In-common Meeting of Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
Governing Body

Date:       Tuesday 5th September 2017
Time:       13.30
Location:   Vassall Centre, Gill Avenue, BS16 2QQ

Agenda item: 6.2

Furthering Transition: Aligning governance across Bristol, North Somerset and South Gloucestershire (BNSSG) CCGs

1. Purpose
This paper sets out and seeks approval for an aligned governance structure across the Bristol, North Somerset and South Gloucestershire CCGs (BNSSG CCGs). The paper describes the background to these proposals, sets out the principles and approach that underpin the proposed aligned governance structure, summarises the proposed arrangements and includes ways of working document for in-common arrangements and terms of reference for proposed joint committees.

2. Recommendations
The Bristol, North Somerset and South Gloucestershire Governing Bodies are asked to:

- Approve the overall approach to alignment of governance arrangements for the CCGs.
- Approve the way of working document for in-common meetings of the Governing Body.
- Approve the change in scope of the Audit Committee to encompass Governance and Risk.
- Approve the way of working document for in-common meetings of the:
  - Remuneration Committees.
  - Audit, Governance and Risk Committees.
- Approve the terms of reference for the joint committees:
  - Joint Quality and Performance Committee.
  - Joint Strategic Finance Committee.
  - Joint Commissioning Executive.
Bristol CCG Governing Body are asked to:

- Approve the delegation of responsibilities from the Bristol CCG Finance, Performance and Planning Committee to the BNSSG Joint Strategic Finance Committee.
- Agree that the Clinical Leadership Group becomes a sub-committee of the BNSSG Joint Commissioning Executive.

North Somerset CCG Governing Body are asked to:

- Agree that the Clinical Commissioning Leadership Group becomes a sub-committee of the BNSSG Joint Commissioning Executive.

South Gloucestershire CCG Governing Body are asked to:

- Approve the delegation of responsibilities from the South Gloucestershire CCG Finance Committee to the BNSSG Joint Strategic Finance Committee.
- Agree that the Clinical Operational Executive Group Committee becomes a sub-committee of the BNSSG Joint Commissioning Executive.

3. Background

Following the BNSSG Capacity and Capability Review in 2016, the BNSSG CCGs have been collectively working together to form a single commissioning voice that was approved by Governing Bodies. The CCGs have already appointed a single Chief Executive Officer and a single BNSSG Executive Team has now been recruited. To further strengthen our approach, and to ensure effective support for the single Executive Team, it is proposed to create a single governance structure that will enable unified and resilient commissioning leadership for BNSSG. Our aim is to optimise the use of our executive and non-executive resources to support delivery of our core purpose: to ensure best possible health for the people of Bristol, North Somerset and South Gloucestershire.

The BNSSG CCGs made amendments to their constitutions to support a single commissioning voice early in this year, and these changes have now been approved by NHS England. These amendments enable the CCGs to form joint committees, which will allow these next steps to be taken.

A review of these proposed arrangements against individual CCG constitutions has influenced these final recommended arrangements and will mean that no constitutional change is required to enact them.
4. Principles and approach

In line with all of our transition work to date, the proposed governance structure is underpinned by the following key principles, which have been reviewed and approved by each Governing Body:

- We will ensure the voice of local people shapes what we do, continuing to be three statutory organisations driven by our Membership, and increasingly over time we will operate as a single entity;
- We will adopt a principle of subsidiarity where decision making is delegated to the lowest appropriate level, whilst ensuring unified leadership and a shared BNSSG vision, strategy and prioritisation process informs our work;
- We will retain and strengthen GP leadership in commissioning and lead our organisation through strong and dynamic partnership between committed clinicians and excellent managers;
- We will continue to build primary care at the heart of what we do – we will build up from and preserve our localities, respecting the natural communities of GP practices on which CCGs are built;
- We will engage fully with the STP whilst establishing firmly the role of the commissioner as system leaders in orchestrating change on behalf of our population;
- We will provide strong and consistent commissioning leadership across the system at all levels, from our localities to the BNSSG system and beyond;
- We will re-establish joined up, population based commissioning across the whole pathway, including primary care and specialised services;
- We will optimise the deployment of clinical, executive and non-executive resources by ensuring that necessary administrative and governance systems are as simple as possible, and eliminate duplication wherever we can.

Strengthening commissioning leadership in service of our population is our principle goal in coming together. In setting out our approach to aligned governance we recognise that a single Executive team will not be able to continue to serve three sets of meetings if it is to have the capacity to focus on delivery of our operational plan, the Sustainability and Transformation Plan (STP) and our wider commissioning agenda.

To ensure that we are able to optimise our resources, work effectively and adhere to the core principles described above, an approach is proposed to create a streamlined governance structure. This structure will maintain those committees that are statutorily required, operating them in-common where it is necessary to comply with and discharge our legal duties and establishing joint committees wherever it is possible to do so.
5. Proposed governance structure and arrangements

The NHS Act 2006 as amended by the Health and Social Care Act 2012 requires that each CCG has its own governing body and that the governing body of a CCG must have an audit committee and a remuneration committee. The law does not currently permit CCGs to have full joint committee arrangements where a single governing body, audit committee or remuneration committee acts for more than one CCG. Information published by NHS England in 2012 confirmed that joint audit or remuneration committees are not permitted, although they can meet ‘in common’.

It is necessary for the membership of Audit Committees and Remuneration Committees to be drawn from the relevant CCGs Governing Body. The National Health Service (Clinical Commissioning Groups) Regulations 2012 stipulates separately who may and may not be a member of the governing body, remuneration committee and audit committee; this is fully reflected in these proposals. Statutory meetings requiring in-common arrangements are the governing body, audit and remuneration committees for each CCG. There may be times when it will continue to be appropriate for these Committees to meet separately (for example in signing off the annual report and accounts), but this would become the exception rather than the norm.

We will maintain membership and clinical leadership meetings at individual CCG (area) level. The Clinical Chairs will continue to exercise their statutory functions on behalf of our Members and our populations across BNSSG, representing them at all levels of the governance infrastructure. The Clinical Chairs continue to have a critical role in ensuring that the clinical voice of our Members is fully represented both in local work and across BNSSG. They will ensure that effective, strong clinical engagement drives our work, and that we continue to be clinically led.

Appendix 1 sets out the proposed approach diagrammatically and show reporting arrangements for committee’s to the Governing Bodies. Appendix 2 sets out a summary of each committees Chairing arrangement, main responsibilities and membership.

In summary each CCG will maintain its Governing Body, Audit Committee and Remuneration Committee, retaining their statutory functions on behalf of each of the CCGs. It is proposed that they meet in-common wherever possible.

Appendix 3 sets out the proposed way in which meetings in common of the BNSSG CCG Governing Bodies will work. This is based on individual CCG constitutional arrangements but brings them together in a way that will guide the way they will operate going forward.
Appendix 4 sets out a way of working for meetings in common of Remuneration Committees. This is supported by existing individual CCG Remuneration Committee terms of reference as agreed with individual CCG Governing Bodies which are shown at Appendix 4a, 4b and 4c for completeness.

Appendix 5 sets out a way of working for meetings in common of the Audit, Governance and Risk Committee. This is supported by existing individual CCG Audit Committee terms of reference as agreed with individual CCG Governing Bodies which are shown at Appendix 5a, 5b and 5c for completeness.

It is proposed that Governing Bodies also specifically delegate to their Audit Committees responsibility for:

- providing assurance that the CCGs assurance framework and corporate risk register is comprehensive and robust.
- overseeing the development of the CCGs HR policies and receiving and approving these or recommending these where Governing Body approval is required.
- providing assurance in relation to the CCG’s statutory duties as an employer including assurance relating to staff rights under the NHS constitution and statutory and mandatory training
- seeking assurance that the CCGs have robust arrangements in place to satisfy their responsibilities in relation to EPRR and Business Continuity

For this reason it is proposed that the Audit Committees are renamed Audit, Governance and Risk Committee’s and be asked to review their terms of reference to encompass the above additional responsibilities. These revised terms of reference will come back to respective Governing Bodies for approval.

Alongside these arrangements it is proposed to establish a number of joint committees of the Governing Bodies as follows:

- BNSSG Joint Quality and Performance Committee: the membership of this committee will be drawn from across BNSSG, its remit will include providing the Governing Bodies with assurance on matters relating to quality and performance. See appendix 6.
- BNSSG Joint Strategic Finance Committee: the membership of this committee will be drawn from across BNSSG, its remit will include the review of strategic matters relating to finance, contracts and procurement, acting on behalf of and making recommendation to the Governing Bodies. It is proposed that this Joint Committee will take over the role of the Bristol CCG Finance, Performance and Planning Committee and the South Gloucestershire CCG Finance Committee. See appendix 7.

Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
• BNSSG Joint Commissioning Executive: the membership of this group will comprise the clinical leaders from each CCG and the BNSSG Executive Team; its remit will include strategic and operational planning and decision making, and the monitoring of performance across the CCGs. The Commissioning Executive will make recommendations on plans and advise on contractual performance to the Governing Bodies. This Committee will be underpinned by the local arrangements for clinical leadership and decision making that currently exists within the three CCGs and will represent them to the Governing Bodies in-common. It is proposed that the existing clinical leadership committees in the CCGs; the Bristol CCG Clinical Leadership Group, North Somerset CCG Clinical Commissioning Leadership Group and the South Gloucestershire CCG Clinical Operational Executive Group will continue to be the local voice of the CCGs and become sub-committees of the BNSSG Joint Commissioning Executive with views from these groups informing the BNSSG Commissioning Executive’s decisions. Clinical Chairs and Clinical leaders with portfolio responsibilities will be members of the BNSSG Commissioning Executive to ensure a strong local voice on this Committee. See appendix 8.

• BNSSG Joint Primary Care Commissioning Committee: in taking forward the primary care commissioning agenda it is proposed that the three CCGs establish a joint committee, to include NHS England (NHSE). Whilst South Gloucestershire CCG has not yet taken on joint responsibility for primary care commissioning, BNSSG CCGs have agreed a joint Primary Care strategy with a clear intent to work towards achieving delegated responsibility in the near future. It therefore seems appropriate that this committee should be established for BNSSG as a whole should delegated commissioning arrangements for primary care be approved. Bristol and North Somerset CCG’s have primary care commissioning committee’s in place with NHSE for joint commissioning purposes. It is proposed that these continue as currently until delegated commissioning is approved and joint governance arrangements are in place. These committees could move to a meeting-in-common if agreed with NHSE. Draft terms of reference for a BNSSG Joint Primary Care Commissioning Committee are in development. These revised terms of reference will be presented to Governing Bodies for approval once finalised.

In addition to the formal committees, it is proposed that a BNSSG Patient and Public Engagement Forum (PPEF) be established to represent the public voice. This forum would be made up of patient representative groups, including HealthWatch and representatives of our practices’ Patient Participation Groups. The following groups would report into the BNSSG PPEF in the future:

• Bristol CCG Patient, Equality, Communications Sub Committee

Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
• North Somerset CCG Voices for Health Strategic Review Group
• South Gloucestershire CCG Improving the Patient Experience Forum

The terms of reference for this Forum are being developed by Lay members with a lead for Patient and Public Engagement and will be presented to Governing Bodies for approval once agreed.

6. Financial/resource implications
Implementation of the proposed aligned governance structure will reduce operating costs of the Governing Bodies (for example in hiring venues and servicing meetings), and over time may reduce pay costs.

7. Legal implications
The governance matters in this paper are based on the models of good governance established for NHS organisations, including guidance on in-common and joint committee. Legal advice on the proposed governance structure has been taken to ensure that the proposed changes meet statutory requirements. Legal advisers have concluded that the documents are internally consistent and that in-common and joint arrangements appear appropriate.

Of particular note with regard to the law in relation to this paper is that the NHS Act 2006 as amended by the Health and Social Care act 2012 requires that each CCG has its own governing body and that the governing body of a CCG must have an audit committee and a remuneration committee. The law does not permit CCGs to have joint arrangements where a single governing body, audit committee or remuneration committee acts for more than one CCG. FAQs published by NHS England in 2012 confirmed that joint audit or remuneration committees are not permitted.

