audit and Risk Assurance Committee Handbook (2016); HFMA NHS Audit Committee Handbook (2018);

Integrated governance, risk management and internal control

3.2 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, which supports the achievement of the CCG's objectives.

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

a) The CCG's internal controls, board assurance framework, integrated governance and risk management systems;

b) All risk and control related disclosure statements (in particular the governance statement), together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances, prior to submission to the Governing Body;

c) The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;

d) The policies and corporate registers for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications;

e) The policies and procedures for all work related to counter fraud and security as required by NHS Protect.

3.3 In carrying out this work the Committee will

a) Be supported by the BSW Risk Management Panel, which will provide assurance reports to the Committee relating to the effective operation of risk management systems and controls across BSW;
b) Utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources;
c) Seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness;
d) Make use of an effective assurance framework to guide its work and the audit and assurance functions that report to it.

3.4 As part of its integrated approach, the Committee will have effective relationships with other Committees of the CCG's Governing Body, so that it understands processes and linkages. However, these other Committees must not usurp the Committee's role.

Internal audit

3.5 The Committee shall ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards 2017, and provides appropriate independent assurance to the Committee, the CCG's Accountable Officer and the CCG's Governing Body. The Committee will achieve this by:

a) Considering the provision of the internal audit service, the cost of the audit, and any questions of resignation by or dismissal of the Head of Internal Audit;

b) Reviewing and approving 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;

c) Considering the major findings of internal audit work (and management's response) in an appropriate and timely manner, and ensuring coordination between the internal and external auditors to optimise the use of audit resources;

d) Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation;

e) Monitoring the effectiveness of internal audit and carrying out an annual review;

f) Meeting the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out.

External audit

3.6 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 management's responses to their work. The Committee will achieve this by:

a) Making recommendations to the CCG's Governing Body on areas relating to the appointment, re-appointment and removal of auditors, the level of remuneration and terms of engagement;

b) Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual audit plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy;

c) Approving the annual audit plan and ensure that it is consistent with the scope of the audit engagement;

d) Discussing with the external auditors their evaluation of audit risks and assessment of the organisation, and the impact on the audit fee;

e) Reviewing all external audit reports, including the report to those charged with governance (before its submission to the governing body) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses;

f) Advise the Governing Body and Accountable Officer on the contents of a policy for the engagement of external auditors to supply non-audit services, and approve such a policy;

g) Assessing annually the independence and objectivity of the external auditor, taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;

h) Meeting the external auditor at least once a year, without management being present; to discuss their remit and any issues arising from the audit.

Other assurance functions

3.7 The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.
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, NHS Litigation Authority, etc.) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges, accreditation bodies, etc.)

In addition, the Committee will maintain dialogue with, and where appropriate review the work of, other Committees within the CCG, whose work can provide relevant assurance to the Committee's own areas of responsibility. In particular, this will include any clinical governance, risk management or quality committees that may be established.

Counter fraud

3.8 The Committee shall satisfy itself that the organisation has adequate arrangements in place for countering fraud, and shall review the outcomes of work in these areas.

Management

3.9 The Committee shall request and review reports, evidence and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

3.10 The Committee may also request specific reports from individual functions within the organisation (for example, clinical audit), as relevant to the Committee's ToR.

Financial reporting

3.11 The Committee shall monitor the integrity of the financial statements of the organisation, including where collaboration with other CCGs or Local Authorities is concerned, and any formal announcements relating to its financial performance.

3.12 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 the completeness and accuracy of the information provided.

3.13 The Committee shall review the annual report and financial statements before submission to the governing body, focusing particularly on, and challenging where necessary:

a) The wording in the annual governance statement and other disclosures relevant to the Terms of Reference of the Committee;

b) Consistency of, changes in, and compliance with, accounting policies, practices and estimation techniques;

c) The methods used to account for significant or unusual transactions where different approaches are possible;

d) Whether the CCG has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

e) The clarity and completeness of disclosure in the CCG's financial reports and the context in which statements are made;

f) Unadjusted mis-statements in the financial statements;

g) Significant judgements in preparation of the financial statements;

h) Significant adjustments resulting from the audit;

i) Letters of representation;

j) Explanations for significant variances.

3.13 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the CCG, it shall report its views to the CCG's Governing Body.

Whistle blowing

3.14 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. In particular the committee shall:

a) Review and recommend to the Governing Body the CCG's Freedom to Speak Up policy;

b) Review the CCG's systems and controls for the prevention of bribery, and receive reports on non-compliance;

c) Review the CCG's procedures for detecting fraud;

d) Review and recommend to the Governing Body the CCG's policies and procedures relating to counter-fraud and anti-corruption activities as performed by the Counter Fraud and Security Management Service;

e) Review and recommend to the Governing Body the CCG's policies and procedures relating to standards of business conduct, including the management of conflicts of interest;

f) Keep under review the adequacy and effectiveness of the CCG's policies and corporate registers for ensuring compliance with relevant regulatory, legal and code of conduct requirements.

4. Membership

4.1 The following are members of the Committee, i.e. they have the right to receive meeting documents and to vote:

- Three Lay Members of the CCG's Governing Body;
- The CCG Governing Body's Registered Nurse;
- One of the five Locality Healthcare Professional members of the Governing Body, drawn from member practices, who fulfil the definition of Healthcare Professional, as described in provision 5.5.3 d of the Constitution.

4.2 The following normally attend Committee meetings, i.e. they may receive meeting documents and may participate in discussion, but they cannot participate in the Committee's decision-making and must not vote:

- The CCG's Accountable Officer (normally attending to discuss with the Committee the process for assurance that supports the Annual Governance Statement, and when the Committee considers the annual report and accounts);
- The CCG's Chief Financial Officer;
- The Director of Corporate Affairs;
- The Head of Internal Audit;
- A representative of the External Auditor;
- A representative of the local counter-fraud service (normally attending a minimum of two meetings per year).

4.3 In addition, the Chair, on behalf of the Committee, may invite such individuals to the Committee's meetings as are considered necessary to enable the Committee to conduct its business effectively. Invitations may be extended to Chairs of other CCG and CCG Governing Body Committees, to assess / explore in particular risk management and assurance functions of Committees, and to safeguard against both overlaps and gaps in remits.

4.4 The Lay Member – Audit, who has qualifications, expertise or experience to enable them to lead on finance and audit matters, will chair the Committee. To safeguard the independence and objectivity of the Committee's Chair, he / she must not be the Chair or Deputy Chair of the Governing Body.

4.5 The Committee may sit in private for all or part of a meeting, and may exclude anyone who is not a member of the Committee from such meetings in private.

4.6 Outside of formal meetings, the Committee Chair will maintain a dialogue with key individuals involved in the CCG's governance, including the External Auditor's senior representative, the Head of Internal Audit, the CCG's Accountable Officer, the CCG's Chief Financial Officer, and the Chair of the CCG's Governing Body.

4.7 The CCG's Governing Body appoints the members of the Committee. The CCG's Standing Orders determine tenures, and set out the process to be followed for resignation or removal of Committee members.

5. Quorum

5.1 A quorum shall be three members of the Committee, including a majority of Lay Members.

5.2 If the meeting becomes inquorate, it shall either be suspended, or decisions ratified at the next meeting of the Committee, or – with the agreement of the Committee Chair – by email.

6. Reporting

6.1 After each of its meetings, the Committee will report to the CCG's Governing Body about business transacted, assurance and gaps in assurance.

6.2 In addition to the Committee's regular reports (per 6.1) to the Governing Body, and as agreed with the Committee, the Chair shall report on any matters within the remit of this Committee which in the Chair's view require the Governing Body's attention and / or executive decision making.

6.3 The Committee shall make whatever recommendations to the Governing Body it deems appropriate on any area within its remit where action or improvement is needed

6.3 The Committee will report to the Governing Body annually on 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.

7. Authority

7.1 The Committee is a non-executive Committee of the CCG Governing Body and has no powers, other than those specifically delegated in these Terms of Reference.

7.2 In furtherance and support of its business, the Committee is authorised to

- Co-opt members for a period of time (not exceeding a year, and with the approval of the Governing Body) to provide specialist skills, knowledge and experience which the Committee may need at a particular time;
- Receive full access to information (including from any external organisation providing services to the CCG);
- Investigate any matters within its terms of reference;
- Obtain independent / outside professional advice (at the cost of the CCG); and
- Require any member of staff of the CCG to report to the Committee on the risks and controls that such member of staff is responsible for.

8. Frequency of Meetings

8.1 Meetings shall normally be held five times a year at appropriate times in the reporting and audit cycle, and may otherwise be held as required. The Governing Body, Accountable Officer, External Auditors, or Head of Internal Audit may request an additional meeting if they consider that one is necessary.

9. Secretary

9.1 The Corporate Office will provide the secretariat, which shall:

- Ensure that the Committee receives the resources and support it needs to fulfil its role;
- Ensure timely provision of meeting papers / materials to Committee members, normally 5 business day before a meeting;
- Record in formal minutes the business transacted by the Committee;

- Ensure that appropriate mechanisms are in place to ensure the flow of information to and from the Committee, including the Committee's reporting to the Governing Body;
- Advise the Committee on matters of good governance practice, in view of relevant guidance.

10. Conduct of meetings

10.1 Committee meetings will be conducted in accordance with the BSW CCG's Constitution and Standing Orders.

10.2 Members of the Committee will

- conduct the Committee's business in accordance with any national guidance and relevant codes of conduct / good governance practice, including the Nolan principles of public life;
- comply with the standards of business conduct, including the protocols for managing conflicts of interest, as determined in the CCG's Constitution, Standards of Business Conduct Policies, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations .

10.3 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.

10.4 Provided the meeting is quorate, the Committee will take decisions through voting and by a simple majority of those present. In the case of equality of votes, the Chair will have a casting vote.

10.5 If for any reason the Chair is not present 15 minutes after the scheduled meeting start and no delegate was nominated in advance of the meeting, the members shall agree one from their midst to chair the meeting on this occasion. Such arrangements shall be recorded in the meeting minutes. The Committee shall conduct its business as usual, provided the meeting is quorate.

11. Review

11.1 The Committee will review its performance, its membership and these terms of reference annually, and recommend to the CCG's Governing Body any amendments it considers necessary to ensure it continues to discharge its business effectively.

