



Wirral Clinical Commissioning Group

NHS WIRRAL CLINICAL COMMISSIONING GROUP

CONSTITUTION FINAL

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FOREWORD

The Health and Social Care Act (2012) proposes to give General Practice Clinical Commissioning Groups responsibility for improving the population's health and the power to do this by moving commissioning and resource allocation decisions as close to the patient as possible. NHS Wirral Clinical Commissioning Group (CCG) has been established in accordance with the Health and Social Care Act (2012) and is made up of local GP practices serving a population of around 330,000 across the Wirral.

Clinical Commissioning Groups are different from any other predecessor NHS organisation. It is the GP practices within Wirral that make up the membership of our organisation, which has a key role in the responsibility to deliver the best possible outcomes for the local population.

This constitution sets out the arrangements made by the CCG to meet its responsibilities for commissioning care for the people to whom it is accountable. It describes the governing principles, rules and procedures that the CCG will establish to ensure probity and accountability in the day to day running of the clinical commissioning Group; to ensure that decisions are taken in an open and transparent way and that the interests of patients and the public remain central to its commissioning decisions.

The Constitution applies to all of the member practices; the Group's employees, individuals working on behalf of the Group and to anyone who is a member of the Group's Governing Body (including the Governing Body's committees). These people are responsible for knowing, complying with and upholding the arrangements for the governance and operation of the Group as described in this constitution.

We plan to build on those things we have learnt and value from the past and to work with our partners on the significant challenges we face. In doing this we will ensure that the views of clinicians, local people and partner agencies inform all that we do. Real partnership will form an important part of how we deliver on our vision to:

“Improve health and reduce disease, by working with patients, public and partners, tackling health inequalities and helping people to take care of themselves.”

INTRODUCTION AND COMMENCEMENT

1.1. Name

- 1.1.1. The name of this Clinical Commissioning Group is NHS Wirral Clinical Commissioning Group hereinafter referred to as the Group.

1.2. Statutory Framework

- 1.2.1. Clinical Commissioning Groups are established under the Health and Social Care Act 2012 (“the 2012 Act”).¹ They are statutory bodies which have the function of commissioning services for the purposes of the health service in England and are treated as NHS bodies for the purposes of the National Health Service Act 2006 (“the 2006 Act”).² The duties of clinical commissioning Groups to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act, and the regulations made under that provision.³

- 1.2.2. The NHS Commissioning Board (hereafter referred to as NHS England) is responsible for determining applications from prospective Groups to be established as clinical commissioning Groups⁴ and undertakes an annual assessment of each established Group.⁵ It has powers to intervene in a clinical commissioning Group where it is satisfied that a 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.⁶

- 1.2.3. Clinical commissioning Groups are clinically led membership organisations made up of general practices. The members of the clinical commissioning Group are responsible for determining the governing arrangements for their organisations, which they are required to set out in a constitution.⁷

1.3. Status of this Constitution

- 1.3.1. This constitution is made between the members of NHS Wirral Clinical Commissioning Group and has effect from 1st April 2013, when NHS England established the Group.⁸ The constitution will be published on the Group’s website at www.wirralccg.nhs.uk

- 1.3.2. Hard copies are available upon request for inspection from CCG headquarters Old Market House, Hamilton St, Birkenhead. CH41 5AL and all GP surgeries in Wirral. The document is available in other languages and formats if required as detailed in the publication policy.

¹ See section 1I of the 2006 Act, inserted by section 10 of the 2012 Act

² See section 275 of the 2006 Act, as amended by paragraph 140(2)(c) of Schedule 4 of the 2012 Act

³ Duties of clinical commissioning Groups to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act

⁴ See section 14C of the 2006 Act, inserted by section 25 of the 2012 Act

⁵ See section 14Z16 of the 2006 Act, inserted by section 26 of the 2012 Act

⁶ See sections 14Z21 and 14Z22 of the 2006 Act, inserted by section 26 of the 2012 Act

⁷ See in particular sections 14L, 14M, 14N and 14O of the 2006 Act, inserted by section 25 of the 2012 Act and Part 1 of Schedule 1A to the 2006 Act, inserted by Schedule 2 to the 2012 Act and any regulations issued

⁸ See section 14D of the 2006 Act, inserted by section 25 of the 2012 Act

1.4. Amendment and Variation of this Constitution

1.4.1. This constitution can only be varied in two circumstances.⁹

- a) where the Group applies to NHS England and that application is granted;
- b) where in the circumstances set out in legislation NHS England varies the Group's constitution other than on application by the Group

2. AREA COVERED

2.1. The geographical area covered by NHS Wirral Clinical Commissioning Group is the Borough of Wirral.

3. MEMBERSHIP

3.1. Membership of the Clinical Commissioning Group

3.1.1. The following practices comprise the members of NHS Wirral Clinical Commissioning Group:

PRACTICE	ADDRESS
Allport Surgery N85003	43 Bridle Road, Bromborough, CH62 6EE
Blackheath Medical Centre N85648	76 Reeds Lane, Leasowe CH46 1SG
Cavendish Medical Centre N85017	Birkenhead Medical Building, 31 Laird Street, Birkenhead, Wirral CH41 8DB
Central Park Medical Centre N85027	Victoria Central Health Centre, Mill Lane Wallasey CH44 5UF
Church Road Medical Practice N85633	Higher Bebington Health Centre, 25 Brackenwood Road, Higher Bebington, Wirral CH63 2LR
Civic Medical Centre N85006	Civic Way, Bebington, Wirral, CH63 7RX
Commonfield Road Surgery N85009	156 Commonfield Road, Woodchurch, Wirral CH49 7LP
Devaney Medical Centre N85015	40 Balls Road, Oxtton, Birkenhead, Wirral CH43 5RE
Eastham Group Practice N85005	Tree Tops Primary Health Care Centre, 47 Bridle Road, Bromborough, CH62 6EE
Egremont Medical Centre N85629	9 King Street, Wallasey CH44 8AT
Field Road Health Centre N85053	Field Road, Wallasey CH45 5BG
Gladstone Medical Centre	241-243 Old Chester Road,

⁹ See sections 14E and 14F of the 2006 Act, inserted by section 25 of the 2012 Act and any regulations issued

PRACTICE	ADDRESS
N85031	Birkenhead, Wirral, CH42 3TD
Greasby Group Practice N85032	Greasby Primary Care Centre, Greasby Road, Greasby, CH49 3AT
Grove Road Surgery N85052	71 Grove Road, Wallasey CH45 3HF
Hamilton Medical Centre N85021	86 Market Street, Birkenhead, Wirral CH41 6HB
Heatherlands Medical Centre N85037	New Hey Road, Woodchurch, Wirral, CH49 9DA
Heswall & Pensby Group Practice N85007	270 Telegraph Road, Heswall, CH60 7SG
Holmlands Medical Centre N85022	16 – 20 Holmlands Drive, Oxton, Wirral CH43 0TX
Hoylake & Meols Medical Centre N85059	Warwick House, Station Approach, Meols, CH47 8XA
Hoylake Road Medical Centre N85046	314 Hoylake Road, Moreton, Wirral CH46 6DE
Kings Lane Medical Practice N85054	Higher Bebington Health Centre, 25 Brackenwood Road, Higher Bebington, Wirral CH63 2LR
Leasowe Medical Centre N85640	Hudson Road, Leasowe, CH46 2QQ
Liscard Group Practice N85616	Victoria Central Health Centre, Mill Lane Wallasey CH44 5UF
Manor Health Centre N85023	Liscard Village Wallasey CH45 4JG
Marine Lake Medical Practice N85002	The Concourse, Grange Road, West Kirby, CH48 4HZ
Miriam Primary Care Group N85625	Birkenhead Medical Building, 31 Laird Street Birkenhead, Wirral CH41 8DB
Moreton Cross Group Practice N85028	Pasture Road Health Centre, Pasture Road, Moreton, Wirral CH46 8SA
Moreton Health Clinic N85040	8 – 14 Chadwick Street Moreton, Wirral CH46 7XA
Moreton Medical Centre N85048	27 Upton Road, Moreton, Wirral CH46 0PE
Parkfield Medical Centre (O) N85034	Sefton Road, New Ferry, Wirral CH62 5HS
Paxton Medical Centre N85044	161 Park Road North, Claughton Birkenhead Wirral CH41 0DD
Prenton Medical Centre N85643	516 – 518 Woodchurch Road, Prenton, Wirral CH43 0TS
Riverside Surgery	525 New Chester Road, Birkenhead,

PRACTICE	ADDRESS
N85016	Wirral, CH42 2AG
Silverdale Medical Centre N85058	Mount Avenue, Heswall, CH60 4RH
Somerville Medical Centre N85024	69 Gorse Lane Wallasey CH44 4AA
Spital Surgery N85617	1 Lancelyn Court Precinct, Spital Road Bebington, Wirral, CH63 9JP
St Catherine's Surgery N85020	1 st & 2 nd Floor, Wing 4 St Catherines Health Centre Church Road Tranmere CH42 0LQ
St George's Medical Centre N85012	Field Road Wallasey CH45 5LN
St Hilary Group Practice N85025	Broadway Wallasey Wirral, CH45 3NA
Sunlight Group Practice N85051	Sefton Road New Ferry Wirral CH62 5HS
Teehey Lane Medical Centre N85057	66/68 Teehey Lane, Bebington, CH63 2JN
TG Medical Centre N85001	56-60 Grange Road, West Kirby, CH48 4EG
The Orchard Surgery N85047	Bromborough Village Road, Bromborough, Wirral, CH62 7EU
The Village Medical Centre N85620	27 Grove Road, Wallasey CH45 3HE
Townfield Health Centre N85014	Townfield Close, Prenton, Wirral CH43 9JW
Upton Group Practice N85013	32 Ford Road, Upton, Wirral CH49 0TF
Victoria Park Practice N85020	2 nd Floor, Wing 4 St Catherine's Health Centre Church Road, Birkenhead, CH42 0LQ
Villa Medical Centre N85018	Roman Road, Prenton, Wirral CH43 3DB
Vittoria Medical Centre (E) N85038	Vittoria Street, Birkenhead, Wirral, CH41 3RH
Vittoria Medical Centre (K) N85634	Vittoria Street, Birkenhead, Wirral, CH41 3RH
West Wirral Group Practice N85008	The Warrens Medical Centre Arrowe Park Road Upton, Wirral, CH49 5PL
Whetstone Medical Centre N85019	44 Whetstone Lane, Birkenhead, Wirral CH41 2TF
Woodchurch Medical Centre Y02162	33-35 Poolwood Road, Woodchurch, Wirral CH49 9BP

PRACTICE	ADDRESS

Member practices form part of the Membership Council, a forum whereby member practices can come together to discuss and inform key commissioning issues. The principles behind the Members Council meeting are:

- To work effectively with GPs, including sessional and locum GPs, with other practice staff, to feed the practices views into commissioning decisions.
- To build positive relationships with Governing Body members and member practices
- To give voice to member practices by ensuring members are engaged, informed and empowered to participate.
- To seek advice and views of practice members of NHS Wirral CCG
- To represent practices views and act on behalf of practices
- To facilitate communication between members and the CCG Governing body and Clinical Senate both ways.
- To help shape the culture of NHS Wirral CCG
- To drive forward improvements in the services for patients, carers, communities

3.1.2. Appendix B of this constitution contains the list of practices, together with the signatures of the practice representatives confirming their agreement to this constitution.

3.2. Eligibility

3.2.1. Providers of primary medical services under any of the following arrangements will be eligible to apply for membership of this Group:

The arrangements are:

- a) a general medical services contract to provide primary medical services of a prescribed description
- b) arrangements under section 83(2) for the provision of primary medical services of a prescribed description
- c) section 92 arrangements for the provision of primary medical services of a prescribed description

4. MISSION, VALUES AND AIMS

The Mission, Values and aims have been developed by the CCG following consultation from members' practices, stakeholders, public and patients.

Mission and Vision

4.1.1. The mission of NHS Wirral Clinical Commissioning Group is:

“Your Partner in a Healthier Future for All”

4.1.2. The vision of NHS Wirral Clinical Commissioning Group is:

NHS Wirral Clinical Commissioning Group's Constitution

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“Wirral CCG commits to improve health and reduce disease, by working with patients, public and partners, tackling health inequalities and helping people to take care of themselves.”

4.1.3. The Group will promote good governance and proper stewardship of public resources in pursuance of its goals and in meeting its statutory duties.

