

APPENDIX 3 GOVERNING BODY STANDING ORDERS

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1. INTRODUCTION

- 1.1 These Standing Orders apply to the Governing Body of NHS North Central London Clinical Commissioning Group ('CCG') and form part of the CCG's Constitution. The Standing Orders should be read in conjunction with the Constitution.

2. UNITARY BOARD

- 2.1 The Governing Body is a unitary board. Each Governing Body member is a full and equal member of the Governing Body. All Governing Body members have joint responsibility for every decision of the Governing Body regardless of their skill or status.

3. FREQUENCY OF GOVERNING BODY MEETINGS

- 3.1 The CCG's Governing Body shall meet at least four times per year in public as set out in section 12 below or as otherwise agreed by the Governing Body.
- 3.2 Notice of a Governing Body meeting shall be sent to all Governing Body members no less than 10 calendar days in advance of the meeting.
- 3.3 The meeting notice shall contain the date, time and location of the meeting.
- 3.4 Where Governing Body meetings are to be held in public the date, times and location of the meetings will be published on the CCG's website and be available for inspection at the CCG's headquarters at least 3 clear days before the meeting is due to take place.
- 3.5 The Governing Body Chair may call a Governing Body meeting at any time. In the event that the Governing Body Chair is unable or unwilling to call a Governing Body meeting due to a conflict of interest the Deputy Chair may call a Governing Body meeting.

4. GOVERNING BODY MEETING AGENDAS AND PAPERS

- 4.1 Before each Governing Body meeting an agenda setting out the business of the meeting will be sent to every Governing Body member no less than 7 calendar days in advance of the meeting.
- 4.2 If a Governing Body member or any other person wishes to include an item on the agenda they must notify the Chair via the Secretariat no later than 9 calendar days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Governing Body Chair but any request to add an item to the agenda must not be unreasonably refused.
- 4.3 Before each Governing Body meeting the papers of the meeting will be sent to every Governing Body member no less than 7 calendar days in advance of the meeting. Any papers received after this date will only be accepted by exception at the Governing Body Chair's absolute discretion. If the Governing Body Chair agrees that these late papers may be distributed they will be either:
 - 4.3.1 Sent to Governing Body members electronically before or at the meeting to which the papers relate; and/or
 - 4.3.2 Be provided with a physical copy of the papers at or before the meeting to which the papers relate.
- 4.4 Governing Body meeting papers will be published on the CCG's website and be available for inspection at the CCG's headquarters at least 3 clear days in advance of the meeting to which they relate. This is in accordance with Section 1(4) of the Public Bodies (Admission to

Meetings) Act 1960. This provision does not apply to those papers where publication would be prejudicial to the public interest.

5. LACK OF SERVICE

- 5.1 Lack of service by the CCG of any of the following documents and/or lack of service within the required time limits shall not affect the validity of a Governing Body meeting as long as the CCG has acted in good faith:
 - 5.1.1 Notice of Governing Body meetings under section 3 above;
 - 5.1.2 Agendas under section 4 above;
 - 5.1.3 Papers under section 4 above.

6. QUORUM

- 6.1 The quorum for Governing Body meetings is 11 Governing Body members which must include:
 - 6.1.1 6 clinicians which includes at least one elected Clinical Representative from each of the CCG's five boroughs; and
 - 6.1.2 One officer.
- 6.2 If a Governing Body meeting is not quorate the Governing Body members present may discuss items of business but no decisions may be taken until such a time that the meeting is quorate.
- 6.3 If any representative is conflicted on a particular item of business they will not count towards the quorum for that item of business. If this renders a meeting or part of a meeting inquorate a non-conflicted person may be temporarily appointed or co-opted to satisfy the quorum requirements. If a meeting is not quorate the Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary. Where the representative is an elected Clinical Representative the person temporarily appointed or co-opted to satisfy the quorum requirements must be a clinician who satisfies the requirements of section 7 below.
- 6.4 In the circumstances where elected Governing Body members are unable to participate in a meeting due to any conflicts of interest the quorum of the meeting will be 6 Governing Body members which includes:
 - a) One lay member;
 - b) One clinician; and
 - c) Either the Accountable Officer or the Chief Finance Officer.
- 6.5 In the circumstances where a quorum cannot be obtained in accordance with paragraphs 6.1 to 6.4 above the quorum shall be five non-conflicted Governing Body members.
- 6.6 In addition to the powers contained in paragraph 6.3, 6.4 and 6.5 above where it would be more appropriate and/or to better manage conflicts of interest the Governing Body may at its absolute discretion require one of its committees or sub-committees to consider an item or items of business and make decisions on its behalf.

7. MEMBERS OF THE GOVERNING BODY

- 7.1 Membership of the Governing Body is set out in section 22 of the Constitution.
- 7.2 Each of the officer members of the Governing Body may nominate a deputy to represent them in their absence and make decisions on their behalf.
- 7.3 Each of the elected Clinical Representatives may nominate a deputy to represent them in their absence and make decisions on their behalf. The deputy must:
 - 7.3.1 Be a fit and proper person; and

- 7.3.2 Have sufficient knowledge, skills and expertise to properly carry out the role; and
- 7.3.3 Meet the statutory eligibility requirements for membership of the Governing Body; and
- 7.3.4 Be a named individual who has been approved by the Chair and Audit Committee Chair as being a suitable deputy.

7.4 Governing Body members who are unable to attend a Governing Body meeting howsoever caused may vote on decisions by proxy by completing a proxy voting form. The proxy voting form must be received by the Governing Body Chair prior to the Governing Body meeting to which it relates. The Governance Team shall establish and maintain the proxy voting form.

8. ATTENDEES AND OBSERVERS

8.1 The Governing Body may call additional experts to attend meetings on a case by case basis to inform discussions.

8.2 The Governing Body may invite or allow additional people to attend Governing Body meetings as attendees. Attendees may present at Governing Body meetings and contribute to relevant discussions but are not allowed to participate in any formal vote.

8.3 The Governing Body may invite or allow people to attend meetings as observers. Observers may not present at Governing Body meetings, contribute to any discussion or participate in any formal vote. Observers may ask questions and/or participate in one or more discussions at the invitation of the Chair.

9. CHAIR AND DEPUTY CHAIR OF GOVERNING BODY MEETINGS

9.1 The Chair of the CCG shall chair Governing Body meetings. If the Chair is unable to participate in a meeting or part of a meeting due to absence or a conflict of interest the Governing Body Deputy Chair shall chair the meeting.

9.2 If both the Chair and the Deputy Chair are unable to participate in a meeting or part of a meeting the Chair shall be an elected Governing Body clinician. This will normally be the Clinical Vice-Chair. If this person is unable to participate in a meeting or part of a meeting due to a conflict of interest a Governing Body Lay Member shall chair the meeting.

10. VOTING

10.1 Governing Body members will endeavour to reach consensus on matters under discussion. However, in the event of a vote Governing Body members shall have one vote each, with decisions passing by simple majority. In the event of a tied vote the Chair of the meeting shall have the casting vote.

11. MINUTES

11.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted for agreement at the following Governing Body meeting.

11.2 The minutes as a minimum shall state all Governing Body members and attendees present at the meeting, a summary of discussions held and/or decisions taken for each agenda item and how conflicts of interest were managed in accordance with the provisions of the conflicts of interest policy.

