NHS
Manchester
Clinical Commissioning Group

NHS MANCHESTER
CLINICAL COMMISSIONING GROUP

CONSTITUTION

NHS Manchester Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V1	Aug 2018	Standard model
V2	Nov 18	Initial draft
V3	Nov 18	Final draft following legal advice

CONTENTS

1 Introduction

1.1 Name

The name of this clinical commissioning group is NHS Manchester Clinical Commissioning Group ("the CCG").

1.2 Statutory Framework

1.2.1 CCGs are established under the NHS Act 2006 ("the 2006 Act"), as amended by the Health and Social Care Act 2012. The CCG is a statutory body with the function of commissioning health services in England and is treated as an NHS body for the purposes of the 2006 Act. The powers and duties of the CCG to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to CCGs, as well as by regulations and directions (including, but not limited to, those issued under the 2006 Act).

1.2.2 When exercising its commissioning role, the CCG must act in a way that is consistent with its statutory functions. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to CCGs, including the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to CCGs take the form of statutory duties, which the CCG must comply with when exercising its functions. These duties include things like:

a) Acting in a way that promotes the NHS Constitution (section 14P of the 2006 Act);

b) Exercising its functions effectively, efficiently and economically (section 14Q of the 2006 Act);

c) Financial duties (under sections 223G-K of the 2006 Act);

d) Child safeguarding (under the Children Acts 2004,1989);

e) Equality, including the public-sector equality duty (under the Equality Act 2010); and

f) Information law, (for instance under data protection laws, such as the EU General Data Protection Regulation 2016/679, and the Freedom of Information Act 2000).

1.2.3 Our status as a CCG is determined by NHS England. All CCGs are required to have a constitution and to publish it.

1.2.4 The CCG is subject to an annual assessment of its performance by NHS England which has powers to provide support or to intervene where it is satisfied that a CCG is failing, or has failed, to discharge any of our functions or that there is a significant risk that it will fail to do so.

1.2.5 CCGs are clinically-led membership organisations made up of general practices. The Members of the CCG are responsible for determining the governing arrangements for

the CCG, including arrangements for clinical leadership, which are set out in this Constitution.

1.3 Status of this Constitution

1.3.1 This CCG was first authorised on 1 April 2017.

1.3.2 Changes to this constitution are effective from the date of approval by NHS England.

1.3.3 The constitution is published on the CCG website at www. https://manchesterccg.nhs.uk/

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances:

a) where the CCG applies to NHS England and that application is granted; and

b) where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.

1.4.2 The Accountable Officer may periodically propose amendments to the constitution which shall be considered and approved by the Governing Body unless:

a) Changes are thought to have a material impact or;

b) Changes are proposed to the reserved powers of the members or;

c) At least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval

1.5 Related documents

1.5.1 This Constitution is also informed by a number of documents which provide further details on how the CCG will operate. With the exception of the Standing Orders and the Standing Financial Instructions, these documents do not form part of the Constitution for the purposes of 1.4 above. They are the CCG's:

a) Standing orders – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees, and the CCG Governing Body (including Committees).

b) Standing Financial Instructions – which set out the delegated limits for financial commitments on behalf of the CCG

c) The Scheme of Reservation and Delegation – sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body

d) Prime financial policies – which set out the arrangements for managing the CCG's financial affairs.

e) The Governance Handbook – which can be found at www.manchesterccg.nhs.uk

- The Scheme of Reservation of Delegation
- Prime Financial Policies
- Standards of Business Conduct Policy

– which includes the arrangements the CCG has made for the management of conflicts of interest;

- Committee terms of reference;
- Relevant policies and procedures

1.6 Accountability and transparency

1.6.1 The CCG will demonstrate its accountability to its members, local people, stakeholders and NHS England in a number of ways, including by being transparent. We will meet our statutory requirements to:

a) publish our constitution and other key documents including the Governance Handbook

b) appoint independent lay members and non-GP clinicians to our Governing Body;

c) manage actual or potential conflicts of interest in line with NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);

d) hold meetings of its Commissioning Board, Partnership Board and Governing Body in public (except where we believe that it would not be in the public interest);

e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;

f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;

g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail here.

https://healthiermanchester.org/get-involved/

When discharging its duties under section 14Z2, the CCG will ensure that it works to the following principles:

i. Ensures co-production, engagement and involvement of patients, carers, public and communities of identity/interest in the development of our commissioning decisions;

ii. Ensures engagement and involvement of health and wellbeing boards and local authorities in everything we do, including our commissioning decisions;

iii. Develops and maintains mechanisms for gaining a broad range of views then analysing and acting on these;

iv. Ensures that the views of patients and carers are translated into commissioning decisions;

v. Ensures that the voice of each GP practice and their population is sought and acted on;

vi. Promotes shared decision making with patients about their care;

vii. Develops robust governance mechanisms to ensure that the above objectives are achieved and can clearly be demonstrated.

h) comply with local authority health overview and scrutiny requirements;

i) meet annually in public to present an annual report which is then published;

j) produce annual accounts which are externally audited;

k) publish a clear complaints process;

l) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;

m) provide information to NHS England as required; and

n) be an active member of the local Health and Wellbeing Board

2 Area Covered by the CCG

2.1.1 The geographical area covered by NHS Manchester Clinical Commissioning Group is fully coterminous with Manchester City Council.

2.1.2 The map below shows the geographical area of NHS Manchester CCG.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation. Providers of primary medical services in our area to a registered list of patients under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract, will be eligible to apply for membership of this CCG.

3.1.2 The practices which comprise the members of the CCG can be found in Appendix B.

3.1.3 The CCG may extend membership to any other practice seeking membership via formal request to the Commissioning Board. Such applications will be assessed on an ad hoc basis by the Commissioning Board, following consultation with local member practices, with a recommendation to the next Group meeting for ratification. Reasons for leaving their current CCG must also be included. NHS England approval is also required.

3.1.4 The practice as a whole is considered to be a member of the CCG. This constitution has been signed on behalf of each member practice by the practice representative, who may be a partner or equivalent.

3.1.5 Membership will continue thereafter unless the practice resigns and NHS England approves the variation of the membership of the CCG.

3.2 Nature of Membership and Relationship with CCG

3.2.1 The CCG's Members are integral to the functioning of the CCG. Those exercising delegated functions on behalf of the Membership, including the Governing Body, remain accountable to the Membership.

3.3 Speaking, Writing or Acting in the Name of the CCG

3.3.1 Members are not restricted from giving personal views on any matter. However, Members should make it clear that personal views are not necessarily the view of the CCG.

