NHS
Somerset
Clinical Commissioning Group

NHS SOMERSET
CLINICAL COMMISSIONING GROUP

CONSTITUTION

NHS Somerset Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V1	Aug 2018	Standard model
V2	March 2021	Approved by NHSE 24 May 2021

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1 Introduction

1.1 Name[i]

The name of this clinical commissioning group is NHS Somerset 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 11 December 2012.

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

1.3.3 The constitution is published on the CCG website at https://www.somersetccg.nhs.uk/about-us/how-we-do-things/somerset-ccg-constitution/.

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances.

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

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

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

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

1.5 Related documents

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

a) Standing orders – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees, and the CCG Governing Body (including Committees).

b) The Scheme of Reservation and Delegation – sets out those decisions that are reserved for the membership as a whole and those

decisions that have been delegated by the CCG or the Governing Body

c) **Prime financial policies –** which set out the arrangements for managing the CCG's financial affairs.

d) **Standing Financial Instructions –** which set out the delegated limits for financial commitments on behalf of the CCG.

e) **The CCG Corporate Business Handbook –** which includes:

- Governing Body and Committee standards;
- Committee structure and terms of reference;
- Committee planning and preparation;
- Scheme of Reservation and Delegation;
- Standards of Business Conduct Policy – which includes the arrangements the CCG has made for the management of conflicts of interest;

1.6 Accountability and transparency[ii]

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

a) publish our constitution and other key documents including
- Corporate Business Handbook and supporting documents
- Policies and procedures to support the delivery of our statutory functions

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

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

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

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

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

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

h) When discharging its duties under section 14Z2, the CCG will ensure that it follows the key principles of openness; early and active involvement; and 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) the publication of a strategy to embrace public, patient and stakeholder engagement and scrutiny in the activity of the Group, including having clear arrangements for involving patients, public and stakeholders in key aspects of commissioning and service re-design

b) the publication of a Communications and Engagement Strategy outlining the ways the Group will communicate to member practices, the public, patients and stakeholders

c) the publication on its website of key information and documents about the NHS Somerset Clinical Commissioning Group, including its principle commissioning and operational strategies

1.6.3 The Governing Body of the Group will have an on-going role in monitoring and reviewing the Group's governance arrangements to ensure that the Group continues to reflect the principles of good governance and has fully implemented its responsibilities to involve the public in governance and commissioning activities.

i) Delegating responsibility to the Somerset Clinical Commissioning Group Governing Body so that the Governing Body shall

ii) Adopt an Equality, Diversity, Human Rights and Patient/Public Engagement Strategy so that Somerset Clinical Commissioning Group has structures and processes in place to support having due regard to the need to:

- eliminate unlawful discrimination, harassment and victimisation and other conduct prohibited by the Equality Act 2010;
- advance equality of opportunity between people who share a protected characteristic and those who do not;
- foster good relations between people who share a protected characteristic and those who do not.

iii) Adopt the NHS Equality Delivery System to:

- review and improve the Clinical Commissioning Group's performance for people with characteristics protected by the Equality Act 2010;
- to support compliance with the public sector Equality Duty

iv) Publish Equality Objectives and actions to be taken by the Clinical Commissioning Group to ensure that individuals, communities and staff are treated equitably and revise these at least every four years

v) Monitor the delivery of the Equality Objectives and actions through the receipt of regular performance reports and at least annually.

vi) Publish, at least annually, sufficient information to demonstrate compliance with this general duty across all the Clinical Commissioning Group's functions

vii) Report to the membership at least annually on the delivery of the Equality Delivery System and compliance with the Equality Act 2010 provision (including public sector Equality Duty).

1.6.4 **General Duties** - in discharging its functions the Group will make arrangements to ***secure public involvement*** in the planning,

development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements by:

a) including at least three lay members and one non-paid lay observer (to be nominated from the network of Somerset Patient Participation Groups) on the Governing Body
b) the development, implementation and publication of a strategy to embrace public, patient and stakeholder engagement and scrutiny in the activity of the Group, including having clear arrangements for involving patients, public and stakeholders in key aspects of commissioning and service re-design and ensuring that formal public consultations on significant service changes are undertaken, where appropriate

1.6.5 These Lay Members will help to ensure that all, in all aspects of the CCG's business, the public voice of the local population is heard and that opportunities are created and protected for patient and public empowerment in the work of the CCG.

Description of arrangements to Secure Public Involvement

1.6.6 The CCG has a duty to ensure that patients and the public are involved in the development and consideration of proposals by the CCG for changes in commissioning arrangements that would impact on the manner in which services are delivered or the range of health services available. For major commissioning projects we will prepare individual detailed action plans which explain how the public and patients can put forward their views and be involved throughout these processes. The level of public involvement will vary dependant on the complexity of the changes proposed. These detailed action plans will be published on the CCG website www.somersetlccg.nhs.uk and details of events set out in these action plans will be published.

a) The arrangements will be as set out in the CCGs' Communications and Engagement Strategy as adopted by the Governing Body from time to time. These include that individuals may:

- Get involved in our consultations The CCG will advertise all consultation and engagement exercises on its website www.somersetccg.nhs.uk. We will ensure that we provide the information necessary to enable people to take an informed view on the proposals under consideration and to explain how to give us an opinion.

- Tell the CCG about views and experiences

- The CCG will provide a "contact facility" on the CCG website www.somersetccg.nhs.uk to enable individuals to tell the CCG about

their experiences and views about the provision of local health services.

- Give their time Individuals can join their GP's Practice Participation Group, supporting the work of one of the CCG's clinical steering groups, which lead the CCG's work in a number of priority areas or attend the CCG Governing Body meetings which are held in public. Details of these are available on the CCG website www.somersetccg.nhs.uk

- Tell Somerset Healthwatch about the experiences of the quality of local services Healthwatch is independent from health and social care services. Their job is to ensure that local people's views are heard in order to improve the experience and outcomes for people who use services. They also help to monitor the quality of health services, www.somersethealthwatch.co.uk

- Ask the CCG to visit their group. We are keen to visit community groups to hear what their members think. We are particularly keen to hear from people who have, historically, not been engaged in local health services, like homeless people. Individuals may invite the CCG to visit their group through our general enquiries email: somccg.enquiries@nhs.net

- Come along to public workshops and listening events. The CCG holds public workshop and listening events where local people can come along and tell us what they think about our plans for changing and developing local services. Meetings and events will be advertised on the CCG website, www.somersetccg.nhs.uk and through our community and voluntary sector partners.

- Get involved with local community and voluntary organisations concerned with health care. We work closely with these organisations and they help us to identify issues and concerns raised by groups and communities.

- Participate in our annual consultation on our commissioning plans. On an annual basis we will carry our public consultation on our commissioning intentions to enable the public and patients to be involved in the planning of commissioning arrangements by the CCG. These commissioning intentions are set out in the CCG's annual commissioning plan which will be published on draft form for public review and comment. The annual commissioning plan sets out the CCG's proposals for delivering change and improvements to the way health services in Somerset are delivered. Details of this annual consultation will be advertised.

- Participate in consultation and engagement events organised in respect of major commissioning processes.

Statement of Principles

1.6.7 The CCG's approach is to have transparent, accessible, decision making processes that are open to all, with the aim of ensuring that health services commissioning is informed by the needs and views of the people of Somerset.

1.6.8 In implementing its arrangements to secure public involvement the Governing Body shall follow the principles set out in the Communications and Engagement Strategy with careful regard to the aims and objectives set out in that Strategy.

1.6.9 The Governing Body shall report to the membership at least annually on the delivery of these arrangements

Holding providers to account on patient and public involvement

1.6.10 Our commissioning activities will use the NHS standard contract for all providers including service condition 12 which outlines contractual requirements in relation to communicating with and involving services users and the public. NHS Trusts have a legal duty to involve the public (section 242 of the National Health Service Act 2006, amended by Health & Social Care Act 2012)

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.

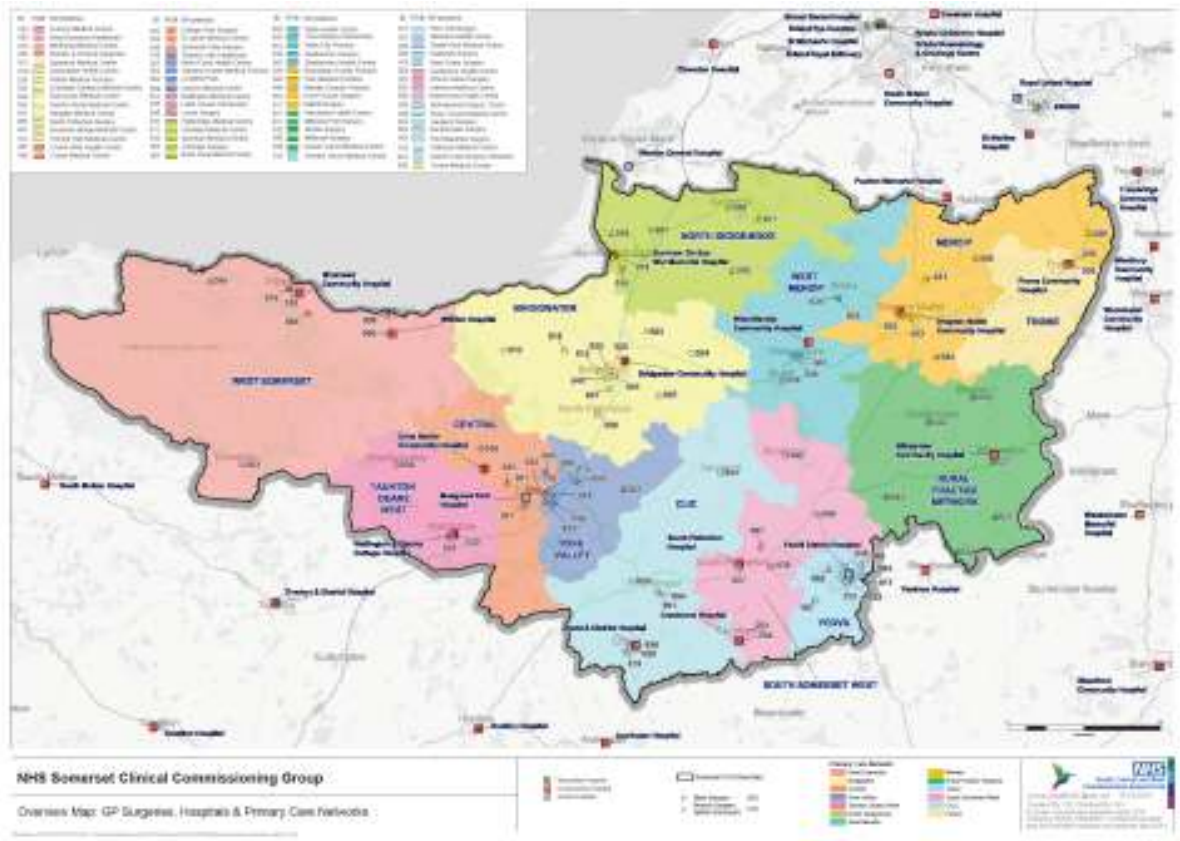
1.7.2 No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member or former Member, shall be liable (whether as a Member or as an individual) for the debts, liabilities, acts or omissions, howsoever caused by the CCG in discharging its statutory functions.