12. MEETINGS HELD IN PUBLIC

- 12.1 Meetings of the Governing Body shall be held in public unless the Governing Body resolves to exclude the public from a meeting. In which case the meeting, in whole or part, may be held in private. The Governing Body may also exclude attendees and observers.
- 12.2 Attendees, observers and the public may be excluded from all or part of a meeting at the Governing Body's absolute discretion whenever publicity would be prejudicial to the public interest by reason of:
- 12.2.1 The confidential nature of the business to be transacted; or
 - 12.2.2 The matter is commercially sensitive; or
 - 12.2.3 The matter being discussed is part of an on-going investigation; or
 - 12.2.4 Other special reason stated in the resolution and arising from the nature of that business or of the proceedings; or
 - 12.2.5 Any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time; or
 - 12.2.6 General disturbance.
- 12.3 It may be necessary for a person other than a member of the Governing Body to be present at a private Governing Body meeting to provide the Governing Body with advice and/or knowledge and/or expertise. The Governing Body may allow this at its absolute discretion without affecting the validity of any resolution determined in accordance with clauses 12.1 and 12.2 above.
- 12.4 The Governing Body may allow any person or persons to attend a private Governing Body meeting at its absolute discretion without affecting the validity of any resolution determined in accordance with clauses 12.1 and 12.2 above.
- 12.5 For the avoidance of doubt Governing Body meetings are meetings held in public. They are not public meetings.
- 12.6 The Chair may exclude any individual and/or member of the public from a meeting if they interfere with the proper conduct of that meeting.

13. CONFIDENTIALITY

- 13.1 Governing Body members shall respect confidentiality requirements as set out in these Standing Orders.
- 13.2 Governing Body meetings may in whole or in part be held in private as per section 12 above. Any papers relating to these agenda items will also be excluded from the public domain. For any meeting or any part of a meeting held in private all members and/or attendees and/or observers must treat the contents of the meeting and any relevant papers as strictly private and confidential.
- 13.3 Decisions of the Governing Body will be published except when decisions have been made in private in accordance with section 12 above.

14. QUESTIONS FROM THE PUBLIC AND DEPUTATIONS

- 14.1 The Governing Body may receive questions from the public at its absolute discretion in line with the CCG's protocol for public questions which is available on the CCG's website. The Corporate Services Directorate shall establish and maintain this protocol.

- 14.2 The Governing Body may receive, at its absolute discretion, deputations from members of the public or interested parties to make the Governing Body aware of a particular concern or concerns they have.
- 14.3 Any deputations should be sent to the Governing Body Secretariat who will pass it to the Chair for consideration.
- 14.4 Any deputations must be received by the Secretariat at least three working days before a Governing Body meeting is due to take place to be eligible to be heard at that Governing Body meeting. However, where it is not possible to comply with this deadline due to the papers of the meeting being published late or due to a public holiday the deputations must be submitted within a reasonable time.
- 14.5 Any deputations not received within this time will not be eligible to be heard at that Governing Body meeting. However, on a strictly case by case basis there may be times where it would be highly beneficial to the Governing Body's business to waive this requirement due to the relevance or content of the deputations. In these circumstances the Chair may do so on a case by case basis and without setting any precedents of future or further waivers.
- 14.6 Any deputations must take the form of a written request together with a statement setting out what the deputation is about. If any deputation fails to set out this information it will be rejected.
- 14.7 Any deputations which are not relevant to the business under consideration by the Governing Body at its meeting will be rejected.
- 14.8 The Chair may accept or reject any relevant and properly completed deputations on a strictly case by case basis at his/her absolute discretion and without setting any precedents for future or further decisions.
- 14.9 If a request is agreed the interested party and/or parties will be invited to a Governing Body meeting where the Governing Body will consider the deputation.
- 14.10 The Chair may decide how much time to allocate to any deputations at his/her absolute discretion on a case by case basis and without setting any precedents for future or further decisions on time allocated for deputations.
- 14.11 Nothing in this section 14 shall limit, prohibit or otherwise restrict the Governing Body's powers contained in section 12 or 13 of these Standing Orders.

15. CONFLICTS OF INTEREST

- 15.1 Conflicts of Interest shall be dealt with in accordance with the CCG's conflicts of interest policy and NHS England statutory guidance for managing conflicts of interest.
- 15.2 The Governing Body shall have a Declarations of Interest Register that will be presented as a standing item on each Governing Body meeting agenda.
- 15.3 Governing Body members must recuse themselves on a case by case basis due to actual or potential conflicts of interest or lack of impartiality.

16. GIFTS, HOSPITALITY AND SPONSORSHIP

- 16.1 Gifts, hospitality and sponsorship shall be dealt with in accordance with the CCG's conflicts of interest policy and NHS England statutory guidance for managing conflicts of interest.

16.2 The Governing Body shall have a Gifts, Hospitality and Sponsorship Register. Declarations of Gifts, Hospitality and Sponsorship shall be a standing item on each Governing Body meeting agenda.

17. STANDARDS OF BUSINESS CONDUCT

17.1 Governing Body members and any attendees or observers must maintain the highest standards of personal conduct and in this regard must comply with:

- 17.1.1 The law of England and Wales;
- 17.1.2 The NHS Constitution;
- 17.1.3 The Nolan Principles;
- 17.1.4 The standards of behaviour set out in the CCG's Constitution;
- 17.1.5 Any additional regulations or codes of practice relevant to the Governing Body;
- 17.1.6 The CCG's governance policies.

18 VIRTUAL DECISION MAKING

18.1 There are circumstances where time-critical decisions need to be made by the Governing Body or by one or more of its committees and it is not possible and/or reasonably practicable and/or a good use of resources to hold a meeting in sufficient time. In these circumstances decisions may be made virtually.

18.2 The Governance Team shall establish and maintain a protocol for virtual decision making which sets out the process by which Governing Body and/or committee decisions are made virtually. This protocol will be published on the CCG's website and on the intranet.

19 GOVERNING BODY COMMITTEES AND DELEGATION

19.1 The Governing Body has the express authority and at its absolute discretion to:

- 19.1.1 Establish, disestablish, dissolve, change, amend and/or merge any existing Governing Body committee or sub-committee;
- 19.1.2 Establish any new Governing Body committee or sub-committee;
- 19.1.3 Set, amend or change the remit and/or purpose of any Governing Body committee or sub-committee save as set out by law.

19.2 The Governing Body shall approve the Terms of Reference for its committees and/or sub-committees. Terms of Reference shall comply with the law.

19.3 Governing Body committees and/or sub-committees may consist of or include persons who are members, office holders and/or employees of the CCG and/or may consist of or include persons other than members, office holders and/or employees of the CCG save as set out by law. The Governing Body has absolute discretion as to who is eligible to vote at committee and sub-committee meetings.

19.4 The Governing Body may delegate its authority to act on its behalf to:

- 19.4.1 Any member of the Governing Body;
- 19.4.2 A committee or sub-committee of the Governing Body;
- 19.4.3 A member of the CCG who is an individual but not a member of the Governing Body;
- 19.4.4 Any office holder, employee or employees of the CCG;
- 19.4.5 Any other individual or individuals who may be from outside of the organisation and who can provide assistance to the CCG in delivering its functions;
- 19.4.6 Any of those listed in sections 16.4 and 16.5 of the Constitution in accordance with the provisions of those sections.