It is necessary for the membership of audit committees and remuneration committees to be drawn from the relevant CCGs’ governing body. The National Health Service (Clinical Commissioning Groups) Regulations 20123 stipulates separately who may and may not be a member of the governing body, remuneration committee and audit committee and this must be complied with. The proposed aligned governance arrangements reflect these legal requirements. They have also been informed by reference to a paper by the Good Governance Institute - Joint committees and committees in common in CCGs – How to keep within the law which can be found at https://www.good-governance.org.uk/services/joint-committees-and-committees-in-common-in-ccgs-how-to-keep-within-the-law/joint-committees-and-committees-in-common-in-ccgs-how-to-keep-within-the-law/

Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
8. Risks/mitigations
A key risk that has been identified through engagement on these aligned governance arrangements are that the local voice of each CCG areas may be lost. This has been mitigated by:

- Maintaining local clinical leadership groups which will be further developed as part of work on clinical leadership arrangements across BNSSG and area/locality structures.
- Ensuring strong clinical representation on the BNSSG Commissioning Executive.
- Maintaining the existing patient and public engagement forums for each area and proposing the development of a BNSSG Patient and Public Engagement Forum
- Adopting a principle of subsidiarity where decision making is delegated to the lowest appropriate level, whilst ensuring unified leadership and a shared BNSSG vision, strategy and prioritisation process informs our work.

A risk that the public may not attend Governing Body meetings that are not in their local area has also been identified. This will be mitigated by:

- Rotating the meetings around the CCG areas and planning ahead so that where there are topics that are likely to generate specific local interest we locate meetings in common in that area.
- Ensuring in-common meetings of Governing Bodies are located in places with good parking and public transport links.

There is a risk that decision making may become more difficult as a result of meeting in common as consensus may not be reached by in-common meetings. This is mitigated by:

- A commitment from Executives, Clinical Leaders and Lay members to achieving consensus in decision making wherever possible.
- Ensuring that we listen and respond to individual concerns of members of the Governing Bodies and Committees, seeking to understand each other’s viewpoint and ensuring these are taken into consideration wherever possible.
- Encouraging honest debate and openness, with engagement at an early point in development of proposals.

9. Implications on equalities and health inequalities
The contents of this paper do not directly address equalities or health inequalities. The intention is to establish a governance structure that reflects our core role to reduce health inequalities.

Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
10. Consultation and Communication including Public Involvement
Governing Bodies individually considered proposals to align governance arrangements across the BNSSG CCGs in closed session in June/July 2017. As well as taking into consideration comments from Governing Body members at those meetings, there has been further engagement with Clinical Chair’s, current members of the Executive Team, Lay members with a Patient and Public Engagement lead role. The governance structure set out in this paper takes account of all the comments received whilst maintaining alignment with individual CCG constitutions and good governance.

The development of this governance structure has not involved local people, patients or carers. It is proposed that a BNSSG Patient and Public Engagement Forum is established to advise the Governing Bodies. Lay members with a lead responsibility for Patient and Public Engagement (PPE) and CCG PPE leads. The terms of reference for the Forum are being developed by Lay members with a lead for Patient and Public Engagement.

11. Appendices
Appendix 1 – BNSSG Aligned Governance
Appendix 2 – BNSSG Aligned Committee Structure Summary
Appendix 3 – BNSSG In-Common Governing Body Way of Working
Appendix 4 – BNSSG In-Common Remuneration Committee Way of Working
Appendix 4a – Bristol CCG Remuneration Committee Terms of Reference
Appendix 4b – North Somerset CCG Remuneration Committee Terms of Reference
Appendix 4c – South Gloucestershire CCG Remuneration Committee Terms of Reference
Appendix 5 – BNSS In-Common Audit Committee Way of Working
Appendix 5a – Bristol CCG Audit Committee Terms of Reference
Appendix 5b – North Somerset CCG Audit Committee Terms of Reference
Appendix 5c – South Gloucestershire CCG Audit Committee Terms of Reference
Appendix 6 – BNSSG Joint Quality and Performance Terms of Reference
Appendix 7 – BNSSG Joint Strategic Finance Committee Terms of Reference
Appendix 8 – BNSSG Joint Commissioning Executive Terms of Reference

Jeanette George, BNSSG Interim Director of Corporate Services
29th August 2017

Julia Ross, BNSSG Chief Executive Officer
29th August 2017

Glossary of terms and abbreviations

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<tr>
<th>NHS England (NHSE)</th>
<th>NHS England leads the National Health Service (NHS)</th>
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Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
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<tr>
<th><strong>Sustainability and Transformation Plan (STP)</strong></th>
<th>Sustainability and Transformation Plans (STPs), are place-based, multi-year plans built around the needs of local populations. STPs will help drive a genuine and sustainable transformation in health and care outcomes between 2016 and 2021.</th>
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in England. They set the priorities and direction of the NHS and encourage and inform the national debate to improve health and care.
Proposed Aligned BNSSG Governance Structure

In-common CCG Governing Bodies
(Strategy, Accountability and Governance)

Main function - 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

To meet in rotation across the three areas and to be chaired by clinical chair as per host CCG

Voting Membership of a governing body: Minimum legal requirement: Clinical Chair, GP membership representatives, Secondary Care Doctor, Nursing Representative, Lay members

Chief Executive, Chief Financial Officer

In-Common Remuneration Committee
Considers and makes recommendations about pay and terms of service

In-Common Audit, Governance and Risk Committee
Seeks assurance that financial reporting, internal controls, risk management and other governance arrangement are working effectively

BNSSG Joint Primary Care Commissioning Committee
Oversees Primary Care delegated functions - Will take on functions of existing committee’s

BNSSG Joint Quality and Performance Committee
Provides assurance to the Governing Bodies on quality and performance functions and duties of the CCGs

BNSSG Joint Strategic Finance Committee
Reviews finance, contract & procurement matters and makes recommendations to Governing Bodies.

Bristol GP Membership

North Somerset GP Membership

South Gloucestershire GP Membership

In-common GG Governing Bodies

BNSSG Commissioning Executive
Membership comprises Clinical leaders from each CCG and BNSSG Executive Team
Rermit to include planning and performance matters and make recommendations to Governing Bodies.

BNSSG STP

BNSSG Patient and Public Engagement Forum
Champion’s robust and meaningful patient and public engagement

Chair in attendance at BNSSG in-common Governing Body

BNSSG CCG Patient, Equality, Communications Sub Committee

Bristol CCG Patient, Equality, Communications Sub Committee

North Somerset CCG Voices for Health Strategy Review Group

South Gloucestershire CCG Improving the Patient Experience Forum

Proposed Aligned BNSSG Governance Structure

Formal Committees of the Governing Bodies

Proposed future Committee

Advisory groups

BNSSG Joint Primary Care Joint Committee

BNSSG Joint Quality and Performance Committee

South Gloucestershire Clinical Operational Executive Group

Overseeing local matters, making recommendations to the BNSSG Commissioning Executive

Bristol Clinical Leadership Group’s

Overseeing local matters, making recommendations to the BNSSG Commissioning Executive

North Somerset Clinical Commissioning Leadership Group

Overseeing local matters, making recommendations to the BNSSG Commissioning Executive