3.3.2 Nothing in or referred to in this constitution (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by any member of the CCG, any member of its Governing Body, any member of any of its Committees or Sub-Committees or the Committees or Sub-Committees of its Governing Body, or any employee of the CCG or of any of its members, nor will it affect the rights of any worker (as defined in that Act) under that Act.

3.4 Members' Meetings

3.4.1 Appendix C contains the Standing Orders of the Members which set out the nature, frequency and chairing arrangements for members' meetings. It also explains the voting arrangements for the membership.

3.5 Practice Representatives

3.5.1 Each Member practice has a nominated lead healthcare professional who represents the practice in the dealings with the CCG.

The role of this practice representative is to:

a) share any information provided by the CCG at neighbourhood meetings within their practice;

b) review activities at patch and CCG events providing advice and guidance, and linking the CCG's priorities and needs with local practice priorities and needs and vice versa; and

c) providing the practice view on issues and decisions.

3.5.2 Each practice shall appoint an individual known as a deputy practice representative, to represent their practice's views and act on behalf of the practice where the Practice Representative is not available.

Each practice should notify the Accountable Officer of the name and contact details of their Practice Representative and deputy practice representative.

4 Arrangements for the Exercise of our Functions

4.1 Good Governance

4.1.1 In accordance with section 14L(2)(b) of the 2006 Act,[1] the CCG will at all times observe "such generally accepted principles of good governance" in the way it conducts its business. These include:

a) the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;

b) *The Good Governance Standard for Public Services;*

c) the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles'

d) the seven key principles of the NHS Constitution,

e) the Equality Act 2010.

4.1.2 Good corporate governance arrangements are critical to achieving the CCG's objectives.

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

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[1] Inserted by section 25 of the 2012 Act

4.2 General

4.2.1 The CCG will:

(a) comply with all relevant laws, including regulations;

(b) comply with directions issued by the Secretary of State for Health or NHS England;

(c) have regard to statutory guidance including that issued by NHS England; and

(d) take account, as appropriate, of other documents, advice and guidance.

4.2.2 The CCG will develop and implement the necessary systems and processes to comply with (a)-(d) above, documenting them as necessary in this constitution, its scheme of reservation and delegation and other relevant policies and procedures as appropriate.

4.3 Authority to Act: the CCG

4.3.1 The CCG is accountable for exercising the statutory functions of the CCG. It may grant authority to act on its behalf to:

a) its Governing Body

b) a committee or sub-committee of the CCG as appropriate including;

- the Commissioning Board
- the Partnership Board

c) any of its members or;

d) employees.

4.3.2 In discharging functions of the CCG that have been delegated to them, the Commissioning Board (and its sub-committees), the Partnership Board, (and its committees), the Governing Body (and its committees), and any other committee, sub-committee, member or individual must:

a) comply with the CCG's principles of good governance;

b) operate in accordance with the CCG's scheme of reservation and delegation;

c) comply with the CCG's standing orders;

d) comply with the CCG's duties set out in this constitution and its arrangements for discharging them;

e) comply with the statutory guidance on conflicts of interest

f) where appropriate, ensure that member practices have had the opportunity to contribute to the CCG's decision making process.

4.3.3 When discharging their delegated functions, committees, sub-committees and joint committees must also operate in accordance with their approved terms of reference and/or standing orders.

4.3.4 A committee of the CCG may consist of or include persons other than members or employees of the CCG.

4.3.5 A committee of the CCG can include a joint committee of the CCG and one or more other clinical commissioning groups and/or one or more local authorities and/or NHS England. Additional members may be co-opted onto a committee at the discretion of the committee or its Chair.

4.3.6 All decisions are taken in good faith at a meeting of any committee or sub-committee and shall be valid even if there is any vacancy in its membership or it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting. In such an event the relevant decision will be reviewed by the Governing Body when next fully constituted and if appropriate ratified.

4.3.7 Committees will only be able to establish their own sub-committees, to assist them in discharging their respective responsibilities, if this responsibility has been delegated to them by the CCG or the committee they are accountable to.

4.3.8 Where delegated responsibilities are being discharged collaboratively, the joint (collaborative) arrangements must:

a) identify the roles and responsibilities of those statutory organisations who are working together;

b) identify any pooled budgets and how these will be managed and reported in annual accounts;

c) specify under which body's scheme of reservation and delegation and supporting policies the collaborative working arrangements will operate;

d) specify how the risks associated with the collaborative working arrangement will be managed between the respective parties;

e) identify how disputes will be resolved and the steps required to terminate the working arrangements;

f) specify how decisions are communicated to the collaborative partners.

4.3.9 Overview

4.3.10 The key components of the CCG's governance structure are as follows:

4.3.11 The Commissioning Board

4.3.12 The CCG shall have a committee known as the Commissioning Board which shall be accountable to the members in accordance with the arrangements set out in Appendix C.

4.3.13 The Commissioning Board's standing orders are as set out at Appendix D.

4.3.14 The Commissioning Board may appoint other committees of the CCG on its behalf as the Commissioning Board considers may be appropriate and delegate to them the exercise of any functions of the CCG which the Commissioning Board in its discretion considers to be appropriate but excluding the functions exercisable by the Partnership Board and the Governing Body.

4.3.15 The Commissioning Board shall approve and keep under review the terms of reference for each committee which includes information on the membership.

4.3.16 The Commissioning Board shall exercise all the functions exercisable by the CCG which are not otherwise delegated in accordance with this constitution. Such functions include but are not limited to:

a) Approving and overseeing the arrangements for discharging the CCG's statutory duties associated with its commissioning functions not covered by the Partnership Agreement with Manchester City Council, including but not limited to promoting the involvement of each patient, patient choice, reducing inequalities, improvement in the quality of services, obtaining appropriate advice and public engagement and consultation;

b) Overseeing the exercise of the Primary Care commissioning functions delegated by NHS England;

c) Efficient joint decision making and clearer decision making;

d) Approving arrangements for co-ordinating the commissioning of services with other CCGs and or with the local authority(ies), where appropriate;

e) Approving the CCG's commissioning plan;

f) Approving the CCG's contracts for any corporate and commissioning support;

g) Developing, agreeing and monitoring service transformation plans;

h) Overseeing quality of services across the city and making decisions on any improvement action required;

i) Reviewing and evaluating services, making decisions on commissioning and decommissioning as appropriate;

j) Approving decisions using delegated powers under section 75 of the 2006 Act, apart from in the case of decisions reserved to the Partnership Board within its terms of reference;

k) Making decisions on the review, planning, funding and procurement of primary medical services in Manchester, under delegated authority from NHS England;

l) Approving decisions that individual members or employees of the CCG participating in joint arrangements on behalf of the CCG can make;

m) Approving arrangements for financial risk sharing and or risk pooling with other organisations;