20 SCHEME OF RESERVATION AND DELEGATION

- 20.1 The Scheme of Reservation and Delegation sets out the decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body. The Governing Body must act in accordance with the Scheme of Reservation and Delegation.
- 20.2 The Scheme of Reservation and Delegation does not form part of the Constitution or these Standing Orders and may be amended or varied by the Governing Body without the need to formally amend this Constitution. However, where changes are proposed to the reserved powers of the Member Practices the changes to these reserved powers of the Member Practices must be approved by an Ordinary Resolution of the Member Practices.

21 STANDING FINANCIAL INSTRUCTIONS

- 21.1 The Standing Financial Instructions ('SFIs') set out the CCG's delegated financial limits.
- 21.2 The SFIs are approved by the Governing Body and must be adhered to.
- 21.3 The SFIs do not form part of the Constitution or these Standing Orders and may be amended or varied by the Governing Body without the need to formally amend this Constitution.

22 NON-COMPLIANCE WITH STANDING ORDERS, SCHEME OF RESERVATION AND DELEGATION AND STANDING FINANCIAL INSTRUCTIONS

- 22.1 All Governing Body members, office holders and staff have a duty to disclose and report to the Governance Team any non-compliance with the Standing Orders, Scheme of Reservation and Delegation and/or the Standing Financial Instructions
- 22.2 If for any reason the Standing Orders, Scheme of Reservation and Delegation and/or the Standing Financial Instructions are not complied with full details of the non-compliance together with the reasons for this and steps taken to ensure future compliance shall be reported to the next Audit Committee meeting for review.
- 22.3 Conflicts of interest shall be dealt with in accordance with the Conflicts of Interest Policy. Fraud and bribery shall be dealt with in accordance with the anti-fraud and bribery policy. The anti-fraud and bribery policy is available on the CCG's website, in the Governance Handbook and on the staff intranet.

23 SUSPENSION OF THE STANDING ORDERS

- 23.1 The Governing Body may suspend these Standing Orders or any provision or part contained therein at any meeting of the Governing Body provided that:
- 23.1.1 At least 75% of Governing Body members who are eligible to vote are in agreement; and
- 23.1.2 The suspension does not contravene English law or any direction made by the Secretary of State for Health and Social Care or by NHS England; and
- 23.1.3 The suspension is reasonable in the circumstances and proportionate to the aim to be achieved.
- 23.2 A decision to suspend the Standing Orders or any provision or part contained therein together with the reasons for doing so shall be recorded in the minutes of the meeting.

- 23.3 The Audit Committee shall review the reasonableness of the decision to suspend these Standing Orders or any provision or part contained therein. For the avoidance of doubt, this may be done virtually as per section 18 above.
- 23.4 Section 22 Non-Compliance With Standing Orders, Scheme of Reservation and Delegation and Standing Financial Instructions above may not be suspended at any time or at all either in whole or in part.
- 23.5 Due to the need to manage conflicts of interest robustly, the quorum for suspension of the Standing Orders shall be as set out in section 6 above.

24 EMERGENCY POWERS

- 24.1 Where a decision reserved to Member Practices in the Scheme of Reservation and Delegation needs to be made in an emergency and there is insufficient time to hold a vote of Member Practices the elected Governing Body members may make the decision on behalf of the Member Practices. This power shall only be exercised upon the agreement of at least 50% of the elected Governing Body members.
- 24.2 Where it is not possible for the required number of elected Governing Body members to vote due to the need to robustly manage conflicts of interest the power set out in section 24.1 above shall only be exercised upon the agreement of at least 50% of the non-conflicted Governing Body members.
- 24.3 An emergency decision for the purposes of clause 24.1 above is one whereby unless the decision is made the CCG will not be able to operate and/or carry out its statutory functions.
- 24.4 All emergency decisions taken under this section 24 will be reported to the Member Practices together with the reasons for the decision within five working days of the decision being made. The decision will also be reported at the next formal meeting of the Governing Body.

25 GOVERNING BODY URGENT DECISIONS UNDER CHAIR'S ACTION

- 25.1 The decision-making powers reserved to the Governing Body under the Scheme of Reservation and Delegation may be exercised by the Chair and the Accountable Officer acting together outside of a Governing Body meeting where a decision is of such importance or urgency that it cannot wait until the next Governing Body or appropriate Governing Body committee meeting. The power shall only be exercised by the Chair and the Accountable Officer after having consulted at least two non-officer members of the Governing Body.
- 25.2 Any decision made under clause 25.1 above shall be reported at the next formal meeting of the Governing Body.

26 MEMBER PRACTICES HOLDING THE GOVERNING BODY TO ACCOUNT

- 26.1 The Member Practices may hold the Governing Body to account for the exercise and delivery of the CCG's functions. Conflicts of interest will be managed robustly and to ensure this Member Practices may not hold the Governing Body to account in their capacity as providers of health services.
- 26.2 The Member Practices generally hold the Governing Body to account through their elected representatives on the Governing Body.

- 26.3 Member Practices may call a general meeting to specifically hold the Governing Body to account for the exercise and delivery of the CCG's functions on the written support of at least 50% of Member Practices.
- 26.4 The request to call a general meeting, the items to be discussed and evidence demonstrating the support of at least 50% of Member Practices must be sent to the Governing Body Chair via the Secretariat. Once this is received the Governance Team shall review the items proposed to be discussed to ensure that they only relate to the exercise and delivery of the CCG's functions and do not relate to the Member Practices in their capacity as providers of health services. Conflicts of interest will be managed robustly and any attempt to apply pressure to the Governing Body through this mechanism to obtain concessions as providers will render the process invalid and a meeting will not be called or held. It will also render any vote or motion by Member Practices passed at a general meeting held in this regard invalid.
- 26.5 Once the Governance Team is satisfied that the items to be discussed only relate to the exercise and delivery of the CCG's functions and that the evidence demonstrates that 50% or more of Member Practice support the calling of a general meeting the Secretariat will arrange for a general meeting to be held no later than twenty working days thereafter.
- 26.6 The notice of the general meeting, agenda and any related papers will be published on the CCG's website, be sent to all Member Practices and be available for inspection at the CCG's headquarters at least five working days before the general meeting.
- 26.7 The meeting notice shall contain the date, time and location of the general meeting.
- 26.8 Any general meeting called in accordance with clauses 26.3, 26.4 and 26.5 above must have representatives from at least 50% of Member Practices present to be quorate.
- 26.9 Voting at a general meeting is on a one Member Practice one vote basis with resolutions passing by simple majority. In the event of a tied vote the Governing Body Chair has the casting vote.

