

<b>Title of meeting: Governing Body</b>										
<b>Date of Meeting</b>	11 July 2018			<b>Paper Number</b>	6.1					
<b>Title</b>	Terms of Reference for all Delegated Committees									
<b>Sponsoring Director</b> (name and job title)	Andy Brooks Clinical Chief Officer									
<b>Sponsoring Clinical / Lay Lead</b> (name and job title)	Dr. William Tong Clinical Chair of the CCG									
<b>Author(s)</b>	Anshu Varma Head of Corporate Affairs									
<b>Purpose</b>	To finalise governance structures and to agree the terms of reference for all the delegated committees of the Governing Body to ensure that the delegated responsibilities to the respective committees are clear.									
<b>The Audit Committee is required to (please tick)</b>										
<b>Decision</b>	<input checked="" type="checkbox"/>	<b>Review</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Discuss</b>	<input type="checkbox"/>	<b>Note</b>	<input type="checkbox"/>	<b>Recommend</b>	<input type="checkbox"/>
<b>Risk and Assurance</b> <i>(outline the key risks / where to find mitigation plan in the attached paper and any assurances obtained)</i>										
<b>Legal implications/regulatory requirements</b>										
<b>Has an equality impact screening been undertaken? If so please attach</b>	No									
<b>Links to the NHS Constitution (relevant patient/staff rights)</b>	Support the delivery of the constitutional standards									
<b>Strategic Fit</b>	This proposal fits with Integrated Care System Plan									
<b>Commercial and Financial Implications</b> <i>(Identify how the proposal impacts on existing contract arrangements and have these been incorporated?)</i>  <i>Include date Deputy CFO has signed off the affordability and has this been</i>	Not quantified, although this proposal should support a more efficient and effective use of management and clinical time.									

<p><i>incorporated within the financial plan. Include details of funding source(s)</i></p>	
<p><b>Quality Focus</b> <i>(Identify how this proposal impacts on the quality of services received by patients and/or the achievement of key performance targets)</i></p> <p><i>Include date the Director of Nursing has signed off the quality implications)</i></p>	<p>The arrangements for the monitoring of the quality of commissioned services and primary care have not changed.</p> <p>Date Director of Nursing sign off.....</p>
<p><b>Clinical Engagement</b> <i>Outline the clinical engagement that has been undertaken</i></p>	<p>Discussion with the locality leads</p>
<p><b>Consultation, public engagement &amp; partnership working implications/impact</b></p>	
<p><b>NHS Outcomes</b> <i>Please indicate (highlight) which Domain this paper sits within by highlighting or ticking below: Please note there may be more than one Domain.</i></p>	<p>Domain 1 Preventing people from dying prematurely;</p> <p>Domain 2 Enhancing quality of life for people with long-term conditions;</p> <p>Domain 3 Helping people to recover from episodes of ill health or following injury;</p> <p>Domain 4 Ensuring that people have a positive experience of care; and</p> <p>Domain 5 Treating and caring for people in a safe environment; and protecting them from avoidable harm.</p>
<p><b>Executive Summary</b></p> <p>This paper provides the Governing Bodies with the Terms of Reference for the sub-committees and seeks agreement to these. They are as follows:</p> <p>Appendix 1 : Business Planning and Clinical Commissioning Committee</p> <p>Appendix 2 : Quality and Constitutional Standards Committee</p> <p>Appendix 3 : Primary Care Commissioning Committees</p> <p>Appendix 4 : Finance &amp; QIPP Committee</p> <p>Appendix 5 : Audit Committee</p> <p>Appendix 6 : Remuneration Committee</p> <p>Appendix 7 : A&amp; E Delivery Board</p> <p>Appendix 8 : Organogram of all the committees</p>	
<p><b>Recommendations</b></p> <p>The Governing Body is asked to approve the terms of references of the delegated committee as set out in the attached appendices.</p>	

## Appendix 1

# Business Planning and Clinical Commissioning Committee

## 1. PURPOSE OF THE COMMITTEE

The Business Planning and Clinical Commissioning Committee will act as a formal sub-committee of East Berkshire CCG Governing Body.

The purpose of the Business Planning and Clinical Commissioning Committee is to ensure a strategic approach to commissioning. Approve proposals for new commissioning activities and recommend the CCG Operating Plan to Governing Body.