n) Approving variations to the approved budget where variation would have a significant impact on the overall approved levels of income and expenditure or the CCG's ability to achieve its agreed strategic aims;

o) Approving the CCG's arrangements for engaging patients and their carers in decisions concerning their healthcare;

p) Approving the CCG's arrangements for safeguarding children and vulnerable adults;

q) Approving arrangements for supporting NHS England in discharging its responsibilities in relation to securing continuous improvement in the quality of general medical services;

r) Approving arrangements, including supporting policies, to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes;

s) Subject to the approval of the Governing Body, adopting and amending the CCG's overarching scheme of reservation and delegation for inclusion in the CCG's constitution;

t) Subject to the approval of the Governing Body, adopting and amending the CCG's financial scheme of delegation that underpins the CCG's 'overarching scheme of reservation and delegation' as set out in its constitution;

u) Approving who can execute a document by signature / use of the seal;

v) Approving the CCG's operating structure;

w) Agreeing the vision, values and overall strategic direction of the CCG;

x) Approving the arrangements for discharging the CCG's statutory financial duties;

y) Approving the CCG's budgets that meet the financial duties as set out in the constitution;

z) Approving the arrangements for discharging the CCG's statutory duties as an employer; and

aa) Together with the Partnership Board providing assurance to the Governing Body, CCG members and other relevant parties on delivery of statutory functions and responsibilities exercisable by the CCG.

4.3.17 The composition of the Commissioning Board is:

- GP Chair (v)
- GP Board Members x 3 (v)
- Lay Member for Governance (v)
- Lay Member for Audit and Finance (v)
- Lay Member for Patient and Public Involvement (v)
- Executive Councillor as nominated by Manchester City Council (Deputy Chair) (v)
- Executive Councillor as nominated by Manchester City Council (v)
- Secondary Care Doctor (v)
- Board Nurse (v)
- Chief Accountable Officer (v)
- Chief Finance Officer (v)
- Director of Strategic Commissioning (including the statutory DASS role) (v)

- Chief Executive, Manchester City Council (v)
- Executive Director of Planning and Operations
- Executive Director of Population Health and Wellbeing
- Clinical Director
- Executive Director of Nursing and Safeguarding
- City Treasurer

Those roles with a (v) after them are the voting members of the Commissioning Board save that when the Commissioning Board acts as the Primary Care Commissioning Committee which exercises primary care commissioning functions delegated by NHS England, its composition shall be:

- Lay Member for Governance (v)
- Lay Member for Audit and Finance (v)
- Lay Member for Patient and Public Involvement (v)
- Executive Councillor as nominated by Manchester City Council (Chair) (v)
- Executive Councillor as nominated by Manchester City Council (v)
- Secondary Care Doctor (v)
- Board Nurse (v)
- Chief Accountable Officer (v)
- Chief Finance Officer (v)
- Director of Strategic Commissioning (including the statutory DASS role) (v)
- Chief Executive, Manchester City Council (v)
- Executive Director of Planning and Operations
- Executive Director of Population Health and Wellbeing
- Clinical Director
- Executive Director of Nursing and Safeguarding
- City Treasurer

4.3.18 **Sub-committees of the Commissioning Board** – The Board shall have the following sub-committees:

- **Finance Committee**
  This committee ensures that all issues relating to finance, contracting information and performance relevant to NHS Manchester CCG are discussed and key actions and recommendations reported to the Board.

- **Governance Committee**
  This committee is responsible for giving assurance to the Board that the organisation is well run and its key areas of risks are known and managed sufficiently.

- **Health and Care Professional Committee**
  This committee is responsible for overseeing work relating to service improvement and commissioning within the City of Manchester.

- **Quality, Performance and Improvement Committee**
  This committee is responsible for promoting a culture of quality within Manchester as a means by which the CCG's strategic objects are met.

- **Strategy Committee**
  The Strategy Committee is responsible for overseeing the development and delivery of 'Our Healthier Manchester' - the strategic plan for health and care in the city

- **Patient and Public Advisory Group**
  Provide advice, guidance and assurance on CCG decision making from a patient, public and community perspective.

The terms of reference for these committees can be found in the Governance Handbook which can be found at www.manchesterccg.nhs.uk .

4.3.19 The Commissioning Board may appoint such other sub-committees as it considers appropriate to exercise functions that are exercisable by it insofar as such functions may be sub-delegable.

4.3.20 **The Partnership Board**

4.3.21 The CCG shall have a committee known as the Partnership Board which shall be accountable to the members in accordance with the arrangements set out in Appendix C.

4.3.22 The Partnership Board's standing orders are set out at Appendix D.

4.3.23 The Partnership Board shall:

a) Exercise the CCG's NHS Functions and the Council Health-related Functions in accordance with the Partnership Agreement;

b) Together with the Commissioning Board provide assurance to the Governing Body, CCG members and other relevant parties on delivery of statutory functions and responsibilities exercisable by the CCG.

4.3.24 The composition of the Partnership Board is the members of the Commissioning Board in post from time to time.

4.3.25 The Partnership Board may appoint sub-committees as it considers appropriate to exercise any functions that are exercisable by it insofar as any such functions may be sub-delegable.

4.3.26 **The Governing Body**

4.3.27 The Governing Body has statutory responsibility for:

a) ensuring that the CCG has appropriate arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with the CCG's principles of good governance (its main function);

b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme it may establish under paragraph 11(4) of Schedule 1A of the 2006 Act;

4.3.28 The Governing Body also has responsibility for:

a) approving any decision taken by the Commissioning Board to enter into the Partnership Agreement; and, if it considers it appropriate, initiate and approve the CCG's exit from the Partnership Agreement;
b) approving any recommendation made by the Commissioning Board to change the CCG's overarching scheme of reservation and delegation;
c) proposing to the members any amendments to this constitution which will assist in supporting 4.3.27 a) above.

4.3.29 The composition of the Governing Body is the following members of the Commissioning Board in post from time to time:

- GP Chair
- GP Board Members x 3
- Lay Member for Governance
- Lay Member for Audit and Finance
- Lay Member for Patient and Public Involvement
- Secondary Care Doctor
- Board Nurse
- Chief Accountable Officer
- Chief Finance Officer

4.3.30 **Committees of the Governing Body**- the Governing Body shall have the following committees:

a) **Audit Committee** – the audit committee, which is accountable to the Governing Body, provides the Governing Body with an independent and objective view of the CCG's governance arrangements including the controls environment, financial systems, financial information and compliance with laws, regulations and directions governing the CCG. The Governing Body has approved and keeps under review the terms of reference for the audit committee, which includes information on the membership of the audit committee. The Audit Committee may include individuals who are not members of the Governing Body.

b) **Remuneration Committee** – the remuneration committee, which is accountable to the Governing Body makes recommendations to the Governing Body on

determinations about the remuneration, fees and other allowances for employees and for people who provide services to the CCG and on determinations about allowances under any pension scheme that the CCG may establish as an alternative to the NHS pension scheme. The Governing Body has approved and keeps under review the terms of reference for the remuneration committee, which includes information on the membership of the remuneration committee. The Remuneration Committee may only include individuals who are members of the Governing Body.

