

Title of Meeting:	NY CCG Governing Body	Agenda Item: 8.1										
Date of Meeting:	24 June 2021	<table border="1"> <tr> <th colspan="2">Session (Tick)</th> </tr> <tr> <td>Public</td> <td>X</td> </tr> <tr> <td>Private</td> <td></td> </tr> <tr> <td>Development Session</td> <td></td> </tr> </table>			Session (Tick)		Public	X	Private		Development Session	
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Development Session												
Paper Title:	NY CCG Statutory Committee Terms of Reference											
Responsible Governing Body Member Lead Julie Warren, Director of Corporate Services, Governance and Performance		Report Author and Job Title Sasha Sencier, Board Secretary										
Purpose – this paper is for:	<table border="1"> <tr> <th>Decision</th> <th>Discussion</th> <th>Assurance</th> <th>Information</th> </tr> <tr> <td>X</td> <td></td> <td></td> <td></td> </tr> </table>	Decision	Discussion	Assurance	Information	X						
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X												
<p>Has the report (or variation of it) been presented to another Committee / Meeting? If yes, state the Committee / Meeting: Yes. The terms of reference have been presented to each Committee for approval.</p>												
<p>Executive Summary Committee of the Governing Body are required to review and approve their terms of reference annually. The Governing Body is then required to ratify the approved terms of reference.</p> <p>The terms of reference were last approved by NHS England and the Council of Members in March 2020 as part of the establishment of the new NHS North Yorkshire CCG.</p> <p>The following Committees have reviewed and approved their terms of reference and NO amendments have been made:</p> <ul style="list-style-type: none"> • Audit Committee (Appendix A) • Primary Care Commissioning Committee (Appendix B) <p>The Remuneration Committee (Appendix C) has reviewed and approved their terms of reference and one minor amendment to the Membership section. The reasons for the change are justified below.</p>												
<table border="1"> <thead> <tr> <th>Section</th> <th>Current Wording</th> <th>Suggested Changes</th> <th>Justification for Change</th> </tr> </thead> <tbody> <tr> <td> 3.0 Membership Section 3.2 </td> <td> The Committee membership comprises: • Lay member - Patient and Public Engagement (Chair) • Lay Member - Finance (Vice Chair) • Clinical Chair of the Governing Body • Vice-Clinical Chair of the Governing Body </td> <td> 1. Removal of the Clinical Chair of the Governing Body 2. Removal of the Vice-Clinical Chair of the Governing Body 3. Inclusion of 2 x GP Governing Body Members </td> <td> Since the time that the remuneration committee last met, the Clinical Chair now claims a "significant proportion of their income from the CCG". The Vice-Clinical Chair of the Governing Body stepped down 31 December 2020. </td> </tr> </tbody> </table>	Section	Current Wording	Suggested Changes	Justification for Change	3.0 Membership Section 3.2	The Committee membership comprises: • Lay member - Patient and Public Engagement (Chair) • Lay Member - Finance (Vice Chair) • Clinical Chair of the Governing Body • Vice-Clinical Chair of the Governing Body	1. Removal of the Clinical Chair of the Governing Body 2. Removal of the Vice-Clinical Chair of the Governing Body 3. Inclusion of 2 x GP Governing Body Members	Since the time that the remuneration committee last met, the Clinical Chair now claims a "significant proportion of their income from the CCG". The Vice-Clinical Chair of the Governing Body stepped down 31 December 2020.				
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<p>It should be noted that, if the new suggested Membership is approved, GP Governing Body Members will only be permitted to be part of the Remuneration Committee if they Do NOT claim a significant proportion of their income from the CCG.</p>												

The Remuneration Committee terms of reference are part of the Constitution and as such would normally be required to be approved by the Council of Members. However, Clause 1.4.4 of the Constitution states that the Accountable Officer may periodically propose amendments to the constitution which shall be considered and approved by the Governing Body, unless:

- Changes are thought to have a material impact;
- Changes are proposed to the reserved powers of the Members; or
- At least half (50%) of all the Governing Body Members formally request that the amendments to be put before the Council of Members for approval.

A recommendation is therefore being made by the Director of Corporate Services, Governance and Performance to utilise these powers to approve any suggested changes outlined in this paper.