27 ANNUAL GENERAL MEETING

- 27.1 The CCG shall hold an Annual General Meeting ('AGM') in public in each financial year.
- 27.2 The notice of the AGM, agenda and any related papers will be published on the CCG's website, be sent to all Member Practices and be available for inspection at the CCG's headquarters at least twenty working days before the AGM.
- 27.3 The meeting notice shall contain the date, time and location of the meeting.
- 27.4 For the AGM to be quorate the Governing Body must be quorate in accordance with section 6 above.
- 27.5 The Annual Report and Accounts shall be presented at the AGM.
- 27.6 The Chair of the Audit Committee and the Chair of the Remuneration Committee should be available at the AGM.
- 27.7 General requests for specific items of business to be discussed at the AGM and/or formal motions to be discussed and voted on must be made to the Governing Body Chair via the Secretariat. It is at the absolute discretion of the Governing Body Chair whether an item of business and/or a motion is discussed and voted on at an AGM on a case by case basis and without setting any precedents for any further or future decisions

- 27.8 Member Practices may request specific items of business are discussed at the AGM and/or formal motions are discussed and voted on. If a Member Practice wants to move a motion at the AGM they must make a formal request to the Governing Body Chair via the Secretariat at least twenty five working days before the AGM.
- 27.9 It is at the absolute discretion of the Governing Body Chair whether an item of business and/or a motion is discussed and voted on at an AGM on a case by case basis and without setting any precedents for any further or future decisions. However, where a proposed motion is supported by 50% of Member Practices or more the motion must be discussed and voted on at the AGM unless it represents a conflicts of interest, is outside of the CCG's functions or is in the capacity of provision of services rather than commissioning.
- 27.10 A Member Practice seeking to move, amend or withdraw a motion on or after the twentieth working day before the AGM may only do so on the agreement of the Governing Body Chair. Any decisions taken by the Chair is made at their absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions. If any motions are moved, amended or withdrawn the revision shall be published on the CCG's website and be available for inspection at the CCG's headquarters.
- 27.11 Motions at AGMs pass by a simple majority of Member Practices voting at the AGM. In the event of a tied decision the Governing Body Chair shall have the casting vote.

28 APPOINTMENT PROCESS FOR GOVERNING BODY MEMBERS

- 28.1 Governing Body members shall be appointed in accordance with the provisions of sections 29 to 36 below.
- 28.2 The National Health Service (Clinical Commissioning Groups) Regulations 2012 sets out the individuals excluded from being members of the Governing Body and/or holding specific roles on the Governing Body. All Governing Body members are expected to be familiar with the statutory exclusions and to comply with them at all times. Each Governing Body member is responsible for informing the Governance Team as soon as practicable if they become aware of an actual or potential exclusion on the basis of the statutory exclusions. A copy of the National Health Service (Clinical Commissioning Groups) Regulations 2012 is available from the Governance Team.

29 GOVERNING BODY CHAIR

- 29.1 The Governing Body Chair shall be appointed in accordance with the following provisions:
- 29.1.1 **Eligibility:** The Governing Body Chair must meet the requirements for Governing Body membership for this role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012, the eligibility requirements set out in the Constitution and Appendix 5 Governing Body Elections.
- 29.1.2 **Appointment process:** The Chair will be appointed by the Governing Body in accordance with the provisions of Appendix 5 Governing Body Elections.
- 29.1.3 **Term of Office:** The Chair's term of office is two years subject to the provisions of clause 29.1.7 below.
- 29.1.4 **Reappointment:** The Chair may hold office for a maximum of six years in office in total subject to the provisions of clause 29.1.8 below. Each term of office must be ratified by the Governing Body.

- 29.1.5 **Grounds for removal from office:** The Chair may be removed from their office if:
- 29.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;
 - 29.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012, the Constitution or the criteria set out in Appendix 5 Governing Body Elections;
 - 29.1.5.3 A motion of no confidence is passed by a simple majority of Governing Body members;
 - 29.1.5.4 A motion of no confidence is passed by a simple majority of Member Practices;
 - 29.1.5.5 The post holder fails to attend three Governing Body meetings in a row without good cause;
 - 29.1.5.6 The post holder's behaviour, conduct and/or professionalism:
 - 29.1.5.6.1 Falls below the standard required for the role;
 - 29.1.5.6.2 Brings the CCG and/or the Governing Body into disrepute;
 - 29.1.5.6.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;
 - 29.1.5.7 If for some other substantial reason their position has become untenable.
- 29.1.6 **Notice period:** The Chair may resign on providing the CCG with a minimum of three months' notice in writing to the Governing Body. The CCG may end the Chair's term of office without notice if any of the grounds for removal from office set out in clause 29.1.5 above are met or on three months' notice in other circumstances.
- 29.1.7 **Variation of term of office:** For each term of office the Governing Body has the option to extend or shorten the term of office by one year at its absolute discretion and without setting any precedents for future or further variations. The Governing Body decision on whether to extend or shorten the length of a term of office will be made by the elected Clinical Representatives only by simple majority with each elected Clinical Representative being able to cast one vote each. However, the simple majority must include at least one vote by an elected Clinical Representative from each of the CCG's five boroughs for it to pass. In the event of a tied vote a further formal vote will take place. If the vote remains tied or if the elected Clinical Representatives are unable to make a decision the decision shall be remitted to the voting members of the Governing Body excluding the Accountable Officer and Chief Finance Officer and a decision will be made by simple majority with each remaining Governing Body member being able to cast one vote each.
- 29.1.8 **Rotation of Chair:** It is the intention of the CCG that the role of the Chair will rotate between the boroughs so that a Clinical Representative from each of the CCG's boroughs will serve at least one term of office as Chair on a rotational basis. However, this is subject to the following provisions:
- 29.1.8.1 Rotation from one borough to another will take place upon expiry of the Chair's term of office set out in clause 29.1.3 above;
 - 29.1.8.2 The Chair must be appointed in accordance with clauses 29.1.2 and 29.1.3 above.
 - 29.1.8.3 Only Clinical Representatives who satisfy the requirements of clause 10.4 of Appendix 5 Governing Body Elections ('Requirements') may hold the role of Chair;
 - 29.1.8.4 The role of the Chair may only rotate to a borough where at least one of the elected Clinical Representatives from that borough satisfies the

- Requirements. If none of the Clinical Representatives from a borough satisfies the Requirements they may not hold office as Chair and the role of the Chair will not rotate to that borough;
- 29.1.8.5 Clinical Representatives from any of the CCG's boroughs that have previously held the position of Chair in the CCG will not be able to be reappointed in accordance with clause 29.1.4 above or hold office as Chair again until the role of the Chair has been held by a Clinical Representative from each of the other boroughs where at least one Clinical Representative from that borough satisfies the Requirements;
- 29.1.8.6 If either or both of the Clinical Representatives from any of the CCGs boroughs satisfy the Requirements but decide that they do not want to hold the role of Chair they may decline by not submitting an expression of interest in accordance with section 10.3 of Appendix 5 Governing Body Elections. In which case the Chair will:
- 29.1.8.6.1 Be from another borough area where any of its elected Clinical Representatives have not previously held the role of Chair. However, if this is not possible then clause 29.1.8.6.2 below shall apply;
- 29.1.8.6.2 Be from another borough area where any of its elected Clinical Representatives have previously held the role of Chair.
- 29.1.8.7 Notwithstanding clauses 29.1.8.1 to 29.1.8.6 above the elected Clinical Representatives may decide unanimously not to rotate the role of the Chair. In which case the Chair will be appointed in accordance with section 10 of Appendix 5 Governing Body Elections and the requirement to rotate the role of Chair will not apply.