11.2 Approval date: 1 April 2020

Remuneration Committee

Terms of Reference

1 Introduction

1.2 The BSW CCG's Governing Body established this Remuneration Committee (the Committee) in accordance with national guidance for CCGs, and the BSW CCG's Constitution, Standing Orders, and Scheme of Reservations and Delegations.

1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

1.3 The Committee may not operate on a joint committee basis with another CCG. However, the Governing Body may determine that the Committee can enter into committees in common arrangements with other CCGs' Remuneration Committees if this is deemed to facilitate and support collaborative or joint commissioning arrangements.

2 Purpose

2.1 The Committee will support the CCG's Governing Body and Accountable Officer by making recommendations regarding remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG

2.2 The Committee has no executive responsibilities and will not make executive decisions. The Committee will make recommendations to, and advice the CCG's Governing Body. This Committee also has an assurance function to the CCG's Governing Body regarding the matters within its remit.

3 Responsibilities/Duties

3.1 The 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. Within this remit, and ensuring the consistent application of relevant national guidance and local policies, the Committee shall cover the following areas, and recommend decisions to the CCG's Governing Body, as appropriate:

3.1.1 To make recommendations to the Governing Body regarding the remuneration and conditions of service of senior employees of the BSW CCG, the members of the Governing Body, and people who provide services to the BSW CCG including:

(a) salary, including any performance-related pay or bonus;
(b) provisions for other benefits, including pensions and cars;
(c) allowances under any pension scheme it might establish as an alternative to the NHS pension scheme; and

(d) other allowances;

The Committee will not discuss remuneration or succession planning of the Governing Body's lay members. For that particular purpose, the CCG Chair will convene a meeting which comprises members of the CCG's Governing Body other than the lay members, and which will be supported by officers whose expertise is appropriate and relevant to these discussions.

3.1.2 To advise and recommend to the Governing Body pay policy and any annual award for all employees of the CCG and to other persons providing services to the CCG including pensions, remuneration, fees, travelling or other allowances payable to employees;

3.1.3 To consider and recommend to the Governing Body any payments, in addition to salary, for very senior managers (VSM) and where appropriate ensure that any approvals are sought such as seeking HM Treasury approval as appropriate. This includes severance payments;

3.1.4 To advise and recommend to the Governing Body remuneration for individuals for specific work undertaken in addition to their normal CCG role, while having proper regard to the organisation's circumstances and performance and to the provisions of any national arrangements for such staff;

3.1.5 Utilising benchmarked information on other Clinical Commissioning Groups' costs and on competing earnings potential in primary care, to propose levels of remuneration, for approval by the Governing Body, that are sufficient to attract, retain and motivate members of the Governing Body and senior employees whilst remaining cost effective;

3.1.6 To advise on, and recommend, the framework for monitoring and evaluating the performance of the CCG's Executive Directors annually, and to recommend to the CCG's Governing Body any performance related pay;

3.1.7 Ensure that the Governing Body has the right balance of skills, knowledge and perspectives required from its members;

3.1.8 Ensure that succession plans are in place for the Governing Body and its Committees;

3.1.9 Oversee the appointment or election process for members of the Governing Body and its committees, and assure the Governing Body that due process is followed;

3.1.10 Ensure that the performance and effectiveness of the Governing Body and its committees are regularly and adequately reviewed, and make recommendations to the Governing Body where action may be required; this may include

recommendations to terminate the term of office of a member of the Governing Body or its committees.

4 Membership

4.1 The members of the Committee shall be appointed by the CCG's Governing Body. Only members of the Governing Body may be members of the Remuneration Committee.

4.2 The following are members of the Committee, i.e. they receive meeting documents, can make decisions at meetings, and exercise all duties, responsibilities and authorities set out in these Terms of Reference:

- Three Lay Members of the CCG's Governing Body; the Chair of the Audit Committee shall not be a member of this Committee;
- The Secondary Care Specialist;
- The Registered Nurse.

4.3 Unless the Committee considers these individuals' remuneration or performance, the following normally attend Committee meetings, i.e. they may receive meeting documents and may participate in discussions, but cannot participate in the Committee's decision-making:

- The Accountable Officer;
- The HR Business Partner;
- The Director for People and Organisational Development ;

4.4 In addition, the Chair, on behalf of the Committee, may invite such individuals to the Committee's meetings as are considered necessary to enable the Committee to conduct its business effectively.

4.5 The Remuneration Committee will be chaired by a Lay Member.

5. Quorum

5.1 A quorum shall be 3 members, one of whom must be either the Secondary Care Specialist or the Registered Nurse.

5.2 If the meeting becomes inquorate due to the Committee's clinical members having conflicts of interest, the Chair may relax the requirement of the clinical members being present for purposes of quoracy.

5.3 If the Committee becomes inquorate for other reasons, it shall either be suspended, or decisions ratified either at the next meeting of the Committee, or – with the agreement of the Committee Chair – by email.

6. Reporting

6.1 After each of its meetings, the Committee will report to the CCG's Governing Body in confidence about business transacted, and make recommendations to the Governing Body with regards to any matter within the Committee's remit, as set out in these Terms of Reference. Reporting may be through the Committee's meeting minutes and / or any other format agreed by the Committee Chair.

6.2 In addition, and as agreed with the Committee, the Chair shall report on any matters within the remit of this Committee which in the Chair's view require the CCG's Governing Body's attention and / or executive decision making.

7. Authority

7.1 In furtherance and support of its business, this Committee is authorised to seek any information it requires from any employee; obtain outside legal or other independent professional advice; and to commission reports or surveys.

7.2 The Committee may operate under committees in common arrangements with other CCGs' Remuneration Committees, as per the BSW CCG's Constitution.

8. Frequency of Meetings

8.1 The Committee shall normally meet twice per business year, and additional meetings shall be held as and when required.

9. Secretary

9.1 The Corporate Office shall provide the secretariat to the Committee. The secretariat shall:

- Ensure that the Committee receives the resources and support it needs to fulfil its role;
- Ensure timely provision of meeting papers / materials to Committee members, normally 5 business day before a meeting;
- Record in formal minutes the business transacted and decisions taken by the Committee;
- Ensure that appropriate mechanisms are in place to ensure the flow of information to and from the Committee, including the Committee's reporting to the Governing Body;
- Advise the Committee on matters of good governance practice, in view of relevant guidance.

10. Conduct of meetings

10.1 Committee meetings will be conducted in accordance with the BSW CCG's Constitutions, Standing Orders, and Standards of Business Conduct Policy. National guidance for NHS bodies and CCGs applies, and the Committee will endeavour to follow and apply good governance practice.

10.2 Members of the Committee will

- conduct the Committee's business in accordance with any national guidance and relevant codes of conduct / good governance practice, including the Nolan principles of public life;
- comply with the standards of business conduct, including the protocols for managing conflicts of interest, as determined in the CCG's Constitution, Standards of Business Conduct Policies, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.

10.3 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.

10.4 Provided the meeting is quorate, the Committee will take decisions through voting and by a simple majority of those present. In the case of equality of votes, the Chair will have a casting vote.

10.5 If for any reason the Chair is not present 15 minutes after the scheduled meeting start and no delegate was nominated in advance of the meeting, the members shall agree one from their midst to chair the meeting on this occasion. Such arrangements shall be recorded in the meeting minutes. The Committee shall conduct its business as usual, provided the meeting is quorate.

10.6 In order to manage conflicts of interest in accordance with the CCG's Constitution, Standing Orders and Standards of Business Conduct Policy, Committee members and any individuals in attendance of the meeting in question who have perceived or actual conflicts of interest regarding the business to be undertaken:

10.6.1 will receive either redacted meeting papers, or no meeting papers at all, whichever is deemed the appropriate approach;

10.6.2 will leave the meeting when the item / items are considered for which they have a perceived or actual conflict of interest.

11. Review

11.1 The Committee will annually review its performance, its membership and these terms of reference, and recommend to the CCG's Governing Bodies any amendments it considers necessary to ensure it continues to discharge its business effectively.

11.2 Approval date: 1 April 2020

Primary Care Commissioning Committee

Terms of Reference

1. Introduction

1.1 Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary medical care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.

1.2 In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 1 to these Terms of Reference to the Bath and North East Somerset, Swindon and Wiltshire (BSW) CCG.

1.3 The CCG has established the Bath and North East Somerset, Swindon and Wiltshire (BSW) CCG 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 Bath and North East Somerset, Swindon and Wiltshire (BSW) CCG ('the CCG') authority to exercise the primary care commissioning functions set out in Schedule 1 to these Terms of Reference 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 NHS England and the CCG. Currently the terms of payment ensure that the CCG does not undertake expenditure before such time as it has received the payment of funds set aside for the CCG's delivery of the delegated authority to commission primary care services.

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:

i. Management of conflicts of interest (section 14O);

ii. Duty to promote the NHS Constitution (section 14P);

iii. Duty to exercise its functions effectively, efficiently and economically (section 14Q);

iv. Duty as to improvement in quality of services (section 14R);

v. Duty in relation to quality of primary medical services (section 14S);

vi. Duties as to reducing inequalities (section 14T);

vii. Duty to promote the involvement of each patient (section 14U);

viii. Duty as to patient choice (section 14V);

ix. Duty as to promoting integration (section 14Z1);

x. Public involvement and consultation (section 14Z2).

2.4 The CCG exercises the delegated functions from NHS England in accordance with the relevant provisions of section 13 of the NHS Act.

