

NHS Brighton and Hove CCG

Governing Body

Terms of Reference

1. Authority

- 1.1 The CCG Governing Body is established in accordance with NHS Brighton and Hove Clinical Commissioning Group's (the CCG) Constitution, Standing Orders and Scheme of Delegation.
- 1.2 The Governing Body shall apply best practice in the decision-making process and will have full authority to commission any reports or surveys it deems necessary to help fulfil its obligations.
- 1.3 These terms of reference set out the membership, remit responsibilities and reporting arrangements of the Governing Body and shall have effect as if incorporated into the Constitution and Standing Orders.
- 1.4 The Governing Body members will be active leaders of change, promoting a compelling vision for health improvement for its local community.
- 1.5 The terms of reference and conduct of the Governing Body's business is in accordance with any relevant national guidance, relevant codes of conduct and good governance, for example, the seven principles of public life (the Nolan Principles).

2. Purpose of the Committee

- 2.1 The Governing Body is responsible for overseeing and directing the work of Brighton and Hove CCG.
- 2.2 The purpose of the CCG will be to embed clinical leadership at the heart of commissioning in Brighton and Hove, supporting transformation to the new model of GP commissioning as set out in the Health and Social Care Bill. The CCG through its work shall do the following:
 - Put patients first at the heart of everything it does – no decision about me, without me;
 - Continuously improving those things that really matter to patients – the outcome of their health care, including addressing inequalities in health;
 - Empowering and liberating clinicians to innovate with the freedom to focus on improving the quality and safety of health services in Brighton and Hove;
 - Providing effective oversight of the quality, safety and performance of the services commissioned by the CCG and at the same time ensuring robust financial management.

3. Membership

3.1 The Governing Body comprises the following individuals:

- Clinical Chairman;
- Chief Accountable Officer;
- Chief Operating Officer;
- Chief Finance Officer;
- Lead Nurse/Director of Clinical Quality and Patient Safety;
- Chief of Clinical Leadership and Engagement;
- Director of Performance, Planning and Informatics;
- Local Member Group GP Lead (Central);
- Local Member Group GP Lead (West);
- Local Member Group GP Lead (East);
- Independent Clinical Member - Secondary Care Clinician;
- Independent Clinical Member - Registered Nurse;
- Lay Member for Governance;
- Lay Member for Patient and Public Participation;
- Lay Member for Finance;
- Executive Director of Health and Adult Social Care;
- Director of Public Health.

3.2 The Executive Director of Health and Adult Social Care and the Director of Public Health are non-voting members of the Governing Body.

4. Attendance and Quorum

4.1 The Governing Body will have the above standing membership with other individuals invited to attend as required by the Governing Body, for example, voluntary/third sector, and NHS provider secondary/acute organisations.

4.2 Where standing members are unable to attend, a nominated deputy must attend. The nominated individual will have delegated responsibility for representation at meetings, actions as required and any decisions made.

4.3 The quorum of the meeting of the Governing Body shall be not less than one third of the members of the Governing Body, at least one of whom shall be a Lay or Independent Member, one an Executive Director of the CCG and two Local Member Group GP Leads or one Local Member Group GP Lead and the Chief of Clinical Leadership and Engagement.

4.4 If the total number of members of the Governing Body for the time being is less than the quorum required, the Governing Body must not take any decision other than a decision to call a City Wide Membership Meeting so as to enable the Members acting through their Practice Clinical Commissioning Leads to appoint further members of the Governing Body to fill any vacancies.

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

4.6 If any member of the Governing Body is disqualified from participating in discussions or decision-making on any matter due to their having declared a conflict of interest, they shall not count towards the quorum for that specific matter. If the quorum as set out in paragraph 4.3 is not then met for the specific matter, no further discussion or decision-making may take place on that matter.

5. Frequency of Meetings

5.1 The Governing Body shall meet on a regular basis at least six times per year and no more than two months apart.

5.2 Meetings of the Governing Body must be open to the public unless the Governing Body resolves that the public be excluded from the meeting, whether for the whole or part of the proceedings on the grounds that publicity would be prejudicial to the public interest or the interests of the CCG 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 the business to be transacted or the proceedings.

5.3 The Secretary, on receiving a request from one third of the total number of members of the Governing Body to call a meeting of the Governing Body or, if no Secretary has been appointed, any member of the Governing Body receiving such a request, shall call a meeting of the Governing Body by issuing a notice within five Business Days of being requested to do so.