Recommendations

The Governing Body is asked to:

- Agree that, in accordance with Clause 1.4.4 of the Constitution, the changes to the Remuneration Committee terms of reference are minor and that the Accountable Officer may propose amendments to the constitution in which the Remuneration Committee terms of reference are held.
- Approve the minor changes Remuneration Committee terms of reference, which form part of the Constitution.
- Ratify the terms of reference for:
 - Audit Committee
 - Primary Care Commissioning Committee
 - Remuneration Committee.

Monitoring

Committees of the Governing Body are required to review their terms of reference at least annually. The Governing Body is required to ratify all Committee terms of reference.

CCG Strategic Objectives Supported by this Paper

CCG Strategic Objectives		X
1	Strategic Commissioning: <ul style="list-style-type: none"> • To take the lead in planning and commissioning care for the population of North Yorkshire by providing a whole system approach and to support the development of general practice. • To make the best use of resources by bringing together other NHS organisations, local authorities and the third sector to work in partnership on improving health and care. • To develop alliances of NHS providers that work together to deliver care through collaboration rather than competition. 	
2	Acute Commissioning: We will ensure access to high quality hospital-based care when needed.	
3	Engagement with Patients and Stakeholders: We will build strong and effective relationships with all our communities and partners.	
4	Financial Sustainability: We will work with partners to transform models of care to deliver affordable, quality and sustainable services.	
5	Integrated / Community Care: With our partners and people living in North Yorkshire we will enable healthy communities through integrated models of care.	
6	Vulnerable People: <ul style="list-style-type: none"> • We will support everyone to thrive [in the community]. • We will promote the safety and welfare of vulnerable individuals. 	
7	Well-Governed and Adaptable Organisation: In supporting our objectives we will be a well-governed and transparent organisation that promotes a supportive learning environment.	X

CCG Values underpinned in this paper		
	CCG Values	X
1	Collaboration	X
2	Compassion	X
3	Empowerment	X
4	Inclusivity	X
5	Quality	X
6	Respect	X

Does this paper provide evidence of assurance against the Governing Body Assurance Framework?			
YES		NO	X

Any statutory / regulatory / legal / NHS Constitution implications	<p>Terms of Reference of Committees of the Governing Body are required to be ratified by the Governing Body, as delegated by the Council of Members.</p> <p>The Remuneration Committee terms of reference are part of the Constitution and as such would normally be required to be approved by the Council of Members. However, the Constitution states that the Accountable Officer may periodically propose amendments to the constitution which shall be considered and approved by the Governing Body, unless:</p> <ul style="list-style-type: none"> • Changes are thought to have a material impact; • Changes are proposed to the reserved powers of the Members; or • At least half (50%) of all the Governing Body Members formally request that the amendments to be put before the Council of Members for approval.
Management of Conflicts of Interest	No conflicts of interest have been identified prior to the meeting.
Communication / Public & Patient Engagement	The statutory committee terms of reference are contained within the Constitution which is published on the CCG website.
Financial / resource implications	Remuneration Committee Members must not claim a significant proportion of their income from the CCG.
Outcome of Impact Assessments completed	Not applicable.

Sasha Sencier, Board Secretary

NHS North Yorkshire Clinical Commissioning Group

AUDIT COMMITTEE

TERMS OF REFERENCE

A review of the Terms of Reference will take place at least annually. Any amendments will be noted in the Corporate Governance Handbook and a new amendment history will be issued with each change.

1.0 Introduction

1.1 The Audit Committee (the Committee) is established in accordance with the clinical commissioning group's constitution. 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 constitution.

2.0 Membership

2.1 The Committee shall consist of the following voting members:

- Lay Member for Audit and Governance (Chair)
- Secondary Care Doctor (Vice-Chair)
- Lay Member for Finance
- 1 Governing Body GP Member

2.2 Required attendees (without voting rights):

The Committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda. Such personnel will be in attendance and will have no voting rights. This will normally include:

- Chief Finance Officer / Deputy CFO
- Chief Nurse
- Director of Corporate Services, Governance and Performance
- Senior Governance Manager
- Information Governance Manager
- Internal auditors
- External auditors

2.3 On a less frequent basis, the following good practice shall be followed:

- At least once a year the Committee should meet privately with external and internal auditors.
- The Accountable Officer and Clinical Chair should normally be invited to attend and discuss, at least annually with the Committee, the process for assurance that supports the Annual Governance Statement, and when the Committee considers the draft internal audit plan and the annual accounts.
- Any other members or employees may be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that member or employee.