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 The area covered by the CCG is fully coterminous with the Local Authority (Somerset County Council) and District Councils (Sedgemoor, South Somerset and Mendip) and Somerset West and Taunton Council. Member practices are located within the Local Authority boundary, and can align themselves to one of thirteen Primary Care Networks. A map identifying the Somerset practices is below:



2.2 The Primary Care Network (PCN) areas have been determined by member practices agreeing to informally group together to form PCNs. Member practices are not obliged to belong to a PCN.

2.3 Primary Care Networks (PCNs) are a key part of the NHS Long Term Plan, with general practices being a part of a network, typically covering 30,000-50,000 patients. The networks will provide the structure and funding for services to be developed locally, in response to the needs of the patients they serve.

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

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

Practice Name	Address
West Somerset PCN	
West Somerset Healthcare	West Somerset Healthcare, Williton Surgery, Robert Street, Williton, Taunton, Somerset, TA4 4QE
Minehead Medical Centre	Harley House Site, 2 Irnham Road, Minehead, Somerset, TA24 5DL
Exmoor Medical Centre	The Exmoor Medical Centre, Oldberry House, Fishers Mead, Dulverton, Exmoor, TA22 9EN
Dunster and Porlock Surgeries	The Surgery Dunster, Knowle Lane, Dunster, Somerset, TA24 6SR and Porlock Medical Centre, Porlock, Somerset, TA24 8PJ
Bridgwater PCN	
Quantock Medical Centre	Quantock Medical Centre, Banneson Road, Nether Stowey, Bridgwater, Somerset, TA5 1NW
Cannington Health Centre	Cannington Health Centre, Mill Lane, Cannington, Bridgwater, Somerset, TA5 2HB
East Quay Medical Centre	New East Quay Medical Centre, East Quay, Bridgwater, Somerset, TA6 4GP
Victoria Park Medical Centre	Victoria Park Medical Centre, Victoria Park Drive, Bridgwater, Somerset, TA6 7AS
Taunton Road Medical Centre	Taunton Road Medical Centre, 12-16 Taunton Road, Bridgwater, Somerset, TA6 3LS
Cranleigh Gardens Medical Centre	Cranleigh Gardens Medical Centre, Cranleigh Gardens, Bridgwater, Somerset, TA6 5JS

Redgate Medical Centre	Redgate Medical Centre, Westonzoyland Road, Bridgwater, Somerset, TA6 5BF
Somerset Bridge Medical Centre	Somerset Bridge Medical Centre, Taunton Road, Bridgwater, Somerset, TA6 6LD
North Petherton Surgery	The Surgery, Mill Street, North Petherton, Somerset, TA6 6LX
Polden Medical Practice	Edington Surgery, Quarry Ground, Edington, Bridgwater, Somerset, TA7 9HA and Woolavington Surgery, Woolavington Road, Woolavington TA7 8ED
North Sedgemoor PCN	
Burnham and Berrow Medical Centre	Burnham Medical Centre, Love Lane, Burnham on Sea, Somerset, TA8 1EU
Axbridge and Wedmore Surgeries	Axbridge Surgery, Houlgate Way, Axbridge, BS26 2BJ
Highbridge Medical Centre	Highbridge Medical Centre, Pepperall Road, Highbridge, Somerset, TA9 3YA
West Mendip PCN	
Wells City Practice	Wells City Practice, Priory Health Park, Glastonbury Road, Wells, Somerset, BA5 1XJ
Wells Health Centre	Wells Health Centre, Priory Health Park, Glastonbury Road, Wells, Somerset, BA5 1XJ
Glastonbury Surgery	The Glastonbury Surgery, Feversham Lane, Glastonbury, Somerset, BA6 9LP
Glastonbury Health Centre	Glastonbury Health Centre, 1 Wells Road, Glastonbury, Somerset, BA6 9DD
Vine Surgery Partnership	Vine Surgery, Hindhayes Lane, Street, Somerset, BA16 0ET
Mendip PCN	
Oakhill Surgery	Oakhill Surgery, Shepton Road, Oakhill, Radstock, Somerset, BA3 5HT
Grove House Surgery	Grove House Surgery, West Shepton, Shepton Mallet, Somerset, BA4 5UH
Park Medical Practice	The Park Medical Practice, Cannards Grave Road, Shepton Mallet, Somerset, BA4 5RT

Mendip Country Practice	The Mendip Country Practice, Church Street, Coleford, Radstock, Somerset, BA3 5NQ
Beckington Family Practice	The Beckington Family Practice, St Luke's Surgery, Beckington, Frome, Somerset, BA11 6SE
Frome PCN	
Frome Medical Practice	Frome Medical Practice, Enos Way, Frome, Somerset, BA11 2FH
South Somerset East PCN	
Bruton Surgery	The Bruton Surgery, Patwell Lane, Bruton, Somerset, BA10 0EG
Millbrook Surgery	Millbrook Surgery, Millbrook Gardens, Castle Cary, Somerset, BA7 7EE
Wincanton Health Centre	Wincanton Health Centre, Dykes Way, Wincanton, Somerset, BA9 9FQ
Milborne Port Surgery	Milborne Port Surgery, Gainsborough, Milborne Port, Sherborne, Dorset, DT9 5FH
Queen Camel Medical Centre	Queen Camel Medical Centre, West Camel Road, Queen Camel, Yeovil, Somerset, BA22 7LT
South Somerset West PCN	
Buttercross Health Centre and Ilchester Surgery	Buttercross Health Centre, Behind Berry, Somerton, Somerset, TA11 7PB and The Ilchester Surgery, 17 Church Street, Ilchester, Somerset, BA22 8LN
Martock and South Petherton Surgeries	Church Street Surgery, Church Street, Martock, Somerset, TA12 6JL
Crewkerne Health Centre	Crewkerne Health Centre, Middle Path, Crewkerne, Somerset, TA18 8BX
Hamdon Medical Centre	Hamdon Medical Centre, Matts Lane, Stoke Sub Hamdon, Somerset, TA14 6QE
Yeovil PCN	
Ryalls Park Medical Centre	Ryalls Park Medical Centre, Marsh Lane, Yeovil, Somerset, BA21 3BA

Oaklands Surgery	Oaklands Surgery, Birchfield Road, Yeovil, Somerset, BA21 5RL
Penn Hill Surgery	Penn Hill Surgery, St Nicholas Close, Yeovil, Somerset, BA20 1SB
Diamond Health Group	Hendford Lodge Medical Centre, 74 Hendford, Yeovil, Somerset, BA20 1UJ and Abbey Manor Medical Practice, Abbey Manor Park, Yeovil, Somerset, BA21 3TL
Preston Grove Medical Centre	Preston Grove Medical Centre, Preston Grove, Yeovil, Somerset, BA20 2BQ
Chard, Crewkerne and Ilminster	
Summervale Medical Centre	Summervale Medical Centre, 1 Wharf Lane, Ilminster, Somerset, TA19 0DT
Essex House Medical Centre	Essex House Medical Centre, 59 Fore Street, Chard, Somerset, TA20 1QA
The Meadows Surgery (Ilminster)	The Meadows Surgery, Canal Way Ilminster, Somerset, TA19 9FE
Springmead Surgery	Springmead Surgery, Summerfields Road, Chard, Somerset, TA20 2EW
Tawstock Medical Centre	Tawstock Medical Centre, 7 High Street, Chard, Somerset, TA20 1QF
Church View Surgery	Church View Surgery, Broadway Road, Broadway, Ilminster, Somerset, TA19 9RX
Langport Surgery	The Surgery, North Street, Langport, Somerset, TA10 9RH
Tone Valley	
North Curry Health Centre	The Health Centre, North Curry, Taunton, Somerset, TA3 6NQ
Creech Medical Centre	Creech Medical Centre, Creech St Michael, Taunton, Somerset, TA3 5QQ
Taunton Vale Healthcare	The Blackbrook Surgery, Lisieux Way, Taunton, Somerset, TA1 2LB
Lyngford Park Surgery	Lyngford Park Surgery, Fletcher Close, Taunton, Somerset, TA2 8SQ