4.2. Values

4.2.1. Good corporate governance arrangements are critical to achieving the Group’s objectives. The values that lie at the heart of the Group’s work are:

- a) Caring, fair and responsible
- b) Safe and trusted
- c) Person-centred

4.3. Aims

The aims of the Group are to:

- work with the public and patients to promote self-care by involving and including them in all decisions made about them
- reduce waste, inefficiencies and duplication within the patient journey and between partners
- work in collaboration with our patients, partners, and all stakeholders to deliver needs based healthcare of the highest quality to our diverse population

4.4. Principles of Good Governance

4.4.1. In accordance with section 14L(2)(b) of the 2006 Act,¹⁰ the Group will at all times observe “such generally accepted principles of good governance” in the way it conducts its business. These include:

- a) the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;
- b) *The Good Governance Standard for Public Services*;¹¹
- c) the standards of behaviour published by the *Committee on Standards in Public Life (1995)* known as the ‘Nolan Principles’¹²
- d) the seven key principles of the *NHS Constitution*;¹³
- e) the Equality Act 2010¹⁴
- f) Standards for Members of NHS Bodies and Governing Bodies in England¹⁵

¹⁰ Inserted by section 25 of the 2012 Act

¹¹ *The Good Governance Standard for Public Services*, The Independent Commission on Good Governance in Public Services, Office of Public Management (OPM) and The Chartered Institute of Public Finance & Accountability (CIPFA), 2004

¹² See Appendix F

¹³ See Appendix G

¹⁴ See <http://www.legislation.gov.uk/ukpga/2010/15/contents>

¹⁵ *Standards for Members of NHS Bodies and Governing Bodies in England*, Council for Healthcare Regulatory Excellence 2012

4.5. Accountability

4.5.1. The Group will demonstrate its accountability to its members, local people, stakeholders and NHS England in a number of ways, including by:

- a) engaging with stakeholders to develop its constitution, which will then be published on its website;
- b) appointing independent lay members and non GP clinicians to its Governing Body;
- c) holding meetings of its Governing Body in public (except where the Group considers that it would not be in the public interest in relation to all or part of a meeting);
- d) publishing annually a commissioning plan;
- e) complying with local authority health overview and scrutiny requirements;
- f) meeting annually in public to present and subsequently publish its annual report;
- g) producing annual accounts in respect of each financial year which must be externally audited;
- h) having a published and clear complaints process;
- i) complying with the Freedom of Information Act 2000;
- j) providing information to NHS England as required

4.5.2. In addition to these statutory requirements, the Group will demonstrate its accountability by:

- a) publishing its principal commissioning and operational policies;
- b) developing a communications and engagement strategy setting out how it will identify and reach its stakeholders;
- c) complying fully with the statutory requirements for internal and external audit, and with the recommendations of any audits undertaken and where appropriate to do so, publish its remuneration details as part of its annual report;
- d) having a published and clear process for management of Serious Incidents;

4.5.3. The Governing Body of the Group will throughout each year have an on-going role in reviewing the Group's governance arrangements to ensure that the Group continues to reflect the principles of good governance.

5. FUNCTIONS AND GENERAL DUTIES

5.1. Functions

5.1.1. The functions that the Group is responsible for exercising are largely set out in the 2006 Act, as amended by the 2012 Act. An outline of these appears in the Department of Health's *Functions of clinical commissioning Groups: a working document*. They relate to:

- a) commissioning certain health services (where NHS England is not under a duty to do so) that meet the reasonable needs of:
 - i) all people registered with member GP practices, and
 - ii) people who are usually resident within the area and are not registered with a member of any clinical commissioning Group;
- b) commissioning emergency care for anyone present in the Group's area;
- c) paying its employees' remuneration, fees and allowances in accordance with the determinations made by its Governing Body and determining any other terms and conditions of service of the Group's employees;
- d) determining the remuneration and travelling or other allowances of members of its Governing Body

In discharging its functions the Group will:

- e) act¹⁶, when exercising its functions to commission health services, with the discharge by the Secretary of State and NHS England of their duty to ***promote a comprehensive health service***¹⁷ and with the objectives and requirements placed on NHS England through the mandate¹⁸ published by the Secretary of State before the start of each financial year by:
 - i) delegating responsibility for the discharge the CCG's functions to the Governing Body
 - ii) making provision within commissioning plans to prevent ill health and fund comprehensive healthcare for those patients for the Group is responsible
 - iii) having robust processes in place to enable the CCG Governing Body to monitor progress against agreed plans
- f) ***meet the public sector equality duty***¹⁹ by:
 - i) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
 - ii) delegating responsibility for the oversight of equality work to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
 - iii) publishing an annual report detailing performance to demonstrate compliance against the requirements of the Equality Act 2010

¹⁶ See section 3(1F) of the 2006 Act, inserted by section 13 of the 2012 Act

¹⁷ See section 1 of the 2006 Act, as amended by section 1 of the 2012 Act

¹⁸ See section 13A of the 2006 Act, inserted by section 23 of the 2012 Act

¹⁹ See section 149 of the Equality Act 2010, as amended by paragraphs 184 and 186 of Schedule 5 of the 2012 Act

- iv) preparing and publishing specific and measurable equality objectives, which will be monitored by the Governing Body, and will be revised at least every four years
- v) holding providers to account through CCG monitoring mechanisms against their duty to meet the requirements of the Equality Act 2010
- vi) adoption of the Equality Delivery System toolkit to support:
 - eliminating unlawful discrimination, harassment and victimisation and other conduct prohibited by the 2010 Act
 - advancing equality of opportunity between people who share a protected characteristic (as identified in the 2010 Act) and those who do not
 - fostering good relations between people who share a protected characteristic and those who do not
- g) work in partnership with its local authority to develop **joint strategic needs assessments**²⁰ and **joint health and wellbeing strategies**²¹ by:
 - i) nominating the Chair of the Governing Body and Accountable Officer as members of the local Health and Wellbeing Board, on behalf of the CCG
 - ii) promoting the integration of health services with health-related and social care services through:
 - ensuring that responsibilities are appropriately discharged through the Health and Wellbeing Board, as specified within its terms of reference
 - establish lines of reporting between the Governing Body of the CCG and the Health and Wellbeing Board
 - overseeing the development of mechanisms to accurately profile and assess health need
 - effective partnership working, collaborative contracting and support for providers across the health economy

5.2. General Duties - in discharging its functions the Group will:

- 5.2.1.** Make arrangements to **secure public involvement** in the planning, development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements²² by:

²⁰ See section 116 of the Local Government and Public Involvement in Health Act 2007, as amended by section 192 of the 2012 Act

²¹ See section 116A of the Local Government and Public Involvement in Health Act 2007, as inserted by section 191 of the 2012 Act

²² See section 14Z2 of the 2006 Act, inserted by section 26 of the 2012 Act

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of public involvement work to a CCG Governing Body member and a requirement for this member to report on the delivery of this duty
- c) setting out our communications and engagement plans through a strategy, to be aligned to its commissioning intentions, to be updated on an annual basis
- d) making provision within the Membership of the Governing Body for a lay representative, the full role of which will be outlined within the Governing Body terms of reference, but which will have specific responsibility for ensuring that the voice of the patient is represented at the highest level of decision-making
- e) holding meetings of its Governing Body in public
- f) working in partnership with patients and the local community to secure the best care for them
- g) adapting engagement activities to meet the specific needs of the different patient groups and communities
- h) publishing information about health services on the Group's website and through other media
- i) encouraging feedback and putting in place a clear mechanism for providing and acting on feedback in relation to commissioning decisions taken by the Governing Body

5.2.2. *Promote awareness of, and act with a view to securing that health services are provided in a way that promotes awareness of, and have regard to the NHS Constitution*²³ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of this duty to a CCG Governing Body member and a requirement for this member to report on the delivery of this duty
- c) Ensuring the CCG policies, strategies and plans recognise and reflect this duty

5.2.3. Act *effectively, efficiently and economically*²⁴ by:

- a) empowering the Chief Financial Officer with responsibility for ensuring that the Group meets its statutory financial duties in full

²³ See section 14P of the 2006 Act, inserted by section 26 of the 2012 Act and section 2 of the Health Act 2009 (as amended by 2012 Act)

²⁴ See section 14Q of the 2006 Act, inserted by section 26 of the 2012 Act

- b) developing a programme of internal and external audit, overseen by the Chief Financial Officer and monitored by the Audit Committee
- c) monitoring the achievement of overall CCG financial balance through the Quality, Performance and Finance Committee
- d) holding providers to account on the clinical effectiveness of services delivered, through the Quality, Performance and Finance Committee
- e) publishing an annual commissioning plan that clearly outlines how the CCG will achieve the required minimum efficiency savings,
- f) identifying clear lines of delegated responsibility for achievement of Quality, Innovation, Productivity and Prevention (QIPP), through the CCG governance structure

5.2.4. Act with a view to ***securing continuous improvement to the quality of services***²⁵ by:

- a) delegating responsibility for the oversight of this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) discharging responsibility through the Clinical Senate to nominated clinical leads to ensure the continuous improvement of quality of services in their identified clinical lead area
- c) Ensuring the CCG's commissioning policies, strategies and plans recognise and reflect this duty
- d) holding providers to account on delivery of agreed CQUIN schemes through contract management monitored by the Quality, Performance and Finance Committee
- e) Publishing an Assurance Framework which will be the primary mechanism through which the CCG, its officers and committees will identify, mitigate and manage risk in relation to commissioned providers

5.2.5. Assist and support NHS England in relation to the Board's duty to ***improve the quality of primary medical services***²⁶ by:

- a) delegating the responsibility for a programme of general practice peer review and support to the Governing Body, to be reported and monitored through the Quality, Performance and Finance Committee
- b) delegating the responsibility for undertaking an annual schedule of practice visits to the Director of Commissioning and Transformation, which will facilitate discussion on and review of a range of primary care and commissioning issues, and provide a mechanism for highlighting and reporting any areas where further support may be appropriate
- c) developing and maintaining close links with primary care stakeholder Groups, including the Local Medical Committee and local Practice Nurse Association

²⁵ See section 14R of the 2006 Act, inserted by section 26 of the 2012 Act

²⁶ See section 14S of the 2006 Act, inserted by section 26 of the 2012 Act

- d) providing clear guidance to patients on the mechanism for providing feedback and complaints in relation to primary medical services
- e) working closely with NHS England and agreeing a mechanism for reporting issues relating to any medical performer to the Quality, Performance and Finance Committee

Assist and support NHS England in relation to the NHS England's duty to ***improve the quality of specialist services by:***

- a) Working collaboratively in the undertaking of any local consultation and engagement events with neighbouring CCGs and the NHS England.
- b) Undertaking patient experience surveys as required in supporting the NHS England

5.2.6. Have regard to the need to ***reduce inequalities***²⁷ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of this duty to a CCG Governing Body member and a requirement for this member to report on the delivery of this duty
- c) developing commissioning intentions that are aligned to the needs of the population, as identified by the Joint Strategic Needs Assessment and Health and Wellbeing plan
- d) jointly developing a strategy with the Local Authority with clear targets and outcomes in relation to a reduction in health inequalities, the delivery and impact of which will be monitored through the Health and Wellbeing Board
- e) holding commissioned providers to account, through their contracts, against their plan to improve access for all sections of the population, through identifying and eliminating barriers to access, and monitoring compliance with these contractual requirements through the Quality, Performance and Finance Committee and identified contract monitoring mechanisms

5.2.7. ***Promote the involvement of patients, their carers and representatives in decisions about their healthcare***²⁸ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of involvement work to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
- c) delegating responsibility for promoting the involvement of patients, their carers and representatives in decisions about their healthcare to the

²⁷ See section 14T of the 2006 Act, inserted by section 26 of the 2012 Act

²⁸ See section 14U of the 2006 Act, inserted by section 26 of the 2012 Act

Governing Body through the development of patient councils/forums and other patient engagement processes.

- d) Involving patients, their carers and representatives in service redesign work.
- e) developing a strategy to ensure full compliance with the requirements in relation to patients and carers highlighted within the NHS Operating Framework, to be monitored within the commissioning plan of the Governing Body and of the commissioning divisions
- f) holding commissioned providers to account, through their contracts, on their plans to involve patients, their carers and representatives in decisions about their healthcare, and to develop mechanisms for evaluating the extent to which these Groups consider that they have been involved in decisions about their healthcare
- g) monitoring providers' compliance with these contractual requirements through the Quality, Performance and Finance Committee, and through routine contract monitoring mechanisms

5.2.8. Act with a view to ***enabling patients to make choices***²⁹ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of involvement work to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
- c) ensuring that the commissioning strategies of the CCG support patient choice
- d) the adoption of the full range of contract procurement options to facilitate patient choice for appropriate services unless it considers that it is inappropriate to do so
- e) publishing sufficient information to ensure that patients are aware of the full range of options available in relation to health and social care providers, and that any choice made is an informed choice
- f) providing sufficient information to Member Practices to enable clinicians to support patients in decision-making
- g) monitoring of the delivery of this duty will be carried out by CCG staff and reported on through the Quality, Performance and Finance Committee

5.2.9. ***Obtain appropriate advice***³⁰ from persons who, taken together, have a broad range of professional expertise in healthcare and public health by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty

²⁹ See section 14V of the 2006 Act, inserted by section 26 of the 2012 Act

³⁰ See section 14W of the 2006 Act, inserted by section 26 of the 2012 Act

- b) delegating responsibility to its to Governing Body and all formal committees ensuring that a range of professionals are involved in all levels of decision-making, through the Terms of Reference of the CCG Governing Body
- c) securing through the Service Level Agreement (SLA) expertise and advice
- d) using the Clinical Senate structure as the framework for facilitating clinical debate and decision-making
- e) monitoring of the delivery of this duty will be carried out by CCG staff reporting through the committee structures