2.4 The Committee shall be appointed by the Governing Body and may include individuals who are not on the Governing Body.

2.5 The Chair shall be a lay member who has qualifications, expertise or experience such as to enable the person to express informed views about

financial management and audit matters. If this member is not available then the other lay member of the Committee shall chair the meeting.

2.6 The Chair of the Governing Body, Accountable Officer and Chief Finance Officer will not be a member of the Committee.

3.0 Quorum

3.1 A quorum shall be two Members with at least one Member being the Chair or Vice-Chair.

4.0 Frequency

4.1 The Committee will meet at least four times a year.

5.0 Calling and Supporting Meetings

5.1 A calendar of meetings will be set at the start of each business cycle for the year and a workplan will be set by the Committee.

5.2 Ordinary meetings shall be held at such times and places as the CCG may determine.

5.3 The Chair of the Audit Committee may call an additional / extraordinary meeting at any time.

5.4 The external auditors or Head of internal audit may request a meeting if they consider it necessary.

5.5 A secretariat will be identified from within the CCG and they will be responsible for supporting the Chair. This will include preparing formal minutes and archiving all reports and documentation associated with the Committee business.

5.6 Items of business for inclusion on the agenda of a meeting shall to be notified to the Chair at least 10 working days before the meeting takes place.

5.7 Agendas will be agreed between the Chair and the relevant Executive Lead.

5.8 Supporting papers for agenda items must be accompanied by an agreed cover-sheet and submitted to the committee secretariat at least six working days before the meeting takes place.

5.9 The agenda and supporting papers will be circulated to all members of a meeting and agreed circulation list at least five working days before the date of the meeting.

- 5.10** No business shall be transacted at the meeting other than that specified on the agenda, unless at the discretion of the Chair.
- 5.11** Use of skype, video conferencing, telephone or other communication facilities to conduct meetings are permissible for all meetings with prior agreement of the Chair.

6.0 Remit and Responsibilities of Committee

The committee shall critically review the clinical commissioning group's financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors is maintained.

The duties of the committee will be driven by the priorities identified by the clinical commissioning group, and the associated risks or areas of quality improvement. It will operate to a programme of business, agreed by the clinical commissioning group, and will be flexible to new and emerging priorities and risks.

The Committee may also request specific reports from individual functions within the CCG as they may be appropriate to overall arrangements.

The Committee is authorised by the Governing Body to investigate any activity within its Terms of Reference.

The Committee is authorised to seek any information it requires from any member of the group and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised to obtain outside legal or other independent professional advice and to secure attendance of outsiders with relevant experience and expertise it considers necessary.

6.1 Integrated Governance, Risk Management and Internal Control

The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the clinical commissioning group's activities that support the achievement of the clinical commissioning group's objectives.

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

- All risk and control related disclosure statements (in particular the annual governance statement), together with any appropriate independent assurances, prior to endorsement by the clinical commissioning group.
- The underlying assurance processes that indicate the degree of achievement of clinical commissioning group objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification.
- The 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 Counter Fraud Authority.
- Approval of the policies relating to Information Governance.

6.2 Internal Audit

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

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal.
- Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework.
- Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the Clinical Commissioning Group.
- An annual review of the effectiveness of internal audit.
- Drawing the Committee's attention to best practice, national guidance and other relevant documents, as appropriate

6.3 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 independence and performance of the external auditors, as far as the rules governing the appointment permit.
- Discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy.
- Discussion with the external auditors of their local evaluation of audit risks and assessment of the Clinical Commissioning Group and associated impact on the audit fee.
- Review of all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the Clinical Commissioning Group and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

6.4 Assurance

- The 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).

6.5 Counter Fraud and Security

- The Committee shall satisfy itself that the Clinical Commissioning Group has adequate arrangements in place for countering fraud and security and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme.
- Approval of any policies relating to Counter Fraud and Security.

6.6 Management

- The Committee shall request and review reports and positive 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 as they may be appropriate to the overall arrangements.