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

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

3. Role of the Committee

3.1 This 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 BSW, 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 BSW 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. This includes the following:

3.4.1 To oversee GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);

3.4.2 To oversee newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);

3.4.3 To design local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);

3.4.4 To make decisions on whether to establish new GP practices in the BSW area;

3.4.5 To approve practice mergers in the area;

3.4.6 To make decisions on 'discretionary' payment (e.g., returner/retainer schemes);

3.5 The CCG will also carry out the following activities:

3.5.1 To plan, including needs assessment, primary medical care services in BSW;

3.5.2 To undertake reviews of primary medical care services in BSW;

3.5.3 To co-ordinate a common approach to the commissioning of primary care services generally;

3.5.4 To manage the budget for commissioning of primary medical care services in BSW;

3.5.5 To develop and deliver a primary medical care strategy for the CCG, including consideration of training, recruitment and retention of primary care practitioners in the BSW area;

3.5.6 To maintain and deliver an integrated primary and community care estates strategy across the CCG, liaising with the CCG's Finance Committee to ensure appropriate fit with the CCG's overarching estates strategy;

3.5.7 To maintain oversight and continually review the CCG's 'Primary Care Offer';

3.5.8 To carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act;

3.5.9 To assist and support NHS England in discharging its duty under section13E of the NHS Act 2006 (as amended by the Health and Social Care Act 2012) so far as relating to securing continuous improvement in the quality of primary medical services;

3.5.10 To work with NHS England to agree rules for areas such as the collection of data for national data sets, equivalent of what is collected under QOF, and IT intra-operability;

3.5.11 To consult with Local Medical Committee on any proposed new incentive schemes, and demonstrate improved outcomes, reduced inequalities and value for money;

3.5.12 To approve the arrangements for discharging the group's statutory duties associated with its GP practice commissioning functions, including but not limited to promoting the involvement of each patient, patient choice, reducing inequalities, improvement in the quality of services, obtaining appropriate advice and public engagement and consultation;

3.5.13 To vary or renew existing contracts for primary care provision or award new ones, depending on local circumstances.

3.6 The responsibilities remaining with NHS England (Reserved Functions) are:

3.6.1 The management of the national performers list;

3.6.2 The management of the revalidation and appraisal process;

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

3.6.4 The Capital Expenditure functions, decision making;

3.6.5 Section 7A functions under the NHS Act (public health programmes/services);

3.6.6 Functions in relation to complaints management;

3.6.7 Such other ancillary activities that are necessary in order to exercise the Reserved Functions.

4. Geographical coverage

4.1 The Committee's geographical coverage is the BSW area, i.e. the area coterminous with the Bath and North East Somerset Council, the Borough of Swindon plus Shrivenham, Wiltshire Council, and Silton Surgery, The Surgery, Gillingham Road, Gillington, Wiltshire, SP8 5DF, and Sixpenny Handley, Dean Lane, Sixpenny Handley, Salisbury Wiltshire, SP5 5PA.

5. Membership[4]

5.1 The members of the Committee shall be appointed by the CCG's Governing Body. The following are members of the Committee, i.e. they have the right to receive meeting documents and to vote:

i. Three Lay Members of the BSW CCG Governing Body, excluding the Lay Member – Audit and Governance;
ii. The CCG's Accountable Officer;
iii. The CCG's Chief Financial Officer;
iv. The CCG's Director of Strategy and Transformation;
v. The Registered Nurse of the CCG's Governing Body;
vi. The CCG's Director of Primary Care;
vii. The CCG's Medical Director.

5.2 The Lay Member (PCC) will be the Chair of the Committee.

5.3 The Lay Member (PPE) will be the Vice Chair of the Committee.

5.4 To ensure sufficient clinical input while managing conflicts of interest, the CCG Governing Body may invite up to three retired GPs or out-of-area GPs to attend Committee meetings in an advisory capacity, i.e. they may receive meeting documents and participate in discussions, but cannot participate in the Committee's decision-making and must not vote.

5.5 The three Locality Clinical Lead Members of the CCG Governing Body, and the five Locality Healthcare Professional members of the CCG Governing Body, drawn from member practices, may attend Committee meetings in an advisory capacity, i.e. they may receive meeting documents and participate in discussions, but cannot participate in the Committee's decision-making and must not vote.

5.6 The following receive a standing invitation to attend meetings of the Committee, including, where appropriate, for items where the public is excluded for reasons of confidentiality:

i. Representatives from HealthWatch Bath and North East Somerset, HealthWatch Swindon, and HealthWatch Wiltshire;
ii. Representatives from the Bath and North East Somerset, Swindon, and Wiltshire Health and Wellbeing Boards;
iii. A representative from Wessex LMC;
iv. The Director of Commissioning, NHS England South Central;
v. The Head of Primary Care, NHS England South Central;
vi. Public sector patient representatives.

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[4] Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*, https://www.england.nhs.uk/publication/managing-conflicts-of-interest-revised-statutory-guidance-for-ccgs-2017/ . This includes the requirement for a lay member Chair, and a lay member Vice Chair, of the Committee.

These attendees may receive meeting papers but cannot participate in the Committee's decision-making and must not vote.

5.7 In addition, the Chair, on behalf of the Committee, may invite such individuals to the Committee's meetings as are considered necessary to enable the Committee to conduct its business effectively.

6. Quorum

6.1 A quorum shall be 5 members, including a majority of Lay Members and Executives.

6.2 If the meeting becomes inquorate, at the discretion of the Chair

i. the meeting may be suspended and business be transacted at the next quorate meeting;

ii. a decision may be taken in principle, to be ratified at the next quorate meeting;

iii. a decision may be taken outside the meeting by email, telephone or any other electronic means, observing the quoracy rule.

7. Frequency and conduct of meetings

7.1 Meetings will normally be held in each quarter of the CCG's business year, and otherwise as required.

7.2 Committee meetings will be conducted in accordance with the BSW CCG's Constitution and Standing Orders.

7.3 Meetings of the Committee shall be held in public, unless the Committee resolves 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.

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

7.5 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.

7.6 The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.

7.7 After each of its meetings, the Committee will present its minutes to the CCG's Governing Body and NHS England (South Central) for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 7.5 above.

7.8 The CCG will also comply with any reporting requirements set out in its Constitution.

7.9 In addition, and as agreed with the Committee, the Chair shall report on any matters within the remit of this Committee which in the Chair's view require the CCGs' Governing Bodies' attention and / or executive decision making.

7.10 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.

7.11 If for any reason the Chair is not present 15 minutes after the scheduled meeting start and no delegate was nominated in advance of the meeting, the members shall agree one from their midst to chair the meeting on this occasion, subject to provision 4.7 . Such arrangements shall be recorded in the meeting minutes. The Committee shall conduct its business as usual, provided the meeting is quorate.

7.12 In the event an urgent decision of the Committee is required, the request will be communicated to the Committee Chair and the Chief Executive. The Committee Chair may share papers by email to the members of the Committee, and request the agreement of the Committee Members within a specified period of time. Quoracy rules as set out in point 6 apply. If agreement is reached within the time period, the Chair will record the decision and report it at the next meeting of the Committee.

8. Voting

8.1 The Committee will aim to achieve consensus decision-making wherever possible. Each member of the Committee shall have one vote. Provided the meeting is quorate, the Committee will take decisions through voting and by a simple majority of those present. In the case of equality of votes, the Chair will have a casting vote.

9. Authority

9.1 The Committee has authority to commit resources and make financial decisions in line with the CCG's delegated financial limits.

9.3 For the avoidance of doubt, in the event of any conflict between the terms of the Delegation, the Terms of Reference of this Committee, the CCG's Standing Orders, or the CCG's Standing Financial Instructions, the Delegation Agreement will prevail for the functions delegated by NHSE.

10 Procurement of Agreed Services

10.1 The detailed arrangements regarding procurement are set out in the delegation agreement between NHS England and the CCG.

10.2 The committee must comply with public procurement regulations and with statutory guidance on conflicts of interest. If the Committee is found to have breached public procurement regulations and/or statutory guidance on conflicts of interest, NHS Improvement may direct the CCG or NHSE to act. NHS England may, ultimately, revoke the CCG's delegation.

10.3 If the committee fails to secure an adequate supply of high quality primary medical care, NHS England may direct the CCG to act.

11. Decisions

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

11.2 The decisions of the Committee shall be binding on NHS England and the BaNES, Swindon and Wiltshire CCG.

12. Secretary

12.1 The Corporate Office shall provide the secretariat to the Committee, and the secretariat shall:

- Ensure that the Committee receives the resources and support it needs to fulfil its role;
- Ensure timely provision of meeting papers / materials to Committee members, normally 5 business day before a meeting;
- Record in formal minutes the business transacted and decisions taken by the Committee;
- Ensure that appropriate mechanisms are in place to ensure the flow of information to and from the Committee, including the Committee's reporting to the Governing Body;

- Advise the Committee on matters of good governance practice, in view of relevant guidance.

13. Review

13.1 The Committee will review its performance and these terms of reference annually, to ensure the Committee fulfils its functions effectively. The Committee will recommend to the CCG's Governing Body any amendments it considers necessary to ensure it continues to discharge its business effectively.

13.2 Approval date: 1 April 2020.

Schedule 1 – Delegation agreement

Publications Gateway Reference 000449

Delegation by NHS England

1 April 2020

Delegation by NHS England to NHS Bath & North East Somerset, Swindon and Wiltshire 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 Bath & North East Somerset, Swindon and Wiltshire** CCG to empower **NHS Bath & North East Somerset, Swindon and Wiltshire** CCG to commission primary medical services for the people of **Bath and North East Somerset, Swindon and Wiltshire.**

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 2020.

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 **Bath and North East Somerset, Swindon and Wiltshire** 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 E O'Mahony .....

Elizabeth O'Mahony

NHS England South West Regional Director
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

BSW CCG Standing Orders

1 INTRODUCTION

1.1 These Standing Orders regulate the proceedings of the NHS Bath and North East Somerset, Swindon and Wiltshire (BSW) Clinical Commissioning Group (CCG) so that the CCG can fulfil its obligations, as set out in the 2006 NHS Act (as amended by the 2012 Act) and related regulations.

1.2 These Standing Orders, together with the CCG's Scheme of Reservation and Delegation and the CCG's Standing Financial Instructions, provide the procedural framework within which the CCG discharges its business. They set out:

a) The arrangements for conducting the business of the CCG;
b) The procedure to appoint member practice representatives, members of the CCG Governing Body, and members of CCG and CCG Governing Body 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 by which powers are delegated.

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

1.3 Members of the CCG, of the Governing Body, of the CCG's and the Governing Body's respective committees and subcommittees, employees, and persons working on behalf of the CCG are expected to be familiar with, and to comply with, these Standing Orders.

1.4 These Standing Orders are appended to and have effect as if incorporated into the Constitution.

1.5 The 2006 Act provides the CCG with powers to delegate the CCG's functions and those of the Governing Body to certain bodies (such as committees) and certain persons. The CCG's Scheme of Reservations and Delegations (SoRD) sets out matters reserved, and delegations to committees, subcommittees and individuals. The SoRD is provided in the CCG Governance Handbook, but does not form part of the CCG's Constitution.

