



NHS North Central London Clinical Commissioning Group

Constitution

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TABLE OF CONTENTS

Section	Name	Page
1	Name	5
2	Statutory Framework and Definitions	5
3	Status of the CCG	5
4	Status of the Constitution, Variations and Amendments	6
5	Accountability and Transparency	7
6	Liability and Indemnity	7
7	Area Covered by the CCG	8
8	Membership of the CCG	8
9	Nature of Membership and the Relationship with the CCG	8
10	Speaking, Writing or Acting in the Name of the CCG	8
11	Rights of Member Practices	9
12	Members' Meetings	9
13	Practice Representatives	9
14	Good Governance	10
15	Compliance	10
16	Authority to Act	10
17	Scheme of Reservation and Delegation	11
18	Governing Body Standing Orders	12
19	Prime Financial Policies	12
20	Standing Financial Instructions	12
21	Governing Body Role and Functions	12
22	Composition of the Governing Body	13
23	Appointments to the Governing Body	14
24	Committees and Sub-Committees	14
25	Governing Body Committees	15
26	Audit Committee	16
27	Remuneration Committee	16
28	Primary Care Commissioning Committee	16
29	Collaborative Commissioning Arrangements	16
30	Joint Commissioning Arrangements with Local Authorities	17
31	Joint Commissioning Arrangements with Combined Authorities	18
32	Joint Commissioning Arrangements with other Clinical Commissioning Groups	18
33	Joint Commissioning Arrangements with NHS England	20
34	Conflicts of Interest	21
35	Declaring and Registering Interests	21
36	Training in Relation to Conflicts of Interest	22
37	Standards of Business Conduct	22
38	Financial Principles	23
39	Borough Commissioning	23
Appendices		
1	Definitions Used In This Constitution	
2	Member Practices	
3	Governing Body Standing Orders	
4	Prime Financial Policies	
5	Governing Body Elections	

Schedules

- 1 Scheme of Reservation and Delegation
- 2 Standing Financial Instructions
- 3 Governing Body Committees
- 4 Terms of Reference
- 5 Financial Principles

CONSTITUTION

1 NAME

- 1.1 The name of this Clinical Commissioning Group is NHS North Central London Clinical Commissioning Group ('CCG').

2 STATUTORY FRAMEWORK AND DEFINITIONS

- 2.1 Clinical Commissioning Groups are established under the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 ('NHS Act 2006'). 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 NHS Act 2006.
- 2.2 The powers and duties of the CCG to commission certain health services are set out in sections 3 and 3A of the NHS Act 2006. These provisions are supplemented by other statutory powers and duties that apply to Clinical Commissioning Groups as well as by regulations and directions. These include but are not limited to those issued under the NHS Act 2006.
- 2.3 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 NHS Act 2006 but there are also other specific pieces of legislation that apply to Clinical Commissioning Groups. These include but are not limited to the Equality Act 2010 and the Children Acts.
- 2.4 Some of the statutory functions that apply to Clinical Commissioning Groups take the form of statutory duties which the CCG must comply with when exercising its functions. These duties include but are not limited to:
- a) Acting in a way that promotes the NHS Constitution (section 14P of the NHS Act 2006);
 - b) Exercising its functions effectively, efficiently and economically (section 14Q of the NHS Act 2006);
 - c) Financial duties (under sections 223G-K of the NHS Act 2006);
 - d) Child safeguarding (under the Children Acts 2004 and 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).
- 2.5 Definitions of terms used in this Constitution are included in Appendix 1.

3 STATUS OF THE CCG

- 3.1 The CCG's status as a Clinical Commissioning Group is determined by NHS England.
- 3.2 The CCG was first authorised on 1st April 2020. The CCG was formed following a merger of:
- a) NHS Barnet Clinical Commissioning Group;
 - b) NHS Camden Clinical Commissioning Group;
 - c) NHS Enfield Clinical Commissioning Group;
 - d) NHS Haringey Clinical Commissioning Group; and
 - e) NHS Islington Clinical Commissioning Group.
- 3.3 The CCG is subject to an annual assessment of its performance by NHS England. NHS England has powers to provide support to Clinical Commissioning Groups or to intervene where it is satisfied that a Clinical Commissioning Group is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so.

3.4 Clinical Commissioning Groups are clinically-led membership organisations made up of general practices. The Members of each Clinical Commissioning Group are responsible for determining the governing arrangements for their Clinical Commissioning Group. This includes arrangements for clinical leadership. The CCG's governing arrangements are set out in this Constitution.