5.2.10. *Promote innovation*³¹ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of promoting innovation to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
- c) ensuring that the commissioning strategies of the CCG demonstrate innovative practice wherever appropriate, making use of recognised published best practice and case studies
- d) promotion and disseminating good practice e.g. membership of organisations which support the dissemination of good practice
- e) monitoring of the delivery of this duty will be carried out by the CCG staff reporting through the committee structures

5.2.11. *Promote research and the use of research*³² by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of promoting research to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
- c) Membership of the Local Research Network Board
- d) To report on progress through the Quality, Performance and Finance Committee to the Governing Body

5.2.12. Have regard to the need to *promote education and training*³³ for persons who are employed, or who are considering becoming employed, in an activity which involves or is connected with the provision of services as part of the health

³¹ See section 14X of the 2006 Act, inserted by section 26 of the 2012 Act

³² See section 14Y of the 2006 Act, inserted by section 26 of the 2012 Act

³³ See section 14Z of the 2006 Act, inserted by section 26 of the 2012 Act

service in England so as to assist the Secretary of State for Health in the discharge of his related duty³⁴ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of promoting education and training within Member Practices to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
- c) working collaboratively with the Local Authority and the NHS England Local Area Team to secure appropriate training for member practices
- d) setting out a plan for ensuring access to, and monitoring the uptake of, education and training, for staff employed by or working on behalf of the CCG through the Organisational Development plan
- e) delegating responsibility to the Director of Commissioning and Transformation to support the education and training of staff working within the member practices for delivery of healthcare services that will directly support the commissioning intentions of the CCG as detailed in the standing orders/scheme of reservation and delegation
- f) utilising the Clinical Senate structure to identify and address any education and training needs to support the delivery of the CCG commissioning intentions
- g) utilising contracts with commissioned providers and contract monitoring process to provide assurance that staff delivering commissioned services have received the necessary education and training to carry out their role

5.2.13. Act with a view to ***promoting integration*** of *both* health services with other health services *and* health services with health-related and social care services where the Group considers that this would improve the quality of services or reduce inequalities³⁵ by:

- a) delegating accountability for this duty to the Accountable Officer and a requirement for them to assure the delivery of this duty
- b) delegating responsibility for the oversight of promoting integration to a CCG Governing Body member and a requirement for this member to report on the delivery of the duty to the Governing Body
- c) involving health and social care providers in the development of the commissioning plans of the CCG
- d) ensuring that commissioning intentions are based upon full and robust review of all available and relevant intelligence and information regarding health and social care provision including the JSNA and Health and Wellbeing plan

³⁴ See section 1F(1) of the 2006 Act, inserted by section 7 of the 2012 Act

³⁵ See section 14Z1 of the 2006 Act, inserted by section 26 of the 2012 Act

- e) aligning the commissioning plans and intentions of the CCG and the Local Authority, to be overseen and monitored by the respective Boards and the Health and Wellbeing Board

5.3. General Financial Duties – the Group will perform its functions so as to:

5.3.1. *Ensure its expenditure does not exceed the aggregate of its allotments for the financial year*³⁶ by

- a) the Chief Financial Officer having delegated responsibility for ensuring that the CCG delivers its duties for the financial year, using the committee structure to flag financial risks of potential non-performance of this as appropriate
- b) a Scheme of Delegation and Standing Financial Instructions
- c) monitoring its planned expenditure through the financial year and via receipt of regular financial performance reports by the Chief Financial Officer to the Quality and Performance Committee and the Governing Body. Financial performance reports will be received by its quality performance and finance committee monitoring progress against its total allotment for the year, with overall budgetary responsibility being delegated to the Governing Body to monitor and pursue remedial actions in accordance with requirements

5.3.2. *Ensure its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by NHS England for the financial year*³⁷ by

- a) the Chief Financial Officer having delegated responsibility for this duty
- b) a Scheme of Delegation and Standing Financial Instructions
- c) monitoring its planned expenditure of applicable capital and revenue resource through its financial reporting arrangements as outlined in 5.3.1 to ensure expenditure does not exceed the resource available

5.3.3. *Take account of any directions issued by NHS England, in respect of specified types of resource use in a financial year, to ensure the Group does not exceed an amount specified by NHS England*³⁸ by

- a) the Chief Financial Officer having delegated responsibility for this duty
- b) reflecting such directions within a Scheme of Delegation and Standing Financial Instructions
- c) monitoring its planned expenditure in respect of specified types of resource use through its financial reporting arrangements as outlined in 5.3.1 to ensure expenditure does not exceed the resource available

³⁶ See section 223H(1) of the 2006 Act, inserted by section 27 of the 2012 Act

³⁷ See sections 223I(2) and 223I(3) of the 2006 Act, inserted by section 27 of the 2012 Act

³⁸ See section 223J of the 2006 Act, inserted by section 27 of the 2012 Act

5.3.4. *Publish an explanation of how the Group spent any payment in respect of quality* made to it by NHS England³⁹ by

- a) the Chief Financial Officer having delegated responsibility for this duty
- b) including an appropriate section within the CCG's annual report

5.4. Other Relevant Regulations, Directions and Documents

5.4.1. The Group will

- a) comply with all relevant regulations;
- b) comply with directions issued by the Secretary of State for Health or NHS England; and
- c) take account, as appropriate, of documents issued by NHS England

5.4.2. The Group will develop and implement the necessary systems and processes to comply with these regulations and directions, documenting them as necessary in this constitution, its scheme of reservation and delegation and other relevant Group policies and procedures

6. DECISION MAKING: THE GOVERNING STRUCTURE

6.1. Authority to act: The Clinical Commissioning Group

The Clinical Commissioning Group is accountable for exercising its statutory functions through its Governing Body. Subject to any limitations by law, 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.

6.1.1. Authority to Act: the Governing Body

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

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

The extent of the authority to act of the respective bodies and individuals depends on the powers delegated to them by the Group as expressed through:

³⁹ See section 223K(7) of the 2006 Act, inserted by section 27 of the 2012 Act

- a) the Group's scheme of reservation and delegation; and
- b) for committees, their terms of reference

6.2. Scheme of Reservation and Delegation⁴⁰

6.2.1. The Group's scheme of reservation and delegation sets out:

- a) those decisions that are reserved for the membership as a whole;
- b) those decisions that are the responsibilities of its Governing Body, its sub committees , individual members and employees
- c) the potential impact of the decisions made by the group/committee.

This can be found within the CCG's Governance Handbook which is available on the CCG's website.

6.3. General

6.3.1. In discharging functions of the Group that have been delegated by its Governing Body to its statutory committees, individuals must:

- a) comply with the Group's principles of good governance⁴¹
- b) operate in accordance with the Group's scheme of reservation and delegation⁴²
- c) comply with the Group's standing orders⁴³
- d) comply with the Group's arrangements for discharging its statutory duties⁴⁴
- e) where appropriate, ensure that member practices have had the opportunity to contribute to the Group's decision making process.

6.3.2. When discharging their delegated functions, the Committees of the Governing Body must also operate in accordance with their approved terms of reference.

6.3.3. Where delegate responsibilities are discharged collaboratively, the joint (collaborative) arrangements must:

- a) identify the roles and responsibilities of those who are working together
- b) identify any pooled budgets and how these will be managed and reported in annual accounts
- c) in the case of collaborating CCGs, specify under which scheme of reservation and delegation and supporting policies the collaborative working arrangements will operate

⁴⁰ See Appendix D

⁴¹ See section 4.4 on Principles of Good Governance above

⁴² See appendix D

⁴³ See appendix C

⁴⁴ See chapter 5 above

- d) specify how the risks associated with the collaborative working arrangement will be managed between the respective parties
- e) identify how disputes will be resolved and the steps required to terminate the working arrangements
- f) specify how decisions are communicated to the collaborative partners

6.4. Committees of the Governing Body

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

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

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

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

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

6.4.3. Primary Care Commissioning Committee This Committee has been established by the CCG to undertake full delegated commissioning for Primary Care Medical services (Level 3 – Fully Delegated Co-commissioning). It reports to both NHS England and the Governing Body.

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

The terms of reference for each of the above committees are included in Appendix E to this constitution and form part of the constitution.

The Governing Body has also established a number of other Committees to assist it with the discharge of its functions which include Quality and Performance Committee and Finance Committee. These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in a Governance Handbook on the Clinical Commissioning Group's website.

6.5. Collaborative Commissioning Arrangements

6.5.1. 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.

6.5.2. 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:

- reporting arrangements to the Governing Body, at appropriate intervals;
- engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and
- progress reporting against identified objectives.
- When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:
 - 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;
 - 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;
 - 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;
 - specify under which of the CCG's supporting policies the collaborative working arrangements will operate;
 - specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;
 - set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;
 - identify how disputes will be resolved and the steps required to safely terminate the working arrangements;
 - specify how decisions are communicated to the collaborative partners.

6.6. Joint Commissioning Arrangements with Local Authority Partners

- 6.6.1.** The CCG will work in with its Local Authority partners to reduce health and social inequalities and to promote greater integration of health and social care.
- 6.6.2.** Partnership working between the CCG and its Local Authority partners might include collaborative commissioning arrangements, including joint commissioning under section 75 of the 2006 Act, where permitted by law. In this instance, and to the extent permitted by law, the CCG delegates to the Governing Body the ability to enter into arrangements with one or more relevant Local Authority in respect of:
- Delegating specified commissioning functions to the Local Authority;
 - Exercising specified commissioning functions jointly with the Local Authority;
 - Exercising any specified health -related functions on behalf of the Local Authority.
 - For purposes of the arrangements described in 5.11.2, the Governing Body may:
 - agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
 - make the services of its employees or any other resources available to the Local Authority; and
 - receive the services of the employees or the resources from the Local Authority.
 - where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:
 - how the parties will work together to carry out their commissioning functions;
 - the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - how risk will be managed and apportioned between the parties;
 - financial arrangements, including payments towards a pooled fund and management of that fund;
 - contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and
 - the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.
- 6.6.3.** The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.11.2 above.
- 6.6.4.** The pooled fund and decision making arrangements are set out in a section 75 agreement that has been signed up to by Wirral Council and the CCG.

6.7. Joint Commissioning Arrangements – Other CCGs

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

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

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

- delegating any of the CCG's commissioning functions to another CCG;
- exercising any of the Commissioning Functions of another CCG; or
- exercising jointly the Commissioning Functions of the CCG and another CCG.

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

- delegating any of the CCG's commissioning functions to another CCG;
- exercising any of the Commissioning Functions of another CCG; or
- exercising jointly the Commissioning Functions of the CCG and another CCG.

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

- make payment to another CCG.;
- receive payments from another CCG; or
- make services of its employees or any other resources available to another CCG; or
- receive the services of the employees or the resources available to another CCG.

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

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

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

- how the parties will work together to carry out their commissioning functions;
- the duties and responsibilities of the parties, and the legal basis for such arrangements;

- how risk will be managed and apportioned between the parties;
- financial arrangements, including payments towards a pooled fund and management of that fund;
- contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

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

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

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

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

- make a quarterly written report to the Governing Body;
- hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
- publish an annual report on progress made against objectives.

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

6.8. Joint Commissioning Arrangements with NHS England

6.8.1. 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.

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

6.8.3. 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.

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

- 6.8.5.** Where joint commissioning arrangements pursuant to 5.13.3 above are entered into, the parties may establish a Joint Committee to exercise the commissioning functions in question. For the avoidance of doubt, this provision does not apply to any functions fully delegated to the CCG by NHS England, including but not limited to those relating to primary care commissioning.
- 6.8.6.** Arrangements made pursuant to 5.13.3 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.
- 6.8.7.** Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 5.13.3 above, the CCG shall develop and agree with NHS England a framework setting out the arrangements for joint working, including details of:
- how the parties will work together to carry out their commissioning functions;
 - the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - how risk will be managed and apportioned between the parties;
 - financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;
 - contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.
- 6.8.8.** Where any joint arrangements entered into relate to the CCG's functions, the liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.13.3 above. Similarly, where the arrangements relate to NHS England's functions, the liability of NHS England to carry out its functions will not be affected where it and the CCG enter into joint arrangements pursuant to 5.13.
- 6.8.9.** The CCG will act in accordance with any further guidance issued by NHS England on co-commissioning.
- 6.8.10.** Only arrangements that are safe and in the interests of patients registered with member practices will be approved by the Governing Body
- 6.8.11.** The Governing Body of the CCG shall require, in all joint commissioning arrangements that the lead Governing Body Member for the joint arrangements make;
- make a quarterly written report to the Governing Body;
 - hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
 - publish an annual report on progress made against objectives.

- 6.8.12. 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.