4.3.31 The Governing Body may appoint such other committees and sub-committees as it considers appropriate to exercise functions exercisable by it.

4.3.32 With the exception of the Remuneration committee, any committee or sub-committee established in accordance with clause 4.3.31 may consist of, or include, persons other than Members or employees of the CCG.

4.3.33 Each such committee shall regulate its proceedings in accordance with its terms of reference.

4.3.34 Committees will only be able to establish their own sub-committees, to assist them in discharging their respective responsibilities, if this responsibility has been delegated to them by the Governing Body or the committee they are accountable to.

4.3.35 All decisions taken in good faith at a meeting of the Governing Body or any committee or subcommittee of it shall be valid even if there is any vacancy in its membership or it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting

4.3.36 The Committees are accountable to the CCG's Governing Body. The Governing Body shall approve and keep under review the terms of reference for each committee which includes information on the membership.

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which can be found in the Governance Handbook. which can be found at www.manchesterccg.nhs.uk.

5.1.2 The CCG's SoRD sets out those decisions that are the responsibilities of its Commissioning Board (and its sub-committees), the Partnership Board (and its subcommittees),Governing Body (and its committees), the CCG's other committees and sub-committees, members and employees.

5.1.3 The CCG remains accountable for all of its functions, including those that it has delegated. All those with delegated authority are accountable to the Members for the exercise of their delegated functions.

5.2 Standing Orders

5.2.1 The CCG has agreed a set of standing orders which describe the processes that are employed to undertake its business. They include procedures for:

a) conducting the business of the CCG;

b) the appointments to key roles including Governing Body members;

c) the procedures to be followed during meetings; and

d) the process to delegate powers.

5.2.2 A full copy of the standing orders is included in appendices C, D and E. The standing orders form part of this constitution.

5.3 Standing Financial Instructions (SFIs)

5.3.1 The CCG has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD.

5.3.2 A copy of the SFIs is included at Appendix G and form part of this constitution.

5.4 Collaborative Commissioning Arrangements

5.4.1 The CCG wishes to work collaboratively with its partner organisations in order to assist it with meeting its statutory duties, particularly those relating to integration. The following provisions set out the framework that will apply to such arrangements.

5.4.1 In addition to the formal joint working mechanisms envisaged below, the Commissioning Board may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.

5.4.2 The Commissioning Board must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:

a) reporting arrangements to the Commissioning Board and Governing Body, at appropriate intervals;

b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and

c) progress reporting against identified objectives.

5.4.3 When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:

a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;

b) specify how performance will be monitored and assurance provided to the Commissioning Board on the discharge of responsibilities, so as to enable the Commissioning Board to have appropriate oversight as to how system integration and strategic intentions are being implemented;

c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled budgets and how these will be managed and reported in annual accounts;

d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;

e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;

f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;

g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;

h) specify how decisions are communicated to the collaborative partners.

5.5 Joint Commissioning Arrangements with Local Authority Partners

5.5.1 The CCG will work in partnership with its Local Authority partners to reduce health and social inequalities and to promote greater integration of health and social care.

5.5.2 Partnership working between the CCG and its Local Authority partners might include collaborative commissioning arrangements, including joint commissioning under section 75 of the 2006 Act, where permitted by law. In this instance, and to the extent permitted by law, the CCG delegates to the Governing Body the ability to enter into arrangements with one or more relevant Local Authority in respect of:

a) Delegating specified commissioning functions to the Local Authority;

b) Exercising specified commissioning functions jointly with the Local Authority;

c) Exercising any specified health -related functions on behalf of the Local Authority.

5.5.3 For purposes of the arrangements described in 5.5.2, the Governing Body may:

a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
b) make the services of its employees or any other resources available to the Local Authority; and
c) receive the services of the employees or the resources from the Local Authority.

5.5.4 Where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:

a) how the parties will work together to carry out their commissioning functions;
b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
c) how risk will be managed and apportioned between the parties;
d) financial arrangements, including payments towards a pooled fund and management of that fund;
e) contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and
f) the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

5.5.5 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.5.4 above.

5.6 Joint Commissioning Arrangements – Other CCGs

5.6.1 The CCG may work together with other Clinical Commissioning Groups in the exercise of its commissioning functions. The CCG delegates its powers and duties under 5.6 to the Commissioning Board and all references in this part to the CCG should be read as the Commissioning Board, except to the extent that they relate to the continuing liability of the CCG under any joint arrangements.

5.6.2 The CCG may make arrangements with one or more Clinical Commissioning Groups in respect of:

a) delegating any of the CCG's commissioning functions to another Clinical Commissioning Group;

b) exercising any of the commissioning functions of another Clinical Commissioning Group; or

c) exercising jointly the commissioning functions of the CCG and another Clinical Commissioning Group.

5.6.3 For the purposes of the arrangements described at paragraph 5.6.2, the CCG may:

a) make payments to another Clinical Commissioning Group;

b) receive payments from another Clinical Commissioning Group;

c) make the services of its employees or any other resources available to another Clinical Commissioning Group; or

d) receive the services of the employees or the resources made available by another Clinical Commissioning Group.

5.6.4 Where the CCG makes arrangements with one or more Clinical Commissioning Groups which involve all of the Clinical Commissioning Groups exercising any of their commissioning functions jointly, a joint committee may be established to exercise those functions.

5.6.5 For the purposes of the arrangements described at paragraph 5.6.3 above, the CCG may establish and maintain a pooled fund made up of contributions by any of the Clinical Commissioning Groups working together pursuant to paragraph 5.6.2(c) above. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.

5.6.6 Where the CCG makes arrangements with one or more other Clinical Commissioning Groups as described at paragraph 5.6.3 above, the CCG shall develop and agree with that Clinical Commissioning Group/those Clinical Commissioning Groups an agreement setting out the arrangements for joint working, including details of:

a) how the parties will work together to carry out their commissioning functions;

b) the duties and responsibilities of the parties;

c) how risk will be managed and apportioned between the parties;

d) financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;

e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

5.6.7 The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.6.2.

5.6.8 Only arrangements that are safe and in the interest of patients registered with member practices will be approved by the Commissioning Board.

