

APPENDIX C, ANNEX 1 – TERMS OF REFERENCE

CLINICAL EXECUTIVE JOINT COMMITTEE TERMS OF REFERENCE

1. INTRODUCTION AND STATUTORY FRAMEWORK

The NHS Act 2006 (as amended) ('the NHS Act'), was amended through the introduction of a Legislative Reform Order ("LRO") to allow CCGs to form joint committees. This means that two or more CCGs exercising commissioning functions jointly may form a joint committee as a result of the LRO amendment to s.14Z3 (CCGs working together) of the NHS Act.

Joint committees are a statutory mechanism which gives CCGs an additional option for undertaking collective strategic decision making and this can include NHS England too, who may also make decisions collaboratively with CCGs.

Individual CCGs and NHS England will still always remain accountable for meeting their statutory duties. The aim of creating a joint committee is to encourage the development of strong collaborative and integrated relationships and decision-making between partners.

2. CONSTITUTION

The Clinical Executive Committee is established as a joint committee in accordance with the Constitution of Redditch and Bromsgrove, South Worcestershire and Wyre Forest Clinical Commissioning Groups (CCG). These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the constitutions.

3. JOINT COMMITTEE ARRANGEMENTS

The Clinical Executive Committee is established as a joint committee between the following organisations:

- Redditch and Bromsgrove CCG
- South Worcestershire CCG
- Wyre Forest CCG

4. MEMBERSHIP

The membership of the committee is as follows:

- Accountable Officer (chair)
- Chief Operating Officer (Vice Chair)
- Lay Member for PPI and Quality
- Lay Member for Audit and Governance
- Secondary Care Clinician
- Redditch and Bromsgrove Clinical Chair
- South Worcestershire Clinical Chair
- Wyre Forest Governing Clinical Chair

- Chief Finance Officer
- Director of Strategy
- Chief Nurse and Director of Quality/Senior Quality Lead
- Strategic Clinical Lead
- Director of Strategy
- Associate Director of Transformation and Delivery
- Director of Partnerships and Change

In addition the following members will be in attendance:

- Director of Primary Care
- Associate Director of Strategy - Programme Director for Accountable Care
- Associate Director of Strategy - Accountable Care Operations and Development
- Head of Medicines Management
- Head of Corporate Governance
- Head of Communications, Patient Involvement and Organisational Development
- Senior Contracting Lead
- Practice Manager Representatives x2

Quorum shall be six members. This includes at least two clinicians, two executives, and the chair or vice chair

5. MEETINGS AND VOTING

The Committee will operate in accordance with the CCGs Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than five working days before the date of the meeting. When the Chair of the Committee deems it necessary, in light of the urgent circumstances, to call a meeting at short notice, the notice period shall be such as s/he shall specify.

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

6. BUSINESS SUPPORT

Secretarial support shall be provided by a nominated representative from the business support team. The secretary will be responsible for supporting the chair in the management of the Committee's business.

7. STRUCTURE AND FREQUENCY OF MEETINGS

The full Committee will meet monthly and a minimum of fourteen days' notice for calling a meeting shall be given.

8. PURPOSE

The purpose of the Clinical Executive Committee is to lead the CCGs' clinical, transformational and corporate agenda, ensuring that there is appropriate clinical input into decision making.

Specific responsibilities include:

8.1 Clinical Commissioning & Transformation

- Lead and oversee the development of the CCG's commissioning strategy and annual commissioning intentions, ensuring local health needs and service issues are addressed within available resources;
- Lead and oversee the annual commissioning cycle, ensuring it is clinically led, supports improvements in health and health outcomes and enables a whole system wide transformation;
- Receive and consider Public Health Reports;
- Strategic oversight of the local delivery of Sustainability and Transformation Programme (STP);
- Receive updates and reports from localities and transformation programme boards;
- Monitor and oversee the delivery of the organisational transformation programme;
- In relation to the emerging Worcestershire Alliance arrangements, the committee will:
 - Ratify decisions taken at Alliance Board level (pending introduction of integrated governance mechanisms which will ultimately support devolved decisions making at individual Alliance Board level);
 - Ensure that any transactional requirements are identified and actioned as necessary (to protect the statutory obligations of the CCGs and to ensure that where decisions are taken which impact upon the existing infrastructure, they are properly accounted for);
 - Fulfil a critical role during a period of significant change, as the Worcestershire Alliance arrangements are embedded and operating effectively.
- Sign off Clinical Policies and Strategies;
- Receive and approve outline business cases for proposed developments and service changes, ensuring appropriate clinical input and challenge has been part of the development process;
- Receive reports/ recommendations from Clinical Advisory Groups;
- Receive quarterly reports from the Area Prescribing Committee on the use of drugs in Worcestershire and where necessary make decisions in relation to drug use and the utilisation of resources;
- Provide clinical input into any remaining issues for consideration by Financial Recovery Board.

8.2 Procurement & Contracting

- Oversee procurement activity and provide assurance to the Governing Bodies that this is being carried out effectively and appropriately;
- Sign off new contracts awards.

8.3 Communications and Engagement

- Review the CCG Communications and Engagement Strategy prior to submission to Governing Body;
- Monitor the trends and key process issues in relation to Complaints, Freedom Of Information and MP and media enquiries.

8.4 Organisational Development (OD) and Human Resources (HR)

- Act as the lead committee for OD and HR including:

- Review the OD strategy prior to submission to Governing Body;
- Receive and approve HR policies and reports;
- Receive HR report and monitor any staff-related trends;
- Ensure that a meaningful appraisal process is in place and embedded within the organisation;
- Maintain close links with the Staff Council and receive their reports as needed;
- Review organisational training and development needs.

8.5 Corporate

- Act as the lead committee for the following services including approval of strategies, policies and reports:
 - Equality and Inclusion
 - Business Continuity and Emergency Planning
 - Health and Safety
- Monitor the performance of the Commissioning Support Unit

8.6 Risks

- The Committee will be responsible for:
 - Reviewing areas of strategic and operational risk relating to the committee's remit and ensuring that appropriate controls and mitigating actions are in place;
 - Proactive monitoring of areas of potential future clinical risks and deciding on appropriate mitigating actions.