South Gloucestershire Clinical Commissioning Leadership Group

Overseeing local matters, making recommendations to the BNSSG Commissioning Executive
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<th>Committee</th>
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<th>Executive Director lead</th>
<th>Responsibilities</th>
<th>Membership</th>
<th>Notes</th>
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| In common Rem Committee's | A Lay Member | CEO | • Makes determinations and approves pay and remuneration for:  
  o Employees of the clinical commissioning group  
  o Allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.  
  • Considers the appointment and remuneration of the Chief Executive  
  • Determines the remuneration and conditions of service of other members of the Executive team  
  • Reviews the performance of the Chief Executive Officer and other senior team members and determines annual salary awards, if appropriate.  
  • Considers and determines the remuneration of Clinical Chairs and other clinical leaders  
Considers the severance payments of the Chief Executive Officer and of other senior staff | See In-Common Way of Working | Largely as now in all CCG's although amendment required to role and responsibilities to completely align. |
| In common Audit, Governance and Risk Committee's | Lay Members - Audit and Governance - in rotation | CFO | • Providing assurance to the Governing Bodies on systems of integrated governance and internal control;  
  • Ensuring that there is effective corporate and information governance systems and procedures in place;  
  • Assuring and recommending to the Governing Bodies the CCG's risk management strategy and procedures;  
  • Providing assurance to the Governing Bodies that the CCG’s assurance framework and corporate risk register is comprehensive and robust;  
  • Ensuring there is an effective internal audit function; approving the internal audit plan, receiving Internal Audit reports and monitoring management actions in responding to matters raised in Internal Audit Reports;  
  • Reviewing and monitoring the work of external auditors and the management response to their work;  
  • Reviewing draft annual report and accounts and approving them for submission;  
  • Monitoring and reporting on the integrity of financial reporting and financial systems;  
  • Ensuring adequate counter-fraud and security services are in place; approving the annual counter-fraud and security plans, receiving counter-fraud and security reports and monitoring management actions in responding to matters raised in counter-fraud and security reports;  
  • Assuring standards of business conduct and that processes exist to handle conflicts of interest appropriately;  
  • Reviewing the effectiveness of arrangements for CCG staff to raise concerns and report incidents;  
  • Reviewing the findings of other assurance functions and reports and considering the implications for the governance of the CCGs;  
  • Oversee the development of BNSSG HR policies and receive and approve these on behalf of the Governing Bodies;  
  • Provide assurance in relation to the CCG’s statutory duties as an employer including assurance relating to staff rights under the NHS constitution and statutory and mandatory training;  
  • Seek assurance that the CCGs have robust arrangements in place to satisfy their responsibilities in relation to EPRR and Business Continuity | See In-Common Way of Working | The CCG’s have very similar terms of reference for Audit Committee’s. The Governing Body would need to specifically delegate to the Audit Committees responsibility for providing assurance to the Governing Body that the CCG’s assurance framework and corporate risk register is comprehensive and robust. Also responsibility for overseeing the development of CCG HR policies and receiving and approve these on behalf of the Governing Body  
Also providing assurance in relation to the CCG’s statutory duties as an employer including assurance relating to staff rights under the NHS constitution and statutory and mandatory training Also seek assurance that the CCGs have robust arrangements in place to satisfy their responsibilities in relation to EPRR and Business Continuity |
| BNSSG Joint Commissioning Executive Committee | Clinical Chair’s - in rotation | CEO | • Development of the CCG’s Commissioning Strategy and recommendation to the Governing Body’s  
  • Development of the CCG's Operational Plan and recommendation to the Governing Body’s  
  • Development of the CCG’s IM&T Strategy and recommendation to the Governing Body’s  
  • Recommends to Governing Body’s the implementation plan to deliver the IM&T Strategy in line with the local digital roadmap agreed through the STP  
  • Considers plans for the procurement of new services and disinvestment from existing services, making recommendations to Governing Body’s where this exceeds delegated limits  
  • Recommends savings and investment plans arising in year, recommending these to Governing Body’s where these exceed delegated limits. This includes the CCG’s Turnaround Plans.  
  • Recommends to Governing Body’s commissioning intentions  
  • Approval of commissioning policy, recommending these to the Governing Body’s where these might be contentious.  
  • Recommends to Governing Body’s individual funding policies and procedures  
  • Review of provider performance and actions taken to address poor performance  
  • Consideration of new contracting models to deliver the ambition of the FYFV and STP | Clinical Chairs x 3  
BNSSG CEO  
 BNSSG CFO  
BNSSG Director of Nursing & Quality  
BNSSG Director of Commissioning  
BNSSG Director of Transformation  
BNSSG Medical Director  
Area Director x 3  
A Director representing Social Care  
A representative Director of Public Clinical Leads x 7 | This committee will be underpinned by the local arrangements for clinical leadership and decision making that currently exists within the three CCGs and will represent them to the Governing Bodies in-common. The existing Clinical Leadership Committee’s in the CCG’s i.e. the Bristol CCG Clinical Leadership Group, North Somerset CCG Clinical Commissioning Leadership Group and the South Gloucestershire CCG Clinical Operational Executive Group will continue and views from these groups will inform the BNSSG Commissioning Executive’s decisions. |
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<tr>
<td><strong>TO BE DEVELOPED</strong> BNSSG Joint Primary Care Commissioning Committee</td>
<td>Lay Chair</td>
<td>Director of Commissioning</td>
<td>• Make collective decisions on the review, planning and procurement of primary care services in BNSSG, under delegated authority from NHS England; • Design of local incentive schemes as appropriate, including the management and administration of the Quality Outcomes Framework (QOF); • Decision making on whether to establish new GP practices in an area, including approval and management of list dispersal; • Approving practice mergers; • Decision making on ‘discretionary’ payment (e.g., returner/retainer schemes); • Ensuring that the work of the Committee aligns with and enables delivery of the BNSSG CCG’s Strategic Commissioning Plan; • Planning, including needs assessment, for primary medical care services; • Responsibility for the development and delivery of the BNSSG CCG’s primary care strategy and recommending this to the CCG Governing Body’s; • Undertaking reviews of primary medical care services in BNSSG; • Coordinating a common approach to the commissioning of primary care services generally; • Providing oversight of the financial planning and budget management for the commissioning of primary medical care services in BNSSG;</td>
<td>BNSSG Joint Primary Care Commissioning Committee Member;</td>
<td>NHSI national guidance says that this committee must be chaired by a lay member and have a lay and executive majority. Also that, in the interest of transparency and the mitigation of conflicts of interest, a local Healthwatch representative and a local authority representative from the local Health and Wellbeing Board will have the right to join the delegated committee as non-voting attendees. It has also been suggested that Avon LMC be invited to attend as a non-voting attendee. See Bristol and North Somerset CCG’s have Primary Care Commissioning Committee’s in place with NHSE for joint commissioning purposes. These will continue as currently until delegated commissioning is approved and joint governance arrangements are in place. These committee’s could move to a meeting-in-common.</td>
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<td>BNSSG Joint Quality &amp; Performance Committee</td>
<td>Independent Registered Nurse</td>
<td>Director of Nursing and Quality</td>
<td>• Oversees, on behalf of the Governing Body, the systems and processes for Clinical Governance, Workforce Governance, Research Governance, Health and Safety of staff, Equality and Diversity. • Provide assurance to the Governing Body that Quality is integral to all CCG activities and that the CCGs meet all relevant statutory and regulatory obligations including the duty of quality set out in the Health and Social Care Act 2012. • Provide assurance that commissioning plans fully reflect all elements of quality (patient experience, effectiveness and patient safety). • Provide robust and comprehensive assurance that commissioned services are being delivered in a high quality and safe manner by seeking assurance on the performance of NHS organisations in terms of the Care Quality Commission, NHSL and any other relevant regulatory Body. • Providing the Governing Body with assurance that the CCG Early Warning Systems for potential provider failure on quality of service provision are effective. • Provide assurance that effective processes are in place for safeguarding children and young people, safeguarding vulnerable adults, domestic violence, forced marriage and the PREVENT agenda. Ensure that the CCGs fulfil their role as members of Local Safeguarding Boards. • Provide assurance that NHS Constitutional Standards are being met and where they are not that there are plans in place to address any underperformance. • Consider the CCG Improvement and Assessment Framework Clinical Indicators and assure plans to improve performance against clinical priority areas. • Provide assurance on equalities and diversity strategies, and equality delivery systems. • Promote research and development within commissioned services and seek assurance of robust governance. • Provide assurance that the CCGs have robust arrangements in place to satisfy their responsibilities in relation to Health and Safety. • Assuring clinical workforce governance and developing and recommending the clinical workforce strategy.</td>
<td>BNSSG Joint Quality &amp; Performance Committee’s Chair; BNSSG Joint Quality &amp; Performance Committee’s Lead; BNSSG Joint Quality &amp; Performance Committee’s Deputy;</td>
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<td>BNSSG Joint Strategic Finance Committee</td>
<td>Lay member</td>
<td>CFO</td>
<td>• Oversees the review and development of the CCG’s Five Year Plan and associated financial plans; • Oversees the review and development of the CCG’s Five Year QIPP Plan and associated financial plans; • Oversight of the System Financial Recovery Plan and the process for CCG Turnaround; • Oversees the review and development of the CCG’s Two Year Operational Plan and associated financial plan (the annual budget); • Ensure that all plans are supported by robust activity and financial information; • Ensure that all plans are consistent with associated enabling strategies (workforce, estates, IM&amp;T, communications and engagement); • Consider all draft strategic and financial plans prior to their submission to the Governing Body for approval; • Consider reports on the longer-term future strategic direction of the CCG. • Monitor the overall implementation of the Five year Plan and delivery of the QIPP plan; • Monitor the CCG’s in year financial performance against approved budget, giving consideration to underlying activity data as appropriate; • Ensure risks of exceeding expenditure limits are assessed and mitigating actions are in place. • Oversight of the procurement process including Invitation to Tender, Evaluation, Preferred Bidder Appointment and Contract Award for new contracts with an estimated value above £1m or where there is a significant reputational or service issue.</td>
<td>BNSSG Joint Strategic Finance Committee’s Chair; BNSSG Joint Strategic Finance Committee’s Lead; BNSSG Joint Strategic Finance Committee’s Deputy;</td>
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<th>Membership</th>
<th>Notes</th>
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| TO BE DEVELOPED BNSSG PPE Forum | Lay Chair | Director of Transformation | • To develop and recommend to Governing Body a BNSSG Communications and Engagement Strategy for BNSSG  
• To advise the Governing Body and its committee’s on appropriate communications and engagement activities and give guidance on delivery of action plans  
• To ensure that the objectives in the communications and engagement strategy adopted by the Governing Body are delivered in a way that best:  
  o Engages member practices  
  o Engages patients and the public, at both the individual and community level, in shaping local services as well as their own care.  
  o Engages strategic partners across BNSSG such as other NHS organisations, local government, third sector and private providers of health and social care.  
  o Oversight of plans for consultation and engagement on service changes | The following groups will report into the BNSSG PPE Forum in the future:  
Bristol CCG Patient, Equality, Communications Sub Committee  
North Somerset CCG Voices for Health Strategic Review Group  
South Gloucestershire CCG Improving the Patient Experience Forum | |
| Bristol Clinical Leadership Group | Bristol Clinical Chair | Bristol Area Director | This committee will continue to operate under its existing terms of reference with their views informing Governing Body decisions and the work of the BNSSG Joint Commissioning Executive Committee | As existing | |
| North Somerset Clinical Commissioning Leadership Group | North Somerset Clinical Chair | North Somerset Area Director | This committee will continue to operate under its existing terms of reference with their views informing Governing Body decisions and the work of the BNSSG Joint Commissioning Executive Committee | As existing | |
| South Gloucestershire Clinical Operational Executive Group | South Gloucestershire Clinical Chair | South Gloucestershire Area Director | This committee will continue to operate under its existing terms of reference with their views informing Governing Body decisions and the work of the BNSSG Joint Commissioning Executive Committee | As existing | |
| Bristol CCG Patient, Equality, Communications Sub Committee | Bristol Lay PPE Lead | Bristol Area Director | Patient, Equality, Communications sub-committee reports to the Quality and Assurance Committee. Agrees a detailed annual action plan that underpins the strategy and reviews progress. | As existing. To report to the BNSSG PPE Forum in the future | |
| North Somerset CCG Voices for Health Strategy Review Group | North Somerset Lay PPE Lead | North Somerset Area Director | The Strategy Review Group champions the Voices for Health Strategy and undertakes a quality review of progress against the Strategy on behalf of the Quality and Assurance Committee. This is not a formal committee of the CCG but undertakes a similar function to the Bristol CCG Patient, Equality, Communications Sub Committee and South Gloucestershire CCG Improving the Patient Experience Forum which are CCG committee’s. To report to the BNSSG PPE Forum in the future | |
| South Gloucestershire CCG Improving the Patient Experience Forum | South Gloucestershire Lay PPE Lead | South Gloucestershire Area Director | The Improving the Patient Experience Forum is accountable to the Governing Body for ensuring that the organisation has the necessary processes and systems in place to fulfil its statutory duties around Patient and Public Involvement and Equality and Diversity. | As existing. To report to the BNSSG PPE Forum in the future | |
Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Groups

In-Common Governing Body Meeting
Way of Working

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Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups Governing Body Meeting in Common

Way of Working

1. Introduction
Governing Body meetings in-common of the Bristol, North Somerset and South Gloucestershire (BNSSG) CCGs will be undertaken in accordance with each of the CCGs Constitutions. This document sets out the functions, membership, and voting arrangements for each Governing Body and describes how in-common meetings will be managed. It does not attempt to replicate in full the arrangements specified in each of the CCGs constitutions. Rather, it is intended as a description of how the meetings in common will normally operate. The corporate management team will advise Governing Body Chairs should specific circumstances require other arrangements not captured in this document by referring to individual CCG constitutions.

2. Functions
CCG Governing Bodies have the following functions conferred on them by sections 14L (2) and (3) of the 2006 Act, and section 25 of the 2012 Act:

a) 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 (its main function);

b) Determining the remuneration, fees and other allowances payable to employees or other persons and or bodies 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;

c) Approving any functions of the Group that are specified in Regulations;

d) Additional functions which the Clinical Commissioning Group is conferring on the Governing Body which are connected with its main functions and the Group’s functions which have been delegated by the Group’s Membership to the Governing Body as described in their Constitution

The functions delegated by the Memberships of each CCG are similar and include:

i) Leading the setting of the Clinical Commissioning Groups’ vision and strategy

ii) Approve the Clinical Commissioning Groups’ Prime Financial Policies

iii) Approving the Clinical Commissioning Group’s commissioning plans and commissioning strategy which takes into account financial targets and forecast limits of available resources

iv) Approving consultation arrangements for the Groups’ commissioning plan
v) Monitoring performance against the Clinical Commissioning Groups’ plans and strategy

vi) Reviewing the basis and assumptions used by NHS England for distributing allotments and ensure that these are reasonable and realistic and secure the Groups’ entitlement to funds

vii) Approving annually the total allocations received and their proposed distribution including any sums to be held in reserve and budgets

viii) Monitoring performance against total allocations including any sums held in reserve and financial performance against budgets and take any appropriate and necessary corrective action

ix) Approving the timetable for the production of the annual accounts and annual report

x) Approving the annual report and the annual accounts

xi) Developing strategies to manage both strategic and operational risks

xii) Receiving assurance regarding both strategic and operational risks

xiii) Reporting to the membership at least annually on this assurance

xiv) Approving the banking arrangements for the Clinical Commissioning Group

xv) Determining the membership and terms of reference of committees and sub-committees.

3. Membership

The voting Governing Body membership for each of the CCG’s is as follows:

**Bristol Clinical Commissioning Group**

a) The Chair;

b) 6 representatives of member practices, arrangements for appointing practice representatives to the Governing Body should be set out in the Group’s standing orders (see appendix C of this constitution framework);

c) 2 lay members:
   - one to lead on audit, remuneration and conflict of interest matters,
   - one to lead on patient and public participation matters;

d) 1 registered nurse;

e) 1 secondary care specialist doctor;

f) The Chief Accountable Officer;

g) The Chief Finance Officer;

**North Somerset Clinical Commissioning Group**

a) The Clinical Chair;

b) 2 GP membership representatives;

c) The Chief Accountable Officer;
d) The Chief Finance Officer;
e) The Chief Operating Officer;
f) 2 lay members:
   o one to lead on audit, remuneration and conflict of interest matters,
   o one to lead on patient and public participation matters;
g) 1 registered nurse;
h) 1 secondary care specialist doctor;
i) 1 practice manager representative;

South Gloucestershire Clinical Commissioning Group

a) The Clinical Chair
b) 2 representatives of member practices
c) The Chief Accountable Officer
d) The Chief Finance Officer
e) 2 lay members:
   o one to lead on audit, remuneration and conflict of interest matters,
   o one to lead on patient and public participation matters;
f) 1 registered nurse;
g) 1 secondary care specialist doctor;
h) 1 practice manager representative;
i) The Local Authority Director of Public Health Medicine;

4. Location of Meetings
Meetings will be rotated around the three CCG areas. The location of the meetings will be published in advance on all of the CCG websites.

5. Chair
The Governing Body meetings-in-common will be chaired in rotation by the Clinical Chairs. If, due to a conflict of interest a GP cannot Chair part or all of the meeting then a Lay Vice Chair will take over the Chair.

6. Quorum
Each Governing Body must be quorate in its own right. The quorum for each CCG is set out below:

Bristol Clinical Commissioning Group

No business shall be transacted at a meeting of the Governing Body unless at least one-third of the whole number of the chair and members (including at least one member who is an officer member of the Clinical Commissioning Group, two representatives of the GP membership and one lay member) is present.

North Somerset Clinical Commissioning Group
The Governing Body will be deemed quorate when a minimum of 5 members, 2 of which must be GP representatives are present. A member who is present at the Governing Body but is conflicted out of a particular agenda item will not contribute to the quoracy of the Governing Body for the duration of that item.

If due to a conflict of interest, all GP Members of the Governing Body are unable to participate the meeting will be quorate when at least 5 Members are present including the Chief Operating Officer, Chief Financial Officer and one Lay Member.

**South Gloucestershire Clinical Commissioning Group**

The Governing Body will be quorate when the following Governing Body Members are present:

- Clinical Chair or Lay Member Deputy Chair;
- Accountable Officer or Chief Financial Officer;
- At least one Lay Member; and
- At least one Practice Representative.