5.6.9 The Commissioning Board shall require, in all joint commissioning arrangements, that the lead clinician and lead manager of the lead CCG make quarterly written reports to the Commissioning Board and hold at least annual engagement events to review aims, objectives, strategy and progress and publish an annual report on progress made against objectives.

5.6.10 Should a joint commissioning arrangement prove to be unsatisfactory the Commissioning Board can decide to withdraw from the arrangement, but has to give six months' notice to partners, with new arrangements starting from the beginning of the next new financial year after the expiration of the six month notice period.

5.6.11 The CCG has formed the Greater Manchester Joint Commissioning Board with:

- NHS Bury Clinical Commissioning Group;
- NHS Bolton Clinical Commissioning Group;
- NHS Heywood, Middleton and Rochdale Clinical Commissioning Group;
- NHS Oldham Clinical Commissioning Group;
- NHS Salford Clinical Commissioning Group;
- NHS Stockport Clinical Commissioning Group;
- NHS Tameside Clinical Commissioning Group;
- NHS Trafford Clinical Commissioning Group;
- NHS Wigan Clinical Commissioning Group.

5.7 Joint Commissioning Arrangements with NHS England

5.7.1 The CCG may work together with NHS England. This can take the form of joint working in relation to the CCG's functions or in relation to NHS England's functions.

5.7.2 The CCG delegates its powers and duties under 5.7 to the Commissioning Board and all references in this part to the CCG should be read as the Commissioning Board, except to the extent that they relate to the continuing liability of the CCG under any joint arrangements

5.7.3 In terms of either the CCG's functions or NHS England's functions, the CCG and NHS England may make arrangements to exercise any of their specified commissioning functions jointly.

5.7.4 The arrangements referred to in paragraph 5.7.3 above may include other CCGs, a combined authority or a local authority.

5.7.5 Where joint commissioning arrangements pursuant to 5.7.3 above are entered into, the parties may establish a Joint Committee to exercise the commissioning functions in question. For the avoidance of doubt, this provision does not apply to any functions fully delegated to the CCG by NHS England, including but not limited to those relating to primary care commissioning.

5.7.6 Arrangements made pursuant to 5.7.3 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

5.7.7 Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 5.7.3 above, the CCG shall develop and agree with NHS England a framework setting out the arrangements for joint working, including details of:

a) how the parties will work together to carry out their commissioning functions;

b) the duties and responsibilities of the parties, and the legal basis for such arrangements;

c) how risk will be managed and apportioned between the parties;

d) financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;

e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

5.7.8 Where any joint arrangements entered into relate to the CCG's functions, the liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.7.3 above. Similarly, where the arrangements relate to NHS England's functions, the liability of NHS England to carry out its functions will not be affected where it and the CCG enter into joint arrangements pursuant to 5.7.

5.7.9 The CCG will act in accordance with any further guidance issued by NHS England on co-commissioning.

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

5.7.11 The Commissioning Board of the CCG shall require, in all joint commissioning arrangements that the lead Commissioning Board Member for the joint arrangements present a quarterly report for the Commissioning Board and the CCG Governing Body, and publish an annual report, on progress made against objectives and on progress against objectives. This will be informed by engagement with joint commissioning partners.

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

6 Provisions for Conflict of Interest Management and Standards of Business Conduct

6.1 Conflicts of Interest

6.1.1 As required by section 14O of the 2006 Act, the CCG has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the CCG will be taken and seen to be taken without being unduly influenced by external or private interest.

6.1.2 The CCG has agreed policies and procedures for the identification and management of conflicts of interest.

6.1.3 Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will comply with the CCG policy on conflicts of interest. Where an individual, including any individual directly involved with the business or decision-making of the CCG and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the CCG considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the Standards of Business Conduct Policy.

6.1.4 The CCG has appointed the Lay Member for Governance and the Lay Member for Audit and Finance to be Conflicts of Interest Guardians. In collaboration with the CCG's Head of Corporate Governance, their role is to:

a) Act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
b) Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest;
c) Support the rigorous application of conflict of interest principles and policies;
d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
e) Provide advice on minimising the risks of conflicts of interest.

6.2 Declaring and Registering Interests

6.2.1 The CCG will maintain registers of the interests of those individuals listed in the CCG's policy.

6.2.2 The CCG will, as a minimum, publish the registers of conflicts of interest and gifts and hospitality of decision making staff at least annually on the CCG website and make them available at our headquarters upon request.

6.2.3 All relevant persons for the purposes of NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* must declare any

interests. Declarations should be made as soon as reasonably practicable and by law within 28 days after the interest arises. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.

6.2.4 The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least every 6 months. All persons required to, must declare any interests as soon as reasonable practicable and by law within 28 days after the interest arises.

6.2.5 Interests (including gifts and hospitality) of decision making staff will remain on the public register for a minimum of six months after the end of the year when the interest arose. In addition, the CCG will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The CCG's published register of interests states that historic interests are retained by the CCG for the specified timeframe and details of whom to contact to submit a request for this information.

6.2.6 Activities funded in whole or in part by 3rd parties who may have an interest in CCG business such as sponsored events, posts and research will be managed in accordance with the CCG policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.3 Training in Relation to Conflicts of Interest

6.3.1 The CCG ensures that relevant staff and all Governing Body members receive training on the identification and management of conflicts of interest and that relevant staff undertake the NHS England Mandatory training.

6.4 Standards of Business Conduct

6.4.1 Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:

a) act in good faith and in the interests of the CCG;

b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);

c) comply with the standards set out in the Professional Standards Authority guidance - *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England; and*

d) comply with the CCG's Standards of Business Conduct, including the requirements set out in the policy for managing conflicts of interest which is available on the CCG's website and will be made available on request.

6.4.2 Individuals contracted to work on behalf of the CCG or otherwise providing services or facilities to the CCG will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the CCG's Conflict of Interest policy.