9. RELATIONSHIP WITH OTHER COMMITTEES

9.1 Service changes or decisions which impact on the review, planning and procurement of primary care services have to be made by the Primary Care Commissioning Committees in Common to ensure that any real or potential conflicts of interest are minimised and clinical input into those decisions will continue to be provided via the established advisory groups. However, Clinical Executive will have the oversight of the countywide transformation agenda and the Director of Primary Care will provide the links between both committees.

9.2 The delivery of QIPP programmes falls into the remit of Financial Recovery Board (FRB) and as such, all decisions in relation to QIPP will be made by FRB. However, Clinical Executive Committee will provide clinical input and advice for consideration by FRB.

Clinical leadership for the QIPP programmes can be outlined as follows:

- Clinical oversight will be secured via the fortnightly Financial Recovery Board (CCG Clinical Chairs);
- Clinical engagement will be secured via the monthly QIPP workstream meetings;
- Nominated clinical lead for each individual QIPP scheme where relevant (as detailed in the QIPP Assurance documents, signed off by the Executive Lead and FRB);
- Clinical Executive Committee providing input and advice into decision making of FRB.

10. AUTHORITY

The Committee is authorised by the CCGs Governing Bodies to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee. The Committee is authorised by the Governing Bodies to obtain external legal or other independent professional advice and to secure the attendance of external individuals/bodies with relevant experience and expertise if it considers this necessary.

11. REPORTING

The minutes of the committee meetings will be recorded and then checked for accuracy and signed by the Chair as an accurate record at a subsequent meeting of the Committee. The committee minutes together with the chair's summary report will be submitted to full Governing Body meetings.

12. SUB-COMMITTEES

The Committee in Common will determine the appropriate structure and membership of its subcommittees in order to effectively discharge its delegated authority.

The Chair of each sub-committee must be a member of the Committee.

Minutes or summary report of each sub-committee meeting will be submitted to the Committee's meeting.

13. CONDUCT OF THE COMMITTEE

The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the conduct of the Committee and its members.

14. REVIEW OF TERMS OF REFERENCE

The CCGs' Governing Bodies will review and endorse the committee's terms of reference.

Last reviewed: January 2018
Next review due: March 2018

**Date of Approval by Clinical Executive
Committee:**

**Date of Approval by
Governing Body**

QUALITY PERFORMANCE AND RESOURCES JOINT COMMITTEE TERMS OF REFERENCE

1. INTRODUCTION AND STATUTORY FRAMEWORK

The NHS Act 2006 (as amended) ('the NHS Act'), was amended through the introduction of a Legislative Reform Order ("LRO") to allow CCGs to form joint committees. This means that two or more CCGs exercising commissioning functions jointly may form a joint committee as a result of the LRO amendment to s.14Z3 (CCGs working together) of the NHS Act.

Joint committees are a statutory mechanism which gives CCGs an additional option for undertaking collective strategic decision making and this can include NHS England too, who may also make decisions collaboratively with CCGs.

Individual CCGs and NHS England will still always remain accountable for meeting their statutory duties. The aim of creating a joint committee is to encourage the development of strong collaborative and integrated relationships and decision-making between partners.

2. CONSTITUTION

The Quality, Performance and Resources Committee is established as a joint committee in accordance with the Constitutions of Redditch and Bromsgrove, South Worcestershire and Wyre Forest Clinical Commissioning Groups. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the constitutions.

3. JOINT COMMITTEE ARRANGEMENTS

The Quality, Performance and Resources Committee is established as a joint committee between the following organisations:

- Redditch and Bromsgrove CCG
- South Worcestershire CCG
- Wyre Forest CCG

4. MEMBERSHIP

The membership of the committee is as follows:

- Secondary Care Clinician (Chair)
- Lay Member for PPI and Quality (Vice Chair)
- Lay Member for Finance
- Lay Member for Primary Care
- Supporting Independent Lay Member
- Redditch and Bromsgrove Clinical Chair
- South Worcestershire Clinical Chair
- Wyre Forest Governing Clinical Chair
- GP Quality Lead
- Accountable Officer
- Chief Finance Officer
- Chief Operating Officer
- Chief Nurse and Director of Quality
- Strategic Clinical Lead

A quorum shall be six members, which must include two lay representatives (this includes the Secondary Care Clinician), two clinicians and a finance expert (this includes the lay representative with responsibility for finance)

5. ATTENDANCE AT MEETINGS

The following individuals will be invited to attend all the committee's meetings:

- Head of Corporate Governance
- Health Watch representative
- Public Health representative

Other individuals may be invited to attend at the discretion of the chair.

6. MEETINGS AND VOTING

The Committee will operate in accordance with the CCGs' Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than five days before the date of the meeting. When the Chair of the Committee deems it necessary, in light of the urgent circumstances, to call a meeting at short notice, the notice period shall be such as s/he shall specify.

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

7. SECRETARY

Secretarial support shall be provided by a nominated representative from the administration support team. The secretary will be responsible for supporting the chair in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate following consultation with the Chief Finance Officer and Director of Corporate and Organisational Development.

8. STRUCTURE AND FREQUENCY OF MEETINGS

A minimum of fourteen days' notice for calling a meeting shall be given.

The full Committee will meet bi-monthly and receive a complete set of papers including performance, finance and quality reports.

The three CCGs recognise the importance of maintaining robust oversight of performance and delivery. Consequently during the months in between the full Committee meetings, a small countywide steering group will meet to receive high level exception reports, detailing progress around the major risks and key actions from previous meetings. These meetings will be minuted and action notes maintained.