1.6 These Standing Orders apply to the Council of Members, any committees of the CCG, the Governing Body, and any committees of the Governing Body unless it is stated that they do not.

Suspension of Standing Orders

1.7 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.

1.7 A decision to suspend Standing Orders, the reasons for doing so, and details of matters discussed and decisions made during the suspension shall be formally recorded. This record shall be made available to the CCG Audit Committee.

1.8 The Chair may settle any dispute about the application or interpretation of the Standing Orders.

Scheme of Reservation and Delegation (SoRD)

1.9 The 2006 Act provides the CCG with powers to delegate the CCG's functions and those of the Governing Body to certain bodies (such as committees) and certain persons.

1.10 The CCG has decided that certain decisions may only be exercised by the membership of the CCG in formal session. Members will transact matters reserved to the membership at meetings of the members known as the Council of Members. A list of reserved matters is detailed in the Constitution at section 3.3.

1.11 All other matters are delegated to the Governing Body. Full details relating to matter reserved and delegated are to be found in the CCG's scheme of reservation and delegation which is published on the CCG website.

2 APPOINTMENTS TO KEY ROLES

2.1 Member Practice Representatives

2.1.1 The CCG is a membership body constituted by 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. Section 3.1 of the BSW CCG Constitution provides full details of the area covered, and a list of member practices, and sets out the nature of the membership and relationship with the CCG.

2.1.2 The CCG has constituted the Council of Members. Member practices 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).

2.1.3 Each member practice shall have one Member Practice Representative, who shall be authorised to act on behalf of the Member as follows:

a) Represent their nominating member practice at meetings of the Council of Members, and any other meetings of the CCG as may be relevant;
b) Participate, as the fully authorised representative of their nominating member practice, in decision-making regarding CCG business, in line with the CCG's Constitution and SoRD;
c) Appoint a proxy;
d) Approve or provide any consent required of the Member by the CCG;
e) Act as a conduit of information between their nominating member practice and the CCG, representing both their nominating member practice's views on

CCG matters and sharing information about CCG business with their nominating Member practice.

2.1.4 Each member practice shall select one individual who meets the definition of Healthcare Professional in Appendix 1 of the CCG's Constitution, to represent the practice vis-à-vis the CCG. 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.

2.1.5 Each member practice is free to determine how they select an individual who fulfils the requirements under Standing Order 2.1.4.

2.1.6 Upon selection of a Member Practice Representative, the nominating member practice shall in writing and duly authorised

a) Notify the CCG of
   i) The full name and contact details of the designated Member Practice Representative; and of
   ii) The designated 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

b) Confirm to the CCG 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.

2.1.7 The Governing Body shall be entitled to treat any Member Practice Representative as having continuing authority given to him/her until the CCG is notified, in writing, by the nominating member practice of the removal of that Member Practice Representative.

2.1.8 Any provision of this Constitution that requires delivery or notification to a Member shall be deemed to have been satisfied if delivery or notification is made to or served on the relevant Member Practice Representative.

2.1.9 All members of the Council of Members will abide by the seven principles of public life and the 'Nolan Principles', and will adhere to the CCG's Standards of Business Conduct Policy which includes the CCG's approach to identifying and managing conflicts of interest.

2.2. The Governing Body

2.2.1 The CCG's Constitution sets out the composition of the CCG's Governing Body.

2.2.2 Members of the Governing Body comprise individuals elected by the membership, appointed members, and executive members.

2.2.3 The roles of the appointed and the elected members of the Governing Body are described in role descriptions. These role descriptions are accompanied by specifications that describe the skills, experience and characteristics required to fulfil the respective role. The roles of the Executive members of the Governing Body are described in their respective terms and conditions of employment.

2.2.4 All members of the Governing Body will fulfil the eligibility requirements set out in the NHS (Clinical Commissioning Groups) Regulations 2012.

2.2.5 All members of the Governing Body and of the Governing Body's committees and sub-committees will abide by the seven principles of public life and the 'Nolan Principles', and will adhere to the CCG's Standards of Business Conduct Policy which includes the CCG's approach to identifying and managing conflicts of interest.

2.2.6 An individual shall not continue to be a member of the CCG's Governing Body and its committees if they

a) Have become physically or mentally incapable of acting as a Governing Body member, and may remain so for more than three months, in the written opinion of a registered medical practitioner who is treating the Governing Body member in question;

b) As a result of an evaluation of his / her performance in accordance with the CCG's procedure for annual review of Governing Body members, are deemed not to appropriately fulfil his / her role as a member of the CCG's Governing Body and of Governing Body Committees;

c) Have behaved in a manner, or exhibited conduct, which in the opinion of the Governing Body has or is likely to be detrimental to the interest of the Governing Body and / or the CCG and is likely to bring the Governing Body and / or the CCG into disrepute. This includes but is not limited to dishonesty, misrepresentation (either knowingly or fraudulently), defamation of any member of the Governing Body, abuse of position, deliberate non-declaration of a known conflict of interest, seeking to lead or manipulate a decision of the Governing Body in a manner that would ultimately be in favour of that member whether financially or otherwise;

d) No longer fulfil the requirements of their role or become ineligible for the role as set out in the NHS (CCG) Regulations (2012) Schedules 4 and 5;

2.2.7 A member of the Governing Body shall be suspended pending the outcome of an investigation if they are suspended or under investigation by a regulator or professional body.

The Chair

2.2.8 The Council of Members shall elect the Chair of the BSW CCG, who shall normally be a GP from within the BSW CCG area. This does not preclude the Council of Members from electing a lay person as Chair of the BSW CCG. For the avoidance of

doubt, this would be a fifth lay member of the Governing Body, in addition to the lay members set out in 5.5.2.

2.2.9 Application:

i) When the Chair is to be a GP from within the BSW CCG area: There will be a period of open recruitment inviting applications from GPs amongst the member practices of the CCG. Applications will be supported by two Healthcare Professionals from member practices (only one of these may be the applicant's practice).

ii) When the Chair is to be a lay person: There will be a period of open recruitment inviting applications from an area which may extend beyond the geographical area of the CCG.

2.2.10 Eligibility:

i) When the Chair of the BSW CCG is to be a GP, they must work in a member practice (be that as a partner, salaried GP, or locum); and they must not be a Primary Care Network (PCN) Clinical Director.

ii) The Chair, be they a GP or a lay person, must not be disqualified from governing body membership by the requirements set out in schedule 5 of the NHS (CCG) Regulations 2012.

2.2.11 Assessment:

i) A panel appointed by the Governing Body and supported by suitably qualified and experienced advisers will assess the applications, using a paper-based screen and interview;

ii) The panel will assess candidates against the role and person specification, based on application and interview. Candidates meeting the minimum requirements of the role and person specification will be put forward for an election.

2.2.12 Election:

- Double majority voting as set out in Standing Order 4.2.9b will apply for the election of the CCG Chair, including the quoracy requirement (one third of the CCG's Membership is the quorum);
- Each member practice has one vote;
- The voting documents will be sent to the Member Practice Representatives nominated by the CCG's member practices;
- Voting forms are returned via email to a dedicated email address, and votes are counted and verified by a lay member of the Governing Body;
- A candidate is elected when
  - there was a quorum;
  - the votes cast in support of a candidate represent a simple majority of the members who cast a vote; and
  - the practices whose Member Practice Representatives cast the vote represent a simple majority of the total patient population registered with the Member practices who cast a vote.

2.2.13 Term of office and re-appointment:

i. The Chair is normally appointed for a term of four years, renewable by one four-year term. The Chair may not serve more than two consecutive terms or a maximum of eight years.

ii. After serving two consecutive terms or a maximum of eight years, an individual shall not be eligible to be appointed as Chair of the CCG again.

2.2.14 Notice period:

The Chair shall give six months' notice in writing to the Governing Body and the CCG's Membership, via the Secretariat, of his / her resignation from office at any time during his / her terms of office. The CCG shall give six months' notice in writing to the Chair.

The Deputy-Chair

2.2.15 When the Chair is a GP, a Lay Member (other than the Lay Member – Audit) shall be the Deputy Chair of the CCG's Governing Body, and as such shall deputise for the Chair as required and appropriate. When a lay person is the Chair, any other member of the Governing Body (other than the Accountable Officer, the Chief Finance Officer, or the Lay member – Audit) is eligible to be the Deputy Chair.

Elected members of the Governing Body

2.2.16 On behalf of the member practices, the Member Practice Representatives shall elect eight individuals to the Governing Body who represent the voice of the membership:

- The three Locality Clinical Leads (one for BaNES, one for Swindon, and one for Wiltshire);
- The five Locality Healthcare Professional members (one for BaNES, one for Swindon, and three for Wiltshire).

2.2.17 Application:

The CCG shall invite applications from eligible individuals. Eligible individuals will submit an application that demonstrates how they meet the requirements of the role as set out in the role description. Applications for the role of Locality Clinical Lead must be supported by one other Healthcare Professional from one of the member practices.

2.2.18 Election:

- Only those member practices (via their Member Practice Representatives) participate in the voting for whose locality a Locality Clinical Lead or Locality Healthcare Professional member(s) of the Governing Body need to be elected;
- Double majority voting as set out in Standing Order 4.2.9c will apply for the election of the Locality Clinical Lead or Locality Healthcare Professional member(s), including the quoracy requirement (one third of the Membership in the relevant locality is the quorum);
- Each member practice has one vote;
- The voting documents will be sent to the Member Practice Representative nominated by each practice;

- Voting forms are returned via email to a dedicated email address and votes are counted and verified by a lay member of the governing body;
- A candidate is elected when
  - there was a quorum;
  - the votes cast in support of a candidate represent a simple majority of the Member practices in the relevant locality who cast a vote; and
  - the practices whose Member Practice Representatives cast the vote represent a simple majority of the patient population registered with the Member practices in the relevant locality who cast a vote.