## 2. ACCOUNTABILITY

### Accountable to:

East Berkshire CCG Governing Body

## 3. OBJECTIVES

The objectives of the Business Planning and Clinical Commissioning Committee are to:

- To review the CCG Operating Plan and make a recommendation for approval to the Governing Body, ensuring that clinically led commissioning underpins the development of the document and associated work programmes.
- Review clinically led proposals for new innovative commissioning activities generated by key commissioning groups including the Planned Care Programme, and Mental Health Programme Boards.
- Instigate clinically led commissioning programmes linked to the achievement of the strategic aims of the CCG with the aim of developing clear commissioning proposals for approval by the Committee.
- Under delegated authority from the Governing Body, to approve commissioning proposals, business cases and tenders up to a maximum value of £1m for East Berkshire CCG.
- For commissioning proposal, business cases and tenders greater than £1m for the CCG, to review and scrutinise the proposals and make recommendations to the CCG Governing Body as appropriate.
- To ensure alignment with agreed joint commissioning activities with the three East Berkshire Unitary Authorities.
- To identify the interdependencies between programmes of work to ensure strategic alignment and management of any unintended consequences.
- To ensure that commissioning decisions are directly related to the recommendations resulting from the Commissioning for Value packs and that the CCG commissioning team are adopting the Right Care methodology in all its work.
- To review the clinical and financial impact of existing, new innovation projects, QIPP project and agree the process to either spread or cease according to outcomes.
- To review the financial impact of policies relating to the CCG.

- To oversee the work of the Children and Young Peoples Transformation Programme Board; this has delegated decision making from the BP&CC for the delivery of the CAMHs transformation plan and associated commissioning budgets.
- To approve the policies relating to Communications and Patient engagement
- To ensure that all commissioning decisions meet the CCG duties for Equality and Diversity, and patient public consultation and engagement.

#### **4. DECISION MAKING AND REPORTING**

The Committee acts as a decision making group and provides the opportunity for discussions to enable decisions to be shaped for approval by the Governing Body.

The Committee has specific delegated authority to:

- Approve commissioning proposals, business cases and tenders up to a maximum value of £1m
- Approve policies relating to clinical commissioning
- Approve the policies relating to Communications and Patient engagement

#### **Reporting arrangements:**

The Committee is a formal sub-committee of CCG Governing Body. The agreed minutes of Committee meetings will be formally recorded and submitted to the CCG Governing Body.

#### **5. MEMBERSHIP**

Clinical Chief Officer (Chair)  
Director of Strategy and Operations (Vice Chair)  
Deputy Director of Finance (or nominated deputy)  
Director of Nursing and Quality (or nominated deputy)  
Medical Director  
Clinical Chair  
Clinical representative from each locality x3  
Lay member x2

Other key representatives may be invited by the Chair to attend the meetings as required.

#### **6. QUORACY AND VOTING**

The Committee will be considered quorate when at least 4 members are present, including at least two members of the Executive Team and two clinical members.

Should a vote need to be taken, only the members of the committee identified above shall be allowed to vote. In the event of a tied vote, the Clinical Chair shall have a second and casting vote.

If the Clinical representatives have a conflict of interest, they will be excluded from the discussion and voting on that item.

#### **7. MEETING FREQUENCY AND CONDUCT**

The Committee will normally meet on a monthly basis.

The meeting will be coordinated by the Director of Strategy and Operations with meeting papers sent out members at least 5 days prior to the meeting.

The Committee will review its own performance, membership and terms of reference annually and make proposals for any changes to Governing Body.

The Committee will submit an annual report to the CCG Governing Body at the end of each financial year summarising achievement against its agreed work plan.

Approved April 2018

## Appendix 2

# Quality and Constitutional Standards Committee

### 1. PURPOSE OF THE COMMITTEE

The Quality and Constitutional Standards Committee is a sub-Committee of East Berkshire CCG Governing Body.

The Committee will provide assurance to and challenge on behalf of the East Berkshire CCG Governing Body of the constitutional standards and quality of commissioned services.

Key stakeholders and relationships:

- East Berkshire CCG Governing Body
- CCG Quality and Performance teams
- ICS Quality Board
- Healthwatch Bracknell Forest
- Healthwatch Slough
- Healthwatch Windsor & Maidenhead
- NHS England South (South Central)
- Chiltern CCG
- North East Hampshire and Farnham CCG
- Surrey Heath CCG
- Commissioned Services

### 2. ACCOUNTABILITY

**Accountable to:**

East Berkshire CCG Governing Body and will provide reports to the Governing Body.

### 3. OBJECTIVES

The objectives of the Quality and Constitutional Standards Committee:

- Ensure appropriate mechanisms are in place to monitor and drive forward the constitutional standards and quality of services commissioned by East Berkshire CCG, agreeing courses of action where concerns have been identified.
- Receive and mandate action on reports on quality in respect of the services commissioned by East Berkshire CCG; the reports will include but not limited to provider performance against CQUINs, patient experience (including complaints and compliments received as commissioners) and clinical performance indicators.
- Ensure the patient voice is listened to in order to understand the diversity of the patient experience.
- Receive, review and scrutinise reports on themes and trends of serious incidents (SIs) occurring in commissioned services and note the minutes of the SI panels.
- Receive regular safeguarding reports and note the minutes of the safeguarding groups to ensure that there are robust systems and processes in place to safeguard adults and children.
- Consider national quality reports and results from relevant national audits.