Warwick House Medical Centre	Warwick House Medical Centre, Upper Holway Road, Taunton, Somerset, TA1 2QA
Taunton Deane West	
Lister House Surgery	Lister House Surgery, Bollams Mead, Wiveliscombe, Somerset, TA4 2PH
Luson Surgery	Luson Surgery, 41 Fore Street, Wellington, Somerset, TA21 8AG
Wellington Medical Centre	Wellington Medical Centre, Mantle Street, Wellington, Somerset, TA21 8BD
Taunton Central	
College Way Surgery	College Way Surgery, Taunton, Somerset, TA1 4TY
St James Medical Centre	St James Medical Centre, St James Street, Taunton, Somerset, TA1 1JP
French Weir Health Centre	French Weir Health Centre, French Weir Avenue, Taunton, Somerset, TA1 1NW
Crown Medical Centre	Crown Medical Centre, Venture Way, Taunton, Somerset, TA2 8QY
Quantock Vale Surgery	Quantock Vale Surgery, Mount Street, Bishops Lydeard, Taunton, Somerset, TA4 3LH
No PCN	
West Coker Surgery	Westlake Surgery, High Street, West Coker, Somerset, BA22 9AH
Brent Area Medical Centre	Brent Area Medical Centre, Anvil House, East Brent, Highbridge, Somerset, TA9 4JD
Cheddar Medical Centre	Cheddar Medical Centre, Roynon Way, Cheddar, Somerset, BS27 3NZ

3.2 Nature of Membership and Relationship with CCG

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

3.3 Speaking, Writing or Acting on behalf of Somerset CCG

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

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

3.4 Members' Rights

3.4.1 The CCG's Members have the following rights:

a) the opportunity to be engaged and involved in the working of the CCG;
b) representation of their interests via Member Practice Representatives on the Governing Body;
c) calling and attending a general meeting of the members;
d) submitting a proposal for material amendment of the Constitution;
e) electing the Member Practice Representatives of the Governing Body.

3.5 Members' Meetings

3.5.1 Regular roadshows are held at least twice per year in order to meet and engage with Member Practices.

3.6 Practice Representatives

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

3.6.2 The CCG ensures that practice representatives are kept informed of regular information through the weekly practice bulletin.

3.6.3 The Governing Body has four elected representatives from Member Practices who are elected from practice nominees from GPs, Allied Health Professionals and Practice Managers. . The Clinical Chair is selected by the Governing Body from the Member Practice representatives. More information on these roles is available in the Standing Orders and Corporate Business Handbook.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

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

a) using the governance toolkit for CCGs www.ccggovernance.org;

b) undertaking regular governance reviews;

c) adopting standards and procedures that facilitate speaking out and the raising of concerns, including appointing a freedom to speak up guardian;

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

e) the Good Governance Standard for Public Services;

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

g) the principles set out in the NHS Constitution; and

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

4.2 General

4.2.1 The CCG will:

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

4.2.2 The CCG will develop and implement the necessary systems and processes to comply with (a)-(d) above, documenting them as necessary

in this constitution, its scheme of reservation and delegation and other relevant policies and procedures as appropriate.

4.3 Authority to Act: the CCG

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

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

4.4 Authority to Act: the Governing Body

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

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

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full on the CCG website (https://www.somersetccg.nhs.uk/about-us/how-we-do-things/somerset-ccg-constitution/) and incorporated within the CCG Corporate Business Handbook.

5.1.2 The CCG's SoRD sets out:

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

5.1.3 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 set out in the SoRD.

5.3.2 A copy if the SFIs is included within the Corporate Business Handbook and the delegated authority limits for financial commitment are attached 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) ensuring that the CCG's registers of interest are reviewed, regulated and updated as necessary;
b) leading the setting of vision and strategy;
c) approving commissioning plans and associated consultation arrangements;
d) overseeing and monitoring performance, including financial performance, against plans;
e) overseeing risk assessment and providing assurance of strategic risk management and mitigation;
f) agreeing a timetable for the production of the CCG's annual accounts and ensuring that the accounts are prepared according to this approved timetable;
g) overseeing and monitoring quality improvement;
h) stimulating innovation and modernisation;
i) promoting a culture of strong engagement with patients, their carers, Members, the public and other stakeholders;
j) ensuring good governance and leading a culture of good governance throughout the CCG; and
k) performing such other functions as may be conferred or delegated to the Governing Body from time to time and as set out in the CCG's SoRD.

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

5.5 Composition of the Governing Body

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

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

a) The Chair (a GP appointed from Member Practice representatives)

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 another who
- has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions

5.5.3 The CCG has agreed the following additional members:

a) A third lay member (who is the chair or vice chair of the Primary Care Commissioning Committee)

b) 3 x additional member practice representatives (GPs, Allied Health Professionals and Practice Managers eligible to apply) drawn from member practices

c) Director of Public Health

d) Up to 4 x Executive Directors

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 public meetings (including both those held in person or virtually) as attendees:

a) lay observer from the Somerset Patient Participation Groups
b) Healthwatch observer

5.7 Appointments to the Governing Body

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

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

5.8 Committees and Sub-Committees

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

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

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

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

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

5.9 Committees of the Governing Body

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

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

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

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

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

5.9.6 **Primary Care Commissioning Committee:** This committee is required by the terms of the delegation from NHS England in relation to primary

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

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

5.9.8 The terms of reference for each of the above committees are included in Appendix 2 to 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 Corporate Business 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 0 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 reasonable 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.
Area	The geographical area that the CCG has responsibility for, as defined in part 2 of this constitution
Chair of the CCG Governing Body	The individual appointed by the CCG to act as chair of the Governing Body and who is usually either a GP member or a lay member of the Governing Body.
Chief Finance Officer (CFO)	A qualified accountant employed by the group with responsibility for financial strategy, financial management and financial governance and who is a member of the Governing Body.
Clinical Commissioning Groups (CCG)	A body corporate established by NHS England in accordance with Chapter A2 of Part 2 of the 2006 Act.
Committee	A Committee created and appointed by the membership of the CCG or the Governing Body.
Sub-Committee	A Committee created by and reporting to a Committee.
Governing Body	The body appointed under section 14L of the NHS Act 2006, with the main function of ensuring that a Clinical

	Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	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
Lay Member	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to NHS England and the Governing Body
Primary Care Network	Primary Care Networks (PCNs) are a key part of the NHS Long Term Plan, with general practices being a part of a network, typically covering 30,000-50,000 patients. The networks will provide the structure and funding for services

	to be developed locally, in response to the needs of the patients they serve.
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of the public. Published *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England* in 2013
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: the Members of the group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
STP	Sustainability and Transformation Partnerships – the framework within which the NHS and local authorities have come together to plan to improve health and social care over the next few years. STP can also refer to the formal proposals agreed between the NHS and local councils – a "Sustainability and Transformation Plan".
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making

Appendix 2: Committee Terms of Reference

Committee	Notes
Audit	Approved March 2021
Remuneration	Approved May 2018
Primary Care Commissioning	To take effect as part of full delegation in April 2019 based on national template; updated August 2020

AUDIT COMMITTEE

TERMS OF REFERENCE

1 INTRODUCTION AND CONTEXT

1.1 The Audit Committee (the Committee) is established in accordance with Somerset Clinical Commissioning Group's constitution.

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

2 PURPOSE AND GOVERNANCE

2.1 The Committee will be a committee of the Governing Body and as such, Committee Summary Reports (Core Briefs) will be regularly presented to the Governing Body.

Approach and Style

2.2 Committee members will behave in ways which facilitate an inclusive, open and transparent style of discussion and decision-making and one in which members and invited guests feel able to contribute fully.

2.3 The Committee will conduct its business in accordance with any national guidance and relevant codes of conduct or good governance practice, including but not exclusively reserved to Nolan's seven principles of public life.

2.4 Members are expected to develop an environment where learning from any discussions can take place.

Managing Conflicts of Interest

2.5 Committee members will remain alert to the potential for a conflict of interest to arise and for the risk of a perception of conflict to arise in the view of external agencies.

2.6 Committee members will remain vigilant in mitigating the risks of conflicts of interest and measures to achieve this will include:

- the Chair has ultimate responsibility for deciding whether there is a conflict of interest and for taking the appropriate course of action in order to manage the conflict of interest
- in the event that the Chair of a meeting has a conflict of interest, a Vice Chair is responsible for deciding the appropriate course of action order to manage the conflict of interest. If the Vice Chair is also conflicted then the remaining non-conflicted voting members of the meeting should agree between themselves how to manage the conflict(s)

- the Chair should ask at the beginning of each meeting if anyone has any conflicts of interest to declare in relation to the business to be transacted at the meeting. Each member of the group should declare any interests which are relevant to the business of the meeting whether or not those interests have previously been declared. Any new interests which are declared at a meeting must be included on the CCG's electronic database of interests and hospitality to ensure the registers remain up to date

- members will be personally responsible for ensuring that the electronic register is kept up-to-date with their Interests

- an up-to-date schedule of Declarations of Interest for the Committee will be produced by the Committee Secretary from the CCG electronic database in readiness for each Meeting.

2.7 Where a conflict of interest is identified this will be recorded in the minutes on each occasion and the appropriate action taken could include one or more of the following:

- where the Chair has a conflict of interest, deciding that a Vice Chair (or another non-conflicted member of the meeting if the Vice Chair is also conflicted) should Chair all or part of the meeting

- requiring the individual who has a conflict of interest (including the Chair or a Vice Chair if necessary) not to attend the meeting

- ensuring that the individual concerned does not receive the supporting papers or minutes of the meeting which relate to the matter(s) which give rise to the conflict

- requiring the individual to leave the discussion when the relevant matter(s) are being discussed and when any decisions are being taken in relation to those matter(s)

- allowing the individual to participate in some or all of the discussion when the relevant matter(s) are being discussed but requiring them to leave the meeting when any decisions are being taken in relation to

those matter(s). This may be appropriate where, for example, the conflicted individual has important relevant knowledge and experience of the matter(s) under discussion, which it would be of benefit for the meeting to hear, but this will depend on the nature and extent of the interest which has been declared

- agree that the Member can take part in the discussion where it is decided that the interest which has been declared is either immaterial or not relevant to the matter(s) under discussion

3 MEMBERSHIP

3.1 The Committee shall be appointed by the Clinical Commissioning Group as set out in the Clinical Commissioning Group's Constitution and may include individuals who are not on the Governing Body.