6. Specific Duties and Responsibilities

6.1 The Governing Body will have the following key responsibilities:

- To lead the development and delivery of commissioning and be accountable for decisions and actions within the power and authority delegated to it by the Secretary of State for Health;
- To lead on all governance assurance, openness and transparency matters which will include managing conflicts of interest, corporate governance, integrated risk management and assurance, information governance, business continuity and emergency planning assurance, equality and inclusion, health and safety;
- To be responsible for the safe commissioning of health services for its local community;

- To ensure there are appropriate arrangements in place in respect of financial and budgetary controls;
- To ensure there are arrangements in place to secure the delivery of financial balance at the year-end;
- Be assured on the delivery of the QIPP programme and outcomes;
- To be assured on the implementation of a programme of engagement of all of its constituent practices to support the delivery of commissioning plans;
- To use the power it derives from its clinical leadership to lead and communicate with clinicians across the health community in Brighton and Hove;
- To use effective communication methods to involve and share its business with all stakeholders and partners involved in the local health system;
- To work closely with the health and wellbeing arrangements to ensure service design and development is pooled and aligned effectively.

6.2 Its function and objective will be to:

- To lead the development and delivery of the CCG's vision, strategy and plans;
- To act as the body that will discharge its commissioning responsibility on behalf of its constituent members ensuring local health services meet the needs of its resident population and offer best value for money in spending NHS resources;
- Improve and develop the principles and practices of good safe quality care to its patients;
- Foster and improve collaborative working between CCG's, secondary care and the local authority to meet the health needs of patients;
- Be totally committed to continuous clinical up-skilling through education and learning to enable improved demand management, optimising the range of services and needs of its patients;
- Ensuring NHS resources achieve best value for money and are properly safeguarded;
- Continue to build strong clinical and multi-professional focus which brings real added value;
- Continue meaningful engagement with patients, their carers' and the wider community;

- Develop clear and credible plans which continue to deliver the QIPP challenge within available resources and in line with national requirements (including outcomes) and local joint health and wellbeing strategies;
- Ensure there is proper constitutional and governance arrangements, with the capacity and capability to deliver all the CCG's duties and responsibilities including financial control, as well as effectively commission all the services for which the CCG is responsible;
- Put in place collaborative arrangements for commissioning with other CCG's, local authorities and the NHS England, as well as the appropriate commissioning support.

7. Ways of Working

Notice of Meetings

7.1 Notice of any Governing Body meeting must indicate:

- Its proposed date and time, which must be at least fourteen (14) days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given);
- Where it is to take place;
- An agenda of the items to be discussed at the meeting and any supporting papers;
- If it anticipated that members of the Governing Body participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

Agenda and Supporting Papers

7.2 The agenda will be agreed between the Chief Accountable Officer and the Clinical Chairman, once the Executive Team has considered the draft agenda.

7.3 The date, time, venue, agenda and all papers related to the agenda of all Governing Body meetings will be made available to the public on the CCG's website.

7.4 Notice of a Governing Body meeting must be given to each member of the Governing Body in writing.

7.5 Failure to effectively serve notice on all members of the Governing Body does not affect the validity of the meeting, or of any business conducted at it.

- 7.6 The Clinical Chairman can determine items that need to be discussed in private in line with statute and national guidance for example matters of staff discipline, or where patient or commercial confidentiality is likely to be breached.

Chairman of Meeting

- 7.7 At any meeting of the Governing Body the Clinical Chairman, if present, shall preside. If the Clinical Chairman is absent from the meeting, the Deputy Chair, if any, will preside.

Chairman's Ruling

- 7.8 The decision of the Clinical Chairman on questions of order, relevancy and regularity and their interpretation of the Constitution, Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies at the meeting shall be final.

Voting at Governing Body Meetings

- 7.9 Any decision of the Governing Body must be decided by a simple majority decision.
- 7.10 At any meeting of the Governing Body, on a show of hands, every eligible member of the Governing Body present shall have one vote. If the numbers of votes for and against a proposal are equal, the Clinical Chairman or other person chairing the meeting has a casting vote.
- 7.11 At any Governing Body meeting a resolution put to a vote of the meeting shall be decided on a show of hands.
- 7.12 At Governing Body meetings resolutions shall be put to the vote by the Clinical Chairman and there shall be no requirement for the resolution to be proposed or seconded by any person.
- 7.13 A declaration by the Clinical Chairman of the meeting that a resolution has on a show of hands been carried or lost and an entry into the minutes of the meeting shall be conclusive evidence of the fact.

Written Resolutions

- 7.14 A resolution in writing signed or approved by the required majority of the members of the Governing Body entitled to receive notice of a meeting of the Governing Body, shall be as valid and effective, as if it had been passed at a meeting of the Governing Body duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

Emergency Powers

- 7.15 Emergency meetings may be called by the Clinical Chairman on provision of at least three Business Days' notice to members of the Governing Body. Emergency meeting dates will be published on the CCG's website at www.brightonandhoveccg.nhs.uk and a hard copy posted at the CCG's headquarters.
- 7.16 The powers which are reserved to the Governing Body may in an emergency or for an urgent decision be exercised by the Clinical Chairman and the Chief Accountable Officer, after consultation with at least one Lay Member or Independent Member and either one Local Member Group GP Lead or the Chief of Clinical Leadership and Engagement. This shall be reported to the next meeting of the Governing Body for ratification.