- Review performance against constitutional standards and quality indicators in the NHS Outcomes Framework.
- Receive internal and external audits reports relating to quality and follow up action plans.
- Ensure adequate systems are in place for the governance of research in line with the Department of Health's requirements.
- Monitor arrangements in place within East Berkshire CCG relating to equality and diversity issues, ensuring compliance with statutory obligations and implementation of equality action plans.
- Review and approve information governance policies, procedures and arrangements (including FOI publication scheme and policy, Subject Access Requests, Records Management).
- Review the procedures for the Information Governance Toolkit and progress with meeting the standards.
- Receive report on:
  - The Information Governance breaches each month and associated actions,
  - Audits and training data relating to information governance.

The East Berkshire CCG's Objectives:

- We will commission services that improve the outcomes and experience of all our residents by consistently delivering the NHS Constitutional Standards.
- We will play a pro-active role in the development and delivery of an innovative and the ICS (Integrated Care Systems).
- We will ensure that clinical Leadership and patient engagement is at the heart of everything we do, and develop a culture that brings to life "working together to deliver excellent and sustainable healthcare".

#### **4. DECISION MAKING AND REPORTING**

The Committee acts as a co-ordination Committee and provides the opportunity for discussions about constitutional standards and quality. The Committee will provide assurance to and challenge on behalf of the Governing Body on the monitoring and improvement of constitutional standards and quality in commissioned services.

The Primary Care Quality Improvement Group will report in to the Quality and Constitutional Committee.

#### **Reporting arrangements:**

The Committee is a formal sub- Committee of the Governing Body. The agreed minutes of Committee meetings will be formally recorded and submitted to the Governing Body at the Governing Body meetings.

#### **5. MEMBERSHIP**

Governing Body member Secondary Care Consultant (Chair)  
Director of Nursing and Quality or assigned Deputy (Vice-Chair)  
Clinical Chair, East Berkshire CCG  
Clinical Chief Officer  
Quality Clinical Locality Leads  
Director of Strategy and Operations

Quality team members  
Healthwatch

Secretariat: Senior Quality Administrator

Supported by:

Relevant Clinical Locality Leads / GPs  
Head of Performance  
Associate Director of Safeguarding  
Associate Director of Nursing - Quality and Safety  
Quality Improvement Managers  
Infection Prevention and Control Nurse  
Named Professional Safeguarding  
Public Health Consultant  
CCG Associate Directors from Strategy and Operations  
Head of Corporate Affairs  
Head of Medicines Optimisation  
Associate Director of Communications and Engagement & OD  
Quality & Safety Manager, NHS England South (South Central)  
Director of Nursing and Quality, Chiltern CCG  
Director of Nursing and Quality, North East Hampshire and Farnham CCG  
Director of Nursing and Quality, Surrey Heath CCG  
Others co-opted as required

Other representatives may be invited by the Chair to attend the meetings on an ad hoc basis.

## **6. QUORACY AND VOTING**

The Committee will be considered quorate when at least 4 members are present, consisting of:

The Chair or a Deputy,  
The Director of Nursing and Quality or a Deputy,  
Quality Clinical Lead  
A member from Healthwatch

Should a vote need to be taken, all of the members of the Committee identified above shall be allowed to vote. This does not include supporting members. In the event of a tied vote, the Chair shall have a second and casting vote.

## **7. MEETING FREQUENCY AND CONDUCT**

The Committee will meet on at least a bi-monthly basis.

The meeting will be coordinated by the Director of Nursing with meeting papers sent out to members at least 5 days prior to the meeting.

The Committee will review its own performance, membership and terms of reference annually and make proposals for any changes to the Governing Body.

The Committee will submit an annual report to the Governing Body at the end of each financial year summarising achievement against its agreed work plan.





**East Berkshire**  
Clinical Commissioning Group

Approved May 2018

## Appendix 3

# Primary Care Commissioning Committees (PCCC)

## 1 PURPOSE OF THE COMMITTEE

NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in section 3 below (Objectives) in accordance with section 13Z of the NHS Act.

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

- a) Management of conflicts of interest (section 14O);
- b) Duty to promote the NHS Constitution (section 14P);
- c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);
- d) Duty as to improvement in quality of services (section 14R);
- e) Duty in relation to quality of primary medical services (section 14S);
- f) Duties as to reducing inequalities (section 14T);
- g) Duty to promote the involvement of each patient (section 14U);
- h) Duty as to patient choice (section 14V);
- i) Duty as to promoting integration (section 14Z1);
- j) Public involvement and consultation (section 14Z2).

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

- Duty to have regard to impact on services in certain areas (section 13O)
- Duty as respects variation in provision of health services (section 13P)

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

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

The CCG has established the Primary Care Co- Commissioning Committee (“Committee”). The PCCC will function as a corporate decision-making body for the management of the delegated powers and associated functions to deliver the following benefits:

- Put primary care at the centre of Sustainability and Transformation Plans (STP);
- Further enhance patient participation across pathways and the whole commissioning process
- Focus on areas with greater health inequalities by tailoring solutions to our local population, particularly older people with complex needs and working age families groups, and for those with mental health and learning disabilities

- Deliver an Estates strategy that identifies priorities for investment, maximises premises utilisation while aligning with wider community infrastructure to support the STP ambitions
- Locally develop a workforce plan that reflects the current and future workforce challenges, to support a sustainable primary care for the future
- Help deliver our strategy to exploit the opportunities offered by the Digital Road map and we should significantly enhance our use of information and technology through interoperability.