3.2 The Committee shall be comprised of at least three members nominated from the Independent Lay members and Clinical Members of the CCG. The Committee is a Non-Executive Committee and the Chair of the Governing Body and the Chief Finance Officer will not be members of the Audit Committee although they may be called to attend meetings. At least one member will have significant, recent and relevant financial experience.

3.3 The Voting Membership of the Committee shall include the following members of the Governing Body:

- Chair: Non-Executive Director – Audit and Governance, appointed by Governing Body
- Vice Chair: Non-Executive Director – Registered Nurse
- Non-Executive Director – Practice Representative

The Chair of the Committee will be appointed for a term of three years. A Vice Chair will be appointed from within the Committee membership and this is shown in the membership above.

3.4 The Chief Finance Officer, a Chief Internal Auditor, an External Auditor and a Local Counter Fraud Specialist shall normally attend meetings but are not members of the Committee.

3.5 The Governing Body Chair may attend the meetings as requested by the Chair or Vice Chair of the Audit Committee, but is not a member of the committee.

3.6 Regardless of attendance, external audit, internal audit, local counter fraud and security management providers will have full and unrestricted rights of access to the Audit Committee.

3.7 At least once a year the Committee should meet privately with the External and Internal Auditors, and Local Counter Fraud Specialist to review the Committees performance.

(In addition, it is good practice for the Committee members to hold a pre/post meeting with the Auditors prior to every Committee Meeting)

3.8 Representatives from NHS Protect may be invited to attend meetings and will normally attend at least one meeting each year.

3.9 The Chair of the Governing Body, Accountable Officer and other Senior Officers may be invited to attend, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that officer. For clarity, the Audit Committee may summons any member of staff employed by the Clinical Commissioning Group to appear before it.

3.10 The Accountable Officer should be invited to attend, at least annually, to discuss with the Audit Committee the process for assurance that supports the Statement on Internal Control. He or she will also normally attend when the Committee considers the draft internal audit plan and the annual accounts.

3.11 Members of the Audit Committee will be appointed by the Chair of the Governing Body, including the post of Audit Committee Chair. The Audit Committee Chair will be appointed for a term of 3 years. The Audit Committee Chair must be a lay person who has qualifications, expertise or experience such as to enable the person to express informed views about financial management and audit matters.

3.12 Members of the Audit Committee tenure will follow the tenure in the role of member of the Governing Body.

3.13 No one other than members of the Committee are entitled to be present at Committee meetings.

4 QUORACY

4.1 The quorum for a meeting will be a minimum of two Committee members, one of whom should be the Committee Chair or Vice Chair.

5 FREQUENCY AND NOTICE OF MEETINGS

5.1 Meetings of the Committee will be held on a quarterly basis (as a minimum).

5.2 The Committee will have an annual schedule of business to ensure that agendas are planned well in advance of meetings.

5.3 Dates and times of meetings will be planned at least 12 months in advance providing the Committee with notice of meetings.

6 SECRETARY AND ADMINISTRATION

6.1 The Secretary will be responsible for supporting the Chair in the management of the meeting and associated business and for drawing the committee's attention to best practice, national guidance and other relevant documents, as appropriate.

6.2 Agenda items and papers must be forwarded to the Secretary by no less than 10 working days before the meeting, to enable all information to be circulated to the meeting membership no less than five working days in advance of the meeting date.

6.3 In usual circumstances, requests by Committee members for items to be included on the Agenda should be sent to the meeting Secretary at least 10 days before the meeting. All requests will be discussed and agreed in advance with the Chair.

6.4 If an item needs to be raised on the day, this will be covered under Any Other Business, subject to there being available time and agreement of the Chair.

6.5 If separate papers require circulation, these should, wherever possible, be issued with the Agenda. This is intended to enable members to have the opportunity to read information in advance.

6.6 Minutes will be kept and the Secretary will record the discussions. The draft Minutes will be reviewed and issued by the Chair no later than 10 working days after the meeting, and will include the topics discussed, decisions taken, actions agreed and any individual responsible for undertaking the action.

6.7 The Secretary will also produce a summary report/core brief for presentation to the Governing Body.

6.8 When the Minutes receive final approval, the Secretary will arrange for them to be published on the Clinical Commissioning Group's website.

7 REMIT, RESPONSIBILITIES AND DUTIES

7.1 The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7.2 The Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

7.3 The Committee may require the attendance at its meetings of any officer of the CCG and the production of any document.

7.4 The Committee will review corporate risks relating to its remit at every meeting.

7.5 The Committee shall critically review the clinical commissioning group's financial, performance, and quality reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors is maintained.

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

External Audit

7.7 The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

7.7.1 Consideration of the appointment and performance of the External Auditor, and the audit fee, as far as the national regulations and rules permit.

7.7.2 Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy.

7.7.3 Discussion with the External Auditors of their local evaluation of audit risks and assessment of the CCG and associated impact on the audit fee.

7.7.4 Review of all External Audit reports, including agreement of the annual audit letter before submission to the Governing Body and any work carried out outside the annual audit plan, together with the appropriateness of management responses.

7.8 The Audit Committee will ensure external audit function is provided to the CCG through the appropriate NHS procurement framework, the cost of the audit and any questions of resignation and dismissal.

Internal Audit

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

7.9.1 ensuring the provision of the Internal Audit service through appropriate procurement processes, the cost of the audit and any questions of resignation and dismissal,

7.9.2 reviewing and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework,

7.9.3 ensuring co-ordination between the Internal and External Auditors to optimise audit resources, and to determine the extent and reliance to be placed on the work of Internal Audit,

7.9.4 ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the Clinical Commission Group and Governing Body,

7.9.5 consideration of the major findings of internal audit work, and management's response,

7.9.6 annual review of the effectiveness of Internal Audit.

Counter Fraud

7.10 Historically, NHS bodies were subject to the counter fraud provisions contained within the Secretary of State Directions. However, new legislation introduced under the Health and Social Care Act 2012 meant that for providers of NHS services, counter fraud arrangements are now contained within the standard commissioning contract, under Service Condition 24, and the Audit Committee will ensure appropriate Counter Fraud arrangements are provided through the NHS procurement framework, the cost of the audit and any questions of resignation and dismissal,

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7.11 As well as overseeing the counter fraud, bribery and corruption arrangements in place with their providers, commissioners must also ensure there are appropriate arrangements within their own organisations, as set out in the NHS Counter Fraud Authority's Standards for Commissioners on fraud, bribery and corruption. NHS England's Audit Committee has approved and adopted NHS Protect standards to ensure a unified approach to tackling economic crime against the NHS.

7.12 The Committee will:

- ensure non-executive Directors and board level senior management demonstrate clear and demonstrable support and provide strategic direction for anti-fraud, bribery and corruption work

- ensure that those carrying out counter fraud, bribery and corruption work have all the necessary support to enable them to carry out their role efficiently, effectively and promptly

- review and approve the counter fraud work plan and ensure that the counter fraud, bribery and corruption provision is proportionate to the level of risk identified

- review progress reports provided by the appointed Local Counter Fraud Specialist. An annual report will be provided to the Audit Committee detailing all proactive and reactive work undertaken during the reporting period

- consider the findings of any reports provided by the Local Counter Fraud Specialist and ensure and agree recommendations are implemented within agreed timescales

Governance, Risk Management and Internal Control

7.13 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 Clinical Commissioning Group's activities (both clinical and non-clinical), that supports the achievement of the Clinical Commissioning Group's objectives.

7.14 In particular, the Committee will review the adequacy of:

7.14.1 All risk and control related disclosure statements (in particular the Statement on Internal Control and declarations of compliance~~,~~ together with any accompanying Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Governing Body.

7.14.2 The underlying assurance processes that indicates the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.

7.14.3 The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and the requirements that pertain to the Bribery Act 2010.

7.15 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not

be limited to these audit functions. It will also seek reports and assurances from Clinical Commissioning Group officers and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

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

Other Assurance Functions

7.17 The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

7.18 These will include, but will not be limited to, any reviews by Department of Health Arms Length Bodies or Regulators/Inspectors (eg. Care Quality Commission, NHS Resolution etc), or professional bodies with responsibility for the performance of staff or functions (eg. Royal Colleges, accreditation bodies, etc.)

7.19 In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit Committee's own scope of work. This will particularly include the Governance Committee and any Quality and or Risk Management committees that are established.

7.20 In reviewing the work of the Governance Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy themselves on the assurance that can be gained from the clinical audit function.

7.21 In reviewing the work of the Audit Committee and other committees seek assurance that there is implementation and operation of the counter fraud, bribery and corruption initiatives.

Management

7.22 The Committee shall request and review reports and positive assurances from officers and managers on the overall arrangements for governance, risk management and internal control. They may also request specific reports from individual functions within the organisation (eg. clinical audit).

Financial Reporting

7.23 The Audit Committee shall review the month 9 financial accounts and agreement of balances exercise, Annual Report and Financial Statements before submission to the Governing Body, focusing particularly on:

- the Statement on Internal Control and other disclosures relevant to the Terms of Reference of the Committee
- changes in, and compliance with, accounting policies and practices'
- unadjusted mis-statements in the financial statements
- major judgmental areas
- significant adjustments resulting from the audit

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

Other Duties

7.25 Where the Committee considers that there is evidence of ultra vires or improper actions, it shall report them to the Governing Body through its Chair.

7.26 The Committee will also:

7.26.1 undertake the role of the audit panel, to appoint external and internal auditor services and counter fraud through the NHS procurement framework

7.26.2 review and advise on proposed changes, or suspension of, to the Standing Orders and Standing Financial Instructions

7.26.3 monitor compliance with Standing Orders and Standing Financial Instructions

7.26.4 comment on circumstances when Standing Orders have been waived

7.26.5 recommend any changes in accounting policies for approval by the Governing Body

7.26.6 monitor the implementation of CCG policies on standards of business conduct

7.26.7 review schedules of losses and compensations and make recommendations to the Governing Body

8 REPORTING ARRANGEMENTS

8.1 A summary report/core brief will be produced after each meeting for presentation to the next Governing Body meeting. The Governing Body may request to see the full Minutes, which, in any case, will be published on the CCG website, with the exception of those for the Remuneration Committee.