2.2.19 Eligibility:

At the time of the appointment, and while holding office as a member of the BSW CCG Governing Body, the Locality Clinical Leads and Locality Healthcare Professional members:

i. Must work in a member practice (be that as a partner, salaried GP, or locum) in the locality for which they wish to assume the role of Locality Clinical Lead or Locality Healthcare Professional member; and

ii. Must not be a Primary Care Network (PCN) Clinical Director; and

iii. Must be a Healthcare Professional as defined in Appendix 1 of the Constitution;

iv. An individual who is appointed as Locality Clinical Lead cannot at the same time be appointed to / hold the office of Locality Healthcare Professional member, and vice-versa.

v. The individuals must not be disqualified from governing body membership by the requirements set out in schedule 5 of the NHS (CCG) Regulations 2012.

2.2.20 Term of office and re-appointment:

i. The Locality Clinical Leads and the Locality Healthcare Professional members are normally appointed for a term of up to four years, renewable by one term of up to four years;

ii. Having served two consecutive terms or a maximum of eight years as members of the Governing Body shall not preclude a Locality Healthcare Professional member from being elected as Locality Clinical Lead or Chair of the CCG; nor shall it preclude a Locality Clinical Lead from being elected as Chair of the CCG.

iii. The CCG may stagger the length of terms of office, subject to 2.2.20i.

2.2.21 Notice period:

Locality Clinical Lead members and Locality Healthcare Professional members shall give three months' notice in writing to the Governing Body and the CCG's Membership, via the Secretariat, of their resignation from office at any time during their term of office. The CCG shall give three months' notice in writing to Locality Clinical Lead members and Locality Healthcare Professional members.

Executive members of the Governing Body

2.2.22 Executive members of the Governing Body

- Are employees of the CCG on a substantive appointment, and for the duration of that appointment they shall be members of the Governing Body (*ex officio* appointment);
- Will cease to be members of the Governing Body if their contract of employment is terminated;
- Must not be disqualified from governing body membership by the requirements set out in schedule 5 of the NHS (CCG) regulations 2012

2.2.23 The Executive Members of the Governing Body are:

i. The Accountable Officer;
ii. The Chief Finance Officer;
iii. The Director for Strategy and Transformation;
iv. The Director for Nursing and Quality;
v. The Medical Director.

2.2.24 Executive members are appointed into their substantive roles following an open, formal, standard recruitment process during which competency against the respective role and person specification is assessed.

2.2.25 Processes to appoint Executives into their substantive roles will be pursuant of NHS England Clinical Commissioning CCG guidance on senior appointments (including accountable officers) that applies at the time of recruitment and appointment.

2.2.26 For the Accountable Officer appointment, the process will include a panel convened by the Chair, and the appointment is subject to formal ratification by NHS England following selection and nomination by the CCG.

2.2.27 All other Executives members of the Governing Body are appointed into their substantive roles by the Accountable Officer, following assessment and selection of candidates by a panel that is convened by the Accountable Officer.

Appointed members of the Governing Body

2.2.28 The CCG shall appoint individuals to the following roles on the CCG's Governing Body:

i. The Secondary Care Specialist;
ii. The Registered Nurse;
iii. Four Lay Members.

2.2.29 Application:
Open advert and formal, standard recruitment process. Eligible individuals will submit an application that demonstrates their eligibility and how they meet the requirements of the role as set out in the role description.

2.2.30 Appointment:
The Chair will convene a panel, supported by suitably qualified and experienced advisers, which will assess the applications using a paper-based screen and interview. Following its assessment, the panel will recommend appointments to the Governing Body.

2.2.31 Eligibility:

In order to be eligible for appointment as a member of the Governing Body, an individual

i. must meet the specific requirements relevant to their role as set out in the NHS (CCG) Regulations 2012. In addition, appointed members must meet any other requirements that the CCG may specify;
ii. must not be disqualified from governing body membership by the requirements set out in schedule 5 of the NHS (CCG) Regulations 2012;
iii. if intending to serve as a lay member, must not be disqualified from governing body membership by the requirements set out in schedule 4 of the NHS (CCG) Regulations 2012

2.2.32 Terms of office and re-appointment:

i) The four Lay Members, the Registered Nurse, and the Secondary Care Specialist are each normally appointed for a term of up to four years, renewable by one term of up to four years;
ii) Appointed members of the Governing Body may not serve more than two consecutive terms or a maximum of eight years. After serving two consecutive terms or a maximum of eight years, an individual shall not be eligible to be appointed as a member of the CCG's Governing Body again.
iii) The CCG may stagger the length of terms of office, subject to 2.2.32i.

2.2.33 Notice period:

Appointed members of the Governing Body shall give three months' notice in writing to the Governing Body, via the Secretariat, of their resignation from office at any time during their term of office. The CCG shall give three months' notice in writing to appointed members of the Governing Body.

3 DELEGATION OF POWERS – APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

3.1 The CCG may form committees and sub-committees of the CCG, and the CCG Governing Body may form committees and sub-committees of the CCG Governing Body, including:

i. Where permitted, joint committees with other CCGs, Local Authorities, and other partners; and
ii. Committees meeting in common.

The CCG and the CCG Governing Body may make provision for the appointment and terms of office of the members of their respective committees and sub-committees, subject to the CCG's Constitution.

3.2 Subject to statutory or delegated requirements, such as in relation to the Governing Body's Audit Committee, Remuneration Committee, and the Primary Care Commissioning Committee, the appointing body (i.e. the CCG or the Governing Body) shall issue terms of reference to its committees and sub-committees. Such Terms of Reference shall

i. Describe a committee's / sub-committee's membership, remit, roles and responsibilities, authorities, processes for decision-making, and reporting arrangements incl. those with / to a committee's / sub-committee's appointing

body; and

ii. Comply with the provisions of the CCG's Constitution and any other applicable / relevant legislation, regulation and guidance;

iii. Be published in the governance handbook on the CCG website

3.3 Amendments of the Terms of Reference of those committees of the CCG / of the Governing Body that are neither statutory nor mandated are not amendments to the Constitution, and shall be approved by the body that appointed the committee / sub-committee.

3.4 Where the appointing body authorised a committee to establish sub-committees, the committee may not delegate executive powers to its sub-committee unless expressly authorised to do so by the appointing body.

3.5 The provisions of these Standing Orders shall apply to the operation of the CCG, the Governing Body, the CCG's and the Governing Body's committees and sub-committee, and all other committees and sub-committees.

4 CONDUCT OF MEETINGS

4.1 General Provision

4.1.1 These General Provisions apply to all meetings of the CCG's Membership, the CCG's Governing Body, and any committees and sub-committees of the CCG and the CCG's Governing Body.

Constituting a meeting

4.1.2 As permitted and appropriate, a meeting is constituted when members of the CCG, its Governing Body, or their respective committees and sub-committees, meet face-to-face, by telephone, by video-conference, by any other electronic means, or a combination of the above.

4.1.3 The Chair of a meeting may invite others to attend a meeting for particular agenda items, or issue a standing invitation, if their presence will assist the business of the committee. Individuals who are so invited may receive meeting papers and participate in discussion as appropriate and at the discretion of the Chair, however they cannot participate in any voting.

4.1.4 When members of the CCG, its Governing Body, or their respective committees and sub-committees are not able to attend a meeting by any of the means described in Standing Order 4.1.2, they shall wherever possible give apologies in advance of the meeting.

Chairing arrangements

4.1.5 If the Chair of the meeting is not present – in person, by telephone, video-conference or other electronic means – within 15 minutes of the scheduled start time of the meeting, or due to a conflict of interest needs to absent

themselves from a meeting, the Deputy Chair of the committee shall chair the meeting. If the Deputy Chair is not present within 15 minutes of the scheduled start time of the meeting, or due to a conflict of interest needs to absent themselves from a meeting, the members shall nominate one of their midst to chair this meeting. For the duration of this meeting, the individual acting as Chair may exercise any of the powers, duties and responsibilities normally held by the Chair of the meeting. The meeting minutes shall record such arrangements.

Agendas and supporting papers

4.1.6 Items of business for inclusion on the agenda of a meeting need to be notified to the chair of the meeting at least 10 working days before the meeting takes place. Agendas will be agreed between the chair of the meeting and the relevant executive and / or clinical lead.

4.1.7 Supporting papers for agenda items must be accompanied by an agreed cover-sheet and submitted to the committee secretariat at least seven working days before the meeting takes place.

4.1.8 Agendas and meeting papers shall normally be circulated to members of committees / sub-committees, and to attendees as appropriate, 5 business days before the meeting.

4.1.9 Agendas and papers of meetings held in public will be published on the CCG's website 5 business days before the meeting.

4.1.10 For extraordinary and emergency meetings, the chair of the meeting may relax the requirement for a formal agenda, and may relax the requirements regarding the timelines for the dissemination of agenda and meeting papers / materials.

Petitions

4.1.11 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.

Record of meetings

4.1.12 The chair of a meeting will cause a written record of the meeting to be taken which shall serve as evidence of attendance, of discussions, and of decisions taken.

4.1.13 Draft records of meetings will be circulated to meeting members for information, and shall be approved at the next appropriate meeting.

4.1.14 No discussion shall take place upon records of meetings except upon accuracy or where the chair considers discussion appropriate.

4.1.15 Records of meetings held in public shall be published on the CCG's website in accordance with the Code of Practice on Openness in the NHS and the Freedom of Information Act.

4.1.16 Where this is deemed to facilitate patient and public access to the CCG's proceedings, does neither compromise a meeting's nor individuals' effectiveness and confidentiality, and is agreed by the Chair, the CCG may
i) make a video or audio recording of the meeting;
ii) broadcast the meeting as a web cast, live stream, podcast or similar.

Chair's ruling

4.1.17 A decision of the Chair on questions of order, relevancy and regularity, and the Chair's interpretation in that regard of the Constitution, Standing Orders, Scheme of Reservations and Delegations, and Terms of Reference shall be final.

Decision-making

4.1.18 For decision-making, these Standing Orders and committees' and sub-committees' Terms of Reference apply.

4.1.19 With the exception of decisions by the membership for which double majority voting applies, the principle of making decision by consensus applies. If voting becomes necessary (other than for decisions by the membership for which double majority voting applies), decisions are made by simple majority of those present (quoracy rules apply; in electronic voting, a member's response to the request for decision-making shall be counted towards the quorum as specified in the relevant Terms of Reference).