7. The Governing Body

7.1.0 **Functions** - the Governing Body has the following functions conferred on it by sections 14L(2) and (3) of the 2006 Act, inserted by section 25 the 2012 Act, together with any other functions connected with its main functions as may be specified in regulations or in this constitution.⁴⁵ The Governing Body has responsibility for:

- ensuring that the Group has appropriate arrangements in place to exercise its functions *effectively, efficiently and economically* and in accordance with the Groups *principles of good governance*⁴⁶ (its main function)
- determining the remuneration, fees and other allowances payable to employees or other persons providing services to the Group and the allowances payable under any pension scheme it may establish under paragraph 11(4) of Schedule 1A of the 2006 Act, inserted by Schedule 2 of the 2012 Act
- approving any functions of the Group that are specified in regulations⁴⁷
- leading the setting of the vision and strategy
- promoting the involvement of all Members in the work of the CCG in securing improvements in commissioning of care and services.
- promoting partnerships within the local health system with patients, the public and other stakeholders and promote the involvement of patients and their carers and representatives (if any) in decisions about the provision of health services to patients;
- engaging with the local Health and Wellbeing Board and nominating the Accountable Officer and Chair of the Governing Body to act as its representatives in relation to each such Health and Wellbeing Board;
- ensuring that the register of interests is reviewed, regulated and updated as necessary and managing any conflicts of interest that may arise;
- securing effective clinical engagement in the decisions of the CCG through effective partnership work with clinicians within the health economy;
- preparing the Annual Plan to present to the Members and partners at the AGM;
- keeping accurate accounts and records and preparing the Accounts to present to the Members acting through their Practice Representatives at the AGM;
- establish any links and working arrangements with other clinical commissioning Groups or other strategic partners as may from time to time be deemed appropriate

⁴⁵ See section 14L(3)(c) of the 2006 Act, as inserted by section 25 of the 2012 Act

⁴⁶ See section 4.4 on Principles of Good Governance above

⁴⁷ See section 14L(5) of the 2006 Act, inserted by section 25 of the 2012 Act

- receiving assurance from the Audit Committee that corporate, finance, information and quality governance systems are all working effectively;
- assess the impact of, and approve the plans for, demand, financial and investment needs of the CCG;
- participating in and monitoring clinical networks

7.1.1 Composition of the Governing Body - the Governing Body shall have 17 voting members to include the following:

a) Five GP Executive Leads:

- One GP Executive Lead – Long Term Conditions
- One GP Executive Lead – Unplanned Care
- One GP Executive Lead – Primary Care
- One GP Executive Lead – Planned Care
- One Medical Director (who also acts as the Assistant Clinical Chair of the Governing Body)

b) Three Lay Members:

- One Lay Member – Audit and Governance, to lead on audit, governance, remuneration and conflict of interest matters (who also acts as the Deputy Chair of the Governing Body)
- One Lay Member – Patient Champion, to lead on patient and public participation matters
- One Lay Member – Quality and Outcomes, to lead on quality and outcomes

c) One Director of Quality and Safety

d) One Membership Council Representative

e) One Registered Nurse

f) One Director of Primary Care and Corporate Affairs

g) One Director of Commissioning and Transformation

h) One Secondary Care Doctor

i) The Accountable Officer

j) One Chair of the Governing Body

k) One Chief Financial Officer

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

The Governing Body will invite the following individuals to attend any or all of its meetings and participate in the way described in paragraph above:

- Public Health Representative
- Local Authority Representative
- Healthwatch representative
- Local Medical Committee Representative

7.2 Committees of the Governing Body

The Governing Body appointed the following committees and sub-committees:

7.2.0 Audit Committee – the Audit committee, which is accountable to the Group’s Governing Body, provides the Governing Body with an independent and objective view of the Group’s financial systems, financial information and compliance with laws, regulations and directions governing the Group in so far as they relate to finance. The Governing Body has approved and keeps under review the terms of reference for the audit committee, which includes information on the membership of the audit committee⁴⁸.

In addition the Governing Body has conferred or delegated the following functions, connected with the Governing Body’s main function⁴⁹, to its audit committee

- a) Integrated governance, risk management and internal control; in particular the committee will review the adequacy and effectiveness of:
 - i. all risk and control related disclosure statements together with any appropriate independent assurances, prior to endorsement by the CCG
 - ii. the underlying assurance processes that indicate the degree of achievement of the clinical commissioning Group objectives, the effectiveness of the management of principle risks and the appropriateness of disclosure statements
 - iii. the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification
 - iv. the policies and procedures for all work related fraud and corruption as set out in Secretary of State directions and as required by the NHS Counter Fraud and Security management service

- b) Internal audit, the committee will ensure that there is an effective internal audit function that meets mandatory NHS internal audit standards and provides assurance to the audit committee. This will be achieved by;
 - i. consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal
 - ii. review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework

⁴⁸ See appendix H for the terms of reference of the Audit Committee

⁴⁹ See section 14L(2) of the 2006 Act, inserted by section 25 of the 2012 Act

- iii. considering the major findings of the internal audit work, and ensuring coordination between the internal and external auditors to optimise resources
 - iv. ensuring that the internal audit function is adequately resourced and has appropriate standing within the clinical commissioning Group
 - v. an annual review of the effectiveness of internal audit
- c) External Audit; the committee will review the works and findings of the external auditors and consider the implications of the work. This will be achieved by:
- i. consideration of the performance of the external auditors
 - ii. discussion and agreement with the external auditors, before the audit commences, of the nature and scope of the audit as set out in the annual plan, and ensuring coordination, as appropriate with other external auditors within the local health economy
 - iii. discussion with the external auditors of their local evaluation of audit risks and assessment of the clinical commissioning Group and associated impact on the audit fee
 - iv. review all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the CCG and any work undertaken outside the audit plan, together with the appropriateness of management responses
- d) Other assurance functions. The audit committee shall review the findings of other significant assurance functions, both the internal and external and consider the implications for the governance of the clinical commissioning Group.
- e) Counter fraud - the committee will ensure that the clinical commissioning Group has adequate arrangements in place for countering fraud.
- f) Information Governance - the committee will ensure that the clinical commissioning Group has adequate arrangements in place for Information Governance facilitated through use of the Information Governance Toolkit
- g) Management - the committee will review reports and positive assurances from directors and managers on the overall arrangements for governance and risk.
- h) Financial reporting- the committee will monitor the integrity of the financial statements of the clinical commissioning Group

7.2.1 Composition of the Audit Committee

Voting Members

Lay Member – Audit & Governance (Chair)

Lay Member – Patient Champion

Lay Member – Quality and Outcomes

Three Audit Lay members, appointed to via a recruitment process to provide additional independent scrutiny

'In Attendance' Non-Voting Members

Chief Financial Officer
Director of Primary Care and Corporate Affairs
Accountable Officer (at least annually)
Chair of the Governing Body (at least annually)
Mersey Internal Audit Agency Manager/Client Lead
External Audit Manager
Local Counter Fraud Specialist
Minute Taker

7.2.2 Remuneration Committee

The Remuneration Committee, which is accountable to the Group's Governing Body makes recommendations to the Governing Body on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the Group and on determinations about allowances under any pension scheme that the Group may establish as an alternative to the NHS pension scheme. The Governing Body has approved and keeps under review the terms of reference for the remuneration committee, which includes information on the membership of the Remuneration Committee⁵⁰.

In addition the Governing Body has conferred or delegated the following functions, connected with the Governing Body's main function, to its Remuneration Committee:

- i) determining the remuneration and conditions of service of the senior team not covered by Agenda for Change on the recommendations of the Accountable Officer
- ii) determining the remuneration and the conditions of service of the Accountable Officer
- iii) reviewing the performance of the Accountable Officer and other senior team members and determining annual salary awards
- iv) approving the severance payments of the Accountable Officer and usually other senior staff

Composition of the Remuneration Committee

- a) Three Lay Members
- b)
- c) Chair of the Governing Body

Other individuals, such as the Accountable Officer and a Human Resources representative from Midlands and Lancashire Commissioning Support Unit, may be invited to attend when appropriate.

⁵⁰ See appendix E for the terms of reference of the remuneration committee

7.2.3 Primary Care Commissioning Committee

The role of the Primary Care Commissioning Committee (PCCC) shall be to carry out the functions relation 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 activities:

- a) GMS, PMS and AOMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual actions such as issuing breach/remedial notices, and removing a contract);
- b) Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- c) Design of local incentive schemes as an alternative to the Quality of Outcomes Framework (QOF);
- d) Decision making on whether to establish new GP Practices in an area;
- e) Approving practice mergers; and
- f) Making decisions on ‘discretionary’ payment (e.g. returner / retainer schemes)
- g) Receiving updates from the Primary Care Operational Group on progress of the transformation plan.

In performing its role the PCCC will exercise its management of the functions in accordance with the agreement entered into between NHS England and NHS Wirral CCG, which will sit alongside the delegation and terms of reference. This is the proposed agreement to deal with such information sharing, resource sharing, contractual mechanisms for service delivery (and ownership) and interplay between contractual and performance list management.

7.2.4 Composition of the Primary Care Commissioning Committee

- Director of Commissioning and Transformation
- Chief Finance Officer
- Director of Primary Care and Corporate Affairs
- GP and Primary Care Lead (NHS Wirral CCG)
- GP and Members Council Chair (NHS Wirral CCG)
- Director of Quality & Safety (Nurse Directorate Lead)
- Governing Body Member and Lay Member – Patient Champion
- Governing Body Member and Lay Member – Audit & Governance
- Head of Primary Care (NHS England)

8. Roles and Responsibilities

8.1. All Members of the Group’s Governing Body

Guidance on the roles of members of the Group's Governing Body is set out in a separate document⁵¹. In summary, each member of the Governing Body should share responsibility as part of a team to ensure that the Group exercises its functions effectively, efficiently and economically, with good governance and in accordance with the terms of this constitution. Each brings their unique perspective, informed by their expertise and experience.

8.2. The Chair of the Governing Body

The chair of the Governing Body is responsible for:

- a) leading the Governing Body, ensuring it remains continuously able to discharge its duties and responsibilities as set out in this constitution
- b) building and developing the Group's Governing Body and its individual members
- c) ensuring that the Group has proper constitutional and governance arrangements in place
- d) ensuring that, through the appropriate support, information and evidence, the Governing Body is able to discharge its duties
- e) supporting the Accountable Officer in discharging the responsibilities of the organisation
- f) contributing to building a shared vision of the aims, values and culture of the organisation
- g) leading and influencing to achieve clinical and organisational change to enable the Group to deliver its commissioning responsibilities
- h) overseeing governance and particularly ensuring that the Governing Body and the wider Group behaves with the utmost transparency and responsiveness at all times
- i) ensuring that public and patients' views are heard and their expectations understood and, where appropriate as far as possible, met
- j) ensuring that the organisation is able to account to its local patients, stakeholders and NHS England
- k) ensuring that the Group builds and maintains effective relationships, particularly with the individuals involved in overview and scrutiny from the relevant local authority

8.3. The Deputy Chair and Assistant Clinical Chair of the Governing Body

- 8.3.1.** The Deputy Chair of the Governing Body will be the Lay Member – Audit and Governance. They will chair meetings of the Governing Body on occasions when the Chair of the Governing Body, or the Assistant Clinical Chair, has a conflict of interest and cannot participate in the relevant meeting or part of it.

⁵¹ Draft *clinical commissioning Group Governing Body Members – Roles Attributes and Skills*, NHS Commissioning Board Authority, March 2012

- 8.3.2.** The Medical Director will be the Assistant Clinical Chair of the Governing Body. They will chair meetings of the Governing Body on occasions when the Chair of the Governing Body is unable to attend the relevant meeting or part of it for reasons other than a conflict of interest.
- 8.3.3.** Where both the Chair and either the Deputy Chair or Clinical Assistant Chair (as applicable) cannot participate in the relevant meeting or part of it, the voting members in attendance at the relevant meeting will select one of their number to chair the meeting.

8.4. Role of the Accountable Officer

- 8.4.1.** The Accountable Officer of the Group is a member of the Governing Body. This role of Accountable Officer (to be called Chief Clinical Officer if the role is occupied by a GP) has been summarised in a national document⁵² as:
- a) being responsible for ensuring that the Clinical Commissioning Group fulfils its duties to exercise its functions effectively, efficiently and economically thus ensuring improvement in the quality of services and the health of the local population whilst maintaining value for money
 - b) at all times ensuring that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management systems
 - c) working closely with the chair of the Governing Body, the Accountable Officer will ensure that proper constitutional, governance and development arrangements are put in place to assure the members (through the Governing Body) of the organisation's ongoing capability and capacity to meet its duties and responsibilities. This will include arrangements for the ongoing developments of its members and staff
 - d) Safeguarding for Children and Adults – the Accountable Officer will be the executive lead for the safeguarding of adults
 - e) leading interactions with stakeholders, including NHS England
 - f) being responsible for all matters relating to information governance and data security.

8.5. Role of Chief Financial Officer

- 8.5.1.** The Chief Financial Officer is a member of the Governing Body who has a professional qualification in accountancy and the expertise or experience to lead the financial management of the Group. The Chief Financial Officer is responsible for providing financial advice to the Group and for supervising financial control and

⁵² See the latest version of NHS England Authority's *Clinical commissioning Group Governing Body members: Role outlines, attributes and skills*

accounting systems This role of Chief Financial Officer has been summarised in a national document⁵³ as:

- a) being the Governing Body's professional expert on finance and ensuring, through robust systems and processes, the regularity and propriety of expenditure is fully discharged
- b) making appropriate arrangements to support, monitor on the Group's finances
- c) overseeing robust audit and governance arrangements leading to propriety in the use of the Group's resources
- d) being able to advise the Governing Body on the effective, efficient and economic use of the Group's allocation to remain within that allocation and deliver required financial targets and duties
- e) producing the financial statements for audit and publication in accordance with the statutory requirements to demonstrate effective stewardship of public money and accountability to NHS England

8.5.2. Additionally the Chief Financial Officer will be the responsible officer for serious incident reporting as Senior Information Reporting Officer (SIRO).