If due to a conflict of interest, all the Governing Body Member Practice Representatives are unable to participate, the meeting will be quorate when at least 5 Governing Body Members are present including the Accountable Officer, Chief Financial Officer and one Lay Member.

### 7. Decision Making and Voting

The aim will be to reach consensus without the need to resort to a vote. If a vote is needed, each Governing Body will vote individually. All relevant Governing Bodies will need to vote to approve a decision for it to be enacted. This means decisions cannot be made about a CCG without approval of their Governing Body members, nor can their decision be over-ruled by other CCG’s.

If decisions only affect one CCG (or two) it is only the Governing Body members of that CCG/those CCGs who will be asked to consider that decision. Agenda’s for in-common meetings will make clear which CCG/s items relate to and whether the item is for decision, review, assurance or information.

The voting arrangements, should a vote be required, are summarised below:

**Bristol Clinical Commissioning Group**

a) **Eligibility** – only members of the Governing Body may vote. In no circumstances may an absent member vote by proxy. Absence is defined as not being present at the time of the vote. A manager who has been formally appointed to act up for an officer member during a period of incapacity or temporarily to fill a vacancy shall be entitled to exercise the voting rights of the officer member.

Where a representative of the membership has been formally substituted by another person during a period of incapacity that person shall be
entitled to exercise the voting rights of the representative of the membership.

A manager attending the Governing Body to represent an Officer member during a period of incapacity or temporary absence without formal acting status may not exercise the voting rights of the Officer Member.

A substitute for a representative of the membership if attending a meeting on behalf of a representative of the membership without formal substitution status shall not exercise the voting rights of the representative of the membership.

b) **Majority necessary to confirm a decision** – Every question put to a vote at a meeting shall be determined by a majority of 51% of the votes of members present and voting on the question.

**North Somerset Clinical Commissioning Group**

a) **Eligibility** – all members of Governing Body.

b) **Majority necessary to confirm a decision** – 51% of those members present with one vote per member.

**South Gloucestershire Clinical Commissioning Group**

a) **Eligibility** – all Governing Body members.

b) Majority necessary to confirm a decision – 51% of Governing Body members present, with one vote per Governing Body member;

8. **Administration**

The in-common meeting will have a single agenda as items are expected to generally be the same. Where items on the agenda relate to specific CCGs rather than all three this will be made clear.

Each Governing Body must take its own decisions and these will be recorded in the minutes.

A named administrator will be responsible for the provision of administrative support to the Governing Body and they will ensure that minutes of the meeting are accurately produced and agreed with members.

9. **Approval and Review**

This document will be reviewed by the Governing Bodies at least annually.

10. **Review History**

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BNSSG In-Common Governing Body Way of Working / Version 2

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## Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups

### In-Common Remuneration Committee

#### Way of Working

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Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Group’s Remuneration Committees Meeting in Common

Terms of Reference

1. Introduction
The meeting in-common of a Bristol, North Somerset and South Gloucestershire (BNSSG) Clinical Commissioning Groups (CCGs) Remuneration Committees (the Committees) is established in accordance with each of the Clinical Commissioning Group’s constitutions, standing orders and schemes of delegation.

This document sets out the functions, membership, and voting arrangements for each Remuneration Committee and describes how in-common meetings will be managed. It does not attempt to replicate in full the arrangements specified in each of the CCGs Terms of Reference for the Remuneration Committees of the CCGs. Rather, it is intended as a description of how the meetings in common will normally operate. The corporate management team will advise Remuneration Committee Chairs should specific circumstances require other arrangements not captured in this document by referring to individual CCG terms of reference.

Terms of Reference for each of the Remuneration Committees are appended to this document.

2. Remit and responsibilities of the Committees
The Committees, meeting-in common, make determinations and approve pay and remuneration for:

- Employees of the clinical commissioning group
- Allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.

The Committees also:

- Considers the appointment and remuneration of the Chief Executive
- Determines the remuneration and conditions of service of other members of the Executive team
- Reviews the performance of the Chief Executive Officer and other senior team members and determines annual salary awards, if appropriate.
- Considers and determines the remuneration of Clinical Chairs and other clinical leaders
- Considers the severance payments of the Chief Executive Officer and of other senior staff
3. Membership
The Committees are appointed by the CCGs from amongst its Governing Body members as follows:

**Bristol Clinical Commissioning Group**

The Committee will comprise five members:

- Clinical Chair
- Lay Member – Audit and Governance
- Lay Member – Patient and Public Engagement
- Two Membership Representatives from the Governing Body

**North Somerset Clinical Commissioning Group**

The Committee will comprise six members:

- Clinical Chair
- Lay Member – Audit and Governance
- Lay Member – Patient and Public Engagement
- GP Membership Representative on the Governing Body
- Clinical Leader Member Representative on the Governing Body
- Practice Manager Representative on the Governing Body

**South Gloucestershire Clinical Commissioning Group**

The Committee will comprise four members:

- Clinical Chair
- Lay Member – Audit and Governance (Chair)
- CCG Clinical Lead
- GP CCG Board Member

4. Location of Meetings
Meetings will be rotated around the three CCG areas. The location of the meetings will be published in advance to all members of the Committees.

5. Chair
The meeting-in-common of the Committees shall be chaired by one of the lay members who have been nominated as Chair of an individual CCG Remuneration Committee, serving in turn. If, due to a conflict of interest a Chair cannot chair part of the meeting then another Chair will take over that part of the meeting.
6. **Attendance at Meetings**

Only members of the Committees have the right to attend committee meetings.

Other individuals such as the Chief Executive Officer, a HR (Human Resources) lead, or any person with specialist knowledge in respect of any matter under consideration may be invited to attend for all or part of a meeting, as and when appropriate.

Members will be excluded from discussions regarding their own remuneration and terms of service.

7. **Quorum and Voting**

Each Committee must be quorate in its own right. The quorum and voting arrangements for each CCG as defined in their individual terms of reference are set out below:

**Bristol Clinical Commissioning Group**

A meeting of the committee shall be quorate when there are a minimum of three members (to include the chair) present

**North Somerset Clinical Commissioning Group**

A meeting of the Committee shall be quorate when there are a minimum of three members to include one of the Lay Members.

**South Gloucestershire Clinical Commissioning Group**

A meeting of the Committee shall be quorate when there are a minimum of three members to include either the Chair of the Governing Body or the Lay Member.

If due to a conflict of interest, all GP Members of Committees are unable to participate, the Committees will be quorate when both Lay members are present.

If due to a conflict of interest, Lay Members of Committees are unable to participate, the Committees will be quorate when the Clinical Chair and at least one other GP members are present.

All CCG terms of reference are silent on voting arrangements and the aim will be to reach consensus without the need to resort to a vote. If a vote is needed, each Committee will vote individually. The Chair of each Committee will have a casting vote. All relevant Committees will need to vote to approve a decision for it to be enacted. Individual CCG decisions cannot be over-ruled by other CCG's.

If decisions only affect one CCG (or two) it is only that CCG/those CCGs who will be asked to consider that decision. Agenda’s for in-common meetings will make clear which CCG/s items relate to and whether the item is for decision, review, assurance or information.

8. **Administration**

The in-common meeting will have a single agenda as items are expected to generally be the same. Where items on the agenda relate to specific CCG’s rather than all three this will be made clear.
Each Committee must take its own decisions and these will be recorded in the minutes.

A named administrator will be responsible for the provision of administrative support to the Committees and they will ensure that minutes of the meeting are accurately produced and agreed with members.

A named Human Resources manager will be responsible for supporting the Chair in the management of remuneration business and for drawing the Committees attention to best practice, national guidance and other relevant documents, as appropriate.

9. **Frequency of Meetings**

The Committees shall meet at least annually but additional meetings may be requested at any time by the Chief Executive Officer of the CCGs.

Except in the event of urgent meetings, a minimum of ten days’ notice of a meeting of the Committees in common will normally be provided confirming the venue, time and date together with an agenda of items to be discussed. Supporting papers will normally be sent to all members and other attendees as appropriate, no later than 5 days before the meeting.

10. **Reporting arrangements**

The Committees will report in writing through a summary report to the Governing Body’s in closed session, on the items considered at Committee meetings, the basis on which decisions have been based and any recommendations made. This report will be prepared by the named Human Resources Manager and agreed with the Chair of the meeting.

11. **Policy and Best Practice**

When considering remuneration and terms of service the Committees should take into account the following points:

- remuneration packages should be such as to enable people of appropriate ability to be recruited, retained and motivated - within levels of affordability;
- all NHS bodies are part of the public sector and what they do, including the pay of their employees, must be publicly defensible and subject to audit;
- NHS bodies must comply with current disclosure requirements for remuneration;
- a remuneration package should be supported by a clear statement of responsibilities linked to their measurable discharge;
- where appropriate, independent advice should be sought regarding pay structures for comparable organisations and the state of the market.

In all of their decisions and recommendations, the Committees should remain aware that each individual NHS organisation is corporately responsible for
ensuring that its pay arrangements are appropriate in terms of Equal Pay requirements and other legislation.

The Committees will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within its terms of reference and within a limit determined by the CCG’s Chief Finance Officer.

12. Review of the Committees Performance
The Committees will undertake a review of its performance on an annual basis and report this to the Governing Bodies of the CCG’s.

13. Approval and Review
These terms of reference will be reviewed on an annual basis or sooner is required with recommendations made to the CCG Governing Bodies for approval.

14. Review History

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1 **Introduction**

The remuneration committee (the committee) is established in accordance with NHS Bristol clinical commissioning group’s constitution, standing orders and scheme of delegation. The committee is a committee of the governing body. 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 and standing orders.

2 **Membership**

The committee shall be appointed by the clinical commissioning group from amongst its governing body members. The member practices shall not be in the majority. The members of the Remuneration Committee are as follows:

- The Chair of the committee – chair of the CCG
- The two lay members of the CCG
- Two membership representatives from the Governing Body

3 **In attendance**

Other individuals such as the chief accountable officer, any HR lead or external advisor may be invited to attend for all or part of any meeting as and when appropriate, however these individuals will not be in attendance for discussions about their own remuneration and terms of service.

4 **Administration**

The committee shall be supported administratively by the Clinical Commissioning Group Corporate Secretary, who 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.

5 **Quorum**

A meeting of the committee shall be quorate when there are a minimum of three members (to include the chair) present.

6 **Frequency of meetings**

Meetings shall be held as required and notice of meetings shall be as prescribed by the standing orders and the CCG Constitution. The committee shall meet at least once a year.
7 Remit and Responsibilities

The committee shall:

- Make recommendations to the governing body on determinations about pay and remuneration for employees of the clinical commissioning group and people who provide services to the clinical commissioning group and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.
- Determining the remuneration and conditions of service of the senior team.
- Reviewing the performance of the accountable officer and other senior team members and determining annual salary awards, if appropriate.
- Considering the severance payment of the accountable officer and of other senior staff, seeking HM Treasury approval as appropriate in accordance with the guidance ‘Managing Public Money’ (available on the HM Treasury.gov.uk website)

8 Reporting Requirements

The members of the remuneration committee are members of and represent the Governing Body. The minutes of the remuneration committee will be circulated to the GP representative members and lay members of the Governing Body only.

9 Policy and Best Practice

The committee shall apply best practice in its decision making processes and 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

The committee will comply with the clinical commissioning group’s scheme of reservation and delegation, and standing orders.

The committee will have authority to commission any reports or surveys it deems necessary to help it fulfil its obligations

10 Conduct of the Committee

The committee will conduct its business in accordance with national guidance for audit committees and in line with generally accepted principles of good governance, including:

- The Good Governance Standard for Public Services
- The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the Nolan Principles
The principles in the NHS Constitution

The committee shall review its own performance annually which will be reported to the governing body. These terms of reference will be reviewed annually and any resulting changes shall be recommended to the governing body for approval.

11  Review of Terms of Reference

These Terms of Reference shall be reviewed annually or as appropriate

Sarah Carr, Corporate Secretary
April 2015
NHS North Somerset
Clinical Commissioning Group
Remuneration Committee
Terms of Reference
1. Introduction

The remuneration committee (the committee) is established in accordance with NHS North Somerset Clinical Commissioning Group’s constitution, standing orders and scheme of delegation. 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 and standing orders.

2. Remit and responsibilities of the committee

The committee shall make recommendations to the governing body on determinations about pay and remuneration for:

- employees of the clinical commissioning group
- people who provide services to the clinical commissioning group
- allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.