The countywide membership of the high level monitoring group (Steering Group) of the Committee will be:

- Secondary Care Clinician (chair)

- GP Quality Lead
- Lay Member for PPI and Quality
- Chief Nursing Officer and Director of Quality
- Chief Finance Officer (or Deputy Chief Finance officer)

The Steering Group will operate within a countywide context and all members' input will cover all three CCGs.

Other members may be asked to attend if an agenda item requires.

An action log will be in place to monitor on-going actions.

9. PURPOSE

The purpose of the Quality, Performance & Resources Committee is to:

- Monitor the quality and safety of all services (primary, secondary and tertiary care, including the independent sector) commissioned by the CCGs for its total population;
- promote culture of continuous improvement and innovation with respect to safety of services, clinical effectiveness and patient experience;
- To seek assurance relating to financial governance across the CCGs to secure value for money and sound financial stewardship.
- Receive reports detailing all commissioner and provider performance targets, set both nationally and locally, and seek appropriate assurances that these are met;
- Where possible provide assurance to the CCGs Governing Bodies on these areas of responsibility; highlight areas of limited assurance and make recommendations where necessary.
- Identify and mitigate risk associated with quality performance & finance

10. REMIT AND RESPONSIBILITIES OF THE COMMITTEE

10.1 Quality

- Monitor and review the safety and quality of commissioned services through the development of a quality assurance framework and reports from quality review mechanisms with all service providers. This includes jointly commissioned services.
- Seek appropriate assurances that the CCGs has in place adequate structures for managing all clinical and non-clinical governance issues relating to quality, safety and patient experience.
- Seek assurance that the commissioning strategy for the CCGs fully reflects all elements of quality (patient experience, effectiveness and patient safety), keeping in mind that the strategy and response may need to adapt and change.
- Receive and review risks relating to quality of services commissioned or patient safety and receive assurances that risks are adequately identified, evaluated and managed. Where necessary, escalate risks or areas of concern to the CCGs Governing Bodies and ensure they are appropriately recorded within the Risk Register or Board Assurance Framework.
- Receive and review quality indicators including serious incidents, never events, near misses trends and patterns of incidents, contained within the Quality Report dashboard and Performance Report. As part of this process, outcomes will be shared and lessons learnt.
- Receive and scrutinise independent investigations reports relating to patient safety issues and agree publication plans.
- Ensure that a clear escalation process including appropriate trigger points is in place to

enable appropriate engagement of external bodies on areas of concern.

- Seek assurance on the performance of NHS organisations in terms of the Care Quality Commission, Monitor and any other relevant regulatory bodies.
- Seek assurance that the CCGs is managing its responsibilities in discharging safeguarding responsibilities. Review the performance of CCGs in discharging their statutory responsibilities relating to safeguarding vulnerable adults and children.
- Encourage and foster an environment of continuous quality Improvement, research and the development of evidence based practice in all areas of clinical service delivery, led by clinicians, supported by managers and involving users, patients, carers and the public in meaningful ways.
- Provide assurance to the CCGs Governing Bodies that a detailed review of quality performance has been properly undertaken, that management action to mitigate and eliminate risks is taking place appropriately and effectively and that responsible managers are held to account.
- Alerting the Primary Care Commissioning Committee of any issues and concerns relating to quality in Primary Care.

10.2 Resources

- Review the detailed resources performance report and reports on performance against the full set of targets and objectives for the relevant period. The purpose is to provide assurance to the CCGs Governing Bodies that a detailed review of the organisation's performance management of resources has been properly undertaken, that management action to minimise financial overspends is taking place appropriately and effectively and that responsible managers are clearly identified and held to account.
- Ensure that full consideration is given to resource management, finance, workforces, estates and capital issues, including the meeting of all statutory targets and duties. This role is to be carried out under the terms of SOs, SFIs and the Scheme of Delegation. The Committee will scrutinise resource and financial decisions on behalf of the Governing Body and report appropriately to every Governing Body meeting.
- Receive reports and assurance that there is sound resource management in place to provide accurate reporting of delivery against financial duties.
- Receive reports and assurance that risks relating to the use of resources are adequately identified, evaluated and managed, and where necessary to escalate risks or areas of concern to the CCGs Governing Bodies
- Seek assurance of the budget setting process
- Ensure action plans are drawn up and implemented to recover any in-year variances.
- Receive updates from the Financial Recovery Board and seek assurance regarding the implementation of appropriate recovery plans in order to set a balanced budget against the resource limit for formal ratification of the CCGs Governing Bodies

10.3 Performance & Quality Reporting

- Review the detailed reports on performance and quality against the full set of targets and objectives for the relevant period. The purpose is to provide assurance to the CCGs Governing Bodies that a detailed review of the organisation's performance has been properly undertaken and scrutinised, that management action to minimise poor performance is taking place appropriately and effectively and that responsible managers are clearly identified and held to account.
- Monitor the process of performance management within the CCGs including the development of effective performance monitoring frameworks, targets and plans, and report on delivery against them.
- Receive assurance that risks relating to performance of CCGs and services commissioned are adequately identified, evaluated and managed, and where necessary

to escalate risks or areas of concern to CCGs Governing Bodies and are appropriately recorded within the Risk Register or Board Assurance Framework.

- Monitor the overall performance of the CCGs against national and local economy targets, making recommendations for actions undertaken as a result of any recommendations made, reporting as required to the CCGs Governing Bodies

10.4 Risk

- The Committee will be responsible for reviewing areas of strategic and operational risk relating to the committee's remit, ensuring that appropriate controls and mitigating actions are in place.

11. AUTHORITY

The Committee is authorised by the CCGs Governing Bodies to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee. The Committee is authorised by the Governing Bodies to obtain external legal or other independent professional advice and to secure the attendance of external individuals/bodies with relevant experience and expertise if it considers this necessary.

12. REPORTING

The committee will report to the full Governing Bodies via submission of QPR minutes and the appended integrated report. The minutes of both full committee and steering group meetings will be recorded and then checked for accuracy and signed by the Chair as an accurate record at a subsequent meeting of the Committee.