8.6. Medical Director

8.6.1. This role will provide leadership of the Clinical Senate and engagement with the clinical community and Medical Directors in provider organisations. The role will also act in the role as Chair when the Chair is unable to attend for reasons other than a conflict of interest. The post will work closely with the Director of Quality and Patient Safety in ensuring quality in all commissioned services, involvement in serious incident reviews and in the development of the Commissioning for Quality and Innovation payment framework (CQIUN). The post will:

- a) provide clinical expertise for the development of commissioning plans to the Governing Body and its subcommittees
- b) develop and support clinical ownership and engagement across all sectors of health and social care
- c) ensure that health promotion, health inequalities and disease prevention are an integral part of plans
- d) support the achievement of key targets and standards
- e) champion the involvement of patients in service planning, redesign and monitoring
- f) Line manage and support the GP Executive Leads

⁵³

See the latest version of NHS England Authority's *Clinical commissioning Group Governing Body members: Role outlines, attributes and skills*

8.6.2. The Medical Director also acts as the Assistant Clinical Chair, who chairs meetings of the Governing Body in accordance with paragraph 7.3.1 of this constitution on occasions when the Chair is unable to attend the relevant meeting or part of it for reasons other than a conflict of interest.

8.6. GP Executive Lead – Planned Care

8.6.1. This role will provide clinical leadership in Planned Care and oversee the Out of Hospital and Transformation agenda. The post will:

- a) provide clinical expertise for the development of commissioning plans to the Governing Body and its subcommittees
- b) develop and support clinical ownership and engagement across all sectors of health and social care
- c) ensure that health promotion, health inequalities and disease prevention are an integral part of plans
- d) support the achievement of key targets and standards
- e) champion the involvement of patients in service planning, redesign and monitoring
- f) support and develop the engagement of all GP practices in commissioning arrangements

8.7. GP Executive Lead – Unplanned Care

8.7.1. This role will provide clinical leadership in Unplanned Care and oversee the Urgent Care Working Group and the System Resilience Group. This post will:

- a) provide clinical expertise for the development of commissioning plans to the Governing Body and its subcommittees
- b) develop and support clinical ownership and engagement across all sectors of health and social care
- c) ensure that health promotion, health inequalities and disease prevention are an integral part of plans
- d) support the achievement of key targets and standards
- e) champion the involvement of patients in service planning, redesign and monitoring
- f) support and develop the engagement of all GP practices in commissioning arrangements

8.8. GP Executive Lead – Long Term Conditions

8.8.1. This role will provide clinical leadership in Long Term Conditions and oversee the Integration and aspects of the co-commissioning agenda. The post will:

- a) provide clinical expertise for the development of commissioning plans to the Governing Body and its subcommittees

- b) develop and support clinical ownership and engagement across all sectors of health and social care
- c) ensure that health promotion, health inequalities and disease prevention are an integral part of plans
- d) support the achievement of key targets and standards
- e) champion the involvement of patients in service planning, redesign and monitoring
- f) support and develop the engagement of all GP practices in commissioning arrangements

8.9. GP Executive Lead – Primary Care

8.9.1. This role will provide clinical leadership in Primary Care and support and liaise with the Membership Council and the GP Provider Forum. The post will:

- a) provide clinical expertise for the development of commissioning plans to the Governing Body and its subcommittees
- b) develop and support clinical ownership and engagement across all sectors of health and social care
- c) ensure that health promotion, health inequalities and disease prevention are an integral part of plans
- d) support the achievement of key targets and standards
- e) champion the involvement of patients in service planning, redesign and monitoring
- f) support and develop the engagement of all GP practices in commissioning arrangements

8.10.Membership Council Representative

8.10.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, this clinical member will bring a broader view on health and care issues to underpin the work of the CCG. In particular, they will bring to the Governing Body an understanding of patient care from the view of member practices. They will also:

- a) be a GP who has been elected by the Membership Council to represent members;
- b) be competent, confident and willing to give an independent strategic clinical view on all aspects of CCG business;
- c) be highly regarded as a clinical leader with a track record of collaborative working;
- d) be able to take a balanced view of the clinical and management agenda, and draw on their in depth understanding of secondary care to add value;
- e) be able to contribute a generic view from the perspective of member practices whilst putting aside specific issues relating to their own clinical practice; and

8.11.Secondary Care Doctor

8.11.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, this clinical member will bring a broader view, on health and care issues to underpin the work of the CCG. In particular, they will bring to the Governing Body an understanding of patient care in the secondary care setting. They will also:

- a) be a doctor who is, or has been, a secondary care specialist, who has a high level of understanding of how care is delivered in a secondary care setting;
- b) be competent, confident and willing to give an independent strategic clinical view on all aspects of CCG business;
- c) be highly regarded as a clinical leader, preferably with experience working as a leader across more than one clinical discipline and/or specialty with a track record of collaborative working;
- d) be able to take a balanced view of the clinical and management agenda, and draw on their in depth understanding of secondary care to add value;
- e) be able to contribute a generic view from the perspective of a secondary care doctor whilst putting aside specific issues relating to their own clinical practice or their employing organisation's circumstances; and
- f) be able to provide an understanding of how secondary care providers work within the health system to bring appropriate insight to discussions regarding service redesign, clinical pathways and system reform.
- g) Need to meet the conditions set out in the CCG Regulations 2012. Whilst the individual may well no longer practice medicine, they will need to demonstrate that they still have a relevant understanding of care in the secondary setting.

8.12. Director of Commissioning and Transformation

8.12.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, the Director of Commissioning and Transformation will lead the commissioning, system transformation and service design of the Wirral health economy to ensure the delivery of high quality care and that the strategic objectives and performance targets of the CCG are met.

8.12.2. This person will have extensive specialist knowledge of contracting models and procurement routes, so as to enable change through appropriate processes that maximise efficiency and choice. The person also ensures plan alignment with local providers and commissioners. This will include ensuring all planning is consistent with Vision 2018, a programme board that oversees the 5 year vision for the whole Wirral economy, both in terms of the commissioning and provider landscape.

8.12.3. The post manages the CCG's service design and commissioning team and will be responsible for the Programme Management Office that is used to monitor plan Strategic and Operational Plan Delivery. The post contributes to the Governing Body in the evolution of the CCG's vision and strategic direction, including the formulation of 5 year health economy strategy, CCG's 2 yearly planning, policy and the delivery of corporate and statutory performance and outcomes.

8.12.4. This person will work with the Accountable Officer and the Governing Body and develop detailed programme plans, including finance, workforce and risk management to deliver corporate delivery objectives. This will ensure the inclusion of quality metrics that are measurable and informed by all the key stakeholders including patients and carers are also worked through.

8.13. Director of Primary Care and Corporate Affairs

8.13.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, the Director of Primary Care and Corporate Affairs will be responsible for a range of corporate functions and responsibilities. These include corporate governance, risk management, legal advice, communications, complaints and claims management, emergency preparedness resilience and response, the Programme Management Office, workforce, human resources and organisational development. This includes overseeing the management of a range of statutory duties including Freedom of Information, Data Protection and Emergency Planning & Business Continuity.

8.13.2. This person is responsible for ensuring the CCG delivers its fully delegated Primary Care Commissioning responsibilities, as well as supporting the development of Wirral's Primary Care Networks and maximising opportunities for GP Practice engagement.

8.13.3. This person is the principal advisor to the Chair and Accountable Officer on all issues relating to corporate governance, ensuring that the organisation's governance is undertaken to the highest standards of probity and according to statutory and legislative requirements so that the CCG is able to discharge its duties efficiently, effectively and economically. The post holder is responsible for ensuring that the CCG operates in accordance with statutory and regulatory provisions and the Terms of Authorisation, and that there is appropriate stewardship and corporate governance of the business of the CCG. The post holder is responsible for facilitating the smooth operation of the CCG's formal decision and reporting machinery, ensuring that returns and formal CCG papers are completed and maintained appropriately, and advising the Governing Body members on their responsibilities.

8.14. Director of Quality and Safety

8.14.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, the Director of Quality and Safety will be a registered nurse with a high level of professional expertise and knowledge. The post holder will be responsible for the formulation of strategy and policy in relation to quality, oversight of the delivery of quality outcomes and having an external focus to facilitate greater working across the healthcare economy and the partners therein.

8.14.2. The role will have responsibility for the production of a strategic approach to quality improvement, clinical policy, continuous improvement processes, patient experience/engagement and systems to ensure that both CCGs commission for quality, incentivise providers to continuously improve through regular monitoring

and reviews (including CQUIN), and develop collaborative programmes of work with providers to ensure intelligence led, continuous quality improvement across the healthcare economy.

8.14.3. The post will be required to lead and direct the CCG in the production of its quality strategy and safeguarding strategy and will be accountable for the co-ordination and management of performance monitoring and quality assurance.

8.14.4. As the CCG's Lead for Safeguarding, the post holder will manage and develop the CCG's approach to safeguarding.

8.15. Lay Member – Audit and Governance

8.15.1. The role of this lay member will be to bring specific expertise and experience to the work of the Governing Body. This lay member must have qualification, expertise or experience such as to enable them to express informed views about financial management and audit matters. Their focus will be strategic and impartial, providing an external view of the work of the CCG that is removed from the day-to-day running of the organisation. They will also:

- a. oversee key elements of governance including the management of conflicts of interest and systems of risk management. have a lead role in ensuring that the Governing Body and the wider CCG behaves with the utmost probity at all times
- b. have a specific role in ensuring that appropriate and effective whistle blowing and anti-fraud systems are in place
- c. chair the remuneration and appointments committee which will include responsibility for succession planning for clinical and managerial leadership within the organisation
- d. deputise for the chair where there are significant conflicts of interest:
- e. The Lay Member – Audit and Governance also acts as the Deputy Chair, who chairs meetings of the Governing Body in accordance with clause 7.3.2 of the constitution on occasions when the Chair has a conflict of interest and cannot participate in the relevant meeting or part of it.

8.16. Lay Member – Patient Champion

8.16.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, as a lay member on the CCG's Governing Body they will bring specific expertise and experience, as well as their knowledge as a member of the local community, to the work of the Governing Body. They must have knowledge about the area covered by the Group so as to be able to express informed views about the discharge of the Group's functions. Their focus will be strategic and impartial, providing an independent view of the work of the CCG that is external to the day-to-day running of the organisation.

This person will help to ensure that, in all aspects of the CCG's business the public voice of the local population is heard and that opportunities are created and protected for patient and public empowerment in the work of the CCG. In particular they will ensure that:

- a) public and patients views are heard and their expectations are understood and met as appropriate.

- b) the CCG builds and maintains an effective relationship with Local Healthwatch and draws on existing patient and public engagement and involvement expertise.
- c) the CCG has appropriate arrangements in place to secure public and patient involvement and responds in an effective and timely way to feedback and recommendations from patients, carers and the public.

8.16.2. It is not intended that this role should have executive oversight of patient and public engagement rather that the individual ensures, through the appropriate governance processes, that this function is being discharged effectively.

8.17. Lay Member – Quality and Outcomes

8.17.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, as a lay member on the CCG's Governing Body they will bring specific expertise and experience, as well as their knowledge as a member of the local community, to the work of the Governing Body. Their focus will be strategic and impartial, providing an independent view of the work of the CCG that is external to the day-to-day running of the organisation.

8.17.2. This person will help to ensure that, in all aspects of the CCG's business, there is a focus on the best outcomes for patients and the highest quality of care. In particular they will ensure that quality is central to all services commissioned by the CCG and can be demonstrated through robust metrics

8.18. Registered Nurse

8.18.1. As well as sharing responsibility with the other members for all aspects of the CCG Governing Body business, as a registered nurse on the Governing Body, this person will bring a broader view, from their perspective as a registered nurse, on health and care issues to underpin the work of the CCG especially the contribution of nursing to patient care. They will also:

- a) be a registered nurse who has developed a high level of professional expertise and knowledge
- b) be competent, confident and willing to give an independent strategic clinical view on all aspects of CCG business
- c) be highly regarded as a clinical leader, probably across more than one clinical discipline and/or specialty – demonstrably able to think beyond their own professional viewpoint
- d) be able to take a balanced view of the clinical and management agenda and draw on their specialist skills to add value
- e) be able to contribute a generic view from the perspective of a registered nurse whilst putting aside specific issues relating to their own clinical practice or employing organisation's circumstances
- f) be able to bring detailed insights from nursing and perspectives into discussions regarding service re-design, clinical pathways and system reform
- g) Need to meet the conditions set out in the CCG Regulations 2012. The individual should bring significant additional perspectives beyond primary care and should

not be a general practice employee. This is especially in relation to this particular role and does not preclude practice nurses from being members of the Governing Body in other capacities, for instance as the health professionals acting on behalf of member practices.

8.19. Joint Appointments with other Organisations

8.19.1. The group has no joint appointment[s] with other organisation[s] at present, but may wish to enter into such arrangements in the future.