## **2. ACCOUNTABLE TO:**

As a delegated committee, the PCCC is directly accountable to the Governing Body.

### **Objectives**

The objectives of the PCCC, shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act, except those relating to individual GP performance management, which have been reserved to NHS England.

This includes the following functions:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF)
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g., returner/retainer schemes).
- In performing their roles, the Committees will exercise their management of the functions in accordance with the agreement entered into between NHS England and NHS East Berkshire CCG, which will sit alongside the delegation and terms of reference.
- There is a requirement for the CCG’s Governing Body to engage with the Primary Care Co-Commissioning Committees on all key strategic areas that have an impact on Primary Care.

The key responsibilities of this committee are to work together to:

- plan, including needs assessment, primary medical care services in the CCG’s area;
- undertake reviews of primary medical care services in the CCG’s area;
- co-ordinate a common approach to the commissioning of primary care services generally;
- manage the budget for commissioning of primary [medical] care services in CCG’s area;
- ensure collaborative working on monitoring and addressing issues of quality in primary care;
- support the development of a joint strategy for primary care estates which meets current and future needs;
- support the development of the CCG’s Primary Care IM&T Strategies related to the General Practice Forward View and East Berkshire Primary Care Strategy. Oversee

annual IM&T work plans and individual projects are implemented, monitored and revised as required.

### **3. DECISION MAKING AND REPORTING**

The PCCC will make decisions within the bounds of its remit.

NHS England retains accountability for the discharge of its statutory duties in relation to primary care commissioning.

The decisions of the PCCC shall be binding on NHS England and the CCG.

Decisions will be published by the CCG.

Where it is necessary to make decisions outside of the planned PCCC meetings then the process will follow the Operating Model for commissioning of Primary Care

### **4. MEMBERSHIP**

The PCCC shall consist of:

#### **Voting Core Membership**

The voting membership has been allocated to non-practice affiliated members to manage any conflict of interest in instances where decisions are to be made about commissioning from all CCG practices.

Voting membership:-

- Lay Chairs x3 or nominated deputy
- CCG's 2 Executive Directors (can be deputised by another Executive Director and/or Clinical Chief Officer )

The Chair of the PCCC shall be a Lay Representative of the CCG's. The role of the Chair is to ensure that the PCCC is run in line with principles of good governance, and acting in the best interests the CCG.

The vice chair will be a lay member.

#### **Non-voting core members will be:**

- Assistant Director of Primary Care (or nominated deputy)
- GP Governing Body Member (x1)

#### **Standing Invitations:**

- Clinical Chief Officer
- Director of Strategy & Operations
- Health and wellbeing Board representatives (x3)
- Local Medical Committee representative (x1)
- Healthwatch representative (x1)

- Public Health representative (x1)
- NHS England representative (x1)

Other attendees and subject matter experts will be invited to support discussions as defined by the items on the agenda.

## **5. QUORACY & VOTING**

Quoracy of the PCCC will require four voting members to be present. There must always be clinical advice available if not already part of voting membership (i.e. Director of Quality & Nursing or deputy).

- Should any voting members have to exclude themselves from a topic, then the deputy for that member will be required to vote.
- The Chair and at least one lay member for governance will have the final decision on whether exclusion is necessary in the event of uncertainty

## **6. MEETING FREQUENCY AND CONDUCT**

Meetings of the PCCC:

- Shall, subject to the application of (b) below, be held in public every second month. The following are the sub groups and report to PCCC:
  - Joint Operations Group (JOG) for Primary Care Co-Commissioning, meets monthly all year.
  - Information, Management & Technology Steering Group, meets monthly
  - Primary Care Quality Improvement group , meets bi-monthly
- The PCCC may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

Members of the PCCC have an individual responsibility to participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

Members of the PCCC shall respect confidentiality requirements as set out in the CCG's Standing Orders

## **7. GOVERNANCE & MANAGEMENT OF CONFLICT OF INTEREST**

The roles of the appointed Lay chair and Vice Lay chairs are of utmost importance to the open and transparent governance arrangements for the PCCC.

The PCCC will ensure that all potential conflicts of interest are managed in an open and transparent manner and following the NHS *England Managing conflicts of interest: statutory guidance for CCG's 2016*<sup>1</sup>.

The CCG must maintain a register of interest of the members of the committee and must publish the register and make arrangements to ensure that members of the public have access to this register on request.

The CCG must make arrangements to ensure individuals declare any conflict or potential conflict in relation to a decision to be made by the committee as soon as they become aware of it, and in any event within 28 days.