4 STATUS OF THE CONSTITUTION, VARIATIONS AND AMENDMENTS

4.1 This Constitution has effect from the date of ratification by NHS England.

4.2 All Clinical Commissioning Groups are required to have a constitution and to publish it. The constitution is published on the CCG's website at [\[insert website\]](#).

4.3 This Constitution may only be varied in two circumstances:
a) Where the CCG applies to NHS England and that application is granted; or
b) Where in the circumstances set out in legislation NHS England varies the Constitution other than on application by the CCG.

4.4 Prior to making an application to NHS England in accordance with section 4.3(a) above any proposed variations or amendments must be approved by Member Practices as set out in Appendix 2. Any motion will be passed by a simple majority of those Member Practices voting.

4.5 The method of voting set out in clause 4.4 above applies to all Member Practice votes and not only to votes on variations or amendments to the Constitution.

4.6 Clauses 4.4 and 4.5 above do not apply where variation or amendment to the Constitution is required due to a change in law and/or statutory guidance on the CCG's governance.

4.7 Where clause 4.6 above applies the Governing Body ratifies variations or amendments to the Constitution.

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

4.9 The Constitution is informed by a number of documents which provide further detail on how the CCG operates. The documents set out in section 4.10 below form part of the Constitution. The documents set out in section 4.11 do not form part of the Constitution.

4.10 The following documents form part of the Constitution:
a) Appendix 1 Definitions Used In This Constitution;
b) Appendix 2 Member Practices;
c) Appendix 3 Governing Body Standing Orders;
d) Appendix 4 Prime Financial Policies;
e) Appendix 5 Governing Body Elections.

4.11 The following documents do not form part of the Constitution:
a) Schedule 1 Scheme of Reservation and Delegation;
b) Schedule 2 Standing Financial Instructions;
c) Schedule 3 Governing Body Committees;
d) Schedule 4 Terms of Reference;
e) Schedule 5 Financial Principles;
f) The Governance Handbook;
g) The CCG's policies, processes and procedures other than those listed in clause 4.10 above.

5 ACCOUNTABILITY AND TRANSPARENCY

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

- a) Publish the constitution and other key documents in accordance with section 4 above;
- b) Appoint independent lay members and non-GP clinicians to the 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 or any subsequent successor guidance;
- d) Hold Governing Body meetings in public (except where the CCG believes it would not be in the public interest);
- e) Publish a commissioning strategy that takes account of priorities in the health and wellbeing strategy;
- f) Procure services in line with English law and national guidance and publish a procurement strategy;
- g) Involve the public, in accordance with its duties under section 14Z2 of the NHS Act 2006, and as set out in more detail in the CCG's communications and engagement strategy;
- h) When discharging its duties under section 14Z2, the CCG will ensure that it will:
 - I. Be open, fair and non-discriminatory;
 - II. Work with people and patients to shape the services the CCG commissions;
 - III. Work in partnership with Member Practices, stakeholders, patients and residents;
 - IV. Be transparent, collaborative, patient sighted and accountable through impactful communications and engagement activity;
- i) Comply with local authority health overview and scrutiny requirements where appropriate;
- j) Meet annually in public to present an annual report and accounts;
- 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 Boards.

5.2 In addition to the statutory requirements set out in section 5.1 above the CCG will demonstrate its accountability by:

- a) Publishing its Governing Body meeting papers where meetings are held in public in accordance with the provisions of the Standing Orders;
- b) Publishing its policies;
- c) Publishing its statutory registers;
- d) Having a publication scheme for Freedom of Information requests.

6 LIABILITY AND INDEMNITY

6.1 The CCG is a body corporate established and existing under the NHS Act 2006. 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.

6.2 No Member Practice or former Member Practice, nor any person who is at any time a proprietor, officer or employee of any Member Practice or former Member Practice, shall be

liable (whether as a Member Practice or as an individual) for the debts, liabilities, acts or omissions, howsoever caused by the CCG in discharging its statutory functions.

6.3 No Member Practice or former Member Practice, nor any person who is at any time a proprietor, officer or employee of any Member Practice of former Member Practice, 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.

6.4 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.

7 AREA COVERED BY THE CCG

7.1 The area covered by the CCG is the geographical boundaries of the London Boroughs of Barnet, Camden, Enfield, Haringey and Islington.

8 MEMBERSHIP OF THE CCG

8.1 The CCG is a membership organisation.

8.2 All practices who provide primary medical services to a registered list of patients under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract in the CCG's area are eligible for membership of the CCG.