13. SUB-COMMITTEES

The Committee will determine the appropriate structure and membership of its subcommittees in order to effectively discharge its delegated authority.

The Chair of each sub-committee must be a member of the Committee.

Minutes or summary report of each sub-committee meeting will be submitted to the Committee's meeting.

14. CONDUCT OF THE COMMITTEE

The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the Committee and its members.

Annually the Committee shall review its own performance, membership and terms of reference. Any resulting changes to the terms of reference or membership will be reviewed and endorsed by the CCGs Governing Bodies.

15. REVIEW OF TERMS OF REFERENCE

The CCGs Governing Bodies will review and endorse the committee's terms of reference annually.

Last reviewed: January 2018
Next review due: March 2018

**Date of Approval by QPR
Committee:**

Date of Approval by Governing Body:

FINANCIAL RECOVERY BOARD (FRB) TERMS OF REFERENCE

1. INTRODUCTION AND STATUTORY FRAMEWORK

The NHS Act 2006 (as amended) ('the NHS Act'), was amended through the introduction of a Legislative Reform Order ("LRO") to allow CCGs to form joint committees. This means that two or more CCGs exercising commissioning functions jointly may form a joint committee as a result of the LRO amendment to s.14Z3 (CCGs working together) of the NHS Act.

Joint committees are a statutory mechanism which gives CCGs an additional option for undertaking collective strategic decision making and this can include NHS England too, who may also make decisions collaboratively with CCGs.

Individual CCGs and NHS England will still always remain accountable for meeting their statutory duties. The aim of creating a joint committee is to encourage the development of strong collaborative and integrated relationships and decision-making between partners.

2. CONSTITUTION

The Financial Recovery Board is established as an exceptional joint committee in accordance with the Constitution of Redditch and Bromsgrove, South Worcestershire and Wyre Forest Clinical Commissioning Groups (CCG). These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the constitutions.

3. JOINT COMMITTEE ARRANGEMENTS

The Clinical Executive Committee is established as a joint committee and will continue to operate whilst there is a requirement for financial recovery on a task and finish basis between the following organisations:

- Redditch and Bromsgrove CCG
- South Worcestershire CCG
- Wyre Forest CCG

4. PURPOSE

The purpose of the committee is to develop and monitor delivery of a robust financial recovery and financial risk mitigations plans (FRP and FRMP) for Redditch and Bromsgrove, South Worcestershire and Wyre Forest CCGs.

This broadly includes:

- Includes development and approval of a robust Financial recovery plan
- Ensure that the actions contained within the FRP are delivered and report to the Governing Bodies on progress.
- Provide assurance to the Governing Bodies on the sufficiency of actions to secure delivery of in year financial targets and progress towards medium term financial sustainability.
- Make specific recommendations to the Governing Bodies of any additional actions that may be necessary.
- Take decisions on actions necessary to support delivery of the FRP, within approved delegated limits.

5. SPECIFIC RESPONSIBILITIES

- Oversee production and delivery against a financial recovery plan and financial risk mitigation plans which capture all of the actions, the governance arrangements and sets out an overarching delivery plans for each of the financial recovery workstreams
- Ensure a clear understanding of the financial risk relating to RB, SW and WF CCGs. The committee will review and revise the financial risk on a monthly basis based on actual financial performance.
- The committee will receive assurance from SROs that a robust Financial Recovery Programme is in place as the prime means for securing recurrent/sustainable resolution of the financial gap and risks; and gain assurance on the level of financial benefit they will produce on an in- year and recurrent basis and to agree any risk adjustment necessary.
- Where forecast Financial Recovery achievement falls short of resolving the financial gap and mitigating financial risk, the committee will agree the approach to identifying the further savings schemes necessary to resolve the financial gap on a recurrent basis.
- Review and approve additional cost reduction/cost avoidance measures to bridge any residual gap and further mitigate risks
- Review plans to ensure financial sustainability in the medium term - ensuring alignment and engagement with system wide working and the development of the STP.
- Ensure an SRO is accountable for each action and to hold to account for delivery. Each SRO will be an executive director. The committee will undertake robust confirm and challenge of progress reports with particular focus on exception reports and recovery plans and agree any support requirements necessary to achieve recovery of plans.
- Consider the CCGs' capacity and capability to deliver financial recovery actions and develop proposals to address where necessary
- Approve the necessary reports and information to be taken to the Governing body to provide assurance on the sufficiency of actions, progress on delivery, risk and mitigations together with recommendations for additional actions required
- Consider lessons learnt and reflect these in future planning and delivery mechanisms.

6. CORE MEMBERSHIP

The Committee will be chaired by the Lay-member for Finance with support from the Lay Member for Audit and Governance in the role of vice chair.

Core membership will be:

- Lay Member for Finance (chair)
- Lay Member for Audit and Governance (vice-chair)
- Lay Member for PPI and Quality
- Lay Member for Primary Care
- Director of Financial Sustainability
- Accountable Officer

- Chief Finance Officer
- Chief Operating Officer
- Chief Nursing Officer and Director of Quality
- Strategic Clinical Lead
- Director of Partnerships and Change
- GP Chairs of each CCG
- FRP scheme SRO's (where not already specified)
- Head of PMO

FRP scheme SROs will be expected to attend every meeting; and may be supported by Project Leads and Clinical Leads for the presentation of any item relating to FRP delivery and exception/recovery reports.

The committee will be supported by the PMO and the CCG PMO Lead will be in attendance.

7. FREQUENCY AND DURATION OF MEETINGS

Meetings to be held monthly, but frequency will be increased at certain points during the year where financial recovery plans require committee sign-off.

8. QUORUM

The following minimum attendance is required for the committee to be quorate:

- 2 Executive Directors
- Accountable Officer or Chief Finance Officer
- 1 GP Chair
- 1 Lay member

9. DECISION MAKING

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

All decisions for which voting is required, will be made separately by the membership of each CCGs' committee.