9. STANDARDS OF BUSINESS CONDUCT AND MANAGING CONFLICTS OF INTEREST

9.1.1. Standards of Business Conduct

9.1.2. Employees, members, committee and sub-committee members of the Group and members of the Governing Body (and its committees) will at all times comply with this constitution and be aware of their responsibilities as outlined in it. They should act in good faith and in the interests of the Group and should follow the Seven Principles of Public Life, set out by the Committee on Standards in Public Life (the Nolan Principles). The Nolan Principles are incorporated into this constitution at Appendix F.

9.1.3. They must comply with the Group's policy on business conduct, including the requirements set out in the policy for managing conflicts of interest. This policy will be available on the Group's website at www.wirralccg.nhs.uk and as detailed in the CCG's Publication Policy.

9.1.4. Individuals contracted to work on behalf of the Group or otherwise providing services or facilities to the Group 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.

9.2. Conflicts of Interest

As required by section 14O of the 2006 Act, as inserted by section 25 of the 2012 Act, the clinical commissioning Group will make arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the Group will be taken and seen to be taken without inappropriate influence of external or private interest.

9.2.2. A conflict of interest might include:

- i) a direct pecuniary interest: where an individual may financially benefit from the consequences of a commissioning decision (for example, as a provider of services);
- ii) an indirect pecuniary interest: for example, where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision;
- iii) a non-pecuniary interest: where an individual holds a non-remunerative or not-for-profit interest in an organisation, that will benefit from the consequences of a commissioning decision (for example, where an individual is a trustee of a voluntary, community and faith sector provider that is bidding for a contract);

- iv) a non-pecuniary personal benefit: where an individual may enjoy a qualitative benefit from the consequence of a commissioning decision which cannot be given a monetary value (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house);
- v) where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories

9.2.3. Where an individual, i.e. an employee, Group member, member of the Governing Body, or a member of a committee or a sub-committee of the Group or its Governing Body has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the Group considering an action or decision in relation to that interest, it must be considered as a potential conflict, and is subject to the provisions of this constitution.

9.2.4. If in doubt, the individual concerned should assume that a potential conflict of interest exists.

9.3. Declaring and Registering Interests

9.3.2. The Group will maintain one or more registers of the interests of the following and their close family members:

- i) the members of the Group
- ii) the members of its Governing Body
- iii) the members of its committees or sub-committees and the committees or sub-committees of its Governing Body and
- iv) its employees

9.3.3. The registers will be published on the Group's website at www.wirralccg.nhs.uk and updated on a regular basis.

9.3.4. Individuals will declare any interest that they have, in relation to a decision to be made in the exercise of the commissioning functions of the Group, in writing to the Governing Body, as soon as they are aware of it and in any event no later than 28 days after becoming aware.

9.3.5. Where an individual is unable to provide a declaration in writing, for example, if a conflict becomes apparent in the course of a meeting, they will make an oral declaration before witnesses, and provide a written declaration as soon as possible thereafter.

9.3.6. The Governing Body will ensure that the register(s) of interest is reviewed annually.

9.4. Managing Conflicts of Interest: general

9.4.2. Individual members of the Group, the Governing Body, committees or sub-committees of its Governing Body and employees will comply with the arrangements determined by the Group for managing conflicts or potential conflicts of interest.

9.4.3. The Governing Body will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interests or

potential conflict of interests, to ensure the integrity of the Group's decision making processes.

- 9.4.4.** Arrangements for the management of conflicts of interest are to be determined by the Governing Body and will include the requirement to put in writing to the relevant individual arrangements for managing the conflict of interests or potential conflicts of interests, within a week of declaration. The arrangements will confirm the following:
- i) when an individual should withdraw from a specified activity, on a temporary or permanent basis
 - ii) monitoring of the specified activity undertaken by the individual, either by a line manager, colleague or other designated individual
- 9.4.5.** Where an interest has been declared, either in writing or by oral declaration, the declarer will ensure that before participating in any activity connected with the Group's exercise of its commissioning functions, they have received confirmation of the arrangements to manage the conflict of interest or potential conflict of interest from the Governing Body.
- 9.4.6.** Where an individual member, employee or person providing services to the Group is aware of an interest which:
- i) has not been declared, either in the register or orally, they will declare this at the start of the meeting
 - ii) has previously been declared, in relation to the scheduled or likely business of the meeting, the individual concerned will bring this to the attention of the chair of the meeting, together with details of arrangements which have been confirmed for the management of the conflict of interests or potential conflict of interests
- 9.4.7.** The chair of the meeting will then determine how this should be managed and inform the member of their decision. Where no arrangements have been confirmed, the chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual will then comply with these arrangements, which must be recorded in the minutes of the meeting.
- 9.4.8.** Where the chair of any meeting of the Group, including committees, sub-committees, or the Governing Body and the Governing Body's committees and sub-committees, has a personal interest, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, they must make a declaration and the deputy chair will act as chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the conflict of interests or potential conflicts of interests in relation to the chair, the meeting must ensure these are followed. Where no arrangements have been confirmed, the deputy chair may require the chair to withdraw from the meeting or part of it. Where there is no deputy chair, the members of the meeting will select one.
- 9.4.9.** Any declarations of interests, and arrangements agreed in any meeting of the clinical commissioning Group, committees or sub-committees, or the Governing Body, the Governing Body's committees or sub-committees, will be recorded in the minutes which will be published on the CCG website thus ensuring public accountability for the processes of managing potential conflicts of interest. .

- 9.4.10.** Where more than 50% of the members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the chair (or deputy) will determine whether or not the discussion can proceed.
- 9.4.11.** In making this decision the chair will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the Group's standing orders. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the chair of the meeting shall consult with approvals committee on the action to be taken. Members of the approvals committee are as detailed in section 6.7.12 of this constitution.
- 9.4.12.** These arrangements must be recorded in the minutes.
- 9.4.13.** In any transaction undertaken in support of the clinical commissioning Group's exercise of its commissioning functions (including conversations between two or more individuals, e-mails, correspondence and other communications), individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that transaction, and declare that interest as soon as possible thereafter. The individual must also inform either their line manager (in the case of employees), or the Governing Body of the transaction.
- 9.4.14.** The Governing Body will take such steps as deemed appropriate, and request information deemed appropriate from individuals, to ensure that all conflicts of interest and potential conflicts of interest are declared.

9.5 Managing Conflicts of Interest: contractors and people who provide services to the Group

Anyone seeking information in relation to procurement, or participating in procurement, or otherwise engaging with the clinical commissioning Group in relation to the potential provision of services or facilities to the Group, will be required to make a declaration of any relevant conflict / potential conflict of interest.

- 9.5.1.** Anyone contracted to provide services or facilities directly to the clinical commissioning Group will be subject to the same provisions of this constitution in relation to managing conflicts of interests. This requirement will be set out in the contract for their services.
- 9.5.2.** Further details about managing conflicts of interest can be found in the CCG's Conflicts of Interest Policy available on the Group's website at www.wirralccg.nhs.uk.

9.6 Transparency in Procuring Services

- 9.6.1.** The Group recognises the importance in making decisions about the services it procures in a way that does not call into question the motives behind the procurement decision that has been made. The Group will procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers.
- 9.6.2.** The Group will publish a Procurement Strategy approved by its Governing Body which will ensure that:
- i) all relevant clinicians (not just members of the Group) and potential providers, together with local members of the public, are engaged in the decision-making processes used to procure services
 - ii) service redesign and procurement processes are conducted in an open, transparent, non-discriminatory and fair way
- 9.6.3.** Copies of this Procurement Strategy will be available on the Group's website at www.wirralccg.nhs.uk and as detailed in the CCG's Publication Policy.

10. THE GROUP AS AN EMPLOYER

- 10.0.1** The Group recognises that its most valuable asset is its people. It will seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the Group.
- 10.0.2** The Group will seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It will ensure that its employment practices are designed to promote diversity and to treat all individuals equally.
- 10.0.3** The Group will ensure that it employs suitably qualified and experienced staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the Group. All staff will be made aware of this constitution, the commissioning strategy and the relevant internal management and control systems which relate to their field of work.
- 10.0.4** The Group will maintain and publish policies and procedures (as appropriate) on the recruitment and remuneration of staff to ensure it can recruit, retain and develop staff of an appropriate calibre. The Group will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters.
- 10.0.5** The Group will ensure that its rules for recruitment and management of staff provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.
- 10.0.6** The Group will ensure that employees' behaviour reflects the values, aims and principles set out above.
- 10.0.7** The Group will ensure that it complies with all aspects of employment law.
- 10.0.8** The Group will ensure that its employees have access to such expert advice and training opportunities as they may require in order to exercise their responsibilities effectively.

10.0.9 The Group will adopt a Code of Conduct for staff and will maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have means through which their concerns can be voiced. The group recognises and confirms that 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 group, 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 group or of any of its members nor will it affect the rights of any worker (as defined in that Act) under that Act.

10.0.10 Copies of this Code of Conduct, together with the other policies and procedures outlined in this chapter, will be available on the Group's website at <http://www.wirralccg.nhs.uk/>

10.0.11 The Group will have an organisational development policy to ensure its staff have the relevant knowledge skills and experience to be an effective commissioning organisation, copies of this will be available on the Group's website <http://www.wirralccg.nhs.uk/>

11. TRANSPARENCY, WAYS OF WORKING AND STANDING ORDERS

11.1. General

11.1.1. The Group will publish annually a commissioning plan and an annual report, presenting the Group's annual report to a public meeting.

11.1.2. Key communications issued by the Group, including the notices of procurements, public consultations, Governing Body meeting dates, times, venues, and certain papers will be published on the Group's website at <http://www.wirralccg.nhs.uk/>

11.1.3. The Group may use other means of communication, including circulating information by post, or making information available in other venues or services accessible to the public.

11.2. Standing Orders

11.2.1. This constitution is also informed by a number of documents which provide further details on how the Group will operate. They are the Group's:

- i) Standing orders– which sets out the arrangements for meetings and the appointment processes to elect the Group's representatives and appoint to the Group's committees, including the Governing Body. This is available within the CCG's Governance Handbook.
- ii) Scheme of reservation and delegation– which sets out those decisions that are reserved for the membership as a whole and those decisions that are the responsibilities of the Group's Governing Body, the Governing Body's committees and sub-committees, the Group's committees and sub-committees, individual members and employees This is available within the CCG's Governance Handbook.

- iii) Prime financial policies– which sets out the arrangements for managing the Group’s financial affairs. This is available within the CCG’s Governance Handbook.

APPENDIX A

DEFINITIONS OF KEY DESCRIPTIONS USED IN THIS CONSTITUTION

2006 Act	National Health Service Act 2006
2012 Act	Health and Social Care Act 2012 (this Act amends the 2006 Act)
Accountability	Being answerable to others for what your actions
Area	the geographical area that the Group has responsibility for, as defined in Chapter 2 of this constitution
Assistant Clinical Chair of the Governing Body	the title given to the named individual who chairs meetings of the Governing Body in accordance with paragraph 7.3.1 of this constitution on occasions when the Chair is unable to attend the relevant meeting or part of it for reasons other than a conflict of interest.
Chair of the Governing Body	the individual appointed by the Group to act as chair of the Governing Body
Accountable Officer	<p>an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act (as inserted by Schedule 2 of the 2012 Act), appointed by NHS England, with responsibility for ensuring the Group:</p> <ul style="list-style-type: none"> • complies with its obligations under: <ul style="list-style-type: none"> ○ sections 14Q and 14R of the 2006 Act (as inserted by section 26 of the 2012 Act), ○ sections 223H to 223J of the 2006 Act (as inserted by section 27 of the 2012 Act), ○ paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006 (as inserted by Schedule 2 of the 2012 Act), and ○ any other provision of the 2006 Act (as amended by the 2012 Act) specified in a document published by the Board for that purpose; • exercises its functions in a way which provides good value for money.
Chief Financial Officer	the qualified accountant employed by the Group with responsibility for financial strategy, financial management and financial governance
Clinical commissioning Group	a body corporate established by NHS England in accordance with Chapter A2 of Part 2 of the 2006 Act (as inserted by section 10 of the 2012 Act)
Committee / Sub-Committee	<p>a committee created and appointed by:</p> <ul style="list-style-type: none"> • the membership of the Group • the Governing Body

<i>Deputy Chair of the Governing Body</i>	The title given to the named individual who chairs meetings of the Governing Body in accordance with paragraph 7.3.1 of this constitution on occasions when the Chair has a conflict of interest and cannot participate in the relevant meeting or part of it.
<i>Financial year</i>	this usually runs from 1 April to 31 March, but under paragraph 17 of Schedule 1A of the 2006 Act (inserted by Schedule 2 of the 2012 Act), it can for the purposes of audit and accounts run from when a clinical commissioning Group is established until the following 31 March
<i>Group or CCG</i>	NHS Wirral Clinical Commissioning Group, whose constitution this is
<i>Governing Body</i>	the body appointed under section 14L of the NHS Act 2006 (as inserted by section 25 of the 2012 Act), with the main function of ensuring that a clinical commissioning Group has made appropriate arrangements for ensuring that it complies with: <ul style="list-style-type: none"> • its obligations under section 14Q under the NHS Act 2006 (as inserted by section 26 of the 2012 Act), and such generally accepted principles of good governance as are relevant to it.
<i>Governing Body member</i>	<ul style="list-style-type: none"> • any member appointed to the Governing Body of the Group
<i>Lay member</i>	a lay member of the Governing Body, appointed by the Group. A lay member is an individual who is not a member of the Group or a healthcare professional (i.e. an individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002) or as otherwise defined in regulations
<i>Member Practice</i>	a provider of primary medical services to a registered patient list, who is a members of this Group (see tables in Chapter 3 and Appendix B)
<i>Practice representatives</i>	an individual appointed by a practice (that is a Member Practice of the Group) to act on its behalf in the dealings between it and the Group, under regulations made under section 89 or 94 of the 2006 Act (as amended by section 28 of the 2012 Act) or directions under section 98A of the 2006 Act (as inserted by section 49 of the 2012 Act)
<i>Registers of interests</i>	registers a Group is required to maintain and make publicly available under section 14O of the 2006 Act (as inserted by section 25 of the 2012 Act), of the interests of the following members, staff and their close family:

	<ul style="list-style-type: none"> • the members of the Group; • the members of its Governing Body; • the members of its committees or sub-committees and committees or sub-committees of its Governing Body; and its employees and their close family.
<i>Responsibility</i>	<ul style="list-style-type: none"> • The taking on of a task or role which you may or may not be accountable for.