30 GOVERNING BODY DEPUTY CHAIR

- 30.1 The Governing Body Deputy Chair shall be appointed in accordance with the following provisions:
- 30.1.1 **Eligibility:** The Governing Body Deputy Chair must be a Lay Member and fulfil the requirements of section 34 below.
- 30.1.2 **Appointment process:** The Deputy Chair will be appointed by the Governing Body in accordance with the provisions of Appendix 5 Governing Body elections.
- 30.1.3 **Term of Office:** The Deputy Chair's term of office is three years.
- 30.1.4 **Reappointment:** The Deputy Chair may serve a maximum of two terms of office totalling six years. Each term of office must be ratified by the Governing Body.
- 30.1.5 **Grounds for removal from office:** The Deputy Chair may be removed from their office if:
- 30.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;
- 30.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012 or in section 34 below;
- 30.1.5.3 A motion of no confidence is passed by a simple majority of Governing Body members;
- 30.1.5.4 The post holder fails to attend three Governing Body meetings in a row without good cause;

- 30.1.5.5 The post holder's behaviour, conduct and/or professionalism:
 - 33.1.5.5.1 Falls below the standard required for the role;
 - 33.1.5.5.2 Brings the CCG and/or the Governing Body into disrepute;
 - 33.1.5.5.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;
- 30.1.5.6 If for some other substantial reason their position has become untenable.

30.1.6 **Notice period:** The Deputy Chair may resign on providing the CCG with a minimum of three months' notice in writing to the Governing Body. The CCG may end the Deputy Chair's term of office without notice if any of the grounds for removal from office set out in clause 30.1.5 above are met or on three months' notice in other circumstances.

31 ELECTED CLINICAL REPRESENTATIVES

31.1 The Governing Body elected Clinical Representatives shall be appointed in accordance with the following provisions:

31.1.1 **Eligibility:** The Governing Body elected Clinical Representatives must meet the requirements for Governing Body membership for this role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012 and the eligibility requirements set out in the Constitution and Appendix 5 Governing Body Elections.

31.1.2 **Appointment process:** The Governing Body elected Clinical Representatives will be appointed in accordance with the provisions of Appendix 5 Governing Body Elections.

31.1.3 **Term of Office:** Each elected Clinical Representative's term of office is three years.

31.1.4 **Reappointment:** Each elected Clinical Representative may serve a maximum of two terms of office totalling six years. Each term of office must be ratified by the Governing Body.

31.1.5 **Grounds for removal from office:** Elected Governing Body Clinical Representatives may be removed from their office if:

- 31.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;
- 31.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012, the Constitution or the criteria set out in Appendix 5 Governing Body Elections;
- 31.1.5.3 A motion of no confidence is passed by 75% of Member Practices in the Elected Governing Body Clinical Representative's borough;
- 31.1.5.4 The post holder fails to attend three Governing Body meetings in a row without good cause;
- 31.1.5.5 The post holder's behaviour, conduct and/or professionalism:
 - 31.1.5.5.1 Falls below the standard required for the role;
 - 31.1.5.5.2 Brings the CCG and/or the Governing Body into disrepute;
 - 31.1.5.5.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;
- 31.1.5.7 If for some other substantial reason their position has become untenable.

31.1.6 **Notice period:** An elected Governing Body Clinical Representative may resign on providing the CCG with a minimum of three months' notice in writing to the Chair. The CCG may end an elected Governing Body Clinical Representative's term of office without notice if any of the grounds for removal from office set out in clause 31.1.5 above are met or on three months' notice in other circumstances.

32 ACCOUNTABLE OFFICER

32.1 The Accountable Officer shall be recruited and appointed in accordance with NHS England guidance.

32.1.1 **Eligibility:** The Accountable Officer must meet the requirements for Governing Body membership for this role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012 and the NHS Act 2006.

32.1.2 **Appointment process:** The Accountable Officer will be appointed following a recruitment process. The recruitment process will follow NHS England guidance entitled 'NHS England Clinical Commissioning Group Guidance on Senior Appointments, Including Accountable Officer' or any subsequent successor guidance. The guidance at the time of approval of this Constitution is here:
<https://www.england.nhs.uk/wp-content/uploads/2017/03/update-ccg-snr-appt-guidance-mar17.pdf>

32.1.3 **Term of Office:** The Accountable Officer will serve on the Governing Body for the duration of their employment with the CCG in the capacity of Accountable Officer.

32.1.4 **Reappointment:** This does not apply to the Accountable Officer.

32.1.5 **Grounds for removal from office:** The Accountable Officer may be removed from their office if:

32.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;

32.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012 (or any statutory re-enactment or modification thereof);

32.1.5.3 Their employment with the CCG is terminated,

32.1.6 **Disciplinary process:** Grounds for triggering the CCG's disciplinary process may include:

32.1.6.1 The post holder fails to attend three Governing Body meetings in a row without good cause;

32.1.6.2 The post holder's behaviour, conduct and/or professionalism:

32.1.6.2.1 Falls below the standard required for the role;

32.1.6.2.2 Brings the CCG and/or the Governing Body into disrepute;

32.1.6.2.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;

32.1.6.3 If for some other substantial reason their position has become untenable.

32.1.7 In the event of performance concerns the Governing Body may hold a vote to trigger the CCG's disciplinary process. Any such motion must be agreed by 75% of Governing Body members for it to pass. If the vote passes the CCG's disciplinary process will be triggered.

32.1.8 **Notice period:** The Accountable Officer may resign on providing the CCG with a minimum of six months' notice in writing to the Governing Body Chair. The CCG may end the Accountable Officer's term of office if any of the grounds for removal from office set out in clause 32.1.5 above are met or if the Accountable Officer's employment is terminated. The Accountable Officer is an employee of the CCG and is subject to both employment law and HR policies, procedures and processes for employees. Any removal from employment would be undertaken in line with the relevant HR policy and procedure.

33 CHIEF FINANCE OFFICER

33.1 The Chief Finance Officer shall be appointed in accordance with the following provisions:

33.1.1 **Eligibility:** The Chief Finance Officer must meet the requirements for Governing Body membership for this role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012.

33.1.2 **Appointment process:** The Chief Finance Officer will be appointed following a recruitment process. The recruitment process will follow NHS England guidance entitled 'NHS England Clinical Commissioning Group Guidance on Senior Appointments, Including Accountable Officer' or any subsequent successor guidance. The guidance at the time of approval of this Constitution is here:
<https://www.england.nhs.uk/wp-content/uploads/2017/03/update-ccg-snr-appt-guidance-mar17.pdf>

33.1.3 **Term of Office:** The Chief Finance Officer will serve on the Governing Body for the duration of their employment with the CCG in the capacity of Chief Finance Officer.

33.1.4 **Reappointment:** This does not apply to the Chief Finance Officer.

33.1.5 **Grounds for removal from office:** The Chief Finance Officer may be removed from their office if:

33.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;

33.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012 (or any statutory re-enactment or modification thereof);

33.1.5.3 Their employment with the CCG is terminated.

33.1.6 **Disciplinary process:** Grounds for triggering the CCG's disciplinary process may include:

33.1.6.1 The post holder fails to attend three Governing Body meetings in a row without good cause;

33.1.6.2 The post holder's behaviour, conduct and/or professionalism:

33.1.6.2.1 Falls below the standard required for the role;

33.1.6.2.2 Brings the CCG and/or the Governing Body into disrepute;

33.1.6.2.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;

33.1.6.3 If for some other substantial reason their position has become untenable.

33.1.7 In the event of performance concerns the Governing Body may hold a vote to trigger the CCG's disciplinary process. Any such motion must be agreed by 75% of Governing

Body members for it to pass. If the vote passes the CCG's disciplinary process will be triggered.