Any decisions taken will be within approved delegated limits - subject to any revisions agreed by Audit Committee. Where urgent and material decisions are required outside of these limits - these will be considered via exceptional meeting of the Governing Body.

10. ADMINISTRATIVE SUPPORT

The PMO will provide administrative support to the FRB and distribute the minutes.

11. REPORTING

The FRB will report directly to Governing Bodies as a task and finish sub-committee with the specific remit of overseeing financial recovery. A report will be provided to each Governing Body on the status of financial recovery on a monthly basis - together with a summary of the minutes of each meeting.

12. SUB-COMMITTEES

The Committee will determine the appropriate structure and membership of its subcommittees in order to effectively discharge its delegated authority.

The Chair of each sub-committee must be a member of the Committee.

Minutes or summary report of each sub-committee meeting will be submitted to the Committee's meeting.

13. CONDUCT OF THE COMMITTEE

The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the Committee and its members.

Annually the Committee shall review its own performance, membership and terms of reference. Any resulting changes to the terms of reference or membership will be reviewed and endorsed by the CCGs Governing Bodies.

14. REVIEW OF TERMS OF REFERENCE

The CCGs Governing Bodies will review and endorse the committee's terms of reference annually.

Last reviewed: January 2018

Next review due: January 2019

Date of Approval by QPR Committee:

Date of Approval by Governing Body:

WYRE FOREST CCG AUDIT COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

The Audit Committee is established in accordance with the Constitution of Wyre Forest Clinical Commissioning Group (CCG). These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Audit Committee and shall have effect as if incorporated into the constitution.

2. HOLDING OF CONCURRENT MEETINGS

The Audit Committees for NHS Redditch and Bromsgrove CCG, NHS South Worcestershire CCG and NHS Wyre Forest CCG will run concurrently and meet as committees in common. However at the discretion of the Chair of the commissioning committee, a committee that is specifically needed to cover the business of one of the CCGs can be called at any time, however it must be minuted as such and reported to the relevant CCG Governing Body as such. The chairing of the concurrent committee will be by one of the committees' chairs on rotational basis.

3. MEMBERSHIP

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

A lay member from the CCG Governing Body, with the lead role in overseeing audit and governance, will be the chair of the Committee, supported by the Lay Member for Finance as Vice Chair.

The Chair of the CCG Governing Body will not be a member of the Committee.

The Committee shall consist of no less than three members, the membership comprising of:

- Lay Member for Audit and Governance (chair)
- Lay Member for Finance (Vice Chair)
- Supporting Independent Lay

Member

A quorum shall be two members.

The Audit Committee chair and the two further Committee members shall be appointed by the main Governing Body.

4. ATTENDANCE AT MEETINGS

The Chief Finance Officer, or nominated deputy, appropriate Internal and External Audit representatives Local Counter Fraud Specialist shall normally attend meetings. The Head of Corporate Governance will also be in attendance.

However, at least once a year the Chair of the Committee should meet privately with the

External and Internal Auditors.

The Accountable Officer or Chief Operating Officer will be invited to attend and discuss, at least annually with the Committee, the process for assurance that supports the governance statement. The Accountable Officer or Chief Operating Officer will normally attend when the Committee considers the draft internal audit plan and the annual accounts.

Other officers may be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that officer.

The Chair of the Governing Body will also be invited to attend one meeting each year in order to form a view on, and understanding of, the Committee's operations.

Regardless of attendance, external audit, internal audit, local counter fraud and security management (NHS Counter Fraud Authority) providers will have full and unrestricted rights of access to the Audit Committee.

5. SECRETARY

Secretarial support shall be provided by a nominated representative from the administration support team. The secretary will be responsible for supporting the chair in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate following consultation with the Chief Finance Officer and Head of Corporate Governance.

6. FREQUENCY

A minimum of fourteen days' notice for calling a meeting shall be given. The Committee recognises the potential need for ad hoc meetings in addition to the bi-monthly meetings.

The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

7. REMIT AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall critically review the CCGs' financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors is maintained. The duties of the Committee are driven by the priorities identified by the CCGs and the associated risks.

The key duties of the Audit Committee are as follows:

7.1 Integrated governance, risk management and internal control

The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the clinical commissioning group's activities that support the achievement of the clinical commissioning group's objectives. Its work will dovetail with that of any quality committee, which the clinical commissioning group could establish to seek assurance that robust clinical quality is in place. In particular, the committee will review the adequacy and effectiveness of:

- Annual review of the CCG's standing orders, standing financial instructions and scheme of delegation and the committee will monitor compliance with these.

- All risk and control related disclosure statements (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the clinical commissioning group.
- The underlying assurance processes that indicate the degree of achievement of clinical commissioning group objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification.
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Counter Fraud Authority.

In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from officers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

7.2 Internal audit

The Committee shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Accountable Officer and Clinical Commissioning Group. This will be achieved by:

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal.
- 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.
- Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the Clinical Commissioning Group.
- An annual review of the effectiveness of internal audit.

7.3 External audit

The Committee shall 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:

- Consideration of the performance of the external auditors, as far as the rules governing the appointment permit.
- Discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy.

- 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.
- Review of all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the Clinical Commissioning Group and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

7.4 Other assurance functions

The Audit Committee shall ensure that appropriate arrangements within the CCG are in place to review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the Clinical Commissioning Group.

7.5 Counter fraud

The Committee shall satisfy itself that the Clinical Commissioning Group has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme and Annual Report.

7.6 Management

The Committee shall request and review reports and positive assurances from officers on the overall arrangements for governance, risk management and internal control. The Committee may also request specific reports from individual functions within the Clinical Commissioning Group as they may be appropriate to the overall arrangements.

7.7 Financial reporting

The Audit Committee shall monitor the integrity of the financial statements of the Clinical Commissioning Group and any formal announcements relating to the Clinical Commissioning Group's financial performance. The Committee shall ensure that the systems for financial reporting to the Clinical Commissioning Group, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Clinical Commissioning Group.