8.3 The practices which make up the membership of the CCG are listed in Appendix 2.

8.4 The names and addresses of its Member Practices are available on the CCG's website at [\[insert website\]](#)

9 NATURE OF MEMBERSHIP AND THE RELATIONSHIP WITH THE CCG

9.1 The CCG is an NHS membership organisation that operates as part of a managed system. Within the CCG the Member Practices play a key role by holding the Governing Body to account and informing the CCG's commissioning plans. They also provide clinical and local leadership through their directly elected representatives on the Governing Body. Whilst the Governing Body is accountable to the Member Practices the CCG itself is accountable to NHS England and is required to act in accordance with NHS England guidance and/or directions where appropriate.

10 SPEAKING, WRITING OR ACTING IN THE NAME OF THE CCG

10.1 Member Practices and their staff are not restricted from giving personal views on any matter. However, they should make it clear that personal views are not necessarily the view of the CCG.

10.2 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.

11 RIGHTS OF MEMBER PRACTICES

- 11.1 The rights of the CCG's Member Practices are set out in this Constitution, supporting documentation and the CCG's Governance Handbook. These are available on the CCG's website at [\[insert website\]](#)
- 11.2 Rights of the Member Practices include:
- a) The right to hold the Governing Body to account through their elected Governing Body representatives;
 - b) The right to call and attend general meetings of the Member Practices;
 - c) The right to attend the Annual General Meeting;
 - d) The right to remove the Governing Body Chair and other elected Governing Body representatives in accordance with the provisions of the Standing Orders;
 - e) The right to nominate candidates for election in accordance with the election rules set out in Appendix 5.

12 MEMBERS' MEETINGS

- 12.1 The CCG shall hold an Annual General Meeting ('AGM') once per year in public.
- 12.2 The CCG shall present the annual report and accounts at the AGM for information purposes only. Due to NHS England sign off process and timelines there is no requirement for the annual report and accounts to be approved at the AGM.
- 12.3 Further details about the AGM including membership voting can be found in the Standing Orders. This is available on the CCG's website at [\[insert website\]](#)

13 PRACTICE REPRESENTATIVES

- 13.1 Each Member Practice has a nominated lead healthcare professional who represents the practice in its dealings with the CCG. Member Practices working together in organised groupings such as Primary Care Networks ('PCNs') may at their discretion nominate a single lead healthcare professional to represent their practices collectively in their dealings with the CCG.
- 13.2 The CCG will engage the nominated lead healthcare professionals representing the Member Practices through a variety of mechanisms at the CCG's discretion including borough based meetings, forums, seminars, workshops, practice visits, education events and other forms of electronic and non-electronic communication.
- 13.3 The CCG is strongly committed to effective engagement with Member Practices and will ensure that there are appropriate arrangements in place to support this. This may include but is not limited to:
- a) Establishing effective and appropriate structures, policies and procedures;
 - b) Providing resources to support engagement activities;
 - c) Listening to the views of Member Practices to understand how best to engage with them;
 - d) Establishing a variety of engagement approaches across the CCG's boroughs and the CCG as a system;
 - e) Establishing named points of contact within the CCG for engagement activities;
 - f) Participating in stakeholder surveys to help the CCG assess the quality of its engagement activities and the relationship between the CCG and Member Practices.

- 13.4 Further details about membership engagement arrangements can be found in the CCG's Governance Handbook. This is available on the CCG's website at [\[insert website\]](#)

14 GOOD GOVERNANCE

- 14.1 The CCG will, at all times, observe generally accepted principles of good governance. These include:
- a) The highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds and the management of the CCG;
 - b) Adoption of standards and procedures that facilitate speaking out and the raising of concerns including a freedom to speak up guardian;
 - c) Undertaking regular governance reviews;
 - d) The Good Governance Standard for Public Services;
 - e) The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';
 - f) The seven key principles of the NHS Constitution;
 - g) Relevant legislation including the Equality Act 2010; and
 - h) The standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'.

15 COMPLIANCE

- 15.1 The CCG will:
- a) Comply with all relevant laws, including regulations;
 - b) Comply with directions issued by the Secretary of State for Health and Social Care or NHS England;
 - c) Have regard to statutory guidance including that issued by NHS England; and
 - d) Take account, as appropriate, of other documents, advice and guidance.
- 15.2 The CCG will develop and implement the necessary systems and processes to comply with section 15.1 above. These will be documented as appropriate in this Constitution, the Scheme of Reservation and Delegation and/or other relevant policies and procedures.
- 15.3 The CCG shall publish a Governance Handbook which includes at a minimum:
- a) The CCG's corporate governance policies;
 - b) Committee terms of reference;
 - c) The CCG's arrangements for Standards of Business Conduct and managing conflicts of interest.