The committee shall:
- Determine the remuneration and conditions of service of the senior team
- Review the performance of the Chief Officer and other senior team members and determine annual salary awards, if appropriate.
- Consider the severance payments of the Chief Officer and of other senior staff seeking HM Treasury approval as appropriate in accordance with the guidance “Managing Public Money” (available on the HM Treasury.gov.uk website)

3. Membership

The committee shall be appointed by the Clinical Commissioning Group from amongst its governing body members.

The committee will comprise six members:

- Lay member of the Governing Body with responsibility for Audit and Governance (Chair)
- Lay Member of the Governing Body – Patient & Public Involvement
- GP Membership Representative on the Governing Body
- Clinical Leader Representative on the Governing Body
- Practice Manager Representative on the Governing Body
- Clinical Chair

There will be no deputies.

The composition of the committee will be detailed in the CCG annual report.
3.1 Chair

The Chair of the committee will be the Lay Member on the Governing Body with responsibility for Audit and Governance. In the absence of the Chair, the Chair will be the Lay Member – Patient & Public Involvement.

3.2 Attendance at Meetings

Only members of the committee have the right to attend committee meetings.

Other individuals such as the Chief Officer, the Chief Operating Officer, an HR (Human Resources) lead or any person with specialist knowledge in respect of any matter under consideration may be invited to attend for all or part of a meeting, as and when appropriate.

Members should not be in attendance for discussions regarding their own remuneration and terms of service.

4. Secretary

The Corporate Manager will be responsible for the provision of administrative support to the committee and ensuring that minutes of the meeting are accurately produced.

The Corporate Manager 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.

5. Quorum

A meeting of the Committee shall be quorate when there are a minimum of three members to include one of the Lay Members.

6. Frequency and notice of meetings

The Committee shall normally meet at least twice a year but additional meetings may be requested at any time.

A minimum of five days’ notice of a meeting of the Committee should normally be provided and where possible confirmation of the venue, time and date together with an agenda of items to be discussed. Supporting papers where possible should be sent to committee members, and other attendees as appropriate, at the same time.
7. **Relationship with the Governing Body**

The minutes of the committee will be reported to the Governing Body in the closed session of the meeting.

The Committee will report in writing to the Governing Body the basis for any recommendations. The Governing Body will use these reports as the basis for their decisions and is accountable for taking decisions on the remuneration, allowances and terms of service of all employees with the exception of Governing Body members.

The Remuneration Committee is responsible for agreeing the terms of service for members of the Governing Body.

8. **Policy and best practice**

When considering remuneration and terms of service the committee should take into account the following points:

- remuneration packages should be such as to enable people of appropriate ability to be recruited, retained and motivated - within levels of affordability;

- all NHS bodies are part of the public sector and what they do, including the pay of their employees, must be publicly defensible and subject to audit;

- NHS bodies must comply with current disclosure requirements for remuneration;

- a remuneration package should be linked to a clear statement of responsibilities with rewards linked to their measurable discharge;

- where appropriate independent advice should be sought regarding pay structures for comparable organisations and the state of the market.

In all of their decisions and recommendations, the committee should remain aware that each individual NHS organisation is corporately responsible for ensuring that its pay arrangements are appropriate in terms of Equal Pay requirements and other legislation.

The Governing Body as a whole may wish to decide in advance its general policy on remuneration and allowances and terms of service and look to the Committee to ensure that its policy is applied consistently.

The committee will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within its terms of reference and within a limit determined by the Chief Financial Officer.
9. **Conduct of the committee**

The Committee will at all times conduct its business in accordance with the NHS Codes of Conduct and Accountability and with due regard to the Nolan Principles of Public Life.

The Committee will undertake a review of its performance on an annual basis.

10 **Approval and Review**

These Terms of Reference will be reviewed on an annual basis or sooner if required with recommendations made to the CCG Governing Body for approval.

**Recent Review History**

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<td>December 2015 (Version 6)</td>
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<td>May 2016 (Version 7)</td>
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<td>November 2016 (Version 8)</td>
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<td>April 2017 (Version 8.1)</td>
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SOUTH GLOUCESTERSHIRE CLINICAL COMMISSIONING GROUP

Remuneration Committee

Terms of Reference

1. Introduction
The remuneration committee (the committee) is established in accordance with NHS South Gloucestershire Clinical Commissioning Group’s constitution, standing orders and scheme of delegation. 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 and standing orders.

2. Remit and responsibilities of the committee
The committee shall make recommendations to the governing body on determinations about pay and remuneration for:
- employees of the clinical commissioning group
- people who provide services to the clinical commissioning group
- allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.
- determining the remuneration and conditions of service of the senior team
- reviewing the performance of the Accountable Officer and other senior team member and determining annual salary awards, if appropriate.
- considering the severance payments of the Accountable Officer and of other senior staff seeking HM Treasury approval as appropriate in accordance with the guidance “Managing Public Money” (available on the HM Treasury.gov.uk website)

3. Membership
The committee shall be appointed by the Clinical Commissioning Group from amongst its governing body members.

The committee will comprise four members:
- Chair of the Governing Body
- Lay member with responsibility for Audit and Governance (Chair)
- CCG Clinical Lead
- One other GP CCG board member

There will be no deputies.

The composition of the committee will be detailed in the annual report.

3.1 Chair
The Chair of the committee will be the lay member of the Governing Body with responsibility for Audit and Governance. In the absence of the Chair, a Chair will be nominated from the other members attending the meeting.

3.2 Attendance at Meetings
Only members of the committee have the right to attend committee meetings. An HR lead will be invited to attend in an advisory capacity.
Other individuals such as the Accountable Officer or any person with specialist knowledge in respect of any matter under consideration may be invited to attend for all or part of a meeting, as and when appropriate.

Members should not be in attendance for discussions regarding their own remuneration and terms of service.

4. Secretary
The Corporate Support Officer will be responsible for the provision of administrative support to the committee and ensuring that minutes of the meeting are accurate produced. The Corporate Support Officer 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.

5. Quorum
A meeting of the Committee shall be quorate when there are a minimum of three members to include either the Chair of the Governing Body or the Lay Member.

6. Frequency and notice of meetings
The Committee shall normally meet annually but additional meetings may be requested at any time.

A minimum of five days notice of a meeting of the Committee should normally be provided where possible confirming the venue, time and date together with an agenda of items to be discussed. Supporting papers where possible should be sent to committee members and other attendees as appropriate, at the same time.

**Relationship with the governing body**
The minutes of the committee will be reported to the Governing Body in the closed session of the meeting.

The Committee will report in writing to the Governing Body the basis for any recommendations. The Governing Body will use these reports as the basis for their decisions and is accountable for taking decisions on the remuneration, allowances and terms of service of all employees with the exception of Governing Body members.

The Remuneration Committee is responsible for agreeing the terms of service for members of the Governing Body.

7. Policy and best practice
When considering remuneration and terms of service the committee should take into account the following points:

- remuneration packages should be such as to enable people of appropriate ability to be recruited, retained and motivated - within levels of affordability;
- all NHS bodies are part of the public sector and what they do, including the pay of their employees, must be publicly defensible and subject to audit;
- NHS bodies must comply with current disclosure requirements for remuneration;
- a remuneration package should be linked to a clear statement of responsibilities with rewards linked to their measurable discharge;
- where appropriate independent advice should be sought regarding pay structures for comparable organisations and the state of the market.
In all of their decisions and recommendations, the committee should remain aware that each individual NHS organisation is corporately responsible for ensuring that its pay arrangements are appropriate in terms of Equal Pay requirements and other legislation.

The Governing Body as a whole may wish to decide in advance its general policy on remuneration and allowances and terms of service and look to the Committee to ensure that its policy is applied consistently.

The committee will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within its terms of reference and within a limit determined by the Chief Financial Officer.

8. **Conduct of the committee**
The Committee will at all times conduct its business in accordance with the NHS Codes of Conduct and Accountability and with due regard to the Nolan Principles of Public Life.

The Committee will undertake a review of its performance on an annual basis.

9. **Approval and Review**
These terms of reference were approved on 9th January 2014

The terms of reference shall be reviewed in April 2014 and on an annual basis thereafter. Any changes in the terms of reference will be submitted to the Governing Body for approval.

Reviewed by the Remuneration Committee: March 2016

Approved by the Governing Body: 26th April 2017

Date of next review: March 2018
Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Group’s
In-Common Audit, Governance and Risk Committee
Way of Working

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Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Group’s Audit, Governance and Risk Committees meeting in-common

Way of Working

1. Introduction
The meeting in-common of a Bristol, North Somerset and South Gloucestershire (BNSSG) Clinical Commissioning Groups (CCGs) Audit, Governance and Risk Committees (the Committees) is established in accordance with each of the Clinical Commissioning Group’s constitutions, standing orders and schemes of delegation. This document sets out the functions, membership, and voting arrangements for each Audit Committee and describes how in-common meetings will be managed. It does not attempt to replicate in full the arrangements specified in each of the CCGs Terms of Reference for the Audit Committees of the CCGs. Rather, it is intended as a description of how the meetings in common will normally operate. The corporate management team will advise Audit Committee Chairs should specific circumstances require other arrangements not captured in this document by referring to individual CCG terms of reference.

Terms of Reference for each of the Audit Committees are appended to this document. These terms of reference for individual Audit Committees will need to be amended to include additional responsibilities not currently included and to change the title of the Committee to the Audit, Governance and Risk Committee.

2. Remit and responsibilities of the Committees
The Committees meeting in-common shall carry out the following duties on the behalf of their respective Governing Bodies as delegated by their constitutions and their terms of reference:

- Providing assurance to the Governing Bodies on systems of integrated governance and internal control;
- Ensuring that there is effective corporate and information governance systems and procedures in place;
- Assuring and recommending to the Governing Bodies the CCG’s risk management strategy and procedures;
- Providing assurance to the Governing Bodies that the CCG’s assurance framework and corporate risk register is comprehensive and robust;
- Ensuring there is an effective internal audit function; approving the internal audit plan, receiving Internal Audit reports and monitoring management actions in responding to matters raised in Internal Audit Reports;
- Reviewing and monitoring the work of external auditors and the management response to their work;
- Reviewing draft annual report and accounts and approving them for submission;
- Monitoring and reporting on the integrity of financial reporting and financial systems;
• Ensuring adequate counter-fraud and security services are in place; approving the annual counter-fraud and security plans, receiving counter-fraud and security reports and monitoring management actions in responding to matters raised in counter-fraud and security reports;
• Assuring standards of business conduct and that processes exist to handle conflicts of interest appropriately;
• Reviewing the effectiveness of arrangements for CCG staff to raise concerns and report incidents;
• Reviewing the findings of other assurance functions and reports and considering the implications for the governance of the CCGs;
• Overseeing the development of BNSSG HR policies and receive and approve these on behalf of the Governing Bodies; and
• Providing assurance in relation to the CCG’s statutory duties as an employer including assurance relating to staff rights under the NHS constitution and statutory and mandatory training.
• Seeking assurance that the CCGs have robust arrangements in place to satisfy their responsibilities in relation to EPRR and Business Continuity

3. Membership
The members of the Committees meeting in-common shall be appointed by the Clinical Commissioning Groups from amongst its Governing Body members as follows:

Bristol Clinical Commissioning Group
The Committee will comprise two members of the Governing Body; neither of whom should be the chair of the CCG; these members should be appointed by vote of the Governing Body:

• Chair of the Audit Committee (Lay member – Governance)
• Deputy Chair of the Audit Committee (another lay member)

North Somerset Clinical Commissioning Group
The Committee will comprise three members of the Governing Body; none of whom should be the chair of the CCG; these members should be appointed by vote of the Governing Body:

• Chair of the Audit Committee (Lay member – Governance)
• Deputy Chair of the Audit Committee (another lay member)
• A membership representative from the Governing Body.

South Gloucestershire Clinical Commissioning Group
The Committee will comprise three members of the Governing Body; none of whom should be the chair of the CCG; these members should be appointed by vote of the Governing Body:

• Chair of the Audit Committee (Lay member – Governance)
• Deputy Chair of the Audit Committee (another lay member)
• A membership representative from the Governing Body.

4. Location of Meetings
Meetings will be rotated around the three CCG areas. The location of the meetings will be published in advance to all members of the Committees.

5. Chair
The meeting-in-common of the Committees shall be chaired by one of the lay members who have been nominated as Chair of an individual CCG Audit Committee, serving in turn. If, due to a conflict of interest a Chair cannot chair part of the meeting then another Chair will take over that part of the meeting.