4.1.20 A decision by the Membership, the Governing Body, a committee or sub-committee may be required outside of a meeting. In such circumstances, the relevant Chair may email to the relevant members any papers and requests for decision-making within a specified period of time. With the exception of decisions by the membership for which double majority voting applies, a decision is made by simple majority of those present / responding if relevant members reply in accordance with the decision making arrangements set out in relevant Terms of Reference, within the time period, and compliant with relevant quoracy rules. The Chair of the relevant meeting will report about such decision-making at the next meeting.

Urgent decisions and emergency powers

4.1.21 The powers which the CCG and the Governing Body have reserved to themselves within the CCG's Constitution, Standing Orders, SFI and Scheme of Reservations and Delegations may in an emergency be exercised by the Chair together with either the Accountable Officer or the Chief Finance Officer, after having consulted at least one lay member and one clinical member of the Governing Body. The exercise of such powers shall be reported to the next meeting of the CCG or Governing Body, as applicable.

Managing conflicts of interest

4.1.22 Conflicts of interest shall be managed in accordance with NHS statutory guidance and the CCG's Standards of Business Conduct Policy.

4.1.23 If members of a meeting are temporarily excluded due to a conflict of interest, with the agreement of the Chair, they will not be counted in the total number for the purpose of quoracy.

4.1.24 If a group of members of a meeting are temporarily excluded due to a conflict of interest, and this results in a failure to meet the quoracy requirements set out in the relevant terms of reference, with the agreement of the meeting Chair the requirement for that category of member to be present will be relaxed.

4.2 Meetings of the CCG's Membership

Calling meetings

4.2.1 The CCG shall facilitate regular meetings of its members, including meetings at locality levels which are open to Healthcare Professionals of member practices. The CCG will hold an Annual General Meeting, with the expectation that the Member Practice Representatives attend.

4.2.2 Dates of ordinary meetings and of the AGM will be notified to Members, via the Member Practice Representatives, with 5 business days' notice, and will be published on the CCG's website.

4.2.3 The Chair of the CCG or one third of the total number of Members, via the Member Practice Representatives, can call

i) an extraordinary meeting of the CCG's Membership by giving all Members 5 business days' notice;

ii) an emergency meeting of the CCG's Membership by giving all Members 3 business days' notice;

Dates of extraordinary and emergency meetings of the CCG's Membership will be published on the CCG's website.

Chairing arrangements

4.2.4 The Chair of the CCG Governing Body shall chair the CCG's Annual General Meeting. The Chair of the CCG Governing Body may agree that the Locality Clinical Leads shall chair other meetings of the CCG's Membership.

Voting

4.2.8 The CCG's Membership will normally reach decisions by consensus.

4.2.9 Notwithstanding 4.2.8 above, voting will be applied for the following purposes:

a. For simple ratifications and formal sign-offs as may be required from time to time,

i. One third of all of the CCG's Member Practices, through the Member Practice Representatives, shall be a quorum; and

ii. Each Member Practice, through its Member Practice Representative, has one vote; and
iii. The vote is cast by a show of hands, or in the case of voting through electronic means, by response to the note requesting decision-making; and
iv. Provided that a quorum is achieved, approval / sign-off shall deemed to be given if a simple majority of the votes cast supports a decision.

b. For the purposes of amendments to the CCG's Constitution as per Constitution Provision 1.4, and for the purposes of electing the Chair of the Governing Body, double majority voting is applied, whereby both the voting member practices and the registered patient population are taken into account:

i. One third of all of the CCG's Member Practices, through the Member Practice Representatives, shall be a quorum; and
ii. Each of the CCG's Member practice, through its Member Practice Representative, has one vote;
iii. The vote is cast by a show of hands, or in the case of voting through electronic means, by response to the note requesting decision-making;
iv. A decision is made when
- the votes cast in support of a decision represent a simple majority of the Members who cast a vote; and
- the practices whose Member Practice Representatives cast the vote represent a simple majority of the total patient population registered with the Member practices who cast a vote.

c. For the purposes of electing Locality Clinical Leads, and the Locality Healthcare Professional member(s) for each of the localities, double majority voting is applied, whereby both the voting member practices and the registered patient population are taken into account:
i. One third of all of the CCG's Member Practices in the locality, through the Member Practice Representatives, shall be a quorum; and
ii. Each of the CCG's Member practice in the locality, through its Member Practice Representative, has one vote;
iii. Votes are cast by a show of hands, or in the case of voting through electronic means, by response to the note requesting decision-making;
iv. A decision is made when
- the votes cast in support of a decision represent a simple majority of the Members who cast a vote, in the locality where the vote takes place; and
- the practices whose Member Practice Representatives cast the vote represent a simple majority of the patient population registered with the Member practices who cast a vote, in the locality where the vote takes place.

4.2.9 Proxies for Member Practice Representatives, appointed in accordance with Standing Order 4.2.10, will count towards the quorum.

Proxy notice

4.2.10 Member Practice Representatives may appoint proxies to attend, and vote on their behalf at, a meeting of the CCG's Membership if they submit a notice, in writing, to the Chair which

i) States the name and work address of the Member Practice Representative appointing the proxy;
ii) States the name and work address of the person appointed to be that Member Practice Representative's proxy;
iii) Identifies the meeting of the CCG's Membership for which the proxy is appointed;
iv) Is signed by or on behalf of the Member Practice Representative appointing the proxy, or is authenticated by the relevant Member; and
v) Is delivered to the Chair in accordance with the CCG's Constitution and any instructions that may be contained in the notice of the relevant meeting of the CCG's Membership.

4.2.11 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

4.2.12 Unless a proxy notice indicates otherwise, it must be treated as:
i) Allowing the person appointed under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
ii) Appointing that person as a proxy in relation to the meeting and any adjournment.

4.2.13 The Member Practice Representative by whom or on whose behalf the proxy notice was given may revoke the proxy notice by notifying the Chair in writing. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Records

4.2.14 The Chair shall cause records to be taken of any decisions by the CCG's Membership.

4.3 Meetings of the CCG's Governing Body

Calling meetings

4.3.1 Ordinary meetings of the CCG Governing Body shall be held at regular intervals, and normally 6 times a year, at such time and place the CCG shall determine.

4.3.2 Dates, meeting times, and venues of ordinary meetings will be published on the CCG's website.

4.3.3 The Chair of the CCG or one third of the total number of the CCG's Governing Body members can call an extraordinary meeting of the CCG's Governing Body by giving 5 business days' notice.

Chairing arrangements

4.3.4 The Chair of the CCG, or in their absence the Deputy Chair, shall chair meetings of the CCG's Governing Body. Standing Order 4.1.5 applies for any absences of the Chair or Deputy Chair.

Quorum

4.3.5 One third of all of the CCG's Governing Body members shall be a quorum for meetings of the CCG's Governing Body. The quorum must include 1 Executive, 1 lay member, and 3 clinicians.

4.3.6 If the quorum is not met, either for the meeting or specific items, at the Chair's discretion

- discussions may take place but decisions shall be deferred to the next appropriate meeting; or
- Standing Order 4.3.15 or Standing Order 4.3.16 (urgent decisions and emergency powers) may be applied.

Voting

4.3.7 Meetings of the CCG's Governing Body will normally reach decisions by consensus. Where a vote is required

i) Each Governing Body member has one vote; and
ii) Votes are cast by a show of hands, or in the case of voting through electronic means, by response to the note requesting decision-making; and
iii) Provided the meeting is quorate, a simple majority of votes carries the decision.

4.3.8 The Chair shall have a casting vote if a split vote is returned.

Records of meetings

4.3.9 The Chair will cause minutes to be taken at meetings of the CCG's Governing Body. These minutes will record

i) Attendance;
ii) Conflicts of interests and how these were managed (the CCG's Standards of Business Conduct policy and relevant legislation, regulation and guidance apply);
iii) Business transacted; and
iv) Decisions taken.

4.3.10 Draft minutes shall be circulated to the Governing Body members, for information, after the relevant meeting.

4.3.11 At each meeting, the Governing Body will review minutes of its previous meeting as to accuracy, and will formally approve these minutes and any amendments as the final / authoritative record of a meeting.

Admission of public and the press

4.3.12 Meetings of the CCG's Governing Body shall normally be held in public unless the meeting resolves that in accordance with Section 1 (2), Public Bodies (Admission to Meetings) Act 1960, representatives of the press and other members of the public be excluded from all or parts of the meeting, having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.

4.3.13 Discussions and decision-making following exclusion of the public and representatives of the press shall be minuted, except that such minutes shall be treated in accordance with the confidential nature of the business.

4.3.14 Where the public and representatives of the press are excluded, any persons remaining present at the meeting must not disclose confidential information from papers, minutes or discussions. This provision must not be read as preventing or inhibiting the making of any protected disclosure by any member of the CCG, any member of its Governing Body, any member of any of its Committees or Sub-Committees or any employee of the CCG or of any of its members, nor will it affect the rights of any worker.

Urgent decisions and emergency powers

4.3.15 If an urgent decision by the Governing Body is required, the Chair may email to the members any papers, and request decision-making within a specified period of time. A decision is made by simple majority if members reply within the specified time period, and the quorum is met. The Chair will report about the decision at the next meeting of the Governing Body.

4.3.16 The powers which the Governing Body has reserved to itself within the CCG's Constitution, Standing Orders, SFI and Scheme of Reservations and Delegations may in an emergency be exercised by the Chair together with either the Accountable Officer or the Chief Finance Officer, after having consulted at least 1 lay member and 1 clinical member of the Governing Body. The exercise of such powers by the Chair and the Accountable Officer shall be reported to the next meeting of the Governing Body.

5 DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS

5.1 If for any reason these Standing Orders are not complied with, full details of the non-compliance 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 as soon as possible.

6 USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1 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:

i) the Accountable Officer;
ii) the Chair;
iii) the Chief Financial Officer.

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

i) the Accountable Officer;
ii) the Chair;
iii) the Chief Financial Officer.

Appendix 4: Delegated Financial Limits

DELEGATED FINANCIAL LIMITS

1. The Delegated Financial Limits (DFL), which form part of the BSW CCG's Constitution, set out individuals' authorities with regards to financial matters.

2. The Scheme of Reservations and Delegations (SoRD), which is a separate document and does not form part of the BSW CCG's Constitution, sets out what decision-making authorities are reserved, or delegated, to the CCG's Membership, the Governing Body, the CCG's and / or the Governing Body's committees, and individuals.