9 MONITORING AND REVIEW

9.1 The Committee will review its performance, membership and terms of reference annually.

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1 INTRODUCTION

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

1.2 The Terms of Reference for the Committee outlined below are defined by the Governing Body and may be amended by the Governing Body at any time.

1.3 All Non-Executive Directors of the Governing Body are members of the Remuneration Committee.

2 MEMBERSHIP

2.1 The Committee shall be appointed by the Clinical Commissioning Group from amongst its Governing Body members. Membership shall include:

- Non-Executive Director Lay member (Audit and Governance) - Chair
- Non-Executive Director Lay member (PPI) – Vice Chair
- Non-Executive Director Lay member – Chair of the Joint Committee for Commissioning Primary Care
- Non-Executive Director Clinical Member – Registered Nurse
- Non-Executive Director Clinical Member - Secondary Care Doctor

2.2 The Accountable Officer will be in attendance (except when issues regarding his/her own remuneration are discussed) as required by the Committee.

2.3 The Associate Director of Human Resources and Organisational Development will be in attendance (except when issues regarding his/her own remuneration are discussed) to provide guidance to the Committee and to draw the Committee's attention to best practice, national guidance and other relevant documents, as appropriate.

2.4 No one other than members of the Committee is entitled to be present at Committee meetings, unless specifically invited by the Committee.

3 SECRETARY

3.1 The Committee Chair is responsible for providing secretarial support to the committee and will nominate an appropriate individual to this role. The secretary will be responsible for supporting the Chair in the management of remuneration business.

4 QUORUM

4.1 The quorum for a meeting will be a minimum of two Committee members, one of whom should be the Committee Chair or Vice Chair.

5 FREQUENCY AND NOTICE OF MEETINGS

5.1 The Remuneration Committee will meet at least once a year and written notice of the date, venue and agenda will be circulated to all Committee members in advance.

5.2 A minimum of five days' notice will be given of any meeting together with an agenda of the business proposed to be transacted

5.3 If an item needs to be raised on the day, this will be covered under Any Other Business, subject to there being available time. If separate papers require circulation, these should, wherever possible, be issued with the Agenda. This is intended to enable members to have the opportunity to read information in advance.

5.4 At the start of each meeting, Members will be asked to confirm the accuracy of the Declaration of Interests.

5.5 The minutes of the meeting will be circulated to all members of the Committee, the Accountable Officer and the Associate Director of Human Resources and Organisational Development.

5.6 The Chairman of the Committee will report the outcome to the Governing Body on an exceptional basis.

5.7 The Chairman of the Committee may call additional meetings as required.

6 REMIT AND RESPONSIBILITIES OF THE COMMITTEE

6.1 The Committee shall make determinations about pay and remuneration for employees of the Clinical Commissioning Group (Accountable Officer, other officer members and senior employees) and people who provide services to the Clinical Commissioning Group, and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme (including salary, any performance-related elements/bonuses,

other benefits including pensions and cars, and contractual terms and termination of employment).

6.2 Any work being undertaken on behalf of the CCG Executive body (GPs, consultants etc), will need to be ratified by the Remuneration Committee, including approval of proposed remuneration.

6.3 The Remuneration Committee is authorised by the Governing Body to obtain legal, remuneration or other professional advice as and when required, at the CCG's expense, and to appoint and secure the attendance of external consultants and advisors if it considers this beneficial.

6.4 The Remuneration Committee is authorised to decide on the most appropriate action needed in the achievement of its Terms of Reference.

6.5 Other duties for the Committee:

6.5.1 To determine the broad policy of the contract of employment and remuneration of the Accountable Officer, Executive Directors and other members of the Governing Body.

6.5.2 Through its delegated authority, to set individual remuneration arrangements and performance measures for the Accountable Officer, other Directors and members of the Governing Body where there is no national outline.

6.5.3 To determine remuneration for those referred to above and in so doing the Committee shall review and agree:

- overall market positioning of the remuneration package
- individual base salaries and increases
- any annual and long-term incentive/bonus arrangements, and the relevant targets for performance related schemes

6.6 To consult the Accountable Officer about proposals relating to the remuneration of other Directors.

6.7 To approve any changes to the standard contract of employment for Directors, including termination arrangements, taking into account any relevant guidance.

6.8 To agree terms for the termination of a contract giving due regard to Treasury[1] guidance

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[1] i 'Managing Public Money' www.hm-treasury.gov.uk/psr_mpm_index.htm

6.9 To agree and review the extent to which a full time Director takes on a Non-Executive Director or Chairman role of another organisation of comparable size and complexity to Somerset Clinical Commissioning Group.

6.10 To approve management policies including personnel policies incorporating the arrangements for the appointment, removal and remuneration of staff.

6.11 The Workforce Group, chaired by the Non-Executive Director, Registered Nurse, has been established and reports to the Remuneration Committee on matters arising.

6.12 To undertake any other duties as directed by the Governing Body.

7 POLICY AND BEST PRACTICE

7.1 The Committee will apply best practice in the decision making processes relating to its responsibilities, including individual remuneration, performance and terms of service. In so doing the Committee will:

- comply with current disclosure requirements for remuneration
- on occasion seek independent advice about remuneration for Individuals
- ensure that decisions are based on clear and transparent criteria

8 CONDUCT OF THE COMMITTEE

8.1 The Committee will conduct its business in accordance with any national guidance and relevant codes of conduct or good governance practice, including but not exclusively reserved to Nolan's seven principles of public life.

8.2 The Committee will review its performance, membership and terms of reference annually.

9 MONITORING AND REPORTING MECHANISM

9.1 The minutes of each meeting of the Remuneration Committee will be formally recorded and maintained on file by the Chairman for scrutiny by the Governing Body if required.

9.2 The Chair of the Committee will provide a verbal report to the Governing Body on an exceptional basis.

Updated May 2018

PRIMARY CARE COMMISSIONING COMMITTEE

Terms of Reference

Introduction

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.

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 2 to these Terms of Reference to Somerset CCG. The delegation is set out in Schedule 1.

3. The CCG has established the Somerset 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.

4. It is a committee comprising representatives of the following organisations:
   - Somerset CCG
   - Somerset County Council
   - Healthwatch Somerset (observer)
   - NHS England (observer)
   - Somerset Local Medical Committee (observer)

Statutory Framework

5. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 in accordance with section 13Z of the NHS Act.

6. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board (NHS England) and the CCG.

7. Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:

    a) Management of conflicts of interest (section 14O);

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

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

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

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

    f) Duties as to reducing inequalities (section 14T);

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

    h) Duty as to patient choice (section 14V);

    i) Duty as to promoting integration (section 14Z1);

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

8. The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act.

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

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

Role of the Committee

11. The Committee is a sub-committee of the Somerset CCG's Governing Body and 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 Somerset, under delegated authority from NHS England.

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

13. 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.

14. 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:

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

    - Newly designed enhanced services ("Local Enhanced Services" and "Directed Enhanced Services");

    - Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);

    - Decision making on whether to establish new GP practices in an area;

    - Approving practice mergers; and

    - Making decisions on 'discretionary' payment (e.g. returner/retainer schemes).

15. The committee will also carry out the following activities:

    - Plan, commission and deliver primary medical services for the population of Somerset

- Make primary care commissioning decisions; contribute to the development of the primary care strategy, ensuring recommendations are in line with the CCG Governing Body's Health and Care Strategy,
- Oversee the implementation and delivery of the primary care strategy and work plan
- To secure the provision of comprehensive and high quality primary medical service in Somerset
- To co-ordinate a common approach to the commissioning of primary care services generally
- To make decisions on investment on the infrastructure of primary medical services, to ensure adequate and high quality provision as well as value for money for the public.
- Undertake reviews of primary medical services in Somerset, including primary care and quality performance
- To manage the commissioning budget for primary medical services in Somerset
- Provide oversight across a number of functions, including but not limited to: Primary Care Workforce; Primary Care Premises; Primary Care Information Management and Technology (IM&T); Primary Care Networks
- Escalating issues to the CCG's Governing Body which need further discussion or decision making.

Geographical Coverage

16. The Committee will comprise of Somerset CCG, Somerset County Council with representatives from the Somerset Local Medical Committee, Healthwatch and NHS England who will undertake the function of commissioning primary medical services for Somerset.

Membership

17. The Committee shall consist of:

Somerset CCG

- Non-Executive Director (Chair) (V)
- Non- Executive Director (Vice Chair) (V)
- Director of Finance, Performance and Contracting (V)
- Chief Operating Officer (V)
- Deputy Director of Contracts (V)
- Associate Director of Primary Care (V)
- Director of Quality and Nursing or Associate Director of Safety and Quality Improvement (V)

- Associate Clinical Director of Primary Care
- GP Representative from a neighbouring CCG (V)
- Patient Representative (PPG Chairs) (V)

Somerset County Council

- Representative for Public Health (V)

In Attendance

- NHS England Head of Primary Care or nominated representative
- Somerset Local Medical Committee representative
- Somerset Healthwatch representative

18. The Chair and Vice Chair of the Committee shall be CCG Non-Executive Directors.

19. The non-voting attendees of the Committee will include a standing invitation to representatives from NHS England, the Local Medical Committee, Healthwatch and the Health and Wellbeing Board. The nominated representatives are invited to stay for the private session of the meeting, but the Chair reserves the right to exclude attendance for individual items when considered appropriate.