6. Attendance at Meetings
Only members of the Committees have the right to attend Committee meetings.

The Internal and External Auditors will be asked to attend each meeting and will meet at least once per annum alone with just the Audit, Governance and Risk Committee members.

The Local Counterfraud Specialist will be asked to attend twice per annum and has the right to request attendance at any meeting.

Other individuals such as the Chief Financial Officer or other Executives or Managers within the CCG will be asked to attend to present items for assurance.

7. Quorum and Voting
Each Committee must be quorate in its own right. The quorum and voting arrangements for each CCG as defined in their individual terms of reference are set out below:

Bristol Clinical Commissioning Group
A quorum shall be two members of the three independent members. One of the members will be appointed Chair of the Committee by the Governing Body. The Chair of the organisation itself shall not be a member of the Committee.

The terms of reference for this committee are silent on voting arrangements.

North Somerset Clinical Commissioning Group
A minimum of two members will constitute a quorum.
A decision put to a vote at the meeting shall be determined by a majority of the votes of members present. In the case of an equal vote, the Chair of the Committee shall have a second and casting vote.

South Gloucestershire Clinical Commissioning Group
A minimum of two members will constitute a quorum.
A decision put to a vote at the meeting shall be determined by a majority of the votes of members present. In the case of an equal vote, the Chair of the Committee shall have a second and casting vote.

BNSSG In-Common Audit, Governance and Risk Committee / Version 3
Page 4 of 6
The aim will be to reach consensus without the need to resort to a vote. If a vote is needed, each Committee will vote individually. All relevant Committees will need to vote to approve a decision for it to be enacted. Individual CCG decisions cannot be over-ruled by other CCG’s.

If decisions only affect one CCG (or two) it is only that CCG/those CCGs who will be asked to consider that decision. Agenda’s for in-common meetings will make clear which CCG/s items relate to and whether the item is for decision, review, assurance or information.

8. Administration
The in-common meeting will have a single agenda as items are expected to generally be the same. Where items on the agenda relate to specific CCGs rather than all three this will be made clear.

Each Audit, Assurance and Risk Committee must take its own decisions and these will be recorded in the minutes.

A named administrator will be responsible for the provision of administrative support to the Committees meeting in-common and they will ensure that minutes of the meeting are accurately produced and agreed with members.

The Chief Finance Officer will be responsible for supporting the Chairs in the management of Audit, Assurance and Risk Committees and in drafting agendas; forward planners and specifying content of reports.

The Committees are authorised by the Governing Bodies to investigate any activity within its terms of reference.

9. Frequency of Meetings
The Committees shall meet at least quarterly with additional meetings being scheduled as requested to manage the business of the Committees. Any two members of the Committees can request an additional meeting which should be convened within 21 days.

Except in the event of urgent meetings, a minimum of ten days’ notice of a meeting of the committee’s in common will normally be provided confirming the venue, time and date together with an agenda of items to be discussed.

Supporting papers will normally be sent to all members and other attendees as appropriate, no later than 5 days before the meeting.

10. Reporting arrangements
The minutes of in-common meetings of the Audit Committees shall be formally recorded and submitted to the CCG Governing Bodies. The Chair of the Committee shall draw to the attention of the Governing Bodies issues that require disclosure or require Executive action.

The Committee will report to the CCG Governing Bodies annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and
embeddedness of risk management in the organisation and the integration of governance arrangements.

11. Policy and Best Practice
When considering matters, the Committees should take into account the following points:

- All statutory requirements applicable to Clinical Commissioning Groups (including Accounting, Health and Safety, Information Security, etc.)
- NHS England requirements and standards
- NHS Best practice
- Emerging risks and issues

In all of their decisions and recommendations, the Committees should remain aware that each individual NHS organisation is corporately responsible for gaining its own assurance through the Committees meeting in-common.

The Committees will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within its terms of reference and within a limit determined by the CCG’s Chief Finance Officer.

12. Review of the Committee’s Performance
The Committees will undertake a review of its performance on an annual basis and report this to the Governing Bodies of the CCGs.

13. Approval and Review
These terms of reference will be reviewed on an annual basis or sooner if required with recommendations made to the Governing Bodies of the CCGs for approval.

14. Review History

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1 Introduction

The Governing Body hereby resolves to establish a committee of the Governing Body to be known as the Audit Committee (the Committee). The Committee is a non-executive committee of the governing body and has no executive powers other than those specifically delegated in these terms of reference.

2 Membership

The Committee shall be appointed by the Governing Body from amongst its independent, non-executive directors/lay members and shall consist of not less than three members. A quorum shall be two members of the three independent members. One of the members will be appointed Chair of the Committee by the Governing Body. The Chair of the organization itself shall not be a member of the Committee.

3 Attendance

The Chief Financial Officer and appropriate internal and external audit representatives shall normally attend meetings.

The Counter Fraud Specialist will attend a minimum of two committee meetings a year.

The Accountable Officer should be invited to attend meetings and should discuss at least annually with the Audit Committee the process for assurance that supports the governance statement. He or she should also attend the when the Committee considers the draft annual governance statement and the annual report and accounts.

Other executive directors/managers would be invited to attend, particularly where the Committee is discussing areas of risk or operation that the responsibility of that director/manager.

Representatives from other organisations (for example NHS Protect) and other individuals may be invited to attend on occasion.

The organisation’s secretary (or governance lead) shall be secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

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

4 Access

The Head of Internal Audit, representatives of external audit and counter fraud specialist have a right of direct access to the Chair of the Committee

If you need this document in a different format telephone the CCG on 0117 900 2632
5 Frequency and notice of meetings

The Committee must consider the frequency and timings of meetings needed to allow it to discharge all of its responsibilities. A benchmark of five meetings per annum at appropriate times in the report and audit cycle is suggested. The Governing Body, Accountable Officer, external auditors or Head of Internal Audit may request an additional meeting if they consider that one is necessary.

6 Authority

The Committee is authorised by the 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 cooperate with any request made by the Committee. The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7 Responsibilities of the committee

The Committee’s duties/responsibilities can be categorised as follows:

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 (clinical and non-clinical) that support the achievement of the clinical commissioning group’s objectives.

In particular, the audit committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the governance statement), together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances, prior to submission to the Governing Body.
- 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 counter fraud and security as set out in Secretary of State Directions and as required by the NHS Protect.

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 directors and managers as appropriate, concentrating on the over-arching 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.

**Internal audit**

The committee shall ensure that there is an effective internal audit function that meets mandatory Public Sector Internal Audit Standards 2013 and provides appropriate independent assurance to the Audit Committee, Chief Accountable Officer and Governing Body. This will be achieved by:

- Consideration of the provision of the internal audit service and any costs involved
- Review and approval of the internal audit 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.
- Monitoring the effectiveness of internal audit and carrying out an annual review.

**External audit**

The committee shall review and monitor the external auditors’ independence and objectivity and the effectiveness of the audit process. In particular the Committee 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:

- Considering the appointment and performance of external auditors, a far as the rules governing appointment permit (and make recommendations to the Governing Body when appropriate)
- 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,
- 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 (before its submission to the Governing Body), and any work undertaken outside the annual audit plan, together with the appropriateness of management responses

**Other assurance functions**

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 and NHS Litigation Authority) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges and accreditation bodies).

In addition the Committee will review the work of other committees within the organisation whose work can provide relevant assurance to the Committee’s own area of responsibility. In particular this will include any clinical governance, risk management or quality committees that are established.

**Counter fraud**

The committee shall satisfy itself that the clinical commissioning group has adequate arrangements in place for countering fraud and security that meet the NHS Protect’s standards and shall review the outcomes of work in these areas.

**Management**

The committee shall request and review reports, evidence and assurances from directors and managers 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.

**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 Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided.

The audit committee shall review the annual report and financial statements before submission to the governing body, 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; and
- Explanations for significant variances

8 **Whistle blowing**

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

9 Reporting

The Committee shall report to the Governing Body on how it discharges its responsibilities.

The minutes of the Committees meetings shall be formally recorded by the 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 governing body, or require executive action. The committee shall provide the governing body with an annual report.

The Committee will report to the Governing Body at least annually on its work in support of the annual 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
- The appropriateness of the evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning business
- The robustness of the processes behind the quality accounts

This annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered in relation to the financial statements and how they were addressed

10 Administrative support

The Committee shall be supported administratively by its secretary (the organisations secretary or governance lead) – his or her duties will include:

- Agreement of agendas with the chair and attendees
- Preparation, collation and circulation of papers in good time
- Ensuring that those invited to each meeting attend
- Taking the minutes and helping the chair to prepare reports to the Governing Body
- Keeping a record of matters arising and issues to be carried forward
- Arranging meetings for the Chair – for example with the internal/external auditors or local counter fraud specialists
- Marinating records of members appointments and renewal dates etc
- Advising the Committee on pertinent issues/areas of interest/policy developments
- Ensuring that action points are taken forward between meetings
- Ensuring that Committee members receive the development and training they need.

11 Review of Terms of Reference

These terms of reference will be reviewed annually or as appropriate.

Sarah Carr, Corporate Secretary
28 April 2015
NHS North Somerset
Clinical Commissioning Group
Audit Committee
Terms of Reference
1. **Constitution**

The Clinical Commissioning Group’s Governing Body hereby resolves to establish a committee of the Governing Body known as the Audit Committee. The Committee is established in accordance with North Somerset Clinical Commissioning Group’s Constitution, Standing Orders and Scheme of Delegation. 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 CCG’s constitution. The Committee is a non-executive committee of the Governing Body and has no executive powers other than those specifically delegated in these Terms of Reference.

2. **Purpose**

The purpose of the Audit Committee is to assist North Somerset CCG to deliver its responsibilities for the conduct of public business, and the stewardship of funds under its control. In particular, the Committee will seek to provide assurance to the Governing Body that an appropriate system of internal control is in place to ensure that:

- Business is conducted in accordance with the law and proper standards;
- Public money is safeguarded and properly accounted for;
- Financial Statements are prepared in a timely fashion, and give a true and fair view of the financial position of North Somerset CCG for the period in question;
- Affairs are managed to secure economic, efficient and effective use of resources;
- Reasonable steps are taken to prevent and detect fraud and other irregularities

3. **Responsibilities**

The responsibilities of the Committee can be categorised as follows:

3.1 **Governance, Internal Control and Risk Management.**

The Committee shall review the establishment and maintenance of an effective system of governance, internal control and risk management across North Somerset CCG’s activities, including partnerships that support the achievement of the organisation’s objectives.
The Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances, prior to endorsement by the CCG Governing Body;
- The structures, assurance processes and responsibilities for identifying and managing key risks facing the organisation, indicating the degree of achievement of corporate objectives, as laid down in the CCG’s Integrated Risk Management Framework;
- The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification;
- The operational effectiveness of policies and procedures;
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by NHS Protect.

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit, NHS Protect and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from managers as appropriate, concentrating on the overarching systems of 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.

3.2 Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Governing Body. This will be achieved by;

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of performance;
- 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 coordination 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 organisation;
- An annual review of the effectiveness of the internal audit.
3.3 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 appointment and performance of the External Auditor, as far as the rules governing the appointment permit;
- Discussion and agreement with 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 in the local health economy;
- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the CCG 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 Governing Body and any work undertaken outside the annual audit plan, together with the appropriateness of the management responses.

3.4 Financial Reporting

The Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the CCG’s financial performance

The Committee should ensure that the systems for financial reporting to the CCG Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided.

The Committee shall review the CCG Annual Report before submission to the CCG Governing Body and review the Financial Statements, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in, and compliance with, accounting policies and practices;
- Major judgemental areas; and significant adjustments resulting from audit;
- Unadjusted mis-statements in the financial statements;
- Letter of representation.
3.5 Other Assurance Functions

The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

These will include, but will not be limited to, any reviews by Department of Health Arm’s Length Bodies or Regulators/inspectors (e.g. Care Quality Commission, NHS Litigation Authority), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies)

In addition, the Committee will review the work of other Committees within the organisation, whose work can provide relevant assurance to the Audit Committee’s own scope of work. This will include Committee’s that have a remit for clinical governance, finance and performance and commissioning.

3.6 Counter Fraud

The Committee shall satisfy itself that the organisation has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work.

3.7 Management

The Committee shall request and review reports and positive assurances from managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

4. 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 cooperate with any request made by the Committee.

The Committee is authorised by the CCG Governing Body to obtain external legal or other independent professional advice and to secure the attendance of advisers with relevant experience and expertise if it considers this necessary.
The responsibility for approval of the annual financial statements and Annual Governance Statement rests with the Governing Body unless the Governing Body specifically delegates this function to the Audit Committee.