APPENDIX B - LIST OF MEMBER PRACTICES

PRACTICE	ADDRESS	Signed	Date
Allport Surgery N85003	43 Bridle Road, Bromborough, CH62 6EE		
Blackheath Medical Centre N85648	76 Reeds Lane, Leasowe CH46 1SG		
Cavendish Medical Centre N85017	Birkenhead Medical Building, 31 Laird Street, Birkenhead, Wirral CH41 8DB		
Central Park Medical Centre N85027	Victoria Central Health Centre, Mill Lane Wallasey CH44 5UF		
Church Road Medical Practice N85633	Higher Bebington Health Centre, 25 Brackenwood Road, Higher Bebington, Wirral CH63 2LR		
Civic Medical Centre N85006	Civic Way, Bebington, Wirral, CH63 7RX		
Commonfield Road Surgery N85009	156 Commonfield Road, Woodchurch, Wirral CH49 7LP		
Devaney Medical Centre N85015	40 Balls Road, Oxtan, Birkenhead, Wirral CH43 5RE		
Eastham Group Practice N85005	Tree Tops Primary Health Care Centre, 47 Bridle Road, Bromborough, CH62 6EE		
Egremont Medical Centre N85629	9 King Street, Wallasey CH44 8AT		
Field Road Health Centre N85053	Field Road, Wallasey CH45 5BG		
Gladstone Medical Centre N85031	241-243 Old Chester Road, Birkenhead, Wirral, CH42 3TD		
Greasby Group Practice N85032	Greasby Primary Care Centre, Greasby Road, Greasby, CH49 3AT		
Grove Road Surgery N85052	71 Grove Road, Wallasey CH45 3HF		
Hamilton Medical Centre N85021	86 Market Street, Birkenhead, Wirral CH41 6HB		
Heatherlands Medical Centre N85037	New Hey Road, Woodchurch, Wirral, CH49 9DA		

PRACTICE	ADDRESS	Signed	Date
Heswall & Pensby Group Practice N85007	270 Telegraph Road, Heswall, CH60 7SG		
Holmlands Medical Centre N85022	16 – 20 Holmlands Drive, Oxton, Wirral CH43 0TX		
Hoylake & Meols Medical Centre N85059	Warwick House, Station Approach, Meols, CH47 8XA		
Hoylake Road Medical Centre N85046	314 Hoylake Road, Moreton, Wirral CH46 6DE		
Kings Lane Medical Practice N85054	Higher Bebington Health Centre, 25 Brackenwood Road, Higher Bebington, Wirral CH63 2LR		
Leasowe Medical Centre N85640	Hudson Road, Leasowe, CH46 2QQ		
Liscard Group Practice N85616	Victoria Central Health Centre, Mill Lane Wallasey CH44 5UF		
Manor Health Centre N85023	Liscard Village Wallasey CH45 4JG		
Marine Lake Medical Practice N85002	The Concourse, Grange Road, West Kirby, CH48 4HZ		
Miriam Primary Care Group N85625	Brkenhead Medical Building, 31 Laird Street, Birkenhead, Wirral, CH41 8DB		
Moreton Cross Group Practice N85028	Pasture Road Health Centre, Pasture Road, Moreton, Wirral CH46 8SA		
Moreton Health Clinic N85040	8 – 14 Chadwick Street Moreton, Wirral CH46 7XA		
Moreton Medical Centre N85048	27 Upton Road, Moreton, Wirral CH46 0PE		
Parkfield Medical Centre (0) N85034	Sefton Road, New Ferry, Wirral CH62 5HS		
Paxton Medical Centre N85044	161 Park Road North, Claughton Birkenhead Wirral, CH41 0DD		
Prenton Medical Centre N85643	516 – 518 Woodchurch Road, Prenton, Wirral CH43 0TS		
Riverside Surgery N85016	525 New Chester Road, Birkenhead, Wirral, CH42 2AG		
Silverdale Medical Centre N85058	Mount Avenue, Heswall, CH60 4RH		
Somerville Medical Centre	69 Gorse Lane		

PRACTICE	ADDRESS	Signed	Date
N85024	Wallasey CH44 4AA		
Spital Surgery N85617	1 Lancelyn Court Precinct, Spital Road Bebington, Wirral, CH63 9JP		
St Catherine's Surgery N85020	1 st & 2 nd Floor, Wing 4 St Catherines Health Centre Church Road Tranmere CH42 0LQ		
St George's Medical Centre N85012	Field Road Wallasey CH45 5LN		
St Hilary Group Practice N85025	Broadway Wallasey Wirral, CH45 3NA		
Sunlight Group Practice N85051	Sefton Road New Ferry Wirral CH62 5HS		
Teehey Lane Medical Centre N85057	66/68 Teehey Lane, Bebington, CH63 2JN		
TG Medical Centre N85001	56-60 Grange Road, West Kirby, CH48 4EG		
The Orchard Surgery N85047	Bromborough Village Road, Bromborough, Wirral, CH62 7EU		
The Village Medical Centre N85620	27 Grove Road, Wallasey CH45 3HE		
Townfield Health Centre N85014	Townfield Close, Prenton, Wirral CH43 9JW		
Upton Group Practice N85013	32 Ford Road, Upton, Wirral CH49 0TF		
Victoria Park Practice N85020	2 nd Floor, Wing 4 St Catherine's Health Centre Church Road, Birkenhead, CH42 0LQ		
Villa Medical Centre N85018	Roman Road, Prenton, Wirral CH43 3DB		
Vittoria Medical Centre (E) N85038	Vittoria Street, Birkenhead, Wirral, CH41 3RH		
Vittoria Medical Centre (K) N85634	Vittoria Street, Birkenhead, Wirral, CH41 3RH		
West Wirral Group Practice N85008	The Warrens Medical Centre Arrowe Park Road Upton, Wirral, CH49 5PL		
Whetstone Medical Centre N85019	44 Whetstone Lane, Birkenhead, Wirral CH41 2TF		

PRACTICE	ADDRESS	Signed	Date
Woodchurch Medical Centre Y02162	33-35 Poolwood Road, Woodchurch, Wirral CH49 9BP		

APPENDIX C - NOLAN PRINCIPLES

1. The 'Nolan Principles' set out the ways in which holders of public office should behave in discharging their duties. The seven principles are:
 - a) **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
 - b) **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
 - c) **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
 - d) **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
 - e) **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - f) **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
 - g) **Leadership** – Holders of public office should promote and support these principles by leadership and example.

Source: *The First Report of the Committee on Standards in Public Life* (1995)⁵⁴

⁵⁴ Available at <http://www.public-standards.gov.uk/>

APPENDIX D – NHS CONSTITUTION

The NHS Constitution sets out seven key principles that guide the NHS in all it does:

1. **The NHS provides a comprehensive service, available to all** - irrespective of gender, race, disability, age, sexual orientation, religion or belief. It has a duty to each and every individual that it serves and must respect their human rights. At the same time, it has a wider social duty to promote equality through the services it provides and to pay particular attention to Groups or sections of society where improvements in health and life expectancy are not keeping pace with the rest of the population.
2. **Access to NHS services is based on clinical need, not an individual's ability to pay** - NHS services are free of charge, except in limited circumstances sanctioned by Parliament.
3. **The NHS aspires to the highest standards of excellence and professionalism** - in the provision of high-quality care that is safe, effective and focused on patient experience; in the planning and delivery of the clinical and other services it provides; in the people it employs and the education, training and development they receive; in the leadership and management of its organisations; and through its commitment to innovation and to the promotion and conduct of research to improve the current and future health and care of the population.
4. **NHS services must reflect the needs and preferences of patients, their families and their carers** - patients, with their families and carers, where appropriate, will be involved in and consulted on all decisions about their care and treatment.
5. **The NHS works across organisational boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population** - the NHS is an integrated system of organisations and services bound together by the principles and values now reflected in the Constitution. The NHS is committed to working jointly with local authorities and a wide range of other private, public and third sector organisations at national and local level to provide and deliver improvements in health and well-being
6. **The NHS is committed to providing best value for taxpayers' money and the most cost-effective, fair and sustainable use of finite resources** - public funds for healthcare will be devoted solely to the benefit of the people that the NHS serves.
7. **The NHS is accountable to the public, communities and patients that it serves** - the NHS is a national service funded through national taxation, and it is the Government which sets the framework for the NHS and which is accountable to Parliament for its operation. However, most decisions in the NHS, especially those about the treatment of individuals and the detailed organisation of services, are rightly taken by the local NHS and by patients with their clinicians. The system of responsibility and accountability for taking decisions in the NHS should be transparent and clear to the public, patients and staff. The Government will ensure that there is always a clear and up-to-date statement of NHS accountability for this purpose.

Source: The NHS Constitution: The NHS belongs to us all (March 2012)⁵⁵

⁵⁵ http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH_132961

APPENDIX E – TERMS OF REFERENCE

Including

1. Audit Committee
2. Remuneration Committee
3. Primary Care Commissioning Committee

NHS Wirral Clinical Commissioning Group Audit Committee Terms of Reference

1. Introduction

The Audit Committee (the Committee) is established in accordance with NHS Wirral Clinical Commissioning Group's (the CCG) Constitution, Standing Orders and Scheme of Delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee

2. Membership

Voting Members

Lay Member Governance and Audit (Chair)

3 Lay Audit Members (these are recruited specifically to sit on the committee)

Attendees

Chief Financial Officer

Mersey Internal Audit Agency Manager/Client Lead

External Audit Manager

Director of Primary Care and Corporate Affairs

Local Counter Fraud Specialist

Minute Taker

3. Attendance

The Chief Financial Officer and appropriate Internal and External Audit representatives shall normally attend meetings. At least once a year, the Committee should meet privately with the External and Internal Auditors.

Other Governing Body members and other senior CCG managers may be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that member/ senior manager.

The Accountable Officer will be invited to attend and discuss at least annually with the Committee the process for assurance that supports the Statement on Internal Control. He or she will attend when the committee considers the draft internal audit plan and the annual accounts and may be invited at other times.

The Clinical Commissioning Group Chair will be invited to attend one meeting each year in order to form a view on, and understanding of, the committee's operations.

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

4. Secretary

The Director of Primary Care and Corporate Affairs will make arrangements to ensure that the Committee is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and committee members.

5. Quorum

A quorum will be 4 members and must include at least two Lay Members and a management officer of the CCG.

6. Frequency and notice of meetings

The Committee will meet a minimum of four times a year, with an additional meeting to consider the Annual Report. The external auditors or any member of the committee may request a meeting if they consider that one is necessary.

Agendas and papers will be sent out 7 days before the meeting is held. Action points will be sent out within 48 hours of the meeting occurring. Full minutes will be available within 2 weeks of the meeting.

Voting Members will also have the authority to meet with both internal and external auditors prior to committee meetings to discuss appropriate matters.

7. Remit and responsibilities of the Committee

The Group will provide assurances to the CCG Governing Body on matters of:

Integrated Governance, Risk Management and Internal Control

- review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the CCGs activities
- support and promote the development of the Governing Body Assurance Framework and underpinning risk management arrangements

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

- all risk and control related disclosure statements (the Annual Governance Statement) together with any appropriate independent assurances prior to endorsement by the CCG Governing Body
- all of the CCGs processes of corporate governance to enable the organisation to implement best practice as set out in appropriate guidance, this will include the Assurance Framework and the underlying risk management processes and internal controls
- an oversight on all matters relating to both Information and Clinical Governance, including the quality aspect of clinical commissioning.
- ensure the processes for transferring responsibilities from the Primary Care Trust to the new organisational arrangements are adequately managed and controlled

to minimise disruption to the services provided

- the oversight arrangements for authorisation of the CCG
- the key policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements, essential standards and related reporting and self-certification
- systems and processes which underpin risk management, incidents and near misses, Complaints and Mandatory Training
- the group will receive regular key performance indicator reports for scrutiny
- the CCG's key corporate governance documents including the Constitution, Standing Orders, Standing Financial Instructions, Scheme of Reservation and Delegation

The group may also request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

Financial Reporting

The group shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the Clinical Commissioning Group's financial performance

Internal Audit

The group shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the CCG.