16 AUTHORITY TO ACT

- 16.1 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.
- 16.2 The Governing Body may grant authority to act on its behalf to:
- a) A member of the Governing Body;
 - b) Any committee or sub-committee of the Governing Body;
 - c) A member of the CCG who is an individual (but is not a member of the Governing Body);
 - d) Any senior named individual within a Member Practice;
 - e) Any office holder or employee of the CCG;

- f) Any other individual or individuals who may be from inside or outside the organisation and who can provide assistance to the CCG in delivering its functions.

16.3 The CCG is supporting the development of an Integrated Care System ('ICS') and Integrated Care Partnerships ('ICPs') in line with the requirements of the NHS Long Term Plan. This will require a fundamental shift in the way in which the CCG works with its partners which will itself change over time as:

- a) The ICS and ICPs develop;
- b) The relationships between the partners develop, deepen and mature;
- c) Organisations become more integrated;
- d) The law and national guidance changes;
- e) Current legal entities take on new and/or different roles; and as
- f) New and/or different legal entities are created.

16.4 It is important to ensure that the CCG is able to keep pace with the changes set out in section 16.3 above, have the flexibility to meet future needs and develop the governance and decision making structures necessary to fully support the ICS and ICPs. Therefore, in addition to the authorities set out in section 16.1 and 16.2 above the CCG and/or Governing Body may grant authority to act on its behalf to any of the following in support of the development and/or implementation of any ICS, ICPs and/or any individual Integrated Care Partnership in as far as English law allows:

- a) Any Integrated Care System board, committee, or sub-committee;
- b) Any Integrated Care Partnership board, committee and/or sub-committee;
- c) Any person that represents the CCG at any Integrated Care System board, committee, or sub-committee;
- d) Any person that represents the CCG at any Integrated Care Partnership board, committee and/or sub-committee;
- e) Any organisation that forms part of an Integrated Care System;
- f) Any organisation that forms part of an Integrated Care Partnership;
- g) Any member of the Governing Body, Integrated Care System and/or Integrated Care Partnership;
- h) Any office holder or employee of any organisation that forms part of an Integrated Care System and/or Integrated Care Partnership;
- i) Any other individual or individuals who may be from inside or outside of any of the organisations which form part of an Integrated Care System and/or Integrated Care Partnership and who can provide assistance to the CCG in delivering its functions.

16.5 The terms 'Integrated Care System', 'Integrated Care Partnerships' and 'Integrated Care Partnership' set out in sections 16.3 and 16.4 above also refer to any equivalent, alternative and/or successor models, systems and/or structures set out in law and/or national guidance.

16.6 For the purposes of section 16.1 above the term 'members' shall have the same meaning as section 3(3)(a) of Schedule 1A of the NHS Act 2006.

16.7 For the purposes of section 16.2 above the term 'member of the CCG' shall have the same meaning as section 7(5) of Schedule 1A of the NHS Act 2006.

17 SCHEME OF RESERVATION AND DELEGATION

17.1 The CCG has agreed a Scheme of Reservation and Delegation ('SORD') which is published in full on the CCG's website: [\[insert website\]](#)

17.2 The Scheme of Reservation and Delegation sets out those decisions that are reserved for the Member Practices as a whole and those decisions that have been delegated to the Governing Body or other individuals.

- 17.3 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 Member Practices for the exercise of their delegated functions.
- 17.4 The Scheme of Reservation and Delegation is set out in Schedule 1. It is included for information purposes only and does not form part of this Constitution. The Scheme of Reservation and Delegation may be amended or varied by the Governing Body without the need to formally amend the Constitution.
- 17.5 Where changes are proposed to the reserved functions of the Member Practices the changes to these reserved functions must be approved by an Ordinary Resolution of the Member Practices.

18 GOVERNING BODY STANDING ORDERS

- 18.1 The Standing Orders set out the provisions and procedures by which the Governing Body operates. This includes but is not limited to the arrangement and appointment of committees, decision making, holding meetings in public and for Governing Body appointments. The Standing Orders form part of the Constitution and are set out in Appendix 3.