Appendix A: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006
Accountable Officer (AO)	an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act, appointed by NHS England, with responsibility for ensuring the group: complies with its obligations under: sections 14Q and 14R of the 2006 Act, sections 223H to 223J of the 2006 Act, paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006, and any other provision of the 2006 Act specified in a document published by the Board for that purpose; exercises its functions in a way which provides good value for money.
Area	The geographical area that the CCG has responsibility for, as defined in part 2 of this constitution
Chair of the CCG Governing Body	The individual appointed by the CCG to act as chair of the Governing Body and who is usually either a GP member or a lay member of the Governing Body.
Chief Finance Officer (CFO)	A qualified accountant employed by the group with responsibility for financial strategy, financial management and financial governance and who is a member of the Governing Body.
Clinical Commissioning Groups (CCG)	A body corporate established by NHS England in accordance with Chapter A2 of Part 2 of the 2006 Act.
Committee	A Committee created and appointed by the membership of the CCG, the Governing Body, the Commissioning Board or the Partnership Board.
Sub-Committee	A committee created by and reporting to a Committee.
Governing Body	The body appointed under section 14L of the NHS Act 2006,

	with the main function of ensuring that a Clinical Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	A Member of a profession that is regulated by one of the following bodies: the General Medical Council (GMC) the General Dental Council (GDC) the General Optical Council; the General Osteopathic Council the General Chiropractic Council the General Pharmaceutical Council the Pharmaceutical Society of Northern Ireland the Nursing and Midwifery Council the Health and Care Professions Council any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999
Lay Member	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to NHS England and the Governing Body
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of the public. Published Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England in 2013

Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: the Members of the group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making

Appendix B: NHS Manchester CCG Member Practices

Practice Name	Address
Al-Shifa Medical Centre	4-6 Copson St, Manchester, M20 3HE
Ailsa Craig Medical Practice	270 Dickenson Rd, Manchester, M13 0YL
Artane Medical Centre	72 Crescent Road, Cheetham, Manchester, M8 9NT
Ashcroft Surgery	803 Stockport Rd, Manchester, M19 3BS
Ashville Surgery	171 Upper Chorlton Road, Whalley Range, Manchester, M16 9RT
Barlow Medical Centre	828 Wilmslow Rd, Manchester, M20 2RN
Beacon Medical Centre	156 Victoria Avenue, Blackley, Manchester, M9 0FN
Benchill Medical Centre	Brownley Green Health Centre, 171 Brownley Rd, Wythenshawe, Manchester, M22 9UH
Bodey Medical Centre	Ladybarn Court, 28 Ladybarn Lane, Manchester, M14 6WP
The Borchardt Medical Centre	62 Whitchurch Rd, Manchester, M20 1EB
Bowland Medical Practice	52 Bowland Rd, Wythenshawe, Manchester, M23 1JX
Brookdale Surgery	202 Droylsden Road, Newton Heath, Manchester, M40 1NZ
Brooklands Medical Practice	594 Altrincham Rd, Manchester, M23 9JH
Burnage Healthcare Practice	347 Burnage Ln, Manchester, M19 1EW
Charlestown Medical Practice	Charlestown Road, Charlestown, Manchester, M9 7ED
Cheetham Hill Medical Centre	Cheetham Hill Primary Care Centre, 244 Cheetham Hill Road, Cheetham, Manchester, M8 8AU
Chorlton Family Practice	1 Nicolas Rd, Manchester, M21 9NJ
City Health Centre	Second Floor, 32 Market Street, Manchester, M1 1PL
Collegiate Medical Centre	407 Cheetham Hill Road, Cheetham, M8 0DA
Conran Medical Centre	77 Church Lane, Harpurhey, Manchester, M9 5BH
Corkland Road Medical Practice	9 Corkland Rd, Manchester, M21 8UP
Cornbrook Medical Practice	63 Booth St W, Manchester, M15 6PR
Cornerstone Family Practice	Graham Street, Beswick, Manchester, M11 3AA
Cornishway Group Practice	Forum Health, Simonsway, Manchester, M22 5RX

Practice Name	Address
Dam Head Medical Centre	1020 Rochdale Road, Charlestown, Manchester, M9 6LA
David Medical Centre	274 Barlow Moor Rd, Manchester, M21 8HA
Dickenson Road Medical Centre	357-359 Dickenson Road, Longsight, Manchester, M13 0WQ
Didsbury Medical Centre	645 Wilmslow Rd, Manchester, M20 6BA
Dr Kahn's Practice	Clayton Health Centre, 89 North Road, Clayton, Manchester, M11 4EJ
Drs Chiu, Koh & Gan	The Vallance Centre, Brunswick Street, Manchester, M13 9UJ
Droylsden Road Family Practice	125 Droylsden Road, Newton Heath, Manchester, M40 1NT
Drs Hanif & Bannuru	Clayton Health Centre, 89 North Road, Clayton, Manchester, M11 4EJ
Drs Ngan & Chan	The Vallance Centre, Brunswick Street, Manchester,M13 9UJ
Eastlands Medical Practice	Clayton Health Centre, 89 North Road, Clayton, Manchester, M11 4EJ
Fallowfield Medical Centre	75 Ladybarn Lane, Fallowfield, Manchester, M14 6YL
Dr Cunningham & Partners	The Vallance Centre, Brunswick Street, Ardwick, Manchester, M13 9UJ
Fernclough Surgery	Unit 1 Tavistock Square, Harpurhey, Manchester, M9 5RD
Five Oaks Family Practice	47 Graham Street, Bradford, Manchester, M11 3BB
Florence House Medical Practice	1344 Ashton Old Road, Higher Openshaw, Manchester, M11 1JG
Gorton Medical Centre	46 Wellington St, City Centre, Manchester, M18 8LJ
Hawthorn Medical Centre	Unit K, Fallowfield Retail Park, Birchfields Road, Manchester, M14 6FS
Hazeldene Medical Centre	97 Moston Lane East, Moston, Manchester, M40 3HD
Jolly Medical Centre	72 Crescent Road, Cheetham, Manchester, M8 9NT
Kingsway Medical Practice	720 Burnage Ln, Manchester, M19 1UG
Ladybarn Group Practice	54 Briarfield Road, Manchester, M20 4SS

Practice Name	Address
Levenshulme Medical Centre	Dunstable St, Manchester, M19 3BX
Lime Square Medical Centre	Lime Square, Openshaw, Manchester, M11 1DA
Longsight Medical Practice	Longsight Medical Practice, 526-528 Stockport Rd, Manchester, M13 0RR
Manchester Medical	Moss Side Health Centre, Monton Street, Moss Side,M14 4GP
Maples Medical Centre	2 Scout Dr, Wythenshawe, Manchester, M23 2SY
Mauldeth Medical Centre	112 Mauldeth Rd, Manchester, M14 6SQ
Merseybank Surgery	36 Merseybank Ave, Chorlton cum Hardy, M21 7NN
Mount Road Surgery	110 Mount Rd, Manchester, M18 7BQ
New Bank Health Centre	339 Stockport Rd, Manchester, M12 4JE
New Islington Medical Centre	Ancoats Primary Care Centre, Old Mill Street, Ancoats, Manchester, M4 6EE
Newton Heath Medical Centre	Newton Heath Health Centre, 2 Old Church Street, Newton Heath, Manchester, M40 2JF
Northenden Group Practice	489 Palatine Rd, Wythenshawe, Manchester, M22 4DH
Northern Moor Medical Practice	216A Wythenshawe Rd, Wythenshawe, Manchester, M23 0PH
Parkside Medical Centre	187 Northmoor Rd, Manchester, M12 5RU
Park View Medical Centre	66 Delauneys Road, Crumpsall, Manchester, M8 4RF
Peel Hall Medical Practice	Forum Square, Civic Centre, Wythenshawe, Manchester, M22 5RX
Princess Road Surgery	471-475 Princess Rd, Manchester, M20 1BH
Queens Medical Centre	244 Cheetham Hill Road, Cheetham, Manchester, M8 8AU
R K Medical Practice	171 Brownley Rd, Wythenshawe, Manchester, M22 9UH
Simpson Medical Practice	361 Moston Lane, Harpurhey, Manchester, M40 9NB
St Georges Medical Centre	St Georges Drive, Moston, Manchester, M40 5HP
Surrey Lodge Group Practice	11 Anson Rd, Victoria Park, Manchester, M14 5BY
The Alexandra Practice	365 Wilbraham Rd, Manchester, M16 8NG