The Audit Committee has delegated authority from the governing body to approve the financial statements, focusing particularly on:

- The wording in the governance statement and other disclosures relevant to the terms of reference of the Audit Committee;
- Changes in, and compliance with, accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the financial statements;
- Significant judgements in preparing the financial statements;
- Significant adjustments resulting from the audit;
- Letter of representation; and

The Audit Committee shall also review the annual report and quality accounts before submission to the governing body and the Clinical Commissioning Group.

8. AUTHORITY

The Committee is authorised by the CCG Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee. The Committee is authorised by the Governing Body to obtain external legal or other independent professional advice and to secure the attendance of external individuals/bodies with relevant experience and expertise if it considers this necessary.

9. REPORTING

The committee will report to the full Governing Body via a chair's summary report. The minutes of the Committee meeting shall be formally recorded by the Secretary.

The Committee will report to the Governing Body annually on its work in support of the governance statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against external regulators' standards.

The Committee will ensure appropriate officers are informed of reports which affect their portfolio.

10. CONDUCT OF THE COMMITTEE

The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the Committee and its members.

Annually the Committee shall review its own performance, membership and terms of reference. Any resulting changes to the terms of reference or membership will be reviewed and endorsed by the CCG Governing Body.

11. REVIEW OF TERMS OF REFERENCE

The CCG's Governing Body will review and endorse the committee's terms of reference

annually. Last reviewed: January 2018

Next review due: April 2018

**Date of Approval by
Audit Committee:**

**Date of Approval by
Governing Body:**

PRIMARY CARE COMMISSIONING COMMITTEE IN COMMON

TERMS OF REFERENCE

1. INTRODUCTION AND STATUTORY FRAMEWORK

In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to NHS Wyre Forest CCG (the CCG). The delegation is set out in Schedule 1 Definitions and Interpretation of the Delegated Agreement.

The CCG has established Primary Care Commissioning Committee (“Committee”). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.

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

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

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

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

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

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

2. COMMITTEE ARRANGEMENTS

The Primary Care Commissioning Committee for NHS Redditch and Bromsgrove CCG, NHS South Worcestershire CCG and NHS Wyre Forest CCG will run concurrently and meet as committees in common. However at the discretion of the Chair of the commissioning committee, a committee that is specifically needed to cover the business of one of the CCGs can be called at any time, however it must be minuted as such and reported to the relevant CCG Governing Body as such. The chairing of the concurrent committee will be by one of the committees’ chairs on rotational basis.

3. MEMBERSHIP

The membership comprises representatives of the following organisations:

- NHS Wyre Forest CCG
- Worcestershire Healthwatch (non-voting)
- Worcestershire Health and Well-being Board (non-voting)
- Worcestershire Local Medical Committee (non-voting).

Specifically, the voting membership comprises of:

- Lay Member for Primary Care (Chair)
- Lay Member for PPI and Quality (Deputy Chair)
- Strategic Clinical Lead
- Chief Operating Officer
- Accountable Officer
- Director of Primary Care
- Chief Finance Officer (or Deputy Chief Finance Officer as the nominated deputy)

The regular attendees comprises of:

- Head of Corporate Governance

- GP Primary Care Lead
- Practice Manager Representatives x2
- Supporting Independent Lay Member
- Independent (out of area) GP
- Member of Worcestershire Health Watch
- Member of Worcestershire Health and Well-being Board
- LMC representative
- Public Health representative

NHS England will be invited to attend.

Quorum shall be five members including at least three voting members. At least one voting lay member and one non-voting clinician. However every effort will be made to schedule meetings to ensure that Lay Members are present, in particular when key decisions are being taken.

4. MEETINGS AND VOTING

The Committee will operate in accordance with the CCGs' Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than five days before the date of the meeting. When the Chair of the Committee deems it necessary, in light of the urgent circumstances, to call a meeting at short notice, the notice period shall be such as s/he shall specify.

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

All decisions for which voting is required, will be made separately by the membership of each CCG's committee.

5. SECRETARY

Secretarial support shall be provided by a nominated representative from the administration support team. The secretary will be responsible for supporting the chair in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate following consultation with the Chief Finance Officer and Head of Corporate Governance.

6. STRUCTURE AND FREQUENCY OF MEETINGS

A minimum of fourteen days' notice for calling a meeting shall be given. Meetings of the Committee shall be held in public bi-monthly.

The Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to

the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

7. PURPOSE

The Committee has been established in accordance with the statutory provisions (listed in section 1 of this document) to enable the members to make collective decisions on the review, planning and procurement of primary care services in the CCG area under delegated authority from NHS England. In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and the CCG, which will sit alongside the delegation and terms of reference. The functions of the Committee are undertaken in the context of a desire to promote increased co-commissioning to increase quality, efficiency, productivity and value for money and to remove administrative barriers.

8. REMIT AND RESPONSIBILITIES OF THE COMMITTEE

The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act. This includes the following:

- General Medical Services (GMS), Personal Medical Services (PMS) and Alternative Provider Medical Services (APMS) contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing breach/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Make/ approve decisions in respect of GP access fund;
- Make decisions in respect of PMS premium re-investment;
- Oversee implementation of General Practice forward view;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g. returner/retainer schemes).

The CCG will also carry out the following activities:

- Work with other partners to develop new models of care in line with the CCG primary care strategy to enable proactive out of hospital care closer to home;

- Develop a strategy for premises to support new models of care;
- Undertake reviews of primary medical care services in the South Worcestershire CCG area;
- Manage the budget for commissioning of primary medical care services in the South Worcestershire CCG area.
- The Committee will take a pro-active role in ensuring that objectives for which it is accountable are achieved and strategic and operational risks are managed and mitigated.

9. AUTHORITY

The Committee will make decisions within the bounds of its remit. The decisions of the Committee shall be binding on NHS England and the CCGs.

Procurement of agreed services will be set out in the Delegation Agreement.

For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference, and the Standing Orders or Standing Financial Instructions of any of the members, the Delegation will prevail.