19 PRIME FINANCIAL POLICIES

- 19.1 The CCG has established Prime Financial Policies which are part of the CCG's control environment for managing the organisation's financial affairs. They contribute to good corporate governance, internal control and managing risks. They enable sound administration, lessen the risk of irregularities and support commissioning and delivery of effective, efficient and economical services. They also help the Accountable Officer and Chief Financial Officer to effectively perform their responsibilities.
- 19.2 The Prime Financial Policies form part of the Constitution and are set out in Appendix 4.

20 STANDING FINANCIAL INSTRUCTIONS

- 20.1 The CCG has agreed a set of Standing Financial Instructions ('SFIs') which support the Prime Financial Policies. The SFIs set out, amongst other things, the delegated financial authority limits.
- 20.2 The SFIs are set out in Schedule 2. The SFIs are included for information purposes only and do not form part of this Constitution. The SFIs may be amended or varied by the Governing Body without the need to formally amend the Constitution.

21 GOVERNING BODY ROLE AND FUNCTIONS

- 21.1 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.
- 21.2 The CCG has also delegated additional functions to the Governing Body which are set out in the SORD. These include but are not limited to:
- a) Setting vision and strategy;

- b) Setting commissioning plans and consultation arrangements;
- c) Overseeing and agreeing arrangements for the ICS and ICPs;
- d) Setting finance plans, budgets and overseeing and monitoring these;
- e) Commissioning services including healthcare services;
- f) Overseeing and monitoring quality improvement;
- g) Stimulating innovation and modernisation;
- h) Overseeing and monitoring performance;
- i) Overseeing risk assessment and securing actions to mitigate identified strategic risks;
- j) Promoting a culture of strong engagement with Member Practices, patients, their carers, the public and other stakeholders;
- k) Ensuring good governance and leading a culture of good governance throughout the CCG;
- l) Setting and approving policies.

21.3 Delegated functions must be exercised in accordance with the procedural framework approved by the Governing Body.

21.4 The Governing Body may delegate any of its functions in accordance with section 16 above.

21.5 The detailed procedures for the Governing Body, including voting arrangements, are set out in the Governing Body Standing Orders as per section 18 above.

22 COMPOSITION OF THE GOVERNING BODY

22.1 The Governing Body shall consist of the voting members set out in sections 22.2 and 22.3 below. Further information about the individuals who fulfil these roles can be found on the CCG's website: [\[insert website\]](#)

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

- a) The Chair;
- b) The Accountable Officer;
- c) The Chief Finance Officer;
- d) A Secondary Care Specialist;
- e) A registered nurse;
- f) Two lay members:
 - I. One who has qualifications expertise or experience to enable them to lead on finance and audit matters; and
 - II. One who has a lead role in championing patient and public involvement.

22.3 The CCG has agreed the following additional members of the Governing Body:

- a) A third lay member with general portfolio;
- b) Two elected Clinical Representatives from the London Borough of Barnet;
- c) Two elected Clinical Representatives from the London Borough of Camden;
- d) Two elected Clinical Representatives from the London Borough of Enfield;
- e) Two elected Clinical Representatives from the London Borough of Haringey;
- f) Two elected Clinical Representatives from the London Borough of Islington.

22.4 There shall be 10 elected Clinical Representatives on the Governing Body in total including the Chair listed in section 22.2(a). The Chair of the Governing Body shall be one of the ten elected Clinical Representatives listed in clause 22.3 (b) – (f) above.

22.5 The Governing Body shall invite the following individuals to attend all or part of its meetings at its absolute discretion as standing attendees:

- a) One Director of Public Health;

- b) One Healthwatch Representative;
- c) The CCG's executive management team other than the roles listed in 22.2(b) – (c) above;
- d) Additional staff from the CCG's management team as necessary;
- e) One Local Authority Councillor.

22.6 The standing attendees listed in section 22.5 above are non-voting.

22.7 The Governing Body may invite or allow additional people to attend Governing Body meetings, or part of meetings, as attendees in order to assist it in its decision-making and in its discharge of its functions as it sees fit. Attendees may present at Governing Body meetings and contribute to relevant discussions but are not allowed to participate in any formal vote.

22.8 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.

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

23 APPOINTMENTS TO THE GOVERNING BODY

23.1 Both the Chair and the elected representatives set out in clause 22.3(b) – (f) above shall be elected in accordance with the election rules set out in Appendix 5. Appendix 5 forms part of the Constitution.

23.2 The appointment procedures for other Governing Body Members are set out in the Standing Orders as per section 18 above.

23.3 The details regarding tenure of office for each Governing Body member and the procedure for resignation and removal of office are set out in the Standing Orders referenced in section 18 above.