6.7 Financial Reporting

- The Committee shall monitor the integrity of the financial statements of the Clinical Commissioning Group and any formal announcements relating to the Clinical Commissioning Group's financial performance.
- The Committee shall ensure that the systems for financial reporting to the Clinical Commissioning Group, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Clinical Commissioning Group.
- The Audit Committee shall review the annual report and financial statements before submission to the governing body and the clinical commissioning group, 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
 - Qualitative aspects of financial reporting.

6.8 Conflicts of Interest Management

- The Audit Committee shall ensure that there are robust systems in place to manage Conflicts of Interest and will review any amendments to the Conflict of Interest Policy prior to approval from the Governing Body.
- The CCG Audit Committee Chair (Lay Member – Audit and Governance) will undertake the role of Conflicts of Interest Guardian which reinforces the role of the Audit Committee in ensuring a robust system of declarations is in place.
- Review both the Conflicts of Interest Policy and the Standards of Business Conduct Policy prior to submitting to Governing Body for approval.

7.0 Reporting arrangements

7.1 The Committee's Terms of Reference and any subsequent amendments shall be approved by the Governing Body.

7.2 The minutes of the committee shall be formally recorded and presented to the Governing Body at the earliest practicable meeting, either in public or private session as appropriate. The chair of the committee shall draw to the attention of the governing body any issues that require disclosure to the council of members, or require executive action.

7.3 The Committee shall make whatever recommendations to the Governing Body it deems appropriate on any area within its remit where action or improvement is needed.

The composition of the committee shall be published in the Annual Report.

8.0 Confidentiality and Conflicts of Interest / Standards of Business Conduct

8.1 All Members are expected to adhere to the CCG Constitution and Standards of Business Conduct and Conflicts of Interest Policy.

8.2 In circumstances where a potential conflict is identified the Chair of the Committee will determine the appropriate steps to take in accordance with the CCG's Conflicts of Interest decision-making matrix. This action may include, but is not restricted to, withdrawal from the meeting for the conflicted item or remaining in the meeting but not voting on the conflicted item.

8.3 All Members shall respect confidentiality requirements as set out in the CCG Constitution.

9.0 Training

The Committee shall ensure all members have the skills and access to support in order to carry out their role.

10.0 Conduct

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

10.2 The committee shall review its Terms of Reference at least annually.

10.3 The committee shall undertake a review of its effectiveness at least annually.

10.4 The committee shall be subject to any review of CCG committees as required.

10.5 Any resulting changes to the terms of reference should be approved by the Governing Body.

NHS North Yorkshire Clinical Commissioning Group

PRIMARY CARE COMMISSIONING COMMITTEE

TERMS OF REFERENCE

A review of the Terms of Reference will take place at least annually. Any amendments will be noted in the Corporate Governance Handbook and a new amendment history will be issued with each change.

1.0 Introduction

- 1.1** Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary medical care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.
- 1.2** In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions to the CCG.
- 1.3** The CCG has established the NHS North Yorkshire CCG Primary Care Commissioning Committee ("Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.

2.0 Statutory Framework

- 2.1.** NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in **Schedule 1** in accordance with section 13Z of the NHS Act.
- 2.2** Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.
- 2.3** Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:
 - a) Management of conflicts of interest (section 14O);
 - b) Duty to promote the NHS Constitution (section 14P);
 - c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);
 - d) Duty as to improvement in quality of services (section 14R);
 - e) Duty in relation to quality of primary medical services (section 14S);
 - f) Duties as to reducing inequalities (section 14T);

- g) Duty to promote the involvement of each patient (section 14U);
 - h) Duty as to patient choice (section 14V);
 - i) Duty as to promoting integration (section 14Z1);
 - j) Public involvement and consultation (section 14Z2).
- 2.4 The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act.
- 2.5 The Committee is established as a committee of the Governing Body of the CCG in accordance with Schedule 1A of the “NHS Act”.
- 2.6 The members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