Meetings and Voting

20. The Committee shall adopt the relevant Standing Orders of Somerset CCG including the following:

    a) Notice of meetings;
    b) Handling of meetings;
    c) Agendas;
    d) Circulation of papers; and
    e) Management of conflicts of interest as set out in the Somerset CCG Constitution and the associated policies and procedures

21. All members or attendees at the Committee are required to declare potential or actual conflicts of interest before items are discussed. There will be a standing agenda item at the beginning of each meeting for this purpose. Even if an interest has been recorded in the register of interests, it must still be declared in meetings where matters relating to that interest are discussed. Declarations of interest will be recorded in minutes of meetings.

22. Each voting member (V) of the Committee shall have one vote. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committee will be to achieve consensus decision-making wherever possible.

23. The Chair of the Primary Care Commissioning Committee will request the setup of panels on an ad-hoc basis to consider items which are time bound or require an urgent decision before the next scheduled committee meeting. This includes but is not limited to:

- List closure applications
- Branch Surgery Closure applications
- Breach Notices
- Contract Handbacks
- Practice Merger

24. Membership of the panel will include:
    - Chair or Vice Chair of the Primary Care Commissioning Committee
    - Director of Finance, Performance and Contracting or the Chief Operating Officer (or nominated representative)
    - Director of Quality and Nursing (or nominated representative)
    - Clinical Lead
    - Deputy Director of Contracting (or nominated representative)
    - Associate Director of Primary Care (or nominated representative)
    - Patient Representative

    A minimum of 5 representatives are required in order for the Panel to be quorate. This includes the Chair/Vice Chair, Deputy Director of Contracting (or nominated representative), Associate Director of Primary Care (or nominated representative) and the clinical lead.

    The following organisations will be invited as an observer:

    - Somerset Local Medical Committee
    - Healthwatch
    - NHS England
    - Health and Wellbeing Board

25. The outcome and the reasons for the panel meeting will be formally reported to the next meeting of the Committee and recorded in the minutes.

Quorum

26. The Primary Care Commissioning Committee is quorate when at least five members are present, including the Chair or Vice Chair of the Primary Care Committee. There is also a minimum requirement that either the Director of Finance, Performance and Contracting, Chief Operating Officer, or the Director of Quality and Nursing is present.

Frequency of meetings

27. The Committee will meet at least four times a year and may meet more frequently as required to conduct its business.

28. Meetings of the Committee shall:
    a) be held in public, subject to the application of 28(b);

    b) the Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

29. 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.

30. 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.

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

32. Members of the Committee shall respect confidentiality requirements as set out in the CCG's Standing Orders, unless separate confidentiality requirements are set out for the Committee in which event these shall be observed.

Primary Care Operational Group

33. The Primary Care Operational Group (PCOG) will act as a sub-group to this committee with Terms of Reference agreed by the Primary Care Commissioning Committee.

34. Functions undertaken by the PCOG include;

- Identifying and agreeing a work programme for recommendation to the Primary Care Commissioning Committee to aid planning, commissioning and delivery of primary medical services for the population of Somerset.

- Developing papers for the Primary Care Commissioning Committee, including options appraisals. Where appropriate, recommendations will be detailed in the papers for the Primary Care Commissioning Committee to consider.

- The group will take forward any necessary recommendations agreed by the Primary Care Commissioning Committee.

- Implementing and management of the agreed actions of the Primary Care Commissioning Committee.

- Identifying any areas of risk or difference of opinion and resolving them wherever possible.

- Ensuring that members of the Primary Care Commissioning Committee are fully briefed on issues before meetings.

- Oversight of the Assurance Framework and ensuring actions implemented as appropriate.

- Oversight of quality issues arising from primary care to ensure delivery of high quality primary care.

- Establish any Task and Finish Groups as required to progress work streams.

- The group will make decisions within the bounds of its remit. Decisions made during the meetings will be reported on through the Primary Care Update report at the Primary Care Commissioning Committee.

- Identify and discuss any areas of potential financial pressure.

- Receive, interpret and discuss primary care data, highlighting any areas of concern.

Reporting Arrangements

35. The Committee will produce executive summary report to South (South West) DCO Team of NHS England and the next appropriate Governing Body of Somerset CCG after each Committee meeting for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 29 above.

36. There may be groups that will form part of the overall full delegation governance structure and will support the Commissioning Committee deliver its responsibilities. Terms of reference for each group will be in place and the groups will operate in accordance with existing CCG polices e.g. Conflicts of Interest.

37. The Committee will receive reports relevant to its responsibilities from any other group or working group as appropriate.

38. The CCG will also comply with any reporting requirements set out in its constitution.

39. These Terms of Reference will be reviewed on an annual basis, reflecting experience of the Committee in fulfilling its functions and the wider experience of NHS England and CCGs in primary medical services co-commissioning.

Accountability of the Committee

40. The Committee is authorised to determine matters within its remit where those matters involve expenditure up to the limit delegated to the Accountable Officer under the Scheme of Delegation, relating to expenditure within the NHS. Where the expenditure involved exceeds these sums the Committee is authorised to make representations to the Governing Body in respect of those matters. For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders of Standing Financial Instructions of any of the members, the Delegation will prevail.

Procurement of Agreed Services

41. The detailed arrangements regarding procurement will be set out in the delegation agreement.

Decisions

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

43. The decisions of the Committee shall be binding on NHS England and NHS Somerset CCG.

44. The Committee will produce an executive summary report which will be presented to South (South West) DCO Team of NHS England and the Governing Body of Somerset of the CCG after each meeting for information.

Appendix 3: Standing Orders

1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

1.1.1. These Standing Orders have been drawn up to regulate the proceedings of the NHS Somerset Clinical Commissioning Group so it can fulfil its obligations, as set out in the 2006 Act and amended by the 2012 Act, and related regulations. They are effective from the date the Group is legally established.

1.1.2. The Standing Orders, together with the Group's Scheme of Reservation and Delegation[2] and the Group's Prime Financial Policies[3], provide a procedural framework within which the Group discharges its business. They set out:

a) the arrangements for conducting the business of the Group
b) the appointment of Commissioning Locality delegates and other key roles
c) the procedure to be followed at meetings of the Group, the Governing Body and any committees or sub-committees
d) the process to delegate powers

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

1.1.4 The Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies have effect as if incorporated into the Group's Constitution. Group members, employees, members of the Governing Body, members of the Governing Body's committees and sub-committees, and persons working on behalf of the Group should be aware of the existence of these documents and, where necessary, be familiar with their detailed provisions. Failure to comply with the Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies should be brought to the attention of the Accountable Officer and may be regarded as a disciplinary matter that could result in dismissal.

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2 See Appendix D

3 See Appendix E

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

1.2. Schedule of Matters Reserved to the NHS Somerset Clinical Commissioning Group and the Scheme of Reservation and Delegation

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

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

2.1. Composition of Membership

2.1.1. Chapter 3 of the Group's Constitution provides details of the membership of the Group (also see Appendix B of the Group's Constitution) and the eligibility for membership.

2.1.2. Chapter 6 of the Group's Constitution provides details of the governing structure used in the Group's decision-making processes and Chapter 7 of the Constitution outlines key roles and responsibilities within the Group and the voting members of the Clinical Executive Committee and Governing Body.

2.2. Key Roles

2.2.1. These Standing Orders set out how the Group will appoint the voting individuals of the Clinical Executive Committee and Governing Body.

2.3. Nomination, Eligibility, Appointment, Re-appointments and Terms of Office

2.3.1. People who are ineligible for nomination to any of the key roles include anyone who:

a) is not eligible to work in the UK
b) has received a prison sentence or suspended sentence of over 12 months or more in the last five years
c) is the subject of a bankruptcy order or interim order
d) has been dismissed (except by redundancy) by any NHS body
e) is subject to a disqualification order set out under the Company Directors Disqualification Act 1986
f) has been removed from acting as a trustee of a charity

g) or for any other substantial reasons as outlined in Schedule 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012

2.3.2 In addition, the key roles are subject to the following appointment process and further eligibility requirements:

a) **The Chair of the Governing Body**

i) **Nomination and Election**
The Governing Body, on behalf of the Group, will appoint a GP Member Practice delegate as its Chair. The Chair will be a member of the Governing Body and of the Clinical Executive Committee.

ii) **Eligibility**
Providers of primary medical services (on the Somerset performers list) to a registered list of patients, the majority of whom reside in the Group's area, under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract in Somerset. The Accountable Officer of the Group is disqualified from being the Chair.

iii) **Terms of Office**
Up to 3 years.

iv) **Eligibility for Reappointment**
The Chair is eligible for reappointment, subject to satisfaction of the eligibility criteria listed at 2.3.2.

v) **Grounds for Removal from Office**
Gross misconduct, losing clinical registration, the Governing Body determines that the Member Practice has lost the confidence in his/her Member Practice delegate or where 1/3 of member practices ask for a vote of member practices and there is a majority vote of no-confidence, where a pecuniary interest constitutes a conflict of such significance to warrant removal from office, failure to comply with the Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies.

vi) **Notice Period**
3 months, in writing to the Accountable Officer and to the Governing Body.

b) **The Lay Deputy Chair of the Governing Body**

i) **Nomination and Election**

The appointment will be subject to national NHS recruitment and selection policy. The candidate will be locally appointed and will be a member of the Governing Body.

ii) **Eligibility**

If the Chair of the Governing Body is a health care professional within the meaning of section 14N of the 2006 Act, all members of the Governing Body other than lay persons are disqualified from being Deputy Chair. The appointment will be subject to national NHS recruitment and selection policy. The candidate will be locally appointed.

iii) **Terms of Office**

Up to three years.

iv) **Eligibility for Reappointment**

The Lay Deputy Chair is eligible for reappointment, subject to satisfaction of the eligibility criteria listed at 2.3.2.

v) **Grounds for Removal from Office**

Gross misconduct, where a pecuniary interest constitutes a conflict of such significance to warrant removal from office, failure to comply with the Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies.

vi) **Notice Period**

3 months, in writing to the Chair of the Governing Body.