Record of Attendance

- 7.17 The names of all members present at the meeting of the Governing Body shall be recorded in the minutes of the Governing Body meetings.

Minutes

- 7.18 The Clinical Chairman will identify a suitable individual to record the minutes of each Governing Body Meeting.
- 7.19 The minutes of each Governing Body meeting shall record the names of those in attendance.
- 7.20 The draft minutes of the Governing Body meeting shall be submitted at the next meeting for review as to accuracy. Acceptance of the minutes, with any amendments, shall be recorded in the minutes of the Governing Body meeting at which they are presented for review. Draft minutes will normally be made available to members of the Governing Body no later than three Business Days before the Governing Body meeting at which they are to be reviewed.
- 7.21 Where appropriate, approved minutes will be made available to the public by publishing them with the agenda and papers of the meeting to which they relate. Minutes or sections of the minutes which are of a confidential nature which would not be disclosed under the Freedom of Information Act 2000 will not be made available on the CCG's website.

Suspension of Standing Orders

- 7.22 Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of the CCG's Standing Orders may be suspended at any City Wide Membership Meeting provided a minimum of two-thirds of the members of the Governing Body present, and entitled to vote, are in agreement.
- 7.23 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

- 7.24 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's Audit Committee for review of the reasonableness of the decision to suspend the Standing Orders.

Transparency

- 7.25 The Governing Body will publish papers considered at meetings of the Governing Body, except where the Governing Body considers that it would not be in the public interest to do so in relation to a particular paper or part of a paper.
- 7.26 Subject to paragraphs 7.27 and 7.28, the Governing Body shall publish the following information relating to determinations made under subsection (3)(a) and (b) of section 14L of the 2006 Act (which relates to remuneration, fees and allowances, including allowances payable under certain pension schemes):
- In relation to each senior employee of the CCG, any determination of the employee's salary or of any travelling and other allowances payable to the employee, including any allowances payable under a pension scheme established under paragraph 11(4) of Schedule 1A to the 2006 Act;
 - Any recommendation of the Remuneration and Nominations Committee in relation to any such determination.
- 7.27 Information as to the determination of a senior employee's salary need specify only a band of £5,000 into which the salary determined falls.
- 7.28 The Governing Body must not publish any information referred to in paragraph 7.26 if the Governing Body considers that it would not be in the public interest to publish it.
- 7.29 In paragraph 7.27, a 'senior employee' means an employee who has authority over or responsibility for directing or controlling the exercise of the CCG's functions.

Conflicts of Interests

- 7.30 Members of the Governing Body must declare any interest and/or conflicts of interest at the start of the meeting.
- 7.31 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 act in accordance with the CCG's Conflicts of Interests Policy. Subject to any previously agreed arrangements for managing a conflict of interest, the Clinical Chairman will have the powers to request the individual to withdraw from the meeting or part of it. The individual must comply with these arrangements, which must be recorded in the minutes of the meeting.

Indemnity

- 7.32 Members of the Governing Body who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Governing Body functions, save where they have acted recklessly.

8. Sub-Committees

- 8.1 The Audit and Risk Committee, the Finance and Performance Committee, the Primary Care Commissioning Committee, the Quality and Safety Committee, and the Remuneration and Nominations Committee are all sub-committees of the Governing Body.

9. Administrative Support

- 9.1 The Head of Corporate Affairs, with the support of the Interim Director of Corporate Affairs, will provide administrative support to the Governing Body and their role will include but not be limited to:

- Collation of all Committee papers and their circulation in a timely manner;
- Taking the minutes and keeping a record of matters arising and issues to be carried forward;
- Advising the Governing Body as appropriate on best practice, national guidance and other relevant documents.

- 9.2 The Head of Corporate Affairs will be responsible for supporting the Clinical Chairman in forward planning, agenda-setting, follow up of actions and circulation of minutes.

10. Accountability and Reporting Arrangements

- 10.1 The Governing Body will be wholly accountable to the CCG Membership for conducting the meeting on behalf of the CCG in line with the CCG Constitution.

11. Monitoring Effectiveness and Compliance with Terms of Reference

- 11.1 The Governing Body will develop a work plan with specific objectives which will be reviewed regularly and formally on an annual basis.

11.2 The Governing Body will carry out an annual review of its effectiveness and produce an annual report on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference, specifically commenting on relevant aspects of the Board Assurance Framework and relevant regulatory frameworks.

12. Review of Terms of Reference

12.1 The terms of reference of the Governing Body shall be reviewed by Governing Body at least annually.

Version Control:

Date approved: 23 May 2017, Governing Body

Next review date: November 2017

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