33.1.8 Notice period: The Chief Finance Officer may resign on providing the CCG with a minimum of six months' notice in writing to the Accountable Officer. The CCG may end the Chief Finance Officer's term of office if any of the grounds for removal from office set out in clause 33.1.5 above are met or if the Chief Finance Officer's employment is terminated. The Chief Finance Officer is an employee of the CCG and is subject to both employment law and HR policies, procedures and processes for employees. Any removal from employment would be undertaken in line with the relevant HR policy and procedure.

34 LAY MEMBERS

34.1 The Lay Members shall be appointed in accordance with the following provisions:

34.1.1 Eligibility: The Lay Members must meet the requirements for Governing Body membership for their respective role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012.

34.1.2 Appointment process: The Lay Members will be appointed following a recruitment process and interview.

34.1.3 Term of office: Each Lay Member's term of office is three years.

34.1.4 Reappointment: Each Lay Member may serve a maximum of two terms of office totalling six years. After the first term of office each subsequent term of office is subject to satisfactory performance.

34.1.5 Grounds for removal from office: Each Lay Member may be removed from their office if:

34.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;

34.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012;

34.1.5.3 A motion of no confidence is passed by a simple majority of Governing Body members;

34.1.5.4 The post holder fails to attend three Governing Body meetings in a row without good cause;

34.1.5.5 The post holder's behaviour, conduct and/or professionalism:

34.1.5.5.1 Falls below the standard required for the role;

34.1.5.5.2 Brings the CCG and/or the Governing Body into disrepute;

34.1.5.5.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;

34.1.5.6 If for some other substantial reason their position has become untenable.

34.1.6 Notice period: Each Lay Member may resign on providing the CCG with a minimum of three months' notice in writing to the Governing Body Chair. The CCG may end the Lay Member's term of office without notice if any of the grounds for removal from office set out in clause 34.1.5 above are met or on three months' notice in other circumstances.

35 SECONDARY CARE SPECIALIST

35.1 The Secondary Care Specialist shall be appointed in accordance with the following provisions:

35.1.1 **Eligibility:** The Secondary Care Specialist must meet the requirements for Governing Body membership for this role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012.

35.1.2 **Appointment process:** The Secondary Care Specialist will be appointed following a recruitment process and interview.

35.1.3 **Term of office:** The Secondary Care Specialist's term of office is three years.

35.1.4 **Reappointment:** The Secondary Care Specialist may serve a maximum of two terms of office totalling six years. After the first term of office each subsequent term of office is subject to satisfactory performance.

35.1.5 **Grounds for removal from office:** The Secondary Care Specialist may be removed from their office if:

35.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;

35.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012;

35.1.5.3 A motion of no confidence is passed by a simple majority of Governing Body members;

35.1.5.4 The post holder fails to attend three Governing Body meetings in a row without good cause;

35.1.5.5 The post holder's behaviour, conduct and/or professionalism:

35.1.5.5.1 Falls below the standard required for the role;

35.1.5.5.2 Brings the CCG and/or the Governing Body into disrepute;

35.1.5.5.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;

35.1.5.6 If for some other substantial reason their position has become untenable.

35.1.6 **Notice period:** The Secondary Care Specialist may resign on providing the CCG with a minimum of three months' notice in writing to the Governing Body Chair. The CCG may end the Secondary Care Specialists term of office without notice if any of the grounds for removal from office set out in clause 35.1.5 above are met or on three months' notice in other circumstances.

36 REGISTERED NURSE

36.1 The Registered Nurse shall be appointed in accordance with the following provisions:

36.1.1 **Eligibility:** The Registered Nurse must meet the requirements for Governing Body membership for this role set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012.

36.1.2 **Appointment process:** The Registered Nurse will be appointed following a recruitment process and interview.

36.1.3 **Term of Office:** The Registered Nurse's term of office is three years.

36.1.4 **Reappointment:** The Registered Nurse may serve a maximum of two terms of office totalling six years. After the first term of office each subsequent term of office is subject to satisfactory performance.

36.1.5 **Grounds for removal from office:** The Registered Nurse may be removed from their office if:

36.1.5.1 The post holder meets any of the disqualification criteria set out in section 37 below;

36.1.5.2 The post holder fails to meet the eligibility criteria for the role set out in the NHS (Clinical Commissioning Groups) Regulations 2012;

36.1.5.3 A motion of no confidence is passed by a simple majority of Governing Body members;

36.1.5.4 The post holder fails to attend three Governing Body meetings in a row without good cause;

36.1.5.5 The post holder's behaviour, conduct and/or professionalism:

36.1.5.5.1 Falls below the standard required for the role;

36.1.5.5.2 Brings the CCG and/or the Governing Body into disrepute;

36.1.5.5.3 Is dishonest, an abuse of position, professional misconduct or grossly negligent;

36.1.5.6 If for some other substantial reason their position has become untenable.

36.1.6 Notice period: The Registered Nurse may resign on providing the CCG with a minimum of three months' notice in writing to the Governing Body Chair. The CCG may end the Secondary Care Specialists term of office without notice if any of the grounds for removal from office set out in clause 36.1.5 above are met or on three months' notice in other circumstances.

37 AUTOMATIC DISQUALIFICATION OF GOVERNING BODY MEMBERS

37.1 The National Health Service (Clinical Commissioning Groups) Regulations 2012 set out the grounds on which individuals are automatically disqualified from being members of the Governing Body. A summary of the grounds are as follows:

37.1.1 MPs, MEPs, members of the London Assembly, and local councillors (and their equivalents in Scotland and Northern Ireland);

37.1.2 Members including shareholders of, or partners in, or employees of commissioning support organisations;

37.1.3 A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted: (a) in the United Kingdom of any offence, (b) outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part, and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine;

37.1.4 A person who is subject to a bankruptcy restrictions order or interim bankruptcy restrictions order;

37.1.5 A person who within the period of five years immediately preceding the date of the proposed appointment has been dismissed (other than because of redundancy), from paid employment by any of the following: NHS England, a Clinical Commissioning Group, Strategic Health Authority, Primary Care Trust, NHS Trust or Foundation Trust, a Special Health Authority, a Local Health Board, a Health Board, or Special Health Board, a Scottish NHS Trust, a Health and Social Services Board, the Care Quality Commission, the Health Protection Agency, Monitor, the Wales Centre for Health, the Common Services Agency for the Scottish Health Service, Healthcare Improvement

Scotland, the Scottish Dental Practice Board, the Northern Ireland Central Services Agency for the Health and Social Services, a Regional Health and Social Care Board, the Regional Agency for Public Health and Wellbeing, the Regional Business Services Organisation, Health and Social Care trusts, Special health and social care agencies, the Patient and Client Council, and the Health and Social Care Regulation and Quality Improvement Authority;

37.1.6 A healthcare professional who has been subject to an investigation or proceedings, by any regulatory body, in connection with the person's fitness to practise or any alleged fraud, the final outcome of which was suspension or erasure from the register (where this still stands), or a decision by the regulatory body which had the effect of preventing the person from practising the profession in question or imposing conditions, where these have not been superseded or lifted;

37.1.7 A person disqualified from being a company director;

37.1.8 A person who has been removed from the office of charity trustee, or removed or suspended from the control or management of a charity, on the grounds of misconduct or mismanagement.