5. Membership

The Chair of the CCG will not be a member of the Committee. The members may include individuals who are not on the Governing Body. There should not be a majority of the members who are representatives of the member practices.

The membership of the Audit Committee will be determined by the Governing Body and will consist of at least three members, including:
- Governance Lay Member and Conflict of Interest Guardian – Committee Chair
- GP Membership representative on the Governing Body

Lay Member, Vice Chair of the Governing Body

In the event that the Chair of the Committee is unable to attend all or part of a meeting, the Chair will nominate a member of the Committee to deputise at that meeting.

6. Quorum

A minimum of two members will constitute a quorum.

A decision put to a vote at the meeting shall be determined by a majority of the votes of members present. In the case of an equal vote, the Chair of the Committee shall have a second and casting vote.

7. Attendance

The Chief Officer (or the Chief Operating Officer acting on their behalf), Chief Financial Officer, the Head of Internal Audit, the Local Counter Fraud Specialist and representatives from External Audit shall normally attend meetings. At least once a year the Committee will meet privately with the External and Internal Auditors without any senior officer present.

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

The Chief Officer (or the Chief Operating Officer acting on their behalf), should be invited to attend and discuss at least annually with the Audit Committee the
process for assurance that supports the CCG’s input into the Annual Governance Statement. He or she should also attend when the Committee considers the CCG input into the draft internal audit plan and the annual accounts.

8. Reporting arrangements

The minutes of Audit Committee meetings shall be formally recorded and submitted to the CCG Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body issues that require disclosure to the full Governing Body, or require executive action.

The Committee will report to the CCG Governing Body annually on its work in support of the Annual 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.

9. Administration

Secretarial support will be managed by the Corporate Manager

10. Frequency

Meetings shall be held not less than four times a year. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

If the Chair considers it appropriate a meeting may be held by teleconference or other electronic communication.

11. Conduct of the Committee

The Committee shall conduct its business in accordance with national guidance, relevant codes of practice including the Nolan Principles and the Standards of Business Conduct Policy.

An annual report of its performance, membership and terms of reference will be submitted to the Governing Body.

12. Review

These Terms of Reference will be reviewed on an annual basis or sooner if required with recommendations made to the CCG Governing Group for approval.
## Recent Review History

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SOUTH GLOUCESTERSHIRE CLINICAL COMMISSIONING GROUP

Audit Committee

Terms of reference

1. Constitution
The Clinical Commissioning Group’s Governing Body hereby resolves to establish a committee of the Governing Body known as the Audit Committee. The Committee is established in accordance with South Gloucestershire Clinical Commissioning Group’s Constitution, Standing Orders and Scheme of Delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the group and shall have effect as if incorporated into the CCG’s constitution the Committee is a non-executive committee of the Governing Body and has no executive powers other than those specifically delegated in these Terms of Reference.

2. Purpose
The purpose of the Audit Committee is to assist South Gloucestershire CCG to deliver its responsibilities for the conduct of public business, and the stewardship of funds under its control. In particular, the Committee will seek to provide assurance to the Governing Body that an appropriate system of internal control is in place to ensure that:

- Business is conducted in accordance with the law and proper standards;
- Public money is safeguarded and properly accounted for;
- Financial Statements are prepared in a timely fashion, and give a true and fair view of the financial position of South Gloucestershire CCG for the period in question;
- Affairs are managed to secure economic, efficient and effective use of resources;
- Reasonable steps are taken to prevent and detect fraud and other irregularities.

3. Responsibilities
The responsibilities of the Committee can be categorised as follows:

3.1 Governance, Internal Control and Risk Management.
The Committee shall review the establishment and maintenance of an effective system of governance, internal control and risk management across South Gloucestershire CCG’s activities, including partnerships that support the achievement of the organisation’s objectives. Due regard will be given to the assurance functions of other Committees of the CCG’s Governing Body.

The Committee will review the adequacy and effectiveness of:
All risk and control related disclosure statements together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the CCG Governing Body;

The structures, assurance processes and responsibilities for identifying and managing key risks facing the organisation, indicating the degree of achievement of corporate objectives, as laid down in the CCG’s Integrated Risk Management Framework;

The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification;

The operational effectiveness of policies and procedures;

The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by Counter Fraud and Security Management Service.

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit, Counter Fraud and Security Management Service and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from managers as appropriate, concentrating on the overarching systems of governance, risk management and internal control, together with indicators of their effectiveness. The Audit Committee has right of access to obtain all the information and explanations it considers necessary to fulfil its remit.

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.

3.2 Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management that meets mandatory Public Sector Internal Audit Standards (PSIAS) and provides appropriate independent assurance to the Governing Body. This will be achieved by;

Consideration of the provision of the internal audit service, an agreed Audit Protocol and annual operational management arrangements, 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 coordination 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 organisation;

An annual review of the effectiveness of the internal audit.
3.3 **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 appointment and performance of the External Auditor, as far as the rules governing the appointment permit;
- Discussion and agreement with 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 in the local health economy;
- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the CCG 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 Governance Group and any work undertaken outside the annual audit plan, together with the appropriateness of the management responses.

3.4 **Financial Reporting**

The Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the CCG's financial performance.

The Committee should ensure that the systems for financial reporting to the CCG Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided.

The Group shall review the CCG Annual Report and Accounts before submission to the CCG Governing Body and review the Financial Statements, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in, and compliance with, accounting policies and practices;
- Major judgemental areas; and significant adjustments resulting from audit;
- Unadjusted mis-statements in the financial statements;
- Letter of representation.

3.5 **Other Assurance Functions**

The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.
These will include, but will not be limited to, any reviews by Department of Health Arm’s Length Bodies or Regulators/inspectors (e.g. Care Quality Commission, NHS Litigation Authority, etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.)

In addition, the Committee will review the work of other Committees within the organisation, whose work can provide relevant assurance to the Audit Group’s own scope of work. This will include Committees that have a remit for clinical governance, finance and performance and commissioning.

3.6 **Counter Fraud**
The Committee shall satisfy itself that the organisation has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work.

3.7 **Management**
The Committee shall request and review reports and positive assurances from managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

4. **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 cooperate with any request made by the Committee.

The Committee is authorised by the CCG Governing Body to obtain external legal or other independent professional advice and to secure the attendance of advisers with relevant experience and expertise if it considers this necessary.

The responsibility for recommending approval of the Annual Report and Accounts by the Governing Body.

5. **Membership**
The Chair of the CCG will not be a member of the Committee.
The members may include individuals who are not on the Governing Body to ensure the requisite knowledge, skills and experience for the Committee to discharge its duties effectively. Independent Members must be appointed through an open and transparent process.

There should not be a majority of the members who are representatives of the member practices.
The membership of the Audit Committee will be determined by the Governing Body and will consist of at least three members, including:
  
  Governing Body Governance Lay Member – Committee Chair
  Governing Body PPI/Equalities Lay Member
  Governing Body member; one of a GP representative or practice manager

In the event that the Chair of the Committee is unable to attend all or part of a meeting, s/he will nominate a member of the Committee to deputise for him at that meeting.

6. Quorum
A minimum of two members will constitute a quorum.

A decision put to a vote at the meeting shall be determined by a majority of the votes of members present. In the case of an equal vote, the Chair of the Committee shall have a second and casting vote.

In the event that a meeting will not be quorate, the Chair will consult as appropriate to decide whether the meeting should go ahead and any necessary changes to the agenda.

7. Attendance
The Chair has a role to assess attendance to ensure effectiveness of the Committee.

The Accountable Officer, Chief Financial Officer, Deputy Chief Financial Officer, the Head of Governance and Risk, the Head of Internal Audit, the local Counter Fraud Specialist and representatives from External Audit shall normally attend meetings. At least once a year the Group will meet privately with the External and Internal Auditors without any executive director or senior officer present.

Other CCG Officers should be invited to attend when the Committee is discussing areas of risk or operation that are the responsibility of that Officer.

The Accountable Officer should be invited to attend and discuss at least annually with the Audit Group the process for assurance that supports the CCG’s input into the Annual Governance Statement. He or she should also attend when the Group considers the CCG input into the draft internal audit plan and the annual accounts.

8. Reporting arrangements
The minutes of Audit Committee meetings shall be formally recorded and submitted to the CCG Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body issues that require disclosure to the full Governing Body, or require executive action.
The Group will report to the CCG Governing Body annually on its work, including in support of the Annual 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.

9. Administration
   Secretarial support will be provided by the Senior PA.

10. Frequency
    Meetings shall be held not less than four times a year. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary. If the Chair considers it appropriate a meeting may be held by teleconference or other electronic communication.

11. Conduct of the Committee
    The Committee shall conduct its business in accordance with national guidance, relevant codes of practice including the Nolan Principles and the Conflict of Interest Policy.

    An annual report of it its performance, membership and terms of reference will be submitted to the governing body.

12. Review
    These Terms of Reference will be reviewed on an annual basis or sooner if required with recommendations made to the CCG Governing Body for approval.

Reviewed by the Audit Committee: March 2017
Approved by the CCG Governing Body: 24 May 2017
Date of Next Review: March 2018
Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Group’s
Joint Quality and Performance Committee
Terms of Reference

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Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Groups

Joint Quality and Performance Committee

Terms of Reference

1. Introduction
The Joint Quality and Performance Committee is established in accordance with NHS Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups (BNSSG CCGs) constitution, standing orders and scheme of delegation.

BNSSG CCGs are responsible for ensuring that there is a cohesive and comprehensive structure in place for the oversight and monitoring of:

- The quality of commissioned services including patient safety, patient experience and clinical effectiveness;
- The effectiveness of commissioned services; and
- Performance against service delivery indicators.

The Joint Committee is a non-executive committee of each of the three individual CCGs and has no executive powers other than those specifically delegated in these Terms of Reference.

The Joint Committee is authorised by the Governing Bodies to act within its terms of reference. All members and employees of the Groups are directed to cooperate with any request made by the Joint Committee.

2. Responsibilities of the Joint Committee
The Joint Committee shall carry out the following duties on the behalf of their respective Governing Bodies as delegated by their constitutions and these terms of reference:

- Oversee, on behalf of the Governing Body, the systems and processes for Clinical Governance, Workforce Governance, Research Governance, Health and Safety of staff, Equality and Diversity.

- Provide assurance to the Governing Body that Quality is integral to all CCG activities and that the CCGs meet all relevant statutory and regulatory obligations including the duty of quality set out in the Health and social care Act 2012.

- Provide assurance that commissioning plans fully reflect all elements of quality (patient experience, effectiveness and patient safety),

- Provide robust and comprehensive assurance that commissioned services are being delivered in a high quality and safe manner by seeking assurance on
the performance of NHS organisations in terms of the Care Quality Commission, NHSI and any other relevant regulatory Body.

- Providing the Governing Body with assurance that the CCG Early Warning Systems for potential provider failure on quality of service provision are effective.
- Provide assurance that effective processes are in place for safeguarding children and young people, safeguarding vulnerable adults, domestic violence, forced marriage and the PREVENT agenda. Ensure that the CCGs fulfil their role as members of Local Safeguarding Boards.
- Provide assurance that NHS Constitutional Standards are being met and where they are not that there are plans in place to address any underperformance.
- Consider the CCG Improvement and Assessment Framework Clinical Indicators and assure plans to improve performance against clinical priority areas.
- Provide assurance on equalities and diversity strategies, and equality delivery systems.
- Promote research and development within commissioned services and seek assurance of robust governance
- Oversee arrangements and seek assurance that the CCGs have robust arrangements in place to satisfy their responsibilities in relation to Health and Safety
- Assuring clinical workforce governance and developing and recommending the clinical workforce strategy

3. Membership
The Joint Committee shall be appointed by the Group as set out in the Groups Constitution and may include individuals who are not on the Governing Body.

The membership of the Joint Committee shall consist of:

- BNSSG Independent Nurse (Chair)
- Clinical Chairs for Bristol, North Somerset and South Gloucestershire
- BNSSG Director of Nursing and Quality
- BNSSG Medical Director
- BNSSG Director of Commissioning
- BNSSG Chief Financial Officer

The managers representing the following areas will be in attendance at the Joint Committee:

- Quality Lead
- Safeguarding lead
- Medicines Management
- Research Lead
Members of the Joint Committee can, in exceptional circumstances, send a nominated representative to the meeting. These individuals must be able to operate with full authority over any issue arising at the meeting.

Other persons may be invited to attend, as appropriate, to enable the Joint Committee to discharge its functions effectively. The Joint Committee may also invite guests to attend to present information and/or provide the expertise necessary for the Joint Committee to fulfil its responsibilities.