3.0 Role of the Committee

- 3.1 The Committee has been established in accordance with the above statutory provisions to enable the members to make collective decisions on the review, planning and procurement of primary care services in the CCG locality, under delegated authority from NHS England.
- 3.2 In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and the CCG, which will sit alongside the delegation and terms of reference.
- 3.3 The functions of the Committee are undertaken in the context of a desire to promote increased co-commissioning to increase quality, efficiency, productivity and value for money and to remove administrative barriers.
- 3.4 The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act. This includes the following:
- i. GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing breach/remedial notices, and removing a contract);
 - ii. Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
 - iii. Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
 - iv. Decision making on whether to establish new GP practices in an area;
 - v. Approving practice mergers;
 - vi. Making decisions on ‘discretionary’ payment; these decisions will be in line with The General Medical Services Statement of Financial Entitlements (Amendment) Directions 2019
 - vii. Currently commissioned extended primary care medical services;

- viii. Newly designed services to be commissioned from primary care;
- ix. Approving and supporting the development of Primary Care Networks in line with NHS England Guidance;
- x. The Network DES including Network Agreement, DES specifications, Network funding including Network Engagement Funding, Network Administration Payment, Workforce Reimbursement and Clinical Lead funding.

3.5 The Committee will also:

- i. Plan primary [medical] care services in the CCG area (including needs assessment);
- ii. Undertake reviews of primary [medical] care services in the CCG area;
- iii. Maintain an overview of a common approach to the commissioning of primary care services generally. This includes having due regard to the work of the Planning and Commissioning Committee;
- iv. Help manage the budget for commissioning of primary [medical] care services in the CCG area;
- v. Support development of the primary care workforce.

3.6 The Committee will seek an opinion prior to reaching a decision, where appropriate, from the Finance, Performance, Contracting and Commissioning Committee on items of mutual interest to both committees and where decision making responsibility rests with the Committee.

3.7 The Committee will provide an opinion where appropriate to the Finance, Performance, Contracting and Commissioning Committee on items of mutual interest to both committees where decision making responsibility rest with the Finance, Performance, Contracting and Commissioning Committee. Examples include services commissioned from community pharmacy and community optometrists.

3.8 The Committee will receive regular assurance from various committees, sub committees and groups regarding the quality and performance of primary [medical] care services.

4.0 Geographical Coverage

4.1 The Committee will cover the area served by NHS North Yorkshire CCG.

5.0 Membership

5.1 The membership will meet the requirements of NHS North Yorkshire CCG Constitution.

5.2 The Chair of the Committee shall be a Lay member of the CCG's Governing Body.

5.3 The Vice Chair of the Committee shall be a Lay member of the CCG's Governing Body.

5.4 Membership of the Committee is determined and approved by the CCG's Governing Body and will comprise:

Voting Members

- Lay Member for Finance (Chair)
- Lay Member for Patient and Public Involvement (Vice-Chair)
- Chief Finance Officer – North Yorkshire CCGs*
- Director of Strategy and Integration – North Yorkshire CCGs*
- Chief Nurse – North Yorkshire CCGs*
- 2 Governing Body GP representatives

*nominated deputies are permitted but only with prior agreement of the Chair

In Attendance

- NHS England / NHS Improvement Representative – North East and Yorkshire
- Health Watch Representative
- Health and Wellbeing Board / Public Health Representative
- North Yorkshire Local Medical Committee Representative
- Commissioning Support Representatives
- Other Officers of the CCG

5.2 Members are required to attend scheduled meetings. Attendance will be monitored throughout the year and will be published in the Committee Annual Report. Any concerns raised with the Chair and relevant Member.

5.3 Any changes to the membership of the Committee must be approved by the CCG Governing Body.

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

6.0 Calling and Supporting Meetings

6.1 The Committee shall meet not less than 4 times per year and on other such occasions as agreed between the Chair of the Committee and the Chair of the CCG Governing Body. The frequency of meeting should be such as to ensure the Committee achieves its annual work-plan. A calendar of meetings will be set at the start of each business cycle for the year.