The Committee may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

10. REPORTING

The committee is independent from the CCG Governing Body but will submit its minutes or summary report to the CCG's Governing Body for information.

The Committee will also present its minutes to NHS England West Midlands on bi-monthly basis.

11. SUB-COMMITTEES

The Committee in Common will determine the appropriate structure and membership of its subcommittees in order to effectively discharge its delegated authority.

The chair or vice chair of each sub-committee must be a member of the Committee.

Minutes or reports of each sub-committee meeting will be submitted to the Committee's meeting.

12. CONDUCT OF THE COMMITTEE

The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the Committee and its members.

Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view. The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions. Members of the Committee shall respect confidentiality requirements as set out in the CCG's Constitution.

Annually the Committee shall review its own performance, membership and terms of reference. Any resulting changes to the terms of reference or membership will be reviewed and endorsed by the CCG Governing Body.

13. REVIEW OF TERMS OF REFERENCE

The CCG's Governing Body will review and endorse the committee's terms of reference annually.

Last reviewed: January 2018

Next review due: April 2018

**Date of Approval by the
Committee:**

**Date of Approval by Governing
Body:**

Schedule 1 – Delegation

The CCG and NHS England signed the Delegation Agreement on 1st April 2016. The Agreement became effective on 1st April 2016. The Agreement sets out the arrangements that apply in relation to the exercise of the Delegated Functions by the CCG

Schedule 2 – Delegated functions

NHS England has delegated to NHS Wyre Forest CCG the following functions relating to the commissioning of primary medical services under section 83 of the NHS Act:

- General Medical Services (GMS), Personal Medical Services (PMS) and Alternative Provider Medical Services (APMS) contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing breach/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Make/ approve decisions in respect of GP access fund;
- Make decisions in respect of PMS premium re-investment;
- Oversee implementation of General Practice forward view;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g. returner/retainer schemes).

WYRE FOREST CCG REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

The Remuneration Committee (the committee) is established in accordance with the Constitution of NHS Wyre Forest Clinical Commissioning Group. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the Clinical Commissioning Group's constitution.

2. HOLDING OF CONCURRENT MEETINGS

The committees for NHS Redditch and Bromsgrove CCG, NHS South Worcestershire CCG and NHS Wyre Forest CCG will run concurrently and meet as committees in common. However at the discretion of the Chair of the commissioning committee, a committee that is specifically needed to cover the business of one of the CCGs can be called at any time, however it must be minuted as such and reported to the relevant CCG Governing Body as such. The chairing of the concurrent committee will be by one of the committees' chairs on rotational basis

3. MEMBERSHIP

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

The membership of the committee is as follows:

- Lay Member for Audit and Governance (Chair)
- Lay Member for Finance (Vice Chair)
- Secondary Care Clinician
- Governing Body Clinical Chair
- Accountable Officer

Quorum shall be two members.

4. ATTENDANCE AT MEETINGS

Only members of the committee have the right to attend committee meetings. However, other individuals such as the HR lead and external advisers may be invited to attend for all or part of any meeting as and when appropriate. However these officers should not be in attendance for discussions about their own remuneration and terms of service.

5. MEETINGS AND VOTING

The Committee will operate in accordance with the CCG's Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than five days before the date of the meeting. When the Chair of the Committee deems it necessary, in light of the urgent circumstances, to call a meeting at short notice, the notice period shall be such as s/he shall specify.

Each member of the Committee will have one vote. The committee in common will endeavor to make decisions by consensus. Where there is no consensus on a particular matter, that matter may be put to a vote. The Committee of each CCG will then reach its decision by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the committee in common will be to achieve consensus decision-making wherever possible.

6. SECRETARY

The Executive Assistant to the Accountable Officer will be the secretary of the committee. The secretary will be responsible for supporting the chair in the management of remuneration business and for drawing the Committee's attention to best practice, national guidance and other relevant documents, as appropriate following consultation with the Accountable Officer and the Head of Corporate Governance

7. STRUCTURE AND FREQUENCY OF MEETINGS

Meetings will be called by the Chair as required with a minimum notice period of two weeks. Meetings may also be conducted virtually when an urgent or a simple decision is required.

8. PURPOSE

The purpose of the Remuneration Committee is to make recommendations to the Clinical Commissioning Group 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.

9. REMIT AND RESPONSIBILITIES OF THE COMMITTEE

- Recommends to the Clinical Commissioning Group Governing Body the remuneration of GP Lay and Secondary Care Clinician Governing Body members;
- Recommends to the Clinical Commissioning Group Governing Body the remuneration and conditions of service of the Accountable Officer and senior team;
- Reviewing the performance of the Accountable Officer and other senior team members and recommending annual salary awards, if appropriate;
- Recommend to the Clinical Commissioning Group Governing Body the financial arrangements for termination of employment, including the terms of any compensation packages and other contractual terms excluding ill health and normal retirement for all employees;
- Consider the severance payments of the Accountable Officer and other senior staff, and recommend seeking HM Treasury approval as appropriate in accordance with the guidance “Managing Public Money” (HM Treasury.gov.uk);
- Agree any significant changes to the number of sessions of Governing Body Members.

10. AUTHORITY

The Committee is authorised by the CCG Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee. The Committee is authorised by the Governing Body to obtain external legal or other independent professional advice and to secure the attendance of external individuals/bodies with relevant experience and expertise if it considers this necessary.

11. REPORTING

The Remuneration Committee is accountable to the Governing Body for its decisions. The Committee shall report in writing to the Governing Body, either through its minutes or a separate report, outlining the basis for its recommendations.

12. CONDUCT OF THE COMMITTEE

The Committee will apply best practice in the decision making processes, for example, when considering individual remuneration the committee will:

- comply with current disclosure requirements for remuneration;
- on occasion seek independent advice about remuneration for individuals;
- ensure that decisions are based on clear and transparent criteria;
- comply with all relevant national policies and guidance.