24 COMMITTEES AND SUB-COMMITTEES

24.1 The CCG may establish committees and sub-committees.

24.2 The Governing Body may establish committees and sub-committees.

24.3 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 appropriate. Appropriate reporting and assurance mechanisms will be developed as part of agreeing terms of reference for committees and sub-committees.

24.4 With the exception of the Remuneration Committee as per clause 24.5 below, the membership of any committee or sub-committee established in accordance with this section 24 and/or by the Constitution may consist of or include:

- a) Persons who are members, officers and/or employees of the CCG; and/or
- b) Persons other than members, officers and/or employees of the CCG.

24.5 All members of the Remuneration Committee will be members of the CCG's Governing Body.

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

- a) Establish, disestablish, dissolve, change, amend and/or merge any existing Governing Body committee or sub-committee;

- b) Establish any new Governing Body committee or sub-committee;
- c) Set, amend or change the remit and/or purpose of any Governing Body committee or sub-committee save as set out by law.

- 24.7 Nothing contained in sections 24 or 25 shall limit, restrict, prevent or prohibit the Governing Body's right or ability at its absolute discretion to:
- a) Establish, disestablish, dissolve, change, amend and/or merge any existing Governing Body committee or sub-committee;
 - b) Establish any new Governing Body committee or sub-committee;
 - c) Set, amend or change the remit and/or purpose of any Governing Body committee or sub-committee save as set out by law.
- 24.8 Governing Body committees shall be constituted in accordance with legislation and NHS England guidance where appropriate.

25 GOVERNING BODY COMMITTEES

- 25.1 The Governing Body will maintain the following statutory or mandated committees:
- a) Audit Committee;
 - b) Remuneration Committee;
 - c) Primary Care Commissioning Committee.
- 25.2 The three Governing Body committees referred to in clause 25.1 above describe the substantive committees and not the working title of any individual committee.
- 25.3 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 Schedule 3. Schedule 3 does not form part of the Constitution and is included for information purposes only. Schedule 3 may be amended or varied by the Governing Body without the need to formally amend this Constitution.
- 25.4 The Audit Committee, Remuneration Committee and/or Primary Care Commissioning Committee may not be held as Joint Committees with other CCGs. However, they may operate as committees in common. To the extent allowed by English law all other committees may be held as Joint Committees and/or committees in common and/or in any other form permitted by law.
- 25.5 Nothing contained in sections 25, 26, 27, 28 or in Schedule 3 shall limit, restrict, prevent or prohibit the Governing Body's right or ability to dissolve, change, amend or merge any Governing Body committee or sub-committee or its ability or right to create new Governing Body committees or sub-committees at its absolute discretion.
- 25.6 Nothing contained in sections 25, 26, 27, 28 or in Schedule 3 shall limit, restrict, prevent or prohibit the Governing Body's right or ability to set, amend or change the remit and/or purpose of any Governing Body committee or sub-committee at its absolute discretion save as set out by law.
- 25.7 The Terms of Reference for the Audit Committee, Remuneration Committee and Primary Care Commissioning Committee are contained in Schedule 4. Schedule 4 does not form part of the Constitution and is included for information purposes only. Schedule 4 may be amended or varied without the need to formally amend this Constitution.

26 AUDIT COMMITTEE

- 26.1 The Audit Committee is accountable to the Governing Body and its role is to oversee, critically review and report to the Governing Body on the relevance and robustness of the governance and assurance processes on which it relies. This may include but it not limited to reviewing the effectiveness of governance, risk management, internal controls, finance, raising concerns, audit and counter fraud systems.
- 26.2 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. Members of the Audit Committee may include people who are not Governing Body members.

27 REMUNERATION COMMITTEE

- 27.1 The Remuneration Committee is accountable to the Governing Body. Its role is to approve the remuneration policy for Governing Body members, Chair of the Governing Body, senior managers at the Very Senior Manager pay level and clinical leads and to make decisions on behalf of the Governing Body on the appropriate remuneration and terms of service for Governing Body members, the Chair of the Governing Body and clinical leads.
- 27.2 The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.

28 PRIMARY CARE COMMISSIONING COMMITTEE

- 28.1 The Primary Care Commissioning Committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee's role is to carry out the function relating to the commissioning of primary medical services under section 83 of the NHS Act 2006 that have been delegated to the CCG by NHS England in accordance with the Delegation and Delegation Agreement. It may also undertake any other roles that the Governing Body has delegated to it.

29 COLLABORATIVE COMMISSIONING ARRANGEMENTS

- 29.1 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.
- 29.2 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.
- 29.3 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.
- 29.4 When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must where appropriate:
- 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.