37.2 In addition to the general grounds for automatic disqualification set out in section 37.1 above the National Health Service (Clinical Commissioning Groups) Regulations 2012 also set out the grounds on which individuals are automatically disqualified from being lay members of Clinical Commissioning Group governing bodies. A summary of the grounds are as follows:

37.2.1 Employees of local authorities in England and Wales (or equivalent bodies in Scotland and Northern Ireland) and Primary Care Trusts;

37.2.2 An officer or employee of the Department of Health and Social Care;

37.2.3 A member or employee of the Care Quality Commission or Monitor;

37.2.4 A chairman, director, member or employee of an NHS body (other than a Clinical Commissioning Group, Primary Care Trust or Foundation Trust);

37.2.5 A chairman, director, governor, member or employee of an NHS foundation trust;

37.2.6 Providers of health services commissioned by CCGs or NHS England, or their employees, partners, or shareholders;

37.2.7 Providers of social services, or their employees who contract with a local authority;

37.2.8 Persons employed by parties to arrangements to provide primary medical services, ophthalmic services, dental services or pharmaceutical services in Scotland or Wales who are employed for purposes connected with the provision of those services.

37.3 Governing Body members may not be on the executive committee of a Local Medical Committee. Newly appointed Governing Body members who are on the executive committee of the Local Medical Committee due to pre-existing commitments have a three month period of grace after which this clause takes effect.

37.4 The grounds for automatic statutory disqualification set out in sections 37.1 and 37.2 above may be amended, varied or superseded at any time by changes to the relevant legislation.

37.5 Clinical Directors of Primary Care Networks may only be Governing Body members if this is permitted by the CCG's Conflicts of Interest Policy.

38 KEY GOVERNANCE ROLES ON THE GOVERNING BODY

38.1 Sections 39 to 44 below set out key roles on the Governing Body which must be appointed to.

39 CALDICOTT GUARDIAN

39.1 The Governing Body shall appoint a Caldicott Guardian. The Caldicott Guardian is responsible for protecting the confidentiality of people's health and care information and making sure it is used properly.

39.2 The Caldicott Guardian shall perform their role in accordance with national guidance.

40 CONFLICTS OF INTEREST GUARDIAN

40.1 The Audit Committee Chair shall be the Conflicts of Interest Guardian.

40.2 The Conflicts of Interest Guardian should undertake the following in collaboration with the CCG's governance lead:

40.2.1 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;

40.2.2 Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to the conflicts of interest policy;

40.2.3 Support the rigorous application of conflict of interest principles and policies;

40.2.4 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;

40.2.5 Provide advice on minimising the risks of conflicts of interest.

40.3 The Conflicts of Interest Guardian shall perform their role in accordance with national guidance.

41 SENIOR INFORMATION RISK OWNER

41.1 The Governing Body shall appoint a Senior Information Risk Owner ('SIRO') who shall be an executive Governing Body member or a senior member of the management team. The SIRO shall provide the Accountable Officer with assurance that information risk is being managed appropriately and effectively across the organisation.

42 FREEDOM TO SPEAK UP GUARDIAN

42.1 The CCG shall have one or more Freedom To Speak Up Guardian whose role it is to help protect patient safety and the quality of care, improve the experience of workers and improve learning and improvement by ensuring that workers are supported in speaking up, barriers to speaking up are addressed, a positive culture of speaking up is fostered and issues raised are used as opportunities for learning and improvement.

42.2 The Accountable Officer shall appoint the Freedom To Speak Up Guardian who shall be a director.

43 SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

43.1 The Governing Body shall appoint a Governing Body Lay Member to be the Senior Independent Non-Executive Director ('SINED'). The SINED shall provide a sounding board for the Chair and serve as an intermediary for the other Governing Body members. Led by the SINED the non-officer members of the Governing Body should meet without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary.

44 CLINICAL VICE-CHAIR

44.1 The CCG shall have a Clinical Vice-Chair to assist the Chair in the performance of his or her duties for those tasks where a clinical leader is specifically required.

- 44.2 For the avoidance of doubt the Clinical Vice-Chair is not the Governing Body Deputy Chair and fulfils a different role. However, the Clinical Vice-Chair may take on some of the Governing Body Deputy Chair's responsibilities where this is agreed by both the Governing Body Chair and Deputy Chair.
- 44.3 The Clinical Vice-Chair must be an elected Clinical Representative and be from a different borough than the Chair.
- 44.4 The Clinical Vice-Chair shall be appointed by the Governing Body in accordance with the election rules set out in Appendix 5 Governing Body elections.
- 44.5 The term of office for the Clinical Vice-Chair is two years. For each term of office the Governing Body has the option to extend or shorten the term of office by one year at its absolute discretion and without setting any precedents for future or further variations. The Governing Body decision on whether to extend or shorten the length of a term of office will be made by the elected Clinical Representatives only by simple majority with each elected Clinical Representative being able to cast one vote each. However, the simple majority must include at least one vote by a Clinical Representative from each of the CCG's five boroughs for it to pass. In the event of a tied vote a further formal vote will take place. If the vote remains tied or if the elected Clinical Representatives are unable to make a decision, the decision shall be remitted to the voting members of the Governing Body excluding the Accountable Officer and Chief Finance Officer and a decision will be made by simple majority with each remaining Governing Body member being able to cast one vote each.
- 44.6 The Clinical Vice-Chair may hold office for a maximum of six years in total.
- 44.7 It is the intention of the CCG that the role of the Clinical Vice-Chair will rotate between the boroughs so that a Clinical Representative from each of the CCG's boroughs will serve at least one term of office as Clinical Vice-Chair on a rotational basis. However, this is subject to the following provisions:
- 44.7.1 Rotation from one borough to another will take place upon expiry of the Clinical Vice-Chair's term of office set out in clause 44.5 above;
- 44.7.2 The Clinical Vice-Chair must be appointed in accordance with clauses 44.3, 44.4 and 44.5 above;
- 44.7.3 Clinical Representatives from any of the CCG's boroughs that have previously held the position of Clinical Vice-Chair will not be able to be reappointed or hold office as Clinical Vice-Chair again until the role of the Clinical Vice-Chair has been held by a Clinical Representative from each of the other boroughs unless this is not possible due to the requirement for the Chair and Clinical Vice-Chair to be from different boroughs;
- 44.7.4 If both of the Clinical Representatives from any of the CCG's boroughs decide that they do not want to hold the role of Clinical Vice-Chair they may decline by not submitting an expression of interest in accordance with section 12.4 of Appendix 5 Governing Body Elections. In which case the Clinical Vice-Chair will:
- 44.7.4.1 Be from another borough area where any of its elected Clinical Representatives have not previously held the role of Clinical Vice-Chair other than the borough whose Clinical Representative is the Chair. However, if this is not possible then clause 44.7.4.2 below shall apply;
- 44.7.4.2 Be from another borough area where any of its elected Clinical Representatives have previously held the role of Clinical Vice-Chair other than the borough whose Clinical Representative is the Chair;
- 44.7.5 Notwithstanding clauses 44.7.1 to 44.7.4 above the elected Clinical Representatives may decide unanimously not to rotate the role of the Clinical Vice-Chair. In which case the Clinical-Chair will be appointed in accordance with section 12 of Appendix 5 Governing Body Elections and the requirement to rotate the role of Clinical Vice-Chair will not apply.