6.2 Ordinary meetings shall be held at such times and places as the CCG may determine.

6.3 The Chair may call an additional / extraordinary meeting at any time.

- 6.4** No business shall be transacted at the meeting other than that specified on the agenda, unless at the discretion of the Chair.
- 6.5** A secretariat will be identified from within the CCG and they will be responsible for supporting the Chair. This will include preparing formal minutes and archiving all reports and documentation associated with the Committee business.
- 6.6** Items of business for inclusion on the agenda of a meeting need to be notified to the Chair at least 10 working days before the meeting takes place.
- 6.7** Agendas will be agreed between the Chair and the relevant Executive Lead.
- 6.8** Supporting papers for agenda items must be accompanied by an agreed cover-sheet and submitted to the committee secretariat at least six working days before the meeting takes place.
- 6.9** The agenda and supporting papers will be circulated to all members of a meeting and agreed circulation list at least five working days before the date of the meeting.
- 6.10** The Strategic Lead - Primary Care will work with the secretariat to ensure the Committee is supported administratively, and will ensure the adherence to the CCG's Standing Orders, specifically in relation to:
- i. Notice of Committee meetings;
 - ii. Operation of Committee meetings;
 - iii. Preparation of Committee agendas;
 - iv. Circulation of Committee papers; and
 - v. Management of conflicts of interest.
- 6.11** The Committee shall meet in public, save for when they resolve to exclude the public from a meeting (whether for the whole or part of the proceedings) as they determine publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.
- 6.12** Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.
- 6.13** The Committee may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

7.0 Voting

7.1 Members will work collaboratively to reach decisions by consensus and agreement wherever possible. Where exceptionally this is not possible, the following arrangements will apply.

- Each Member shall have one vote.
- The Committee shall reach decisions by a simple majority of Members present, but with the Chair having a second and casting vote if necessary.

8.0 Quorum / Decision-making

8.1 The Quorum shall be five members including a minimum of one lay member present. GP members should not exceed that of Executive Directors and Lay Members combined.

8.2 If a quorum has not been reached, then the meeting may proceed if those attending agree but any record of the meeting should be clearly indicated as notes rather than formal minutes, and no decisions may be taken by the non-quorate meeting of the Committee. Matters requiring a decision in such circumstances can either be referred to the next CCG Governing Body meeting (where it is possible for the Governing Body to remain quorate for the issue to be considered) or subsequent quorate meeting of the Committee.

9.0 Reporting Arrangements

9.1 All meetings shall be formally minuted and a record kept of all reports/documents considered.

9.2 The reporting arrangements to the CCG Governing Body shall be through the submission of a written Chair's Report on the progress made and opinion of confidence provided to the next CCG Governing Body meeting. The report shall, where necessary, include details of any recommendations requiring ratification by the CCG Governing Body. The Chair's Report shall also be sent to NHS England / NHS Improvement – Yorkshire and the Humber by the NHS England representative.

9.3 Copies of the Minutes are a standing item on the CCG Governing Body and shall also be sent to NHS England and NHS Improvement – North East and Yorkshire. The Committee will provide an Annual Report to the CCG Governing Body for assurance.

9.4 The Committee will undertake a review of its own effectiveness annually.

10.0 Links and Interdependencies

10.1 The Primary Care Commissioning Committee will link, in particular, to the following forums:

- NY CCG Governing Body

- NY CCG Finance, Performance, Contracting and Commissioning Committee
- NY CCG Quality and Clinical Governance Committee
- Any Sub Committee established.

11.0 Confidentiality and Conflicts of Interest / Standards of Business Conduct

11.1 All Members are expected to adhere to the CCG Constitution and Standards of Business Conduct and Conflicts of Interest Policy.

11.2 In circumstances where a potential conflict is identified the Chair of the Committee will determine the appropriate steps to take in accordance with the CCG's Conflicts of Interest decision-making matrix. This action may include, but is not restricted to, withdrawal from the meeting for the conflicted item or remaining in the meeting but not voting on the conflicted item.

11.3 All Members shall respect confidentiality requirements as set out in the CCG Constitution.

12.0 Other provisions

12.1 The Committee will make decisions within the bounds of its remit.

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

12.3 These terms of reference will be formally reviewed not less than annually. NHS England may also issue revised model terms of reference from time to time.

Publications Gateway Reference 000449

Delegation by NHS England

1 April 2020

Delegation by NHS England to NHS North Yorkshire Clinical Commissioning Group

Delegation

1. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended) ("NHS Act"), NHS England has delegated the exercise of the functions specified in this Delegation to NHS North Yorkshire CCG to empower NHS North Yorkshire CCG to commission primary medical services for the people of North Yorkshire.
2. NHS England and the CCG have entered into the Delegation Agreement that sets out the detailed arrangements for how the CCG will exercise its delegated authority.
3. Even though the exercise of the functions passes to the CCG the liability for the exercise of any of its functions remains with NHS England.
4. In exercising its functions (including those delegated to it) the CCG must comply with the statutory duties set out in the NHS Act and/or any directions made by NHS England or by the Secretary of State and must enable and assist NHS England to meet its corresponding duties.