3. Each employee will need to consider the arrangementsfor authorisation of expenditure against budgets that are within their responsibility and the further delegation of management/professional responsibilities where applicable.

4. Employees who act on behalf of the CCG must adhere to the authorisation limits within these DFLs, and must act in accordance with the CCG's Constitution, Standing Orders, relevant Terms of References, CCG policies, and any other relevant and applicable legislation and / or guidance.

5. The Accountable Officer is the lead officer of the organisation and retains the CCG accountability for delegated functions. During periods of absence, the functions and decisions delegated to the Accountable Officer can be taken by a nominated deputy. Similarly, in the absence of the Chief Financial Officer, decisions are delegated to their nominated deputy with support from the Accountable Officer.

6. For the purposes of the DFLs, the CCG uses the following abbreviations:

BSW Executive (BSWE)	AO	Accountable Officer (BSW CCG CEO)
	DOF	BSW Director of Finance and Chief Financial Officer (CFO)
	EDS	Executive Director of Strategy and Transformation
	DON	Executive Director of Nursing and Quality
	EDW	Executive Director of Workforce
	COO	Chief Operating Officer
EMT	EMT	BSW Executive Management Team
Finance	ADF	Associate Director Finance
Primary Care	DPC	Director of Primary Care
	APC	Associate Director / AD Primary Care
Other	CCG	Clinical Commissioning Group
	AD	Associate Director
	SBC	Swindon Borough Council
	CSU	South Central and West CSU
	DH	Department of Health

7. For the avoidance of doubt these DFLs include:
   i. Awarding of Contracts including the signing of appropriate contract documentation;
   ii. Payment of sums due against approved contracts;
   iii. Agreement of contract variations and subsequent amendments to contract payments;
   iv. Operation of appropriate procurement processes within agreed financial thresholds;
   v. Budgetary delegation including approval of non-pay single orders and payroll expenditure;
   vi. Approving provision of shared services.

BSW: Delegated Financial Limits

All financial limits in this schedule apply across BSW.

	Area	Ref	Matters delegated	Limit	Delegated to
1	Maintenance and operation of bank accounts	1.1	Maintenance and operation of bank account in accordance with mandates approved by the Government Banking Service	N/A	DOF
		1.2	Authority to operate day to day banking services	N/A	NHS Shared Business Services in accordance with 1.1
		1.3	Authority to determine bank signatory panel	N/A	AO
		1.4	Authority to establish direct debits and standing orders	N/A	Bank signatory panel (2 or 3 signatures required depending on account set up)
		1.5	Authority to sign cash draw down requests to DH subject to maximum cash drawdown limits	N/A	DOF or ADF
		1.6	Authority to release pre-authorised payment files on ISFE (BACS, RFT and CHEQUES)	N/A	Finance function
		1.7	Authority to allow SBS to release the deductions payments to HMRC and NHS Pensions	N/A	Finance function
		1.8	Approval of same-day urgent payments	N/A	DOF or ADF
2	Petty Cash (where applicable)	2.1	Reimbursement of purchases from petty cash	£50	Petty Cash holder
				>£50	DOF or ADF
3	Capital schemes	3.1	Approval of capital schemes or property arrangements with financial or service implications	£250k	DOF

	Area	Ref	Matters delegated	Limit	Delegated to
	and property arrangements		Approval of capital schemes or property arrangements with financial or service implications	>£250k	Governing Body
		3.2	Disposal of property plant and equipment and writing out of fully depreciated assets.	All values	DOF, reporting to the Audit Committee
		3.3	Authorisation, granting and termination of leases	All values	DOF
		3.4	Authority to sign PID documentation to NHS England	All values	DOF or AO
4	Budget management	4.1	Authority to approve spend where the CCG is not expected to deliver its control total for a financial year or does not have a balanced Financial Plan for the year.	All non-contracted and discretionary spend	Discretionary spend panel.
		4.2	Approve annual operating plan and annual budget	All values	Governing Body
		4.3	Achievement of individual directorate or locality budget where set	DOF to determine budget	BSWE
		4.4	Achievement of individual budget within directorate or locality budget where set	BSWE to determine (where budget has been devolved under 4.6) notifying DOF of levels set	Budget holder as defined by BSWE
		4.5	Achievement of all other budgets		DOF
		4.6	Negotiation of annual contracts, considering new services, investments and assuming achievement of VFM		BSWE with final sign off per 10.6 and to be notified to DOF prior to agreement.
		4.7	Approve adjustments to budgets for allocation changes in year as advised by NHS E	Budgets will be adjusted to reflect the nature and quantum of allocation received	DOF or ADF

	Area	Ref	Matters delegated	Limit	Delegated to
		4.8	Approval of business cases to support service pilots or new investments in year where investment was part of approved annual operating plan and annual budget	Limited to the value approved by Governing Body in annual plan	EMT
		4.9	Approval of expenditure in year where investment was **not** part of approved annual operating plan and annual budget or the proposed investment exceeds the amount approved by the Governing Body. *Expenditure and investment requests to be supported by a business case*.	£50k	ADF
				£250k	AO or DOF
				>£250k	Governing Body
		4.10	Approval of expenditure on goods or services **within** existing budgets approved by Governing Body or where spend matches ringfenced allocations received in year. Sign off of contracts to be in accordance with 10.6	Lower of £20k and BSWE designated budget (see 4.3 and 4.4)	Budget holder as defined by BSWE
				£50k	ADF
				Lower of £150k and designated budget (see 4.3)	BSWE
				>£150k	AO or DOF
		4.11	Contingency release (via ISFE) to maintain financial balance during the year		ADF
		4.12	Approval to use contingency to make specific investments rather than to manage risks/overperformance		DOF
5	Consultancy spend	5.1	Authority to approve expenditure on consultancy services	£50k (inc VAT)	AO or DOF
				>£50k (inc VAT)	NHS England via business case
6	Emergency spend (on call)	6.1	Where a major incident has been declared or system escalation	£100k	On call director but with notification to DOF and record in incident log
		6.2	Where a major incident has been declared or system escalation	>£100k	AO or DOF

	Area	Ref	Matters delegated	Limit	Delegated to
		6.3	Urgent out of hours need identified but not as part of a major incident or system escalation	£25k	On call director can agree reallocation of existing resources
		6.4	Approval of OOA transport	N/A	On call director
7	Primary Care	7.1	Submission of GP payment schedules to PCSE, including annual and monthly submission for contract payments, premises reimbursement and DES.	No single payment >£50k	ADF
				Where a single payment >£50k	DOF
		7.2	Approval and submission of pension pay-overs		Finance
		7.3	Approval of invoice payment files (relating to 7.5 and 7.4)		ADF
		7.4	Approval of non-standard expenditure requests that do not meet the criteria laid out in the Statement of Financial Entitlement for GPs (e.g. claims for locum reimbursement made after the start of absence period)		DPC or APC
		7.5	Approval of activity to support financial claims (QOF, LES, Reimbursements)		DPC or APC
		7.6	Approval of decisions relating to the commissioning of primary medical services – including (but not limited to) design of contracts, decision on practice mergers, establishment of new GP practices etc.	Approval of expenditure on goods or services **within** existing budgets approved by Governing Body or where spend matches ringfenced allocations received in year.	Business Case reviewed by EMT, Approval by Primary Care Committee
				Approval of expenditure on goods or services **outside** existing budgets approved	See 4.9

	Area	Ref	Matters delegated	Limit	Delegated to
		7.7	To make decisions on 'discretionary' payment (e.g., returner/retainer schemes);	Approval of expenditure on goods or services **within** existing budgets approved by Governing Body or where spend matches ringfenced allocations received in year.	Primary Care Commissioning Committee
				Approval of expenditure on goods or services **outside** existing budgets approved	See 4.9
8	Personnel and Pay	8.1	Authority to approve Recruitment Requisition Forms	* BSWE may delegate approvals to staff managers at their discretion. ** BSWE may delegate electronic expense approvals via their Executive PA at their discretion.	BSWE* & DOF or ADF
		8.2	Authority to approve Staff Appointment Forms		BSWE* & DOF or ADF
		8.3	Authority to approve Change of Assignment Forms		BSWE* & DOF or ADF
		8.4	Authority to approve positive reporting forms		BSWE*
		8.5	Authority to authorise overtime		BSWE*
		8.6	Authority to authorise travel and subsistence expenses		BSWE**
		8.7	Approval of performance related pay awards (VSM only)		Governing Body
		8.8	Approval of annual leave and study leave		BSWE*
		8.9	Approval of annual leave carry forward beyond 5 days		BSWE*

	Area	Ref	Matters delegated	Limit	Delegated to
		8.10	Compassionate leave up to 6 days		BSWE*
		8.11	Special leave up to 6 days		BSWE*
		8.12	Time off in Lieu		BSWE*
		8.13	Leave without pay		BSWE*
		8.14	Authorise mobile phone		Policy
		8.15	Authority to approve a lease car		DOF or AO
		8.16	Authority to approve relocation packages – staff member		AO
			Authority to approve relocation packages - BSWE		Governing Body
		8.17	Special severance payments made to staff that are not made under either legal or contractual obligation		Department of Health Governance and Assurance Committee
		8.18	Other severance payment regarding BSWE		Governing Body
			Other severance payment regarding Staff member		AO
		8.19	Authority to use debt recovery specialist to recover salary overpayments		DOF or ADF
		8.20	Approval of salary advances		DOF or ADF
		8.21	Maintenance of authorised signatory list (for CSU action)		ADF or nominated deputy
		8.22	Application for ill health retirement		AO
		8.23	Decisions on suspension and dismissal		BSWE in line with disciplinary policy

	Area	Ref	Matters delegated	Limit	Delegated to
		8.24	Review and approval of release of monthly BACs report via email to Payroll (to generate pay slips and pay files)		ADF or CSU
9	Off payroll engagements	9.1	Authority to approve off payroll staff/agency resource	<£720 per day including VAT and less than six months	BSWE and DOF or ADF
				More than six months	NHS England via Agency approval form
				>£720 per day including VAT	NHS England via Agency approval form
				Office holder role	NHS England via Agency approval form
10	Procurement and Contracting	10.1	Establishment of a contract or SLA for all commissioned services of the CCG which provide value for money and reflect CCG intentions		BSWE
		10.2	Maintenance of a contracts register		BSWE
		10.3	Purchase of goods or service contract where no suitable nationally negotiated framework agreements are available	Contract value up to £5k	Written quote demonstrating VFM to be approved by ADF
				Contract value up to £50k	3 written quotes with recommendation to BSWE **and** DOF or ADF
				Contract value over £50k	3 formal tenders involving procurement specialists approved by EMT
				Contract value exceeds OJEU limit	Formal OJEU tendering process approved by Governing Body