30 JOINT COMMISSIONING ARRANGEMENTS WITH LOCAL AUTHORITIES

- 30.1 The CCG may work in partnership with any Local Authority or Local Authorities to reduce health and social inequalities and to promote greater integration of health and social care.
- 30.2 Partnership working between the CCG and any Local Authority or Local Authorities may include but is not limited to joint commissioning under section 75 of the NHS Act 2006 and other forms of collaboration and/or partnership working as permitted by law.
- 30.3 The CCG has delegated to the Governing Body the ability to enter into arrangements with one or more Local Authority in respect of:
- a) Delegating specified commissioning functions to the Local Authority and/or Local Authorities;
 - b) Exercising specified commissioning functions jointly with the Local Authority and/or Local Authorities;
 - c) Exercising any specified health related functions on behalf of the Local Authority and/or Local Authorities.
- 30.4 For purposes of the arrangements described in 30.3 the Governing Body may:
- a) Agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority and/or Local Authorities, 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/or local Authorities; and
 - c) Receive the services of the employees or the resources from the Local Authority and/or Local Authorities;
 - 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:
 - I. How the parties will work together to carry out their commissioning functions;
 - II. The duties and responsibilities of the parties, and the legal basis for such arrangements;
 - III. How risk will be managed and apportioned between the parties;
 - IV. Financial arrangements, including payments towards a pooled fund and management of that fund;
 - V. Contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and

VI. The liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

30.5 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to section 30.3 above.

31 JOINT COMMISSIONING ARRANGEMENTS WITH COMBINED AUTHORITIES

31.1 The CCG may work together with one or more Combined Authority in the exercise of its commissioning functions.

31.2 The CCG has delegated to the Governing Body under section 31 the ability to enter into arrangements with one or more Combined Authority in respect of:

- a) Exercising any of its commissioning functions jointly with the Combined Authority and/or Combined Authorities;
- b) Exercising jointly with the Combined Authority and/or Combined Authorities any commissioning functions that the CCG is exercising on behalf of another Clinical Commissioning Group pursuant to arrangements made under section 14Z3 of the NHS Act 2006 as amended; and/or
- c) Entering into arrangements with other Clinical Commissioning Groups and the Combined Authority and/or Combined Authorities to exercise functions jointly.

31.3 Where arrangements are made as outlined above in 31.2:

- a) A Joint Committee may be established with the Combined Authority or Combined Authorities and/or other Clinical Commissioning Groups as relevant; and
- b) Terms and conditions, including as to payment, may be agreed.

31.4 Where two or more Clinical Commissioning Groups enter into arrangements with the Combined Authority and/or Combined Authorities to establish a Joint Committee, a pooled fund may be established. A pooled fund is a fund that is made up of contributions by each of the Clinical Commissioning Groups and the Combined Authority and/or Combined Authorities, working together jointly pursuant to clause 31.2 above. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.

31.5 Where the CCG enters into arrangements as described at clause 31.2 above the CCG shall enter into an agreement setting out the arrangements for joint working including details where relevant 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.

31.6 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to clause 31.2 above.

32 JOINT COMMISSIONING ARRANGEMENTS WITH OTHER CLINICAL COMMISSIONING GROUPS

32.1 The CCG may work together with other Clinical Commissioning Groups in the exercise of its commissioning functions.

- 32.2. The CCG has delegated its powers and duties under this section 32 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.
- 32.3 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 Clinical Commissioning Group;
 - b) Exercising any of the commissioning functions of another Clinical Commissioning Group;
 - c) Exercising jointly the commissioning functions of the CCG and another Clinical Commissioning Group.
- 32.4 For the purposes of the arrangements described at 32.3, the CCG may:
- a) Make payments to another Clinical Commissioning Group;
 - b) Receive payments from another Clinical Commissioning Group;
 - c) Make the services of its employees or any other resources available to another Clinical Commissioning Group;
 - d) Receive the services of the employees or the resources available to another Clinical Commissioning Group.
- 32.5 Where the CCG makes arrangements which involve the Clinical Commissioning Groups exercising any of their commissioning functions jointly, a Joint Committee may be established to exercise those functions.
- 32.6 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 Clinical Commissioning Groups working together jointly pursuant to clause 32.3 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.
- 32.7 Where the CCG makes arrangements with another Clinical Commissioning Group as described at clause 32.3 above, the CCG shall develop and agree with that Clinical Commissioning Group 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.
- 32.8 The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to clause 32.3 above.
- 32.9 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to clause 32.3 above.
- 32.10 Only arrangements that are safe and in the interests of patients registered with Member practices will be approved by the Governing Body.
- 32.11 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 or as otherwise required;
- b) Review the aims, objectives, strategy and progress of the joint commissioning arrangements at least once per year; and
- c) Report annually on progress made against objectives or as otherwise required.