Commencement

5. This Delegation, and any terms and conditions associated with the Delegation, take effect from 1 April 2020.

6. NHS England may by notice in writing delegate additional functions in respect of primary medical services to the CCG. At midnight on such date as the notice will specify, such functions will be Delegated Functions and will no longer be Reserved Functions.

Role of the CCG

7. The CCG will exercise the primary medical care commissioning functions of NHS England as set out in Schedule 1 to this Delegation and on which further detail is contained in the Delegation Agreement.
8. NHS England will exercise its functions relating to primary medical services other than the Delegated Functions set out in Schedule 1 including but not limited to those set out in Schedule 2 to this Delegation and as set out in the Delegation Agreement.

Exercise of delegated authority

9. The CCG must establish a committee to exercise its delegated functions in accordance with the CCG's constitution and the committee's terms of reference. The structure and operation of the committee must take into account guidance issued by NHS England. This committee will make the decisions on the exercise of the delegated functions.
10. The CCG may otherwise determine the arrangements for the exercise of its delegated functions, provided that they are in accordance with the statutory framework (including Schedule 1A of the NHS Act) and with the CCG's Constitution.
11. The decisions of the CCG Committee shall be binding on NHS England and NHS Cheshire CCG.

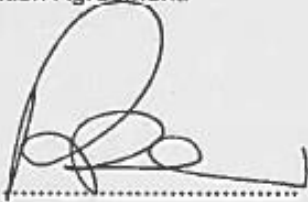
Accountability

12. The CCG must comply with the financial provisions in the Delegation Agreement and must comply with its statutory financial duties, including those under sections 223H and 223I of the NHS Act. It must also enable and assist NHS England to meet its duties under sections 223C, 223D and 223E of the NHS Act.
13. The CCG will comply with the reporting and audit requirements set out in the Delegation Agreement and the NHS Act.
14. NHS England may, at its discretion, waive non-compliance with the terms of the Delegation and/or the Delegation Agreement.

15. NHS England may, at its discretion, ratify any decision made by the CCG Committee that is outside the scope of this delegation and which it is not authorised to make. Such ratification will take the form of NHS England considering the issue and decision made by the CCG and then making its own decision. This ratification process will then make the said decision one which NHS England has made. In any event ratification shall not extend to those actions or decisions that are of themselves not capable of being delegated by NHS England to the CCG.

Variation, Revocation and Termination

16. NHS England may vary this Delegation at any time, including by revoking the existing Delegation and re-issuing by way of an amended Delegation.
17. This Delegation may be revoked at any time by NHS England. The details about revocation are set out in the Delegation Agreement.
18. The parties may terminate the Delegation in accordance with the process set out in the Delegation Agreement.



Signed by
Richard Barker
NHS England Regional Director, North East
for and on behalf of **NHS England**

Schedule 1 –Delegated Functions

- a) decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities: i)
decisions in relation to Enhanced Services;
ii) decisions in relation to Local Incentive Schemes (including the design of such schemes);
iii) decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
iv) decisions about 'discretionary' payments;
v) decisions about commissioning urgent care (including home visits as required) for out of area registered patients;
- b) the approval of practice mergers;

- c) planning primary medical care services in the Area, including carrying out needs assessments;
- d) undertaking reviews of primary medical care services in the Area;
- e) decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);
- f) management of the Delegated Funds in the Area;
- g) Premises Costs Directions functions;
- h) co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and
- i) such other ancillary activities as are necessary in order to exercise the Delegated Functions.

Schedule 2- Reserved Functions

- a) management of the national performers list;
- b) management of the revalidation and appraisal process;
- c) administration of payments in circumstances where a performer is suspended and related performers list management activities;
- d) Capital Expenditure functions;
- e) section 7A functions under the NHS Act;
- f) functions in relation to complaints management;
- g) decisions in relation to the GP Access Fund; and
- h) such other ancillary activities that are necessary in order to exercise the Reserved Functions;



NHS North Yorkshire Clinical Commissioning Group

REMUNERATION COMMITTEE

TERMS OF REFERENCE

A review of the Terms of Reference will take place at least annually. Any amendments will be noted in the Corporate Governance Handbook and a new amendment history will be issued with each change.