Practice Name	Address
The Arch Medical Practice	175 Royce Rd, Manchester, M15 5TJ
The Avenue Medical Centre	51/53 Victoria Avenue, Higher Blackley, Manchester, M9 6BA
The Docs	55-59 Bloom St, City Centre, Manchester, M1 3LY
The Neville Family Medical Centre	25 Old Market Street, Blackley, Manchester, M9 8DX
The Park Medical Centre	434 Altrincham Road, Wythenshawe, Manchester, M23 9AB
The Range Medical Centre	121 Withington Rd, Manchester, M16 8EE
The Robert Darbishire Practice	Rusholme Health Centre, Walmer Street, Manchester M14 5NP
The Singh Medical Centre	Harpurhey Health Centre, 1 Church Lane, Harpurhey, Manchester, M9 4BE
The Whitswood Practice	Alexandra Park Health Centre, 2 Whitswood Cl, Manchester, M16 7AP
The Wilbraham Surgery	515 Wilbraham Rd, Manchester, M21 0UF
Tregenna Group Practice	Woodhouse Park Lifestyle Centre, 399 Portway, Wythenshawe, Manchester, M22 0EP
Urban Village Medical Practice	Ancoats Primary Care Centre, Old Mill Street, Ancoats, Manchester, M4 6EE
Valentine Medical Centre	2 Smethurst Street, Blackley, Manchester, M9 8PP
Victoria Mill Medical Practice	Victoria Mill Health Centre, 10 Lower Vickers Street, Miles Platting, Manchester, M40 2JF
Wellfield Medical Centre	53 - 55 Crescent Road, Crumpsall, Manchester, M8 9JT
West Gorton Medical Centre	6a Wenlock Way, West Gorton, Manchester, M12 5LH
West Point Medical Centre	167 - 169 Slade Lane, Levenshulme, Manchester, M19 2AF
Whitley Road Medical Centre	1 Whitley Road, Collyhurst, Manchester, M40 7QH
Willowbank Surgery	1 Willowbank, Church Lane, Harpurhey, Manchester, M9 4WH
Wilmslow Road Medical Centre	156a Wilmslow Road, Rusholme, Manchester, M14 5LQ
Woodlands Medical Practice	9 Maple Rd, Sale, Manchester, M23 9RL

Appendix C: Standing Orders of the members

STANDING ORDERS OF THE MEMBERS

1. INTRODUCTION

1.1. These standing orders set out the procedure to be followed at meetings of the Members.

1.2. The standing orders have effect as if incorporated into the CCG's Constitution. CCG members should be aware of the existence of this document and, where necessary, be familiar with their detailed provisions. Failure to comply with the standing orders may be regarded as a disciplinary matter that could result in dismissal.

2. MEETINGS OF THE MEMBERS

2.1. Calling meetings

2.1.1. Ordinary meetings of the members shall be held at such times and places as the Commissioning Board may determine.

2.1.2. The Chair may call a meeting of the members at any time.

2.1.3. Representatives of not less than seventy five per cent of the members may call a meeting of the members at any time.

2.1.4. If member practices are required to vote on an issue, the Chair will determine whether a meeting of members needs to be called or if the issue can be approved by electronic vote.

2.1.5. The members shall hold at least three meetings per year in addition to the annual public meeting to receive updates from the Commissioning Board, the Partnership Board and the Governing Body on delivery of functions and responsibilities exercisable by the CCG.

2.1.6. Prior to each members' meeting, there will be a meeting of Practice Managers from each of the member practices with the Group's Chief Accountable Officer and Chair.

2.2. Agenda, supporting papers and business to be transacted

2.2.1. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the Chair of the meeting at least seven working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least five working days before the meeting takes place. The agenda and supporting papers will be circulated to all member practices and all members of the Commissioning Board at least five working days before the date the meeting will take place.

2.2.2. Details about meeting dates, times and venues will be published on the CCG's website at www.manchesterccg.nhs.uk

2.3. Chair of meetings of the members

2.3.1. At any meeting of the members the Chair shall preside. If the Chair is absent from the meeting, the Deputy Chair, if any and if present, shall preside.

2.3.2. If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If both the Chair and Deputy Chair are absent, or are disqualified from participating, or there is neither a Chair or Deputy Chair, a Practice Representative or deputy practice representative, shall be chosen by the members present, or by a majority of them, and shall preside.

2.4. Annual Public Meeting

2.4.1. The CCG will hold an annual public meeting. The meeting shall take place no later than 30 September each year at such time and place as the Commissioning Board shall determine.

2.4.2. Notice of annual public meeting shall be published on the CCG's website at least thirty days before the meeting which shall include details of the meeting time, date and venue.

2.4.3. The matters to be discussed at the annual public meeting shall be set out in the notice of the meeting and shall include the presentation of the Annual Report and Annual Accounts from the preceding year.

2.4.4. The annual public meeting shall be open to the public.

2.4.5. The minutes of each annual public meeting shall be published on the CCG's website.

2.5. Chair's ruling

2.5.1. The decision of the Chair of the meeting 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.

2.6. Decision making

2.6.1. If a vote is required by member practices on an issue whether at a members meeting or electronically, the following will apply:

a) One vote per GP Member Practice with a Member Practice list of more than one but less than or equal to 5,500;
b) Two GP votes per Member Practice with a Member Practice List equal to or more than 5,501 but less than or equal to 10,000;
c) Three GP votes per Member Practice with a Member Practice List equal to or more than 10,001 and over;
d) The vote shall be cast by the member's Practice Representative or its deputy practice representative.
e) The decision will be carried by a simple majority of votes.