Members must declare any interests at the start of the meeting and will have to exclude themselves from any part of the decision making process in relation to the agenda item in question. This will include discussion beforehand if so requested by the Chair.

### **Review of Terms of Reference**

These terms of reference and an equality impact assessment will be reviewed annually.

Approved May 2018

## Appendix 4

# FINANCE AND QIPP COMMITTEE

## 1. PURPOSE OF THE COMMITTEE

The Finance and QIPP Committee will act as a formal sub-committee of the East Berkshire CCG Governing Body.

The role of the Finance and QIPP Committee is to advise and support the Governing Body in scrutinising and tracking delivery of key financial and QIPP priorities as specified in the CCG's Strategic and Operational Plans.

## 2. ACCOUNTABILITY

**Accountable to:** East Berkshire CCG Governing Body

## 3. OBJECTIVES

The objectives of the Finance and QIPP Committee are to:

- Review the development of the CCG's Medium Term Financial Strategy, annual budgets/short-term financial plans for agreement by the CCG Governing Body.
- Advise the Governing Body to ensure that the CCG operates within its Standing Financial Instructions and statutory requirements in respect of financial, procurement and performance management. (The Joint Audit Committee is responsible for setting these policies).
- Monitoring CCG expenditure against budgets, including running cost and financial standing in-year and recommend corrective action to the Governing Body should year-end forecasts suggest that financial balance will not be achieved;
- Develop, review and monitor the effectiveness and implementation of the QIPP programme, and hold to account the Performance Review Groups on the local delivery of the finance and QIPP plans.
- Receiving regular commissioning performance reports for each of the CCG's main areas of commissioning expenditure. These will particularly focus on activity and cost.
- Lead officers from the CSU may be invited to attend and report directly to the Committee at the discretion of the Chair.
- Oversee performance of commissioning support services (South, Central and West CSU and other providers)

## 4. DECISION MAKING AND REPORTING

The Committee acts as a co-ordination group and provides the opportunity for discussions about financial issues to enable decisions to be shaped for approval by the CCG Governing Body.

The Committee has specific delegated authority to:

Develop the annual financial strategy for the Governing Body and membership approval.

Develop and review the QIPP programme for the CCG and make recommendations to the Governing Body

Review the delivery of CSU services and make recommendations to the Governing Body in respect of service delivery and cost

## **Reporting arrangements:**

The Committee is a formal sub-committee of the CCG's Governing Body. The agreed minutes of Committee meetings will be formally recorded and submitted to the CCG Governing Body.

The Performance Review Groups will report to the Finance and QIPP Committee.

## **5. MEMBERSHIP**

Deputy Director of Finance (Chair)

Director of Strategy and Operations (Vice Chair)

Clinical Chief Officer

GB Lay member

Director of Nursing and Quality

Clinical representative from each locality x 3

Chair of Performance Review Groups x 3

Head of Financial Management and Reporting (non-voting)

Associate Director of Contracting and Performance (non-voting)

Other representatives may be invited by the Chair to attend the meetings on an ad hoc basis.

## **6. QUORACY AND VOTING**

The Committee will be considered quorate when at least 4 members are present, including at least the Deputy Director of Finance or the Director of Strategy and Operations, and one representative from each locality.

Should a vote need to be taken, only the members of the committee identified above shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

## **7. MEETING FREQUENCY AND CONDUCT**

The Committee will normally meet on a monthly basis.

The meeting will be coordinated by the Deputy Director of Finance with meeting papers sent out members at least 5 days prior to the meeting. (Due to monthly finance closedown cycles some papers may be circulated at shorter timescales to ensure the Committee has the most up-to-date information).

The Committee will review its own performance, membership and terms of reference annually and make proposals for any changes to the CCG's Governing Body.

The Committee will submit an annual report to the CCG Governing Body at the end of each financial year summarising achievement against its agreed work plan.

Approved May 2018



## Appendix 5

# Audit Committee

## 1. PURPOSE OF COMMITTEE

The purpose of the Audit Committee (“the Committee”) is to ensure that the activities relating to NHS East Berkshire Clinical Commissioning Group are managed in accordance with the law and regulations governing the NHS by carrying out specified duties.

The scope of the Committee covers NHS East Berkshire Clinical Commissioning Group as a statutory body.

The Committee is a non-executive committee of NHS East Berkshire CCG Governing Body and has no executive powers other than those specifically delegated in this Terms of Reference.

The Committee is established under the NHS East Berkshire Clinical Commissioning Group Constitution.

## 2. ACCOUNTABILITY

**Accountable to:** NHS East Berkshire CCG Governing Body.

## 3. OBJECTIVES

The Committee shall critically review the CCG’s financial reporting and internal control principles, and good business practice ensuring that the CCG’s activities are managed in accordance with the law and regulations governing the NHS and ensure appropriate relationships with both internal and external auditors is maintained.