The Committee is authorised by the Governing Body to investigate any activity within its terms of reference. The Committee is also authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of persons with relevant experience and expertise if it considers this necessary

No individual will be involved in determining their own remuneration. When a discussion or decision directly affects a member of the committee they will be excluded from the decision making process in its entirety.

The Committee will conduct its business in accordance with any national guidance and relevant codes of conduct / good governance practice, for example, Nolan's seven principles of public life.

The Committee will review its own performance, membership and terms of reference on an annual basis. Any resulting changes to the terms of reference will be approved by the Governing Body.

13. REVIEW OF TERMS OF REFERENCE

The CCG's Governing Body will review and endorse the committee's terms of reference annually.

Last reviewed: January 2018

Next review due: April 2018

**Date of Approval by Remuneration
Committee:**

Date of Approval by Governing Body:

Herefordshire & Worcestershire CCGs Joint Commissioning Committee

Terms of Reference

1. Statutory Framework

The NHS Act 2006 (as amended) ('the NHS Act'), was amended through the introduction of a Legislative Reform Order ("LRO") to allow CCGs to form joint committees. This means that two or more CCGs exercising commissioning functions jointly may form a joint committee as a result of the LRO amendment to s.14Z3 (CCGs working together) of the NHS Act.

Joint committees are a statutory mechanism which gives CCGs an additional option for undertaking collective strategic decision making and this can include NHS England too, who may also make decisions collaboratively with CCGs.

Individual CCGs and NHS England will still always remain accountable for meeting their statutory duties. The aim of creating a joint committee is to encourage the development of strong collaborative and integrated relationships and decision-making between partners.

2. Overview

As part of the STP planning work, the NHS Herefordshire CCG, NHS Redditch and Bromsgrove CCG, NHS South Worcestershire CCG and NHS Wyre Forest CCG Joint Commissioning Committee will provide the strategic leadership and operational co-ordination of some commissioning activities relating specifically to the Sustainability and Transformation Plan, including the development and delivery of operational plans and the design of and transition to future new commissioning arrangements.

3. Purpose of the Joint Commissioning Committee

The purpose of the committee is to:

- Provide the strategic leadership, commissioning and operational coordination relating to the STP, development of the operating plan and its implementation.
- Provide strategic leadership and decision making relating to the transition to future commissioning arrangements.
- Provide a strategic decision making relating to the implementation of STP programmes.
- Lead the development of commissioning strategies for joint clinical transformation programmes.
- Lead the joint commissioning of those services, identified in the joint clinical transformation programmes and provide a mechanism for joint decision making which will ensure quality and service outcomes are an integral part of the commissioned pathway.
- Develop a sustainable commissioning solution across the STP footprint by March 2019.

- In line with the agreed Joint Committee work plan, consider future functions such as the joint commissioning of a range of specialist services.
- Provide strategic leadership in relation to the development of new accountable care systems arrangements and make recommendations accordingly to the CCG Governing Bodies.

4. Duties

- Oversee the delivery of the joint CCG input into the STP process;
- Make joint strategic decisions in line with the process described below;
- Co-ordinate the required communication, engagement and consultation processes;
- Oversee, agree and deliver the commissioner operational plans, covering the STP of the four CCGs;
- Ensure provider STP operational plans align and will support the delivery of commissioning control totals;
- Agree how the STP wide financial control total is delivered;
- In the short term CCGs will retain responsibility to agree service contracts with providers. The Committee will undertake a co-ordination role ensuring contractual arrangements and agreements align with and will support the delivery of the STP.
- Explore and agree opportunities for risk management;
- Develop commissioning strategies for the emerging provider market i.e. accountable care organisations;
- Complete an option appraisal on future commissioning reform;
- Manage those other functions delegated by the CCGs.

5. Decision Making

The joint committee provides a legal structure for CCGs to jointly make single decisions. However CCGs will remain individual statutory organisations. Decisions made by the joint committee should be unanimous. However processes should exist to ensure organisations' ability to dissent if reasonable.

Decisions of the joint committee should be based on agreed criteria:

- clinical evidence
- improvements to patient outcomes
- contribution to the financial position of all organisations
- be consistent with the STP values
- consider the impact of the decision on other organisations, such as other CCGs, providers and local authorities.

Where a decision cannot be reached by the joint committee based on the above criteria, the decision should be referred back to each CCG's governing body for consideration.

If after consideration by each CCG a consensus cannot be reached, the joint committee should consider requesting an independent clinical review of the service in question; this could include asking the Clinical Senate or the STP Clinical Reference Group/Advisory Group. The joint committee will then consider and make its decision in line with the independent review.

Appendix One illustrates decision making process.

6. Residual Role of the CCGs

With the exception of those functions specifically delegated to the Joint Committee, all other statutory functions remain functions of the individual CCGs.

7. Core Membership

- Chairs of the four CCGs (4)
- AOs of the four CCGs (2)
- CFOs of the four CCGs (2)
- One lay member from each CCG (2)
- Directors/Heads of Corporate Governance (2) non-voting

The Committee will be chaired by the four CCG chairs on a rotational basis. Other members may be invited/co-opted as required, including expert input for areas such as social care and public health.

The NHS England Locality Director for Herefordshire and Worcestershire will be invited to attend Committee meetings.

8. Voting

Each Statutory Organisation will have a single vote. The members representing that CCG will collectively confirm the vote. Decisions will need to be unanimous.

9. Frequency and duration of Meetings

The committee will meet at least 4 times a year.

10. Quorum

The quorum of the meeting will be representative from each statutory organisation, including one executive member for each CCG, plus at least one clinician across the four CCGs and at least one lay member across the four CCGs.

11. Administrative Support

Support will be provided by a Senior Business Support Officer from the existing resources within the CCGs.

12. Reporting Arrangements

The joint committee will report to the CCG Governing Bodies providing minutes of meetings, decision taken in line with delegated authority and actions required to be taken locally.

13. Review

The terms of reference will be reviewed on an annual basis