	Area	Ref	Matters delegated	Limit	Delegated to
		10.4	Waiver of quotation and tender Reasons for deviation from 10.3 to be documented as part of purchase evaluation if spend less than £50k. Above £50k a Waiver Form needs to be completed. If the transaction is approved by Governing Body, then it is not necessary to report to the Audit Committee. Waiver Forms will be reported to the Audit Committee where deemed exceptional by the policy.	<£50k	Reasons to be documented as part of purchase decision and approved as per 10.3
				>£50k and <£250k	DOF to approve and report to Audit Committee where required by policy.
				>£250k	DOF to approve and report to Governing Body as part of purchase decision.
		10.5	Decision to terminate a contract before term has ended		EMT
		10.6	Contract signature and variation		BSWE may sign for contracts within their designated areas of responsibility or where they are the responsible budget holder per 4.3. **In all other cases DOF or AO will be required to sign as one signatory.** Where two signatures are required the ADF may sign as second signatory.
		10.7	Place physical orders for approved spend using purchase orders		See 11.4
		10.8	Place physical orders for approved spend via the Non- Purchase order route.		See 4.9 and 4.10
11	ISFE	11.1	Approve journals uploaded to Non ISFE (Actual and Budget)	CCG staff must not self- approve journals.	Finance staff (8a and above)

	Area	Ref	Matters delegated	Limit	Delegated to
		11.2	Self -approve journals uploaded to Non ISFE		NHS SBS staff under their contract with NHS England are allowed to self- approve journals.
		11.3	Authorise NHS NCA invoices for payment	£1k	Finance staff as agreed by DOF
			Authorise Non- NHS NCA invoices for payment	£200	Finance staff as agreed by DOF
			Authorise overperformance invoices	All values	DOF
			Authorise invoices relating to Consultancy and Agency spend	All values	DOF
			Authorise other invoices for payment	£20k	AD, BSWE (note invoice approval should not be delegated to a personal assistant)
			Authorise other invoices for payment	>£20k	DOF or ADF
		11.4	Approval of purchase orders	£1k	Finance staff as agreed by DOF
			Approval of purchase orders	£50k	ADF
			Approval of purchase orders where spend was part of annual budget approved by Governing Body (4.4) or has been approved by EMT	£150k	BSWE
			Approval of all other purchase orders		AO or DOF
		11.5	Approval of sales orders		Finance staff (8a and above)
		11.6	Approval of credit notes		DOF or ADF
		11.7	Approval of manual payments (inc salary payments)	£20k	ADF
				>£20k	DOF or AO
12	Losses and special payments	12.1	Approval to write off bad debt	£1k	DOF, reporting to Audit Committee
		12.2	Approval to write off other losses	>£1k	

	Area	Ref	Matters delegated	Limit	Delegated to
		12.3	Losses where the nature is novel, contentious, involves important questions of principle or could create a precedent for other government departments		NHS England to be consulted prior to any write off
		12.4	Maintenance of losses and special payments register		DOF
		12.5	Special severance payments made to staff that are not made under either legal or contractual obligation		Department of Health Governance and Assurance Committee
		12.6	Writing out of fully depreciated assets from the statement of financial position.		DOF or nominated deputy in accordance with DOH Manual of Accounting
13	Insurance and legal	13.1	Ensuring appropriate insurance cover is in place for: Property and assets, Public liability and employee liability		DOF
		13.2	Reporting and handling insurance claims		BSWE
		13.3	Management of legal claims and advice, including the signing of legal documents (admission, waivers, settlements, court order response)		BSWE
		13.4	Engagement of CCG's solicitors		BSWE
		13.5	Approval of compensation payments to staff or patients		AO or DOF reporting to Audit Committee
		13.6	Approve spend on legal services providers		See 4.9 – 4.10
14	Procurement cards	14.1	Approval of procurement card transactions up to £1,500 per item	Card limit as agreed by DOF	Cardholder

	Area	Ref	Matters delegated	Limit	Delegated to
15	Reporting of incidents to the police	15.1	Where a fraud is involved		DOF or AO, and in line with the CCG's policies (Standards of Business Conduct; Counter-fraud, -bribery, -corruption)
		15.2	All other cases where a criminal offence is suspected		BSWE
16	IFR	16.1	Commitments to fund exceptional treatments or care	£100k	Exceptions and Prior Approvals Panel
				>£100k	DOF
17	Non-Emergency Patient transport	17.1	Emergency spend		On-call director in accordance with 6.4
		17.2	Out of area NEPT		Policy
18	Joint commissioning	18.1	Approval of expenditure on goods or services **within** existing budgets approved by Governing Body or where spend matches ringfenced allocations received in year. This would include resources included within BCF and S75 arrangements.	Swindon locality	Integrated Commissioning Board
				Wiltshire locality	Joint Commissioning Board
				BaNES locality	Joint Commissioning Committee
19	Other	19.1	To carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act		Primary Care Commissioning Committee
		19.2	To commission reports or surveys to support strategic commissioning and service redesign decisions		Strategic Commissioning Committee

BaNES: Delegated Financial Limits

All financial limits in this schedule apply across the BaNES locality only.

Ref	Area		Matters delegated	Limit	Delegated to
B4	Budget management	B4.1	Approval of CHC assessment of eligibility		Continuing Health Care Commissioning Manger
		B4.2	Approval of Continuing Healthcare Packages	£900 per week	Provider CHC nursing team
				>£900 per week	Chair of a single funding panel
		B4.3	Approval of Fast Track CHC patients	£1,100 per week	Continuing Health Care Commissioning Manager
				>£1,100 per week	Chair of a single funding panel
		B4.4	Approval of CHC PHB	£650 per week	Continuing Health Care Commissioning Manager
			Approval of CHC PHB	>£650 per week	Chair of a single funding panel

Swindon: Delegated Financial Limits

All financial limits in this schedule apply to Swindon locality only.

Ref	Area		Matters delegated	Limit	Delegated to
S4	Budget management	S4.1	Authority to agree eligibility for NHS funding for a mental health placement		CCG clinical representative on MH Funding panel
		S4.2	Authority to approve MH package funding	£1k per week or £52k per patient	Deputy MH Commissioner
				£2k per week or £104k per patient	MH Commissioner
				>£2k per week or £104k per patient	MH Commissioner and DOF or ADF
		S4.2	Authority to approve MH package reduction		MH Commissioner or Deputy MH Commissioner
		S4.3	Authority to approve ADHD assessment		MH commissioner
		S4.4	Authority to agree eligibility for NHS contribution towards children's placement funding		CCG clinical representative at Multidisciplinary funding panel
		S4.5	Authority to approve level of NHS funding contribution towards children's placement where joint funding matrix completed	£750 per week for a maximum of 6 months (£20k)	Children's commissioner
				Above £750 per week	Children's commissioner and DOF or ADF
		S4.6	Authority to approve level of NHS funding contribution towards children's placement where joint funding matrix not completed		DOF and DON
		S4.7	Authority to agree eligibility for NHS funding towards a joint package of care with SBC relating to an adult.		CCG clinical representative on Joint Funding Panel

Ref	Area		Matters delegated	Limit	Delegated to
		S4.8	Authority to approve contribution to adult package of care where joint funding matrix completed	£2k per week or £104k per patient	Commissioner for MH or Commissioner for LD
				Above £2k per week or £104k per patient	Commissioner for MH or Commissioner for LD and DOF or ADF
		S4.9	Authority to approve contribution to adult package of care where joint funding matrix has not been completed		DOF and DON
		S4.10	Authority to agree eligibility for CHC funding (adults)		Continuing Healthcare Panel in accordance with its terms of reference
		S4.11	Authority to approve costs of adult CHC domiciliary care packages	Up to £264 per week for a maximum of 12 weeks (£3,166)	SBC brokerage team member
				Above £264 per week up to a maximum of £2k per week for a maximum of £104k	CHC Service Lead or Team Leader
				Above £2k per week	CHC Service Lead or Team Leader and DOF or ADF
		S4.12	Authority to agree eligibility for children's CHC funding		CCG representative as part of a multiagency panel
		S4.13	Authority to approve costs of packages children's CHC funding	£750 per week for a maximum of £20k	Children's commissioner
				>£750 per week	Children's commissioner and DOF or ADF
		S4.14	Authority to approve a package reduction		Designated Nurse for Children or Children's commissioner
		S4.15	Authority to agree funding contribution under the Blue Light Protocol	Up to £2k per week	CCG representative at Blue Light Protocol meeting.

Wiltshire: Delegated Financial Limits

All financial limits in this schedule apply to Wiltshire locality only.

Ref	Area		Matters delegated	Limit	Delegated to
W4	Budget management	W4.1	Approval of Continuing Healthcare Packages	£960 per week or £50k annually	AD Safeguarding, CHC and Specialist placements
				£2,880 per week or £150k per patient	DON **and** AD Safeguarding, CHC and Specialist placements
				Over £2,880 per week or £150k per patient	DON and DOF or ADF
		W4.2	Approval of Adult PHB Packages	£960 per week or £50k annually	AD Safeguarding, CHC and Specialist placements
				£2,880 per week of £150k per patient	DON **and** AD Safeguarding, CHC and Specialist placements
				Over £2,880 per week or £150k per patient	DON **and** DOF or ADF
		W4.3	Approval of Mental Health and LD placements	£960 per week or £50k annually	AD Safeguarding, CHC and Specialist placements
				£2,880 per week of £150k per patient	DON **and** AD Safeguarding, CHC and Specialist placements
				Over £2,880 per week or £150k per patient	DON **and** DOF or ADF
		W4,4	Approval of Children's PHB	£960 per week or £50k per patient	Director of Community and Joint Specialist Commissioning
				Over £960 per week of £50k per annum	Director of Community and Joint Specialist Commissioning and DOF