The duties of the Committee are as follows:

### **Oversight of Governance, Risk Management and Internal Control**

a) The Committee will review the adequacy of:

- i) The establishment and maintenance of an effective system of governance, risk management and internal control, across the whole of the CCG activities, that supports the achievement of organisational objectives;
- ii) Processes and strategies to ensure the management of financial business risk;
- iii) All risk and control related disclosure statements (in particular the Governance Statement) together with any accompanying Head of Internal Audit statement external audit opinion or other appropriate independent assurances, prior to endorsement by the CCG governing body;
- iv) The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- v) The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Protect.

b) In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions.

It will also seek reports and assurances from the CCG's committees, GP Member Practices, the CCG and CSU Officers as appropriate, concentrating on the over-arching systems of integrated governance, the management of risk and internal control, together with indicators of their effectiveness. The Committee may also request specific reports from individuals within the CCG as appropriate. This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

### **Internal Audit**

a) The Committee shall:

- i) Ensure that there is an effective internal audit function that meets the *Public Sector Internal Audit Standards, 2013* and provides appropriate independent assurance to the Committee and the CCG governing body;
- ii) Consider the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;
- iii) Review and approve the Internal Audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the CCG;
- iv) Consider the major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
- v) Ensure that the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
- vi) Annually review the effectiveness of internal audit.

### **External Audit**

a) The Committee shall:

- i) Review the work and findings of the appointed External Auditors and consider the implications and management's responses to their work;
- ii) Consider the appointment and performance of the External Auditor, as far as the rules governing the appointment permit;
- iii) Discuss and agree with the External Auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan;
- iv) Discuss with the External Auditors their local evaluation of audit risks and assessment of the CCG and associated impact on the audit fee;
- iv) Review all External Audit reports including agreement of the annual audit letters before submission to the CCG governing body and any work carried outside the annual audit plan, together with the appropriateness of management responses.

### **Financial Reporting**

a) The Committee shall review the Annual Report and Financial Statements for the CCG, to be considered as a separate agenda item before submission to NHS England focusing particularly on:

- i) The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- ii) Changes in, and compliance with, accounting policies and practices;
- iii) Unadjusted mis-statements in the financial statements;
- iv) Major judgemental areas in preparation of the financial statements;
- v) Significant adjustments resulting from the audit;
- vi) Letters of representation;
- vii) Explanations for significant variances.

b) Additionally the Committee shall be assured that arrangements are in place for the CCG's Annual General Meeting where the Annual Report and Annual Accounts are officially endorsed. The Committee shall also be assured of the publication of the Annual Report and Annual Accounts on the CCG website.

### **Whistle Blowing**

The Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

### **Counter Fraud**

The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud and security that meet NHS Protect standards and shall review the outcomes of work in these areas.

### **Relationship with the CCG Governing Body**

The Committee is responsible for providing assurance to the CCG's Governing Body for all areas under its responsibility and the minutes of the Committee will be reported to the CCG's Governing Body.

### **Policy and Best Practice**

The Committee will apply best practice in decision making processes and will have full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

## **4. DECISION MAKING AND REPORTING**

The Committee will provide assurance to and challenge on behalf of the Governing Body on the monitoring and improvement of all aspects of the effective system of governance, risk management and internal control, across the CCG activities that support the achievement of organisational objectives.

### **Reporting arrangements:-**

The Committee is a formal sub-committee of the Governing Body. The agreed minutes of the Committee meetings will be submitted to the Governing Body and will receive an annual report on the effectiveness of the Committee's work.

## **5. MEMBERSHIP**

The Committee shall be appointed by the CCG Governing Body, as set out in the CCG constitution and may include individuals who are not on the Governing Body of the CCG.

The Committee shall comprise at least three lay members, who have responsibility for governance from the Governing Body. Whilst not mandatory the Governing Body Clinical Chair will be invited to attend meetings of the Committee to review the annual accounts, but shall not be a member of the

Performance and or their Deputy of the CCG will be invited to attend meetings of the Committee, as and when required by the Committee, but shall not be a member of the Committee.

The Clinical Chief Officer will be invited to attend meetings of the Committee as and when required by the Committee.

### **CHAIR AND VICE CHAIR**

The Committee shall nominate a Chair from among the three lay members with responsibility for governance. The Chair will also adopt the role of Conflict of Interest Guardian as required by revised Statutory Guidance on Managing Conflicts of Interest for CCG's, April 2016.

The Committee shall appoint a Vice Chair, from among the two lay members with responsibility for governance, who shall be responsible for substituting for the Chair of the Committee when required.

The responsibility of the Chair of the Committee is to ensure that they take the summary of the key decisions, recommendations and points highlighted to the Governing Body.

## **6. QUORACY AND VOTING**

For the Committee to be quorate there must at least be in attendance the Chair or Vice Chair of the Committee and at least one representative (or their identified deputy lay member) from the CCG.

For avoidance of doubt, all three lay members can vote to approve the Financial Accounts for the CCG. In the event of a tied vote, the Chair shall have a second and casting vote.