c) **Accountable Officer**

i) **Nomination and Election**

The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally approved and accredited. The Accountable Officer will be a member of the Governing Body and of the Clinical Executive Committee.

ii) **Eligibility**

The appointment is subject to national NHS recruitment and selection policy. The candidate must be nationally approved and accredited.

iii) **Terms of Office**

As determined by contract.

iv) **Eligibility for Reappointment**

As determined by contract.

v) **Grounds for Removal from Office**

As determined by contract.

vi) **Notice Period**

6 months, in writing to the Chair of the Governing Body.

d) **Chief Finance Officer**

i) **Nomination and Election**
The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally accredited and locally appointed. The Chief Finance Officer will be a member of the Governing Body and of the Clinical Executive Committee.

ii) **Eligibility**
The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally accredited and locally appointed. The candidate must have a professional qualification in accountancy and the expertise or experience to lead the financial management of the organisation. If the Governing Body's membership includes two or more individuals of that description, they must designate one of them as the Chief Finance Officer.

iii) **Terms of Office**
As determined by contract.

iv) **Eligibility for Reappointment**
As determined by contract.

v) **Grounds for Removal from Office**
As determined by contract.

vi) **Notice Period**
6 months, in writing to the Chair of the Governing Body.

e) **Director of Public Health**

i) **Nomination and Election**
Formal agreement between the Local Authority and the Group that confirms a number of sessions, as required, to be undertaken by the Director of Public Health (employed by the Local Authority, Somerset County Council) for the Group, including membership of the Group's Governing Body.

ii) **Eligibility**
Director of Public Health (employed by the Local Authority).

iii) **Terms of Office**
As determined within the formal agreement.

iv) **Eligibility for Reappointment**
As determined within the formal agreement.

v) **Grounds for Removal from Office**
As determined within the formal agreement.

vi) **Notice Period**
As determined within the formal agreement.

f) **Independent Lay Members**

i) **Nomination and Election**

Three lay persons will be appointed by the Group to the Governing Body and will be subject to national NHS recruitment and selection policy. The candidate will be locally appointed.

ii) **Eligibility**

One lay person appointed to the Governing Body must have qualifications, expertise or experience such as to enable the person to express informed views about financial management and audit matters. The other lay person must have sufficient knowledge of Somerset and patient and public engagement as to enable them to express informed views about the discharge of the Group's functions. The third lay member must have sufficient experience and expertise to enable them to support the discharge of the Group's responsibilities in relation to primary care co-commissioning and the work of the Joint Committee.

iii) **Terms of Office**

Up to 3 years

iv) **Eligibility for Reappointment**

The independent lay members are eligible for reappointment, subject to satisfaction of the eligibility criteria listed at 2.3.2.

v) **Grounds for Removal from Office**

Gross misconduct, where a pecuniary interest constitutes a conflict of such significance to warrant removal from office, failure to comply with the Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies.

vi) **Notice Period**

3 months, in writing to the Chair of the Governing Body.

g) **Secondary Care Specialist**

i) **Nomination and Election**

The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally accredited and locally appointed. The Secondary Care Specialist will be a member of the Governing Body.

ii) **Eligibility**

The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally accredited and locally appointed. The candidate must be a registered medical practitioner who is, or has been at any time in the period of 10 years ending with the date of the individual's

appointment to the Governing Body, an individual who fulfils (or fulfilled) all the following conditions:

- the individual's name is included in the Specialist Register kept by the General Medical Council under section 34D of the Medical Act 1983(4), or the individual is eligible to be included in that Register by virtue of the scheme referred to in subsection (2)(b) of that section
- the individual holds or has held a post as an NHS consultant or in a medical specialty in the armed forces
- the individual's name is not included in the General Practitioner Register kept by the General Medical Council under section 34C of the Medical Act 1983(5)

iii) **Terms of Office**
Up to 3 years

iv) **Eligibility for Reappointment**
As determined by contract.

v) **Grounds for Removal from Office**
As determined by contract.

vi) **Notice Period**
3 months

h) **Registered Nurse**

i) **Nomination and Election**
The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally accredited and locally appointed. The Registered Nurse will be a member of the Governing Body.

ii) **Eligibility**
The appointment will be subject to national NHS recruitment and selection policy. The candidate must be nationally accredited and locally appointed.

iii) **Terms of Office**
Up to 3 years

iv) **Eligibility for Reappointment**
As determined by contract.

v) **Grounds for Removal from Office**
As determined by contract.

vi) **Notice Period**
3 months

i) **Member Practice Representatives**

i) **Nomination and Election**
Applications for the role of practice delegate to the Governing Body will be sought from individuals who are working within

member practices of the Group. Individuals will be assessed through an HR process against the role specification for their eligibility and, if necessary, an election will be carried out amongst member practices to appoint to those positions. Each member practice shall have one vote each in any such election process for each post. The member practice representative, once elected, will become a full member of the Governing Body.

ii) **Eligibility**
A senior clinician or manager employed by any of the member practices of the Group. Eligibility of applicants will be assessed against the role specification of the posts.

iii) **Terms of Office**
Up to 3 years.

iv) **Eligibility for Reappointment**
The member practice representative can apply for reappointment, subject to satisfaction of the eligibility criteria listed at 2.3.2.

v) **Grounds for Removal from Office**
Gross misconduct, the Governing Body determines that the member practices have lost confidence in the practice delegate, where a pecuniary interest constitutes a conflict of such significance to warrant removal from office, failure to comply with the Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies.

vi) **Notice Period**
3 months, in writing to the Chair of the Governing Body.

j) **Executive Directors**

i) **Nomination and Election**
The appointment will be subject to national NHS recruitment and selection policy. The candidate will be locally appointed. Each Executive Director will be a member of the Governing Body and of the Clinical Executive Committee.

ii) **Eligibility**
The appointment will be subject to national NHS recruitment and selection policy. The candidate will be locally appointed.

iii) **Terms of Office**
As determined by contract.

iv) **Eligibility for Reappointment**
As determined by contract.

v) **Grounds for Removal from Office**
As determined by contract.

vi) **Notice Period**

As determined by contract.

3 MEETINGS OF THE NHS SOMERSET CLINICAL COMMISSIONING GROUP

3.1 Specific arrangements apply to meetings of the Governing Body and the Annual General Meeting which will be implemented in addition to those provisions that will also apply to the conduct of committees and sub-committees of the Group. Full details of each committee and sub-committee including the quorum and the status of representatives are set out in the appropriate terms of reference.

3.2 MEETINGS OF THE GOVERNING BODY AND THE ANNUAL GENERAL MEETING

3.2.1 Holding of Meetings

3.2.2 The Governing Body will hold meetings in public on a regular basis. The Chair of the Governing Body may call a meeting of the Governing Body at any time.

3.2.3 One-third or more members of the Governing Body may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.2.4 The Governing Body will hold an Annual General Meeting in public on behalf of the Group.

3.2.5 Attendance of the Press and Members of the Public

3.2.6 The public and representatives of the press may attend all business meetings of the Governing Body and the Annual General Meeting.

3.2.7 The Governing Body and Annual General Meeting agendas shall include an opportunity for members of the public to ask questions connected with any of Group's responsibilities. The Chair may approve guidance to the public on the conduct of this session.

3.2.8 Exclusion Due to the Confidentiality of the Business to be Transacted

3.2.9 Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Governing Body resolving:

- "that in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete its business without the presence of the public". *Section 1(8), Public Bodies (Admissions to Meetings) Act 1960.*

3.2.10 The press and public shall be required to withdraw upon the Governing Body resolving:

- "that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest" *Section 1(2), Public Bodies (Admission to Meetings) Act 1960.*

3.2.11 The above resolution shall be taken in public and there shall be a public statement, either on the agenda or made by the Chair of the meeting, setting out in broad terms (which do not breach the confidentiality of the subject matter) the nature of the business to be discussed.

3.2.12 Subject to the requirements of the Freedom of Information Act 2000, matters to be dealt with by the Governing Body following the exclusion of representatives of the press and other members of the public, as provided for above (commonly referred to as a "Part B meeting"), shall be confidential to the members of the Governing Body.

3.2.13 Members and officers or any employee of the Governing Body in attendance shall not reveal or disclose the contents of papers or minutes from a Part B meeting outside the Governing Body, without the express permission of the Accountable Officer. This prohibition shall apply equally to the content of any discussion during the Part B meeting which may take place on such reports or papers.

3.2.14 **Notice of Motion**

3.2.15 A member wishing to make a motion shall send a written notice to the Chair.

3.2.16 The notice shall be delivered at least ten days before the meeting. The Chair shall include in the agenda for the meeting all notices so received

that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being made without notice, or withdrawn, on any business mentioned on the agenda for the meeting.

3.2.17 **Emergency Motions**

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

3.2.19 **Motions: Procedure At and During a Meeting**

3.2.20 **Who May Propose**

3.2.21 A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

3.2.22 **Contents of Motions**

3.2.23 The Chair may, at their discretion, exclude from the debate any motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

a) the reception of a report
b) consideration of any item of business
c) the accuracy of minutes
d) proceed to next business
e) adjourn
f) that the question be now put

3.2.24 **Amendments to Motions**

3.2.25 A motion for amendment shall not be discussed unless it has been proposed and seconded.

3.2.26 Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion.

3.2.27 If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

3.2.28 **Rights of Reply to Motions**

3.2.29 The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

3.2.30 The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

3.2.31 **Withdrawing a Motion**

3.2.32 A motion, or an amendment to a motion, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.2.33 **Motions Once Under Debate**

3.2.34 When a motion is under debate, no motion may be moved other than:

a) an amendment to the motion
b) the adjournment of the discussion, or the meeting
c) that the meeting proceed to the next business
d) that the question be now put
e) the appointment of an *ad hoc* committee to deal with a specific item of business
f) that a member be not further heard
g) a motion under Section 1(2) or Section 1(8) of the Public Bodies (Admissions to Meetings) Act l960 resolving to exclude the public and the press

3.2.35 To ensure objectivity, a motion listed in 3.2.34 of the Standing Orders may only be put forward by a member who has not taken part in the debate and who is eligible to vote.