A Vice Chair will be nominated by the Joint Committee to act in the absence of the Chair.

4. Administration
A named administrator will be responsible for the provision of administrative support to the Joint Committee and they will ensure that minutes of the meeting are accurately produced and agreed with members.

The Director of Nursing and Quality will be responsible for supporting the Chair in the management of the Joint Committee and in drafting agendas; forward planners and specifying content of reports.

5. Quorum
The meeting will be quorate with the attendance of the following persons:

- Chair or Vice Chair
- The Director of Nursing or Medical Director
- A Clinical Chair
- The Chief Finance Officer or the Director of Commissioning

6. Frequency and notice of meetings
The Joint Committee will meet monthly or at a frequency the Joint Quality and Performance Committee determines is appropriate to fulfil its duties.

At least 2 weeks’ notice will be given of a meeting (with a six monthly plan).

A forward plan will be developed which sets out the schedule for reporting to the Joint Committee.

7. Reporting arrangements
The minutes of meetings of the Joint Committee shall be submitted to the BNSSG Governing Bodies

The Joint Committee will provide the BNSSG Governing Bodies with an Annual Report on its work.

The Joint Committee will work closely with Committee’s responsible for Primary Care when dealing with Primary Care matters.

The Joint Committee will receive reports relevant to its responsibilities from any group or working group as appropriate.

8. Approval and Review
These Terms of Reference will be reviewed on an annual basis or sooner if required with recommendations made to BNSSG Governing Bodies for approval.
Annually, the Joint Committee shall review its work to ensure it is operating at maximum effectiveness. It will use this exercise to inform the review of its Terms of Reference.

9. **Review History**

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Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Groups’
Joint Strategic Finance Committee
Terms of Reference

| Version Control |
|-----------------|------------------|----------------------------------|
| Version         | Date             | Consultation                     |
| Draft version 1 | 11/08/2017       | First draft to J George for comment and review |
| Draft version 1.1 | 12/8/2017    | Comments back to G Howells |
| Draft version 1.2 | 14/8/2017   | Version to Executive Team for comment |
| Draft Version 2  | 21/8/2017       | Amended to reflect Executive Team comments. To legal adviser for review. |
Bristol, North Somerset and South Gloucestershire
Clinical Commissioning Groups

Joint Strategic Finance Committee

Terms of Reference

1. Introduction

The Joint Strategic Finance Committee of the Bristol, North Somerset and South Gloucestershire (BNSSG) Clinical Commissioning Groups (CCGs) (the Joint Committee) is established in accordance with each of the Clinical Commissioning Groups’ constitutions, standing orders and schemes of delegation. These terms of reference set out the membership, remit, authority, responsibilities and reporting arrangements of the Joint Committee and shall have effect as if incorporated into each Clinical Commissioning Group’s constitutions and standing orders.

The Joint Committee is a non-executive committee of each of the three individual CCGs and has no executive powers other than those specifically delegated in these Terms of Reference.

The Joint Committee is authorised by the Governing Bodies to act within its terms of reference. All members and employees of the Groups are directed to co-operate with any request made by the Joint Committee.

2. Remit and responsibilities of the Joint Committee

The Joint Committee shall carry out the following duties on the behalf of their respective Governing Bodies as delegated by their constitutions and these terms of reference:

- Oversee the review and development of the CCG’s Five Year Plan and associated financial plans;
- Oversee the review and development of the CCG’s Five Year QIPP Plan and associated financial plans;
- Oversight of the System Financial Recovery Plan and the process for CCG Turnaround;
- Oversee the review and development of the CCG’s Two Year Operational Plan and associated financial plan (the annual budget);
- Ensure that all plans are supported by robust activity and financial information;
- Ensure that all plans are consistent with associated enabling strategies (workforce, estates, IM&T, communications and engagement);
- Consider all draft strategic and financial plans prior to their submission to the Governing Body for approval;
- Consider reports on the longer-term future strategic direction of the CCG.
- Monitor the overall implementation of the Five year Plan and delivery of the QIPP plan;
- Monitor the CCG’s in year financial performance against approved budget, giving consideration to underlying activity data as appropriate;
3. Membership
The members of the Joint Committee shall be appointed by the Clinical Commissioning Groups from amongst its Governing Body members as follows:

**Bristol Clinical Commissioning Group**
The Joint Committee will comprise one lay member of the Governing Body appointed by vote of the Governing Body who is not the Audit Chair:

**North Somerset Clinical Commissioning Group**
The Joint Committee will comprise one lay member of the Governing Body appointed by vote of the Governing Body who is not the Audit Chair:

**South Gloucestershire Clinical Commissioning Group**
The Joint Committee will comprise one lay member of the Governing Body appointed by vote of the Governing Body who is not the Audit Chair:

The following Executives of the CCGs will be members of this Joint Committee:
- BNSSG Chief Executive Officer
- BNSSG Chief Financial Officer
- BNSSG Director of Commissioning
- BNSSG Director of Transformation

Other Directors or responsible senior managers may be required to attend the Joint Committee.

4. Chair
The Joint Committee shall be chaired by one of the lay members serving in turn.

5. Attendance at Meetings
As well as members of the Joint Committee all other Executives within BNSSG have the right to attend Joint Committee meetings.

Other individuals such as Managers within the CCG will be asked to attend to present items for assurance.

6. Administration
A named administrator will be responsible for the provision of administrative support to the Joint Committee and they will ensure that minutes of the meeting are accurately produced and agreed with members.
The Chief Finance Officer will be responsible for supporting the Chair in the management of the Joint Committee and in drafting agendas; forward planners and specifying content of reports.

The Joint Committee is authorised by the Governing Bodies to investigate any activity within its terms of reference.

7. Quorum
A meeting of the Joint Committee shall be quorate when there are a minimum of two lay members present and one Voting Executive member or their deputy.

8. Frequency of Meetings
The Joint Committee shall meet monthly. Any two members of the Joint Committee can request an additional meeting which should be convened within 21 days.

Except in the event of urgent meetings, a minimum of ten days’ notice of a meeting of the Joint Committee will normally be provided confirming the venue, time and date together with an agenda of items to be discussed.

Supporting papers will normally be sent to all members and other attendees as appropriate, no later than 5 days before the meeting.

9. Reporting arrangements
The Joint Committee will report in writing to the CCG Governing Bodies on the items considered at committee meetings, noting any decisions made, any recommendations made and the bases for these.

The minutes of the Joint Committee shall be formally recorded and submitted to the CCG Governing Bodies.

10. Policy and Best Practice
When considering matters, the Joint Committee should take into account the following points:

- All statutory requirements applicable to Clinical Commissioning Groups (including Accounting, Health and Safety, Information Security, etc.)
- NHS England requirements and standards
- NHS Best practice and guidance
- Emerging risks and issues

The Joint Committee will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within its terms of reference and within a limit determined by the CCGs’ Chief Finance Officer.
11. Review of the Joint Committee’s Performance
The Joint Committee will undertake a review of its performance on an annual basis and report this to the Governing Bodies of the CCGs.

12. Approval and Review
These terms of reference will be reviewed on an annual basis or sooner if required with recommendations made to the CCG Governing Bodies for approval.

13. Review History

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Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups
Joint Commissioning Executive
Terms of Reference

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Bristol, North Somerset and South Gloucestershire Clinical Commissioning Groups

Joint Commissioning Executive

Terms of Reference

1. Introduction
The Joint Commissioning Executive (the Committee) of the Bristol, North Somerset and South Gloucestershire (BNSSG) Clinical Commissioning Groups (CCGs) (the Joint Committee) is established in accordance with the BNSSG Clinical Commissioning Groups’ (the Groups’) Constitutions, Standing Orders and Schemes of Reservation and Delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Joint Committee and shall have effect as if incorporated into the Group's Constitution and Standing Orders.

The Joint Committee is a non-executive committee of each of the three individual CCGs and has no executive powers other than those specifically delegated in these Terms of Reference.

The Joint Committee is authorised by the Governing Bodies to act within its terms of reference. All members and employees of the Groups are directed to cooperate with any request made by the Joint Committee.

2. Responsibilities of the Joint Committee
The Joint Committee shall carry out the following duties on the behalf of their respective Governing Bodies as delegated by their constitutions and these terms of reference:

- Development of the CCG's Commissioning Strategy and recommendation to the Governing Body's
- Development of the CCG's Operational Plan and recommendation to the Governing Body's
- Development of the CCG's IM&T Strategy and recommendation to the Governing Body's
- Recommends to Governing Body's the implementation plan to deliver the IM&T Strategy in line with the local digital roadmap agreed through the STP
- Considers plans for the procurement of new services and disinvestment from existing services, making recommendations to Governing Body's where this exceeds delegated limits
- Recommends savings and investment plans arising in year, recommending these to Governing Body's where these exceed delegated limits. This includes the CCG's Turnaround Plans.
- Recommends to Governing Body's commissioning intentions
- Approval of commissioning policies, recommending these to the Governing Body's where these might be contentious.
• Recommends to Governing Body's individual funding policies and procedures
• Review of provider performance and actions taken to address poor performance
• Consideration of new contracting models to deliver the ambition of the FYFV and STP

3. Membership
The Joint Committee shall be appointed by the Group as set out in the Groups Constitution and may include individuals who are not on the Governing Body.

The membership of the Commissioning Executive shall consist of:
• Clinical Chairs for Bristol, North Somerset, South Gloucestershire CCGs who will chair the meeting in rotation
• Chief Executive Officer
• Chief Finance Officer
• Director of Nursing & Quality
• Director of Commissioning
• Director of Transformation
• Medical Director
• Area Director (North Somerset)
• Area Director (Bristol)
• Area Director (South Gloucestershire)
• A Director representing Social Care
• A representative Director of Public
• Clinical Lead for Women’s & Children’s services
• Clinical Lead for Mental Health services
• Clinical Lead for Planned Care services
• Clinical Lead for Unplanned Care services
• Clinical Lead for Integrated Out of Hospital services
• Clinical Lead for Specialised Services (including cancer)
• Clinical Lead for Digital

Members of the Joint Committee can, in exceptional circumstances, send a nominated representative to the meeting. These individuals must be able to operate with full authority over any issue arising at the meeting.

Other persons may be invited to attend, as appropriate, to enable the Joint Committee to discharge its functions effectively. The Joint Committee may also invite guests to attend to present information and/or provide the expertise necessary for the Joint Committee to fulfil its responsibilities.

A Vice Chair will be nominated by the Joint Committee to act in the absence of the Chair.
4. Administration

A named administrator will be responsible for the provision of administrative support to the Joint Committee and they will ensure that minutes of the meeting are accurately produced and agreed with members.

The Chief Executive Officer will be responsible for supporting the Clinical Chairs in the management of the Joint Committee and in drafting agendas; forward planners and specifying content of reports.

5. Quorum

The meeting will be quorate with the attendance of the following persons:
- One of the Clinical Chairs
- The Chief Executive Officer or the Chief Financial Officer
- The Director of Nursing and Quality or Medical Director
- The Director of Commissioning or the Director of Transformation
- One of the Area Directors
- Four clinical leads

6. Frequency and notice of meetings

The Joint Committee shall meet fortnightly.

The meeting papers shall be circulated at least 2 working days in advance of the meeting.

7. Reporting arrangements

The minutes of meetings of the Joint Committee shall be submitted to the BNSSG Governing Bodies.

The Joint Committee will provide the BNSSG Governing Bodies with an Annual Report on its work.

The Joint Committee will work closely with Committee’s responsible for Primary Care when dealing with Primary Care matters.

The Bristol CCG Clinical Leadership Group, North Somerset CCG Clinical Commissioning Leadership Group and the South Gloucestershire CCG Clinical Operational Executive Group views ill inform the BNSSG Commissioning Executive’s decisions.

The Joint Committee will receive reports relevant to its responsibilities from any other group or working group as appropriate.

8. Approval and Review

These Terms of Reference will be reviewed on an annual basis or sooner if required with recommendations made to BNSSG Governing Bodies for approval.

Annually, the Joint Committee shall review its work to ensure it is operating at maximum effectiveness. It will use this exercise to inform the review of its Terms of Reference.
9. **Review History**

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>Approved by Commissioning Executive</td>
<td>16 August 2017 (version 0.1)</td>
</tr>
<tr>
<td>Reviewed and Approved by BNSSG CCGs Governing Body</td>
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<tr>
<td>Approved by &lt;meeting&gt;</td>
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<tr>
<td>Reviewed and Approved by &lt;meeting joint committee reports to&gt;</td>
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