If the meeting is not quorate, the Chair will circulate the proposed decision or action and seek e-mail confirmation from the appropriate lay members who could not be present.

## **7. MEETING FREQUENCY AND CONDUCT**

The Committee shall meet at least four times per annum and at such other times as the Chair requires.

At least once a year the Committee should meet privately with the external and internal auditors.

### **Conduct of the meeting**

The meeting agenda will include a set of standing items pertaining to the business of the Committee with separate audit items relating to the CCG internal / external audit findings; and confirmation of Auditor, where appropriate. The meeting will be coordinated by the Director of Finance and Finance team. The agenda will be agreed by the Chair of the Audit

Committee. Meeting papers including agenda, minutes and reports will be sent to Audit Committee members at least 7 days prior to the meeting.

The meeting will conduct its business in accordance with relevant national guidance and codes of conduct and will adopt good governance practice.

The Committee will review the Audit Committee's own performance, membership and terms of reference annually, using the HFMA "Self-Assessment Checklists" proposals for any changes will be made to the CCG governing body and notified to the CCG Council of Members.

The agreed minutes of Committee meetings will be formally recorded and submitted to the CCG Governing Body. The Committee will submit an annual report to the CCG Governing Body at the end of each financial year summarising achievement against its agreed work plan.

## **8. REVIEW DATE**

The Audit Committee Terms of Reference will be reviewed on an annual basis; any changes to the Terms of Reference will be submitted to CCG Governing Body for approval.

Approved May 2018

## Appendix 6

# Remuneration Committee

### 1.0 PURPOSE OF THE COMMITTEE

The Remuneration Committee supports good governance in the CCG on remuneration matters set out in Objectives and Duties below.

The Remuneration Committee will make recommendations to the Governing Body about the framework for the Remuneration, Allowances and Terms of Service for those people within the scope of the Committee.

The Committee will apply best practice and uphold good governance in decision making processes:

- It will comply with disclosure requirements for remuneration.
- It will have full authority to seek independent advice about remuneration for individuals, to help it fulfil its obligations.
- It will ensure decisions are based on clear and transparent criteria.
- It will take account of prevailing national guidance in coming to its decisions

### 2.0 ACCOUNTABILITY

Remuneration Committee will be accountable to the CCG's Governing Body.

### 3.0 OBJECTIVES

The Committee is responsible for advising the CCG's Governing Body on the framework for the Remuneration, Allowances and Terms of Service for staff on very senior manager contract terms (including fixed term or interim/agency staff filling these roles), other Governing Body members (except for lay members, which is a matter for the Accountable Officer and CCG Chair, taking account of any prevailing national guidance) and other clinical lead roles. This should include:

- all aspects of salary, including performance related elements or bonuses and determination of Recruitment and Retention premia
- provision of other benefits
- allowances under any pension schemes they might establish as an alternative to the NHS pension scheme.
- arrangements for termination of employment and variation of other contractual terms.

It is responsible for:

- making recommendations to ensure effective oversight of the performance of the CCG Chair, Accountable Officer, and other staff on very senior manager contracts
- scrutiny of redundancy and other severance payments for all staff

The work of the Committee will take proper regard of the CCG circumstances and performance and of any appropriate national arrangements in place.

The Duties are as follows:

- Meet twice a year, note measurable performance objectives for the CCG Chair and Accountable Officer, which are compatible with the strategic objectives of the CCG and are consistent with local and national priorities.
- Monitor the CCG Chair and Accountable Officer assessments of performance of senior posts based on measures of individual and corporate targets.

- Agree any pay policy and payment framework for employees not covered by the nationally negotiated Agenda for Change Terms and Conditions, notwithstanding provisions to mirror the implementation of national agreements.
- Ensure proper scrutiny of business cases and calculation of termination payments relating to staff employed substantively whose contract is being terminated on the grounds of redundancy or any other non-contractual arrangement.
- Approve non-contractual payments to staff such as bonus payments to ensure probity and value for money.
- Be advised by the Human Resources function on HR matters.
- Be advised by the Director of Finance on relevant financial matters.
- Ensure that remuneration packages and policy are such as to enable people of suitable calibre to be recruited, retained and motivated – within levels of affordability.
- Have proper regard to the organisation's circumstances and performance and to the provisions of any national arrangements where appropriate.
- Keep full minutes of its meetings, recording deliberations and conclusions.

#### **4.0 MEMBERSHIP**

The Committee shall comprise of three lay members, one of whom will be the Chair of the committee, with one of the others being a deputy chair.

The Lay Member for Public & Patient Involvement may deputise for the Lay member for governance in the event that the governance lay member is unable to attend the meeting.

Other individuals such as the Clinical Chief Officer, Director of Finance, HR Officer and other external advisers may be invited to attend for all or part of any meeting, as appropriate, however no officer shall be in attendance for discussions about his/her own remuneration and terms of service.