32.12 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.

33 JOINT COMMISSIONING ARRANGEMENTS WITH NHS ENGLAND

33.1 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.

33.2 The CCG delegates its powers and duties under this section 33 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.

33.3 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.

33.4 The arrangements referred to in clause 33.3 above may include other Clinical Commissioning Groups, a combined authority or a local authority.

33.5 Where joint commissioning arrangements pursuant to 33.3 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, unless allowed by NHS England.

33.6 Arrangements made pursuant to 33.3 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

33.7 Where the CCG makes arrangements with NHS England (and another Clinical Commissioning Group if relevant) as described at clause 33.3 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.

33.8 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 clause 33.3 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 33.3.

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

- 33.10 Only joint commissioning arrangements with NHS England that are safe and in the interests of patients registered with Member Practices will be approved by the Governing Body.
- 33.11 The Governing Body of the CCG shall require, in all joint commissioning arrangements that the lead Governing Body member for the joint arrangements:
- a) Make a quarterly written report to the Governing Body or as otherwise required;
 - b) Review the aims, objectives, strategy and progress of the joint commissioning arrangements at least once per year; and
 - c) Report annually on progress made against objectives or as otherwise required.
- 33.12 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.

34 CONFLICTS OF INTEREST

- 34.1 As required by section 140 of the NHS Act 2006, 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.
- 34.2 The CCG has agreed policies and procedures for the identification and management of conflicts of interest. The conflicts of interest policy is in the Governance Handbook and is published on the CCG's website at **[insert website]**.
- 34.3 Employees, key Member Practice staff, 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's 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 conflicts of interest policy.
- 34.4 The CCG has appointed the Chair of the Audit Committee 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.

35 DECLARING AND REGISTERING INTERESTS

- 35.1 The CCG will maintain registers of the interests of those individuals listed in the CCG's Conflicts of Interest Policy.

- 35.2 The CCG will, as a minimum, publish the registers of conflicts of interest and gifts and hospitality of office holders and decision making staff at least annually on the CCG's website and make them available at its headquarters upon request.
- 35.3 All relevant persons for the purposes of NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* (or any subsequent successor guidance) 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.
- 35.4 The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually. All persons required to, must declare any interests as soon as reasonably practicable and by law within 28 days after the interest arises.
- 35.5 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.
- 35.6 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's policy to ensure transparency and that any potential for conflicts of interest are well-managed.

36 TRAINING IN RELATION TO CONFLICTS OF INTEREST

- 36.1 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.

37 STANDARDS OF BUSINESS CONDUCT

- 37.1 Employees, key Member Practice staff, 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, its Appendices and Schedules 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 Policy and Conflicts of Interest Policy. These are available on the CCG's website and will be made available on request.
- 37.2 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 conflicts of interest policy.

38 FINANCIAL PRINCIPLES

- 38.1 The CCG has agreed financial principles under which it will operate.
- 38.2 The financial principles are set out in Schedule 5. Schedule 5 does not form part of this Constitution and may be amended or varied by the Governing Body without the need to formally amend the Constitution.
- 38.3 Schedule 5 may only be varied or amended by the unanimous agreement of Governing Body members.

39 BOROUGH COMMISSIONING

- 39.1 The Governing Body will establish borough based commissioning arrangements in addition to any pan-borough commissioning arrangements.
- 39.2 The borough based commissioning arrangements include those areas delegated from the Governing Body to borough based decision making structures. Authority from the Governing Body includes but is not limited to decision making on primary care commissioning (excluding delegated primary care commissioning from NHS England), community care, mental health and out of hospital commissioning.
- 39.3 One of the key principles for the delegation of budgets is subsidiarity and this would apply to borough based commissioning as per 39.2 above. This includes the commitment from the Governing Body that it will not disinvest from the 2019-20 CCG financial baselines in each borough for primary care, community and mental health services.
- 39.4 The Governing Body may establish different approaches to exercise the delegated authority in each borough and establish appropriate governance arrangements. This includes but is not limited to the establishment of borough level committees, boards, forums and/or the delegation of authority to individuals. The arrangements for exercising delegated authority from the Governing Body in each borough are set out in Schedule 3.