1.0 Introduction

- 1.1 The Remuneration Committee (the committee) is established in accordance with the NHS North Yorkshire CCG (NY CCG) constitution, standing orders and scheme of delegation.
- 1.2 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 and standing orders.
- 1.3 The Committee is a Non-Executive Committee of the CCG and has no executive powers other than those specifically delegated in these Terms of Reference.

2.0 Remit and Responsibilities

- 2.1 The Committee shall make recommendations to the Governing Body on determinations about pay and remuneration for employees of the clinical commissioning group (excluding the Lay Members – see 2.2) 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.
- 2.2 When lay member remuneration is being discussed, a panel of the Governing Body is convened which consists of the CCG Chair, Accountable Officer and Director of Corporate Services, Governance and Performance. The panel is advised by the HR lead for the CCG. Terms of reference for the panel are published in the Governance Handbook. Recommendations from the panel are considered by the Governing body using the same process as those from the remuneration committee
- 2.2 In addition the committee will be responsible for:
 - Reviewing the performance of the Accountable Officer and other senior team members as appropriate.
 - If appropriate, considering the severance payments of the Accountable Officer, GB Members (where appropriate) and other senior staff, seeking HM Treasury approval as appropriate in accordance with the guidance 'Managing Public Money'
 - Receiving the output of the Governing Body appraisal process.
 - Recommend for approval by the Governing Body the terms and conditions, remuneration and travelling or other allowances for all

Governing Body Members, clinicians on contracts for services and Very Senior Managers (non-agenda for change grades) including pensions and gratuities (Directors on agenda for change grades do not fall under the remit of the Committee).

- To recommend additional payments to the members of the governing body, for leading on particular tasks that are outside of their CCG role

3.0 Membership

3.1 The Committee shall be appointed by the Clinical Commissioning Group from amongst its Governing Body members. Only members of the Governing Body may be members of the Remuneration Committee.

3.2 The Committee membership comprises of:

- Lay member - Patient and Public Engagement (Chair)
- Lay Member - Finance (Vice Chair)
- 2 X GP Governing Body Members

3.3 No member of the Remuneration Committee should claim a significant proportion of their income from the CCG.

3.4 The Chair of the Committee will be a Lay Member of the Governing Body who is not the Audit Chair.

3.5 Other nominated officers may be invited to attend, such as the Accountable Officer, HR Lead or external advisers, for all or part of any meeting as and when appropriate.

4.0 Quorum

4.1 The meeting will be quorate with at least three members are present, one of which must include the Chair or Vice-Chair.

5.0 Secretariat

5.1 The Board Secretary shall be Secretariat to the Committee and shall attend to take minutes of the meeting and for drawing the Committee's attention to best practice, national guidance and other relevant documents are appropriate.

6.0 Managing Conflicts of Interest

6.1 As required by section 14O of the National Health Service Act 2006, as inserted by section 25 of the Health and Social Care Act 2012, and set out in the Group's Constitution the clinical commissioning group will make arrangements to manage conflicts and potential conflicts of interest to

ensure that decisions made will be taken and seen to be taken without any possibility of the influence of external or private interest.

6.2 If any Member has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the Committee's consideration has been completed.

6.3 No Committee attendee shall participate in any discussion or decision on their own remuneration.

7.0 Frequency of Meetings

7.1 The Committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities.

7.2 The Chair can call a meeting at any time.

8.0 Reporting Arrangements

8.1 The Remuneration Committee is a statutory Committee of the Governing Body.

8.2 The minutes of Remuneration Committee meetings shall be formally recorded by the Board Secretary and a written report, containing relevant recommendations will be provided to the Confidential section of the Governing Body meeting. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the relevant statutory body, or require executive action.

9.0 Conduct

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

9.2 The committee shall review its Terms of Reference at least annually.

9.3 The committee shall be subject to any review of CCG committees as required.

9.4 Any resulting changes to the terms of reference should be ratified by the Governing Body.