#### **Responsibilities of Members**

In addition to contributing to the delivery of the responsibilities outlined above individual members of the Committee are responsible for declaring and managing conflicts of interests. Members also have a corporate responsibility to recognise and respect boundaries and ensure that information received by virtue of being a Committee member is managed appropriately within those boundaries.

#### **5.0 MEETING FREQUENCY**

The Committee shall meet twice per annum and at such other times as the Committee shall determine.

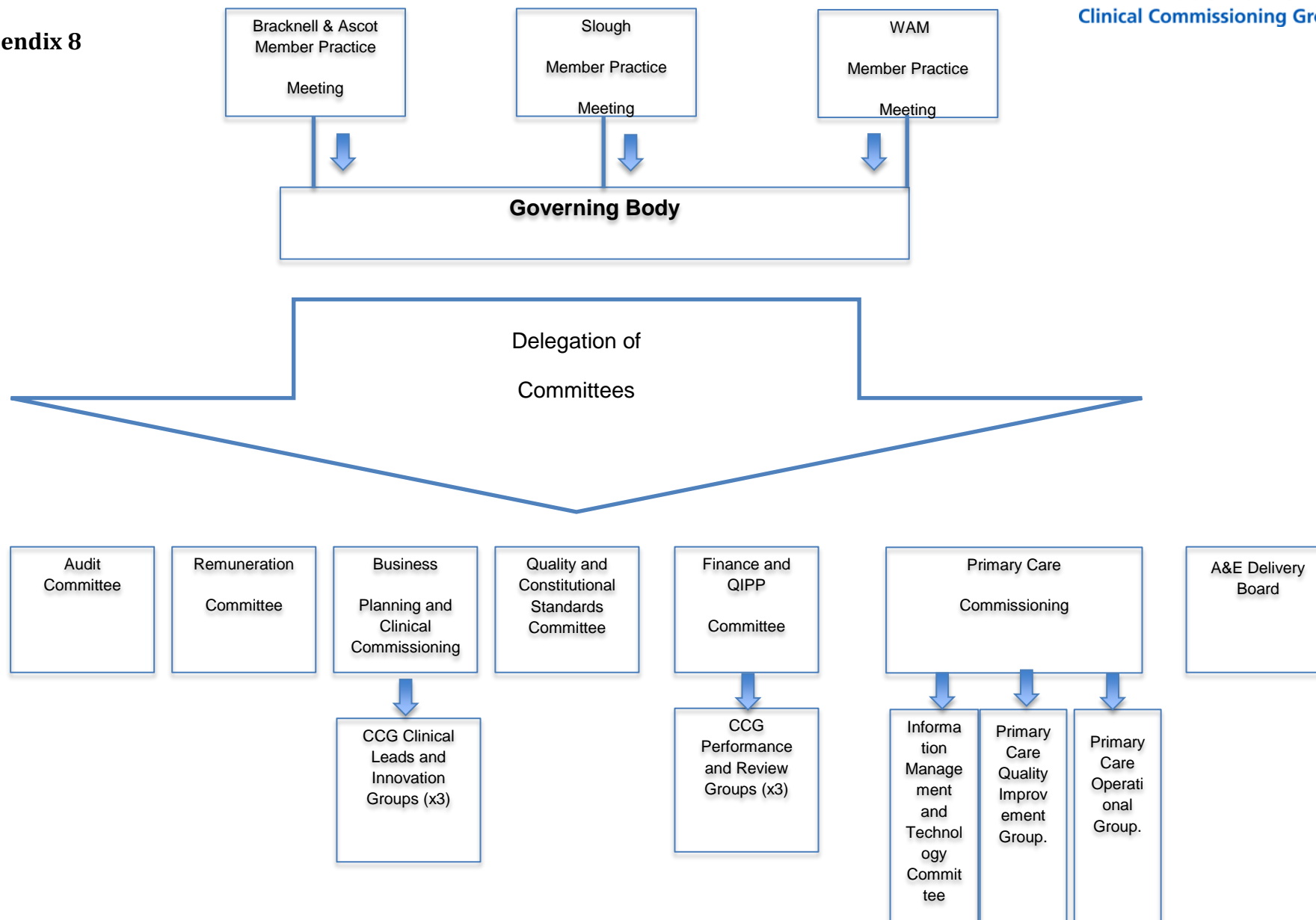
Urgent matters relating to the responsibilities of the Committee should be discussed with the Chair or Deputy Chair to determine whether the matters can be agreed by "Chairs Actions" or whether an urgent meeting of the Committee needs to be called.

#### **6.0 QUORACY & VOTING**

For the Committee to be quorate there must be in attendance at least two lay members.

At all times the Committee will seek to reach a consensus. Where this is not possible and a vote is required, each member will have a single vote and decisions will be carried on a 66% majority (2 out of 3 CCG lay members for in agreement). If only two lay members are present and a vote is tied, the Chair will have a casting vote.

**Appendix 8**







**East Berkshire**  
Clinical Commissioning Group