2.6.2. If the vote at a meeting is tied then the Chair of the meeting shall have a second or casting vote.

2.6.3. All questions put to the vote shall, at the discretion of the chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the members present so request.

2.6.4. If a member so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

2.6.5. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

2.6.6. The Chair may decide that a vote shall take place by email. The members shall be given at least ten working days to reply and not less than one third of members must participate for the vote to be valid.

2.7. Quorum

2.7.1. Meetings will be quorate if the Chair or the Deputy Chair and at least 50% of the members are present.

2.8. Minutes

2.8.1. The minutes of the members meetings will record those people in attendance at the meeting, those who provided apologies and include a record of any conflicts of interest that are declared and arrangements for their management.

2.8.2. The minutes of a meeting will be drafted and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

2.8.3. No discussion will take place regarding the minutes except upon their accuracy or where the person presiding at the meeting considers discussion appropriate.

2.8.4. Where amendments are made at the meeting these will be made and the Chair will then have the power to formally sign the revised minutes as a true record on behalf of the members.

2.8.5. The minutes of ordinary meetings will be made available to members by way of their inclusion in the papers for the meetings.

2.9. Attendance and speaking at members meetings

2.9.1. Ordinary members meetings shall be held in private except where the members decide to permit members of the public to attend all or part of a meeting.

2.9.2. Each member practice will be represented at a members meeting by its Practice Representative and/or its deputy practice representative.

2.9.3. Any Practice Representative, deputy practice representative, any other individual from a member practice and any member of the Commissioning Board may speak at a members meeting.

Appendix D: Shared Standing Orders of the Commissioning Board and Partnership Board

1. INTRODUCTION

1.1. In these standing orders (but for the avoidance of doubt not otherwise in this constitution) 'the Board' means the Commissioning Board and the Partnership Board in their operation and governance as committees in common of the CCG.

1.2. These standing orders set out the procedure to be followed at meetings of the Board and any other committees and sub-committees that it may establish. These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate of any relevant guidance.

1.3. The standing orders have effect as if incorporated into the CCG's Constitution. CCG members, employees, members of the Board and Governing Body, members of the Board and Governing Body's committees and sub-committees, members of the CCG's committees and sub-committees and persons working on behalf of the CCG should be aware of the existence of this document and, where necessary, be familiar with their detailed provisions. Failure to comply with the standing orders may be regarded as a disciplinary matter that could result in dismissal.

1.4. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 in accordance with section 13Z of the NHS Act. The Board will function as a corporate decision making body for the management of the delegated functions and the exercise of the delegated powers. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG. Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However the CCG in exercising its functions, including those delegated to it must comply with the statutory duties set out in Chapter A2 of the NHS Act. In respect of the delegated functions the CCG, through the Board, will exercise its duties under sections 13O and 13P of the NHS Act. The Board is established as a committee of the CCG in accordance with schedule 1A of the NHS Act. The members acknowledge that the Board is subject to any directions made by NHS England or by the Secretary of State. In performing its role the Board will exercise its management of the delegated functions in accordance with the agreement entered into between NHS England and NHS Manchester CCG which will sit alongside the delegation and these Standing Orders.

1.5. The Board will exercise its management of the functions in accordance with the agreement entered into between NHS England and NHS Manchester CCG and carry

out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act. This includes the following:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services ("Local Enhanced Services" and "Directed Enhanced Services");
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on 'discretionary' payment (e.g., returner/retainer schemes).

2. THE BOARD: KEY ROLES AND APPOINTMENT PROCESS

2.1. Composition

2.1.1. The Board shall comprise the individuals as set out in Chapter 4 of this Constitution. Where the Board is making decisions related to the functions delegated by NHS England it will consist of a lay/executive majority with a lay chair and lay vice-chair. The lay chair will be the Executive Councillor as nominated by Manchester City Council and the lay vice-chair will be the lay representative for finance and audit and the lay representative for governance.

2.1.2. Additional members may be co-opted onto the Board at the discretion of the Board or its Chair. Representatives may be asked to attend the meeting for ad- hoc requirements.

2.1.3. The Board may invite other person(s) to attend any or all of its meetings, or part(s) of a meeting, in order to assist it in its decision making and in its discharge of its functions as it sees fit. Any such person may be invited by the chair to apeak and participate in debate, but may not vote.

2.1.4. For the avoidance of doubt the Governing Body alone shall exercise the CCG's functions in relation to entering into or at any point in the future, exiting the Partnership Agreement.

2.1.5. Chapter 4 of the CCG's Constitution provides details of the governing structure used in the CCG's decision-making processes, and outlines certain key roles and

responsibilities within the CCG, the Board and Governing Body, including the role of practice representatives (section 6.8 of the Constitution).

2.2. Key Roles

2.2.1. Chapter 4 of this constitution identifies certain key roles and responsibilities. These standing orders set out how the CCG appoints individuals to these key roles.

2.2.2. The Chair of the Board and the Governing Body as listed in paragraph 4.3.16 of the CCG's constitution is subject to the following appointment process:

a) **Nominations** – self-nomination / application;

b) **Eligibility** – assessment of skills, experience and attributes against the specification within the role outline;

c) **Appointment Process** –assessment and election voted by members;

d) **Term of Office** – up to three years;

e) **Eligibility for reappointment** – if:

i) the person wishes to be appointed to serve a further term of office with a maximum of one further term of office;

ii) continues to be eligible for the position; and

iii) the CCG's Board and membership determine that this is appropriate;

The Board may decide that an extension is required until a replacement is found and takes up the position. Any extension will be automatically reviewed after one year.

f) **Grounds for removal from office** - the person resigns, no longer meets the eligibility criteria, the CCG's Board pass a vote of no confidence in the person or NHS England formally request this of the CCG.

g) **Notice Period** – as per contract.

2.2.3. The Deputy Chair of the Board, as listed in paragraph 4.3.16 of the CCG's Constitution, is subject to the appointment process according to the rules and regulations of Manchester City Council.

2.2.4. The Accountable Officer as listed in paragraph 4.3.16 of the CCG's constitution is subject to the following appointment process:

a) **Nominations** – self nomination / application;
b) **Eligibility** – assessment of skills, experience and attributes through national assessment framework;
c) **Appointment process** – nationally determined and appointment made by NHS England;
d) **Term of office** – Permanent;

e) **Grounds for removal from office** – the person resigns, the Board passes a vote of no confidence in the person or NHS England request this. Regard will also need to be had to the individual's employed status;
f) **Notice period** – see employment contract.

2.2.5. The Chief Finance Officer as listed in paragraph 4.3.16 of the CCG's constitution is subject to the following appointment process:

a) **Nominations** – self nomination / application;
b) **Eligibility** – assessment of skills, experience and attributes through assessment process;
c) **