3.2.36 If a motion to proceed to the next business or that the question be now put is carried, the Chair should give the mover of the substantive motion

under debate a right of reply, if not already exercised. The matter should then be put to the vote.

3.2.37 **Motion to Rescind a Resolution**

3.2.38 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the matter may be referred to any appropriate committee or the Accountable Officer for recommendation.

3.2.39 When any such motion has been dealt with it shall not be competent for any member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a committee or the Accountable Officer.

3.2.40 **Suspension of Standing Orders**

3.2.41 Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS England, any part of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of Governing Body members are in agreement.

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

3.2.43 Formal business may be transacted while Standing Orders are suspended but it must be ratified at a later date when the Standing orders have been reinstated.

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

3.2.45 **Variation and Amendment of Standing Orders**

3.2.46 These Standing Orders shall not be varied except in the following circumstances:

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

b) where in the circumstances set out in legislation the NHS England varies the Group's Constitution other than on application by the Group

3.2.47 Any material amendments or variations of the Constitution will be reported internally to the Governing Body for approval.

3.3 ARRANGEMENTS FOR ALL MEETINGS - THE GOVERNING BODY AND ITS COMMITTEES AND SUB-COMMITTEES (INCLUDING THE CLINICAL EXECUTIVE COMMITTEE)

3.3.1 Ensuring Maintenance of Order at Meetings

3.3.2 The Chair or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the business of the meeting shall be conducted without interruption and disruption.

3.3.3 Recording or Transmission of Meetings

3.3.4 Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Governing Body or any of its committees and sub-committees without approval given by resolution of the Governing Body.

3.3.5 Notice of Meetings and the Business to be Transacted

3.3.6 Before each meeting, a written notice specifying the business proposed to be transacted shall be delivered to every member of the meeting, or sent by post to the usual place of residence of each member, so as to be available to members at least five days before the meeting. Notice may be served on a member by electronic mail if the member agrees to this practice. A notice will be presumed to have been served two working days after posting, or one day after e-mailing.

3.3.7 The notice shall be signed by the Chair or by an officer authorised by the Chair to sign on their behalf. In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.

3.3.8 Want of service of such a notice on any member shall not affect the validity of a meeting. However, failure to serve a notice on more than three members will invalidate the meeting.

3.3.9 The agenda will be sent to members at least five days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

3.3.10 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions.

3.3.11 Before each meeting of the Governing Body, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the principal offices of Governing Body at least three clear days before the meeting (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1(4)(a)).

3.3.12 **Agenda and Supporting Papers**

3.3.13 Determining the matters to appear on the agenda for a meeting will be addressed prior to any other business being conducted. It may also be determined that all papers presented should be in a prescribed format and/or deal with certain matters (but the Chair may waive this requirement if, in his opinion, urgency requires that a paper be presented in another format).

3.3.14 A member desiring a matter to be included on an agenda shall make his request in writing to the Chair at least ten clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

3.3.15 **Petitions**

3.3.16 Where a petition has been received, the Chair shall include the petition as an item for the agenda of the next meeting.

3.3.17 **Quorum and Chair of the Meeting**

3.3.18 The Governing Body is quorate when at least five members are present, including at least three clinical members, and the Chair or the Deputy

Chair. There is also a minimum requirement that either the Accountable Officer or the Chief Financial Officer is present.

3.3.19 If such quorum, including those as set out in the appropriate terms of reference of the committees and sub-committees of the Governing Body, is not present or if during the meeting ceases to be present, the meeting will stand adjourned.

3.3.20 An officer in attendance for a member but without formal acting up status may not count towards the quorum.

3.3.21 If the Chair is absent temporarily from the Governing Body on the grounds of a declared conflict of interest the Lay Deputy Chair, if present, shall preside. In the event that the Lay Deputy Chair is absent, or is disqualified from participating, a member of the Governing Body shall be chosen by the members present, or by a majority of them, and shall preside.

3.3.22 In the event of the quorum being lost due to a member or members being disqualified from taking part in a vote or discussion due to a declared interest, then the quorum for that vote or discussion will revert to a simple total of at least five members present, with the only requirement being that the Chair or Deputy Chair is present.

3.3.23 **Conduct of Meetings**

3.3.24 Statements of members made at meetings will be relevant to the matter under discussion at the material time.

3.3.25 The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders at the meeting shall be final.

3.3.26 **Minutes and Record of Attendance**

3.3.27 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where, upon resolution, they shall be signed by the person presiding at it.

3.3.28 The names of the Chair and members present at the meeting shall be recorded in the minutes.

3.3.29 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes will be agreed and recorded at the next meeting.

3.3.30 Minutes will be circulated in accordance with members' wishes. Where providing a record of a public meeting the minutes will be made available to the public.

3.3.31 **Observers**

3.3.32 The arrangements and terms and conditions that are considered appropriate to offer in extending an invitation to observers to attend and address meetings should be determined prior to the meeting and may change, alter or vary these terms and conditions as it deems fit.

3.3.33 **Decision Making and Voting**

3.3.34 Chapter 6 of the Group's Constitution, together with the Scheme of Reservation and Delegation (Appendix D of the Group's Constitution), sets out the governing structure for the exercise of the Group's statutory functions.

3.3.35 Save as provided in Chapter 3.2.40 of the Standing Orders (Suspension of Standing Orders and Chapter 3.2.45 (Variation and Amendment of Standing Orders) every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chair of the meeting) shall have a second and casting vote.

3.3.36 At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

3.3.37 If at least one-third of the members present so request, the voting (except when conducted by paper ballot) on any question may be recorded so as to show how each member present voted.

3.3.38 If a member so requests, their vote shall be recorded by name.

3.3.39 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

3.3.40 An officer who has been formally appointed to act up for a member during a period of incapacity or temporarily to fill a member vacancy shall be entitled to exercise the voting rights of the member. An officer attending to represent a member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the member. An officer's status when attending a meeting shall be recorded in the minutes.

3.3.41 Where the office of a member is shared jointly by more than one person:

a) if both are present at a meeting they should cast one vote if they agree; but
b) in the case of disagreements no vote should be cast

4 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES, APPLICABILITY OF STANDING ORDERS AND ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

4.1 Appointment of Committees

4.1.1 Subject to any regulations made by the Secretary of State[5], the Governing Body, on behalf of the Group, may appoint committees to assist in the discharge of the Group's statutory responsibilities. Where committees of the Governing Body are appointed they are outlined in Chapter 6 of the Group's Constitution.

4.1.2 Other than where there are statutory requirements, such as in relation to the Audit Committee or Remuneration Committee, the Governing Body shall determine and approve the membership and terms of reference of committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the Governing Body.

4.2 Appointment of Sub-Committees

4.2.1 The Clinical Executive Committee and the other Committees are authorised to establish sub-committees. They may not delegate executive powers to those sub-committees unless expressly authorised by the Governing Body.

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[5] See section 14N of the 2006 Act, inserted by section 25 of the 2012 Act

4.2.2 The Clinical Executive Committee and the other Committees shall determine and approve the membership and terms of reference of its sub-committees and shall, if it requires, receive and consider reports of such committees at their next appropriate meeting.

4.3 Applicability of Standing Orders

4.3.1 The provisions of these Standing Orders shall apply, where relevant, to the operation of the Governing Body and its committees and sub-committees. There is no requirement to hold meetings of committees established by the Governing Body, or their sub-committees, in public.

4.4 Emergency Powers and Urgent Decisions

4.4.1 The duties and decisions delegated by the Group and reserved by the Governing Body may in an emergency or for an urgent decision be exercised by the Chair or the Accountable Officer, after having consulted with the Lay Deputy Chair.

5 DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND PRIME FINANCIAL POLICIES

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 Group and staff have a duty to disclose any non-compliance with these Standing Orders to the Accountable Officer as soon as possible.

6 USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1 NHS Somerset Clinical Commissioning Group's Seal

6.1.1 The Group may have a seal for executing documents where necessary. The common seal of the Group and the register of sealing shall be kept by the Accountable Officer, or an officer nominated by him, in a secure place.

6.1.2 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Accountable Officer, and not also from the originating department, and shall be attested by them.

6.1.3 The Accountable Officer shall keep a register in which he, or another senior manager of the Group authorised by him, shall enter a record of the

sealing of every document. A report of all sealings shall be made to the Governing Body.

6.2 Execution of a Document by Signature

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

a) the Accountable Officer
b) the Chair of the Governing Body
c) any senior officer authorised by the Accountable Officer

7 OVERLAP WITH OTHER CLINICAL COMMISSIONING GROUP POLICY STATEMENTS / PROCEDURES AND REGULATIONS

7.1 Policy Statements: General Principles

7.1.1 The Governing Body, or the Clinical Executive Committee, if delegated to do so, may from time to time agree and approve policy statements / procedures which will apply to all or specific groups of staff employed by the NHS Somerset Clinical Commissioning Group. The decisions to approve such policies and procedures will be recorded in the appropriate minutes and will be deemed, where appropriate, to be an integral part of the Group's Standing Orders.

7.2 Specific Guidance

7.2.1 These Standing Orders must be read in conjunction with the following legislation and guidance and any Directions issued by the Secretary of State for Health:

a) Guidance for Caldicott Guardians
b) The Human Rights Act 1998
c) The Freedom of Information Act 2000

Appendix 4: Delegated Financial Limits

The Accountable Officer and delegated budget holders must not exceed the budgetary virement limits set by the Governing Body, as follows:

Up to £1,000	Budget Holder and Management Accountant
Up to £750,000	Applicable Director and Associate Director of Finance
Up to £1,000,000	Director of Finance, Performance and Contracting
Up to £1,500,000	Accountable Officer
Over £1,500,000	Governing Body