This will be achieved by:

- Governance and Audit Committee Meeting
- consideration of the provision of the internal audit service, the costs associated and any questions of resignation and dismissal
- ensure that the internal audit function is adequately resourced, reflects a risk-based approach to audit, and has appropriate standing within the CCG
- review and recommend for approval, the internal audit programme (and any major changes to the plan), consider the major findings of internal audit investigations (and management's response) and ensure co-ordination between internal and external auditors
- an annual review of the effectiveness of internal audit

External Audit

The Audit Committee will agree with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan, also ensuring co-ordination, as appropriate, with other external auditors in the local health economy.

The group will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- review of all external audit reports, including the external auditor's report under ISA 260 "Reporting to those charged with Governance", and if necessary provide an appropriate written response before submission to the CCG Governing Body
- consideration of the performance of the external auditors, as far as the rules governing the appointment permit
- the committee shall ensure that the systems for financial reporting to the CCG, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the CCG

The Audit Committee shall review the annual report and annual financial statements before submission to the CCG, focusing particularly on:

- the wording in the Governance Statement and other disclosures relevant to the terms of reference of the committee
- changes in, and compliance with, accounting policies, practices and estimation techniques
- unadjusted mis-statements in the financial statements
- significant judgements in preparing of the financial statements
- significant adjustments resulting from the audit
- letter of representation
- qualitative aspects of financial reporting

Counter Fraud

The group shall satisfy itself that the CCG has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It should also agree the annual Counter Fraud Plan and Annual Report

8. Relationship with the Governing Body

The minutes of the Committee shall be formally recorded by the Committee Secretary and submitted to the Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the full Board, or require executive action.

The Committee will produce an annual report on the decisions it has taken and submit for the Board's consideration.

9. Policy and best practice

The Audit Committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the Clinical Commissioning Group.

These will include, but will not be limited to, any reviews by Department of Health arm's length bodies or regulators/inspectors (for example, the Care Quality Commission, NHS Litigation Authority, etc.) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges, accreditation bodies, etc.)

10. Conduct of the Committee

As a member of the Audit Committee individuals represent the Governing Body and external organisations.

Committee members are expected to:

- actively participate in discussions pertaining to governance and audit ensuring that solutions and action plans have multidisciplinary perspectives and have considered the impact across all of the directorates and departments
- disseminate the minutes from this meeting and inform the meetings of issues discussed

When discharging functions delegated to it by the Governing Body the Audit Committee, and its individual members must:

- comply with the group's principles of good governance
- operate in accordance with the group's scheme of reservation and delegation
- comply with the group's standing orders
- comply with the group's arrangements for discharging its statutory duties
- where appropriate, ensure that member practices have had the opportunity to contribute to the group's decision making process

These Terms of Reference shall be reviewed bi-annually by the Governing Body, with recommendations made for any amendments in line with development requirements.

Review Date: July 2019

NHS Wirral Clinical Commissioning Group Remuneration Committee

Terms of Reference

1. Introduction

The Remuneration Committee (the Committee) is established in accordance with NHS Wirral Clinical Commissioning Group's (the CCG) Constitution, Standing Orders and Scheme of Delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee

2. Membership

Three Governing Body Lay Members
Chair of the Governing Body

The Chair of the Committee will be the Lay Member (Audit and Governance).

Only members of the Governing Body may be members of the remuneration committee – paragraph 6(4) of schedule 2 only refers to committees or sub-committees other than the audit or remuneration committees.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Accountable Officer, a Human Resources representative from Midlands and Lancashire Commissioning Support Unit and external advisers may be invited to attend for all or part of any meeting as and when appropriate, however they should not be in attendance for discussions about their own remuneration and terms of service.

3. Secretary

Arrangements will be made by the CCG to ensure that the committee is supported administratively. Duties in this respect will include taking minutes of the meeting and providing appropriate support to the Chair and Group members.

4. Quorum

The quorum necessary for the transaction of business is two, one of whom must be a Lay Member.

5. Frequency and notice of meetings

The Committee will meet at least annually and whenever deemed necessary by the Governing Body following the publication of new guidance or a change in circumstances which may affect the remuneration provision.

6. Remit and responsibilities of the Committee

The committee shall make recommendations (* Note) to the Governing Body on:

NHS Wirral Clinical Commissioning Group's Constitution

Final Version: 1.12

- i) appropriate remuneration, benefits and terms of service for employees and people who provide services to the group, including the Accountable Officer, Chief Financial Officer, and any other staff not covered by *Agenda for Change* terms and conditions
- ii) all aspects of remuneration including basic salary, performance bonus scheme, recruitment and retention, additional payments and development pay for the Accountable Officer, Chief Financial Officer and other senior staff not covered by *Agenda for Change* terms and conditions
- iii) an appropriate appraisal system for the Accountable Officer, Chief Finance Officer and other senior staff who are not employed on *Agenda for Change* terms and conditions
- iv) having taken into account relevant factors, the level of annual reward for the Accountable Officer, Chief Financial Officer and any other senior staff who are not employed on *Agenda for Change* terms and conditions.
- v) the performance of the Accountable Officer and determining any annual salary award or severance payments as recommended by the Chair of the Governing Body
- vi) the severance payments of the Accountable Officer and of other senior staff, seeking HM Treasury approval as appropriate in accordance with national guidance
- vii) allowances under any pension scheme that the group might establish as an alternative to the NHS pension scheme
- viii) where the Group has discretion, recommend other benefits which may form part of a total reward system
- ix) re-location allowances above the Group's policy limit
- x) Arrangements for discharging the Group's duties as an employer.
- xi) human resources policies for employees and people who provide services to of the Group

Note * When the remuneration and other matters relating to the Chair are under discussion, the Chair must declare an interest and take no part in the meeting.

7. Relationship with the Governing Body

The minutes of the Committee shall be formally recorded by the Committee Secretary and submitted to the Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the full Board, or require executive action.

The Committee will produce an annual report on the decisions it has taken and submit for the Board's consideration.

8. Policy and best practice

The Committee will:

- comply with current disclosure requirements for remuneration;
- seek independent advice about remuneration for individuals when necessary
- ensure that decisions are based on clear and transparent criteria

The Committee has full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

9. Conduct of the Committee

When discharging functions delegated to it by the Governing Body the committee and its individual members must:

- comply with the Group's principles of good governance
- operate in accordance with the Group's scheme of reservation and delegation
- comply with the Group's standing orders
- comply with the Group's arrangements for discharging its statutory duties
- where appropriate, ensure that member practices have had the opportunity to contribute to the Group's decision making process

Date of Review: November 2019

Primary Care Commissioning Committee Terms of Reference

Role of the Committee

1. NHS Wirral CCG's Primary Care Commissioning Committee's (PCCC) key purpose is ensuring upon quality, efficient and cost effective commissioning of primary medical services for the people of Wirral. The Committee will function as the corporate decision making body for such, including the management of the delegated functions and exercise of delegated powers and responsibilities.
2. The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under Section 83 of the NHS Act and associated agreement entered into between NHS Wirral CCG and NHS England. Responsibilities relating to individual GP performance management are reserved for NHS England.
3. This includes the following delegated activities:
 - a) Provide assurance to the Governing Body regarding the implementation of the General Practice Forward View via Wirral's Primary Care Transformational Plan 2016-2020/21, and more recently the Investment & evolution: A 5 year framework for GP contract reform to implement the NHS Long Term Plan and Primary Care Networks.
 - b) Oversee the monitoring of GP contracts such as; GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, taking contractual actions such as issuing breach/remedial notices and removing a contract);
 - c) Approve newly designed services including; Local Incentive Schemes, Primary Care Quality Scheme or alternatives to the Quality of Outcomes Framework (QOF);
 - d) Provide oversight and decision making in terms of Primary Care Estates Strategy and subsequent estates development.
 - e) Design and approve delivery of out of hospital services within primary care;
 - f) Decision making on whether to establish new GP practices in an area;
 - g) Approve practice mergers;
 - h) Decision making on 'discretionary' payment (e.g. returner/retainer schemes)
 - i) Review, approve and be assured on all budgetary and financial matters on local primary care investment as set out in point c).
 - j) Promote quality within General Practice;
 - k) Receive updates from the Primary Care Operational Group on issues considered, actions taken and/or recommendations for approval by the PCCC.

- l) Oversee the renewal, variation, or the award of new primary medical services, ensuring compliance with public procurement regulations, and are in line with NHS (Procurement, Patient Choice and Competition) (No.2) Regulations 2013, with statutory guidance on conflicts of interest.
4. The Committee will actively identify and consider any risks identified by the Committee. These risks will then either be monitored, managed and mitigated by the Committee or considered for inclusion to NHS Wirral CCG's Corporate Risk Register.
5. In performing its role, the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and NHS Wirral CCG. This agreement will sit alongside the delegation and terms of reference in accordance with NHS Wirral CCG's constitution. The functions of the Committee will promote and ensure upon quality, efficiency and productivity within its commissioning responsibilities.

Membership

The Committee shall consist of the following voting and non-voting members:

6. Voting members:

- Governing Body member and Lay Member-Patient Champion, NHS Wirral CCG (Chair)
- Governing Body member and Lay Member-Audit & Governance, NHS Wirral CCG (Vice Chair)
- Director of Commissioning and Transformation, NHS Wirral CCG
- Director of Primary Care and Corporate Affairs, NHS Wirral CCG
- Chief Finance Officer, NHS Wirral CCG
- GP and Medical Director NHS Wirral CCG
- GP and Members Council Chair, NHS Wirral CCG
- Director of Quality & Safety, NHS Wirral CCG

7. The membership will meet the requirements of NHS Wirral CCG's constitution. The voting membership has a non-primary care medical majority. Voting members will have 1 vote each.

8. Non-voting members:

- Assistant Director Primary Care & Partnerships
- Assistant Director Primary Care Transformation
- Assistant Director Contracts & Performance
- Senior Commissioning Lead – Primary Care
- NHS England Representative(s)

- Health Watch Representative
 - LMC Representative
9. The Chair of the PCCC shall be the Lay Member (Patient Champion) of NHS Wirral CCG.
10. The Vice Chair of the PCCC shall be the Lay Member (Audit & Governance) of the NHS Wirral CCG Group.
11. **Conflict of interest** – The Chair will discuss the committee’s responsibility to manage conflict of interest. Explicit evidence must be recorded through minutes that the nature of any potential conflict of interest is recorded, who has the conflict and how the conflict was managed to ensure full transparency.

Individual’s appointment to the PCCC will comply with the group’s standard of business conduct policy including the requirements for declaring conflicts of interest. All members are required to make open and honest declaration of the interest at the commencement of each meeting or to notify the PCCC Chair of any actual, potential or perceived conflict of interest in advance of the meeting.

Meetings and Voting

12. The PCCC shall adopt the Standing Orders of NHS Wirral CCG insofar as they relate to the:
- a. Notice of meetings (7 day prior to the meeting, this will also stand for the calling of unscheduled meetings)
 - b. Handling of meetings
 - c. Agendas
 - d. Circulation of papers
 - e. Conflicts of interest
13. Each member of the PCCC shall have one vote (other than NHS England members). The PCCC shall reach decisions by simple majority of members present, but with the Chair having a second and deciding vote, if necessary.
14. The PCCC shall be quorate provided there are no fewer than 4 voting members present. They should comprise a non-primary care medical majority. On the rare occasions that there is a need for a casting vote in decision making, NHS England members will have the casting vote for any decision pertaining to any NHS England’s statutory functions. This is because NHS England has ultimate accountability for the delivery of its own functions.

15. The PCCC will meet bi-monthly. This will be reviewed as necessary. The Chair reserves the right to hold extraordinary meetings. A list of scheduled dates will be made available on NHS Wirral CCG's website.

16. Meetings of the PCCC:

- a. Shall, subject to the application of 17(b) be open to the public and held at a venue accessible to the public.
- b. 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.
- c. The PCCC will undertake an effectiveness review of the committee on an annual basis.

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

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

19. Members of the PCCC shall respect confidentiality requirements.

20. NHS Wirral CCG will provide a Secretariat to assist in all meeting planning and to take minutes. In the event of the Secretary being absent, a stand in Secretary will be asked to join the meeting.

21. The PCCC will have an Administrative Assistant acting as secretary, The secretariat will be responsible for:

- a. Circulation of the minutes and actions of the PCCC within 10 working days of the meeting to all committee members
- b. Disseminate the minutes and actions to NHS Wirral CCG, NHS England and the Governing Body of NHS Wirral CCG, as appropriate.

Decisions

22. The PCCC will make decisions within the bounds of its remit as defined above.

23. The PCCC will provide regular updates to Governing Body via a bi-monthly annual Chair's report. This report will also be available to NHS England.

Review Terms of Reference

24. These terms of reference will be formally reviewed by the Committee in April of each year, and may be amended by agreement of the Committee and NHS England at any time to reflect changes in circumstances which may arise.