45 INTERIM GOVERNING BODY MEMBERS

- 45.1 Where a vacancy arises on the Governing Body due to a Governing Body member ceasing to hold office before the expiry of their term of office howsoever caused the Governing Body has the option to appoint an interim Governing Body member to fill the vacant position to hold office on a temporary basis.
- 45.2 Any interim Governing Body member appointed in accordance with this section 45 shall only be able to hold office as an interim Governing Body member for a period of 6 months after which they will cease to hold office as an interim Governing Body member.
- 45.3 Any interim Governing Body member must leave office immediately if a permanent Governing Body member fills the vacancy occupied by the interim Governing Body member and the term of office is ratified.
- 45.4 Any interim Governing Body member that fills the vacant position of an elected Governing Body member must pass a selection panel interview and thereafter have their interim appointment ratified by the Governing Body at a Governing Body meeting.
- 45.5 If the interim Governing Body member is to fill a vacant elected Clinical Representative position the selection panel must consist of:
- 45.5.1 An LMC representative; and
 - 45.5.2 A Governing Body Lay Member; and
 - 45.5.3 An appointed member of the Governing Body.
- 45.6 If the interim Governing Body member is to fill a vacant appointed position the selection panel may be either as set out in clause 45.5 above or as follows:
- 45.6.1 The Governing Body Chair; and
 - 45.6.2 The Accountable Officer or Chief Finance Officer; and
 - 45.6.3 Another member of the Governing Body.
- 45.7 The appointment of an interim Governing Body member must be recorded in the minutes of the Governing Body meeting where the decision is ratified. The appointment together with the reasons for the appointment must be reported at the next Audit Committee meeting immediately following the appointment.
- 45.8 The interim Governing Body member must be eligible to hold office in the position they are to be appointed to.
- 45.9 The interim Governing Body member will take office immediately on their appointment being ratified by the Governing Body.
- 45.10 No more than two interim Governing Body members may hold office at the same time.
- 45.11 The period that an interim Governing Body member holds office shall not count towards their maximum number of terms of office or maximum number of years in office. This does not apply to Lay Members who regardless of the circumstances may only serve a maximum of 9 years in office. This is to retain Lay Member independence in line with the provisions of the UK Corporate Governance Code.

46 FLEXIBILITY OF LENGTH OF GOVERNING BODY TERMS OF OFFICE

- 46.1 The term of office for each non-executive Governing Body member is three years. However, the CCG recognises that the NHS is a system that is constantly transforming and from time to

time it may be necessary to have shorter terms of office for some or all Governing Body roles to meet the needs of the CCG's business. Where a Governing Body role is vacant or is due to be vacant the vacancy may be filled with the post holder holding office for a term of less than three years. It will be for the CCG Governing Body Chair (or the Deputy Chair if the Governing Body Chair is conflicted) and the Accountable Officer to jointly decide how long the term of office shall be for.

- 46.2 If the post holder holds office for a period of less than three years in accordance with clause 46.1 above they should not be placed at a disadvantage in terms of the overall number of terms they can potentially serve. In this instance the post holder is not prohibited from serving for more than two terms of office but is subject to a maximum total of six years in office. After the first term of office each subsequent term of office is subject to satisfactory performance.

47 PART TERMS OF OFFICE TO HARMONISE THE ELECTION CYCLE

- 47.1 Elected Governing Body members are able to hold office for a maximum number of terms of office as set out in section 31 above. However, in the case where an elected Governing Body member takes office part way through an election cycle so that the length of their term of office is one year or less this will not count towards their maximum number of terms of office or maximum number of years in office. This is to enable the CCG to harmonise its election cycle without unfairly disadvantaging those elected Governing Body members who have joined part way through an election cycle.

48 EXTENSION TO TERMS OF OFFICE DUE TO SPECIAL CIRCUMSTANCES

- 48.1 The Governing Body may agree to extend the term of office of any Governing Body member by up to one year where there are special circumstances. This power may only be used once per Governing Body member and overrides any limit on the maximum number of years a Governing Body member may hold office contained in these Standing Orders except as set out in clause 48.4 below.
- 48.2 The special circumstances referred to in clause 48.1 above are as follows:
- 48.2.1 Where the extension is necessary to provide continuity at a time of significant organisational change or transformation; or
 - 48.2.2 Where the extension is necessary to provide continuity for a critical piece of work; or
 - 48.2.3 Where the extension is necessary to give time to put into place an alternative Governing Body member.
- 48.3 Prior to the proposal to extend a term of office being presented to the Governing Body the Audit Committee shall review the reasonableness of the request and whether or not at least one of the special circumstances are met. If at least one of the special circumstances is not met the proposal to extend the term of office may not be put to the Governing Body.
- 48.4 The power contained in this section 48 may not be used to extend Governing Body Lay Member terms of office beyond a maximum of 9 years. This is to retain Lay Member independence in line with the provisions of the UK Corporate Governance Code.

49 RESET OF TERMS OF OFFICE

- 49.1 Each Clinical Representative, Lay Member, Secondary Care Specialist and Registered Nurse on the Governing Body may only hold office for two terms totalling a maximum of six years as set out in sections 31, 34, 35, 36 and 46 above. This time limit is referred to as the 'Maximum Period'. The Maximum Period is personal to each individual holding these roles. Notwithstanding the time limits set out in sections 31, 34, 35, 36 and 46 above each individual's

Maximum Period resets after he or she has not held office on the Governing Body for a period of three years.

49.2 For Lay Members clause 49.1 above is subject to an absolute maximum limit of 9 years in office in total. This is to preserve Lay Member independence in line with the provisions of the UK Corporate Governance Code.

49.3 Each Clinical Representative on the Governing Body may only hold office as Chair or Clinical Vice-Chair for a maximum of six years as set out in sections 29, 44 and 46 above. This time limit is referred to as the 'Maximum Period'. The Maximum Period is personal to each individual holding these roles. Notwithstanding the time limits set out in sections 29, 44 and 46 above each individual's Maximum Period resets after he or she has not held office on the Governing Body for a period of three years.

50 CORPORATE TRUSTEE AND CHARITABLE FUNDS

50.1 The CCG may act as a corporate trustee.

50.2 The functions and powers exercised by the CCG as a corporate trustee are exercised separately and distinctly from those functions and powers the CCG exercises on behalf of itself.

50.3 The CCG may hold charitable funds as a trustee. If the CCG holds any charitable funds as a trustee it is accountable for those funds to the Charity Commission.

51 CORPORATE SEAL

51.1 The CCG may have a seal for executing documents where necessary.

51.2 Use of the seal must be approved by the Accountable Officer or Chief Finance Officer and the sealing of any document must be witnessed by a member of the Governance Team.

51.3 The seal will be stored in a safe location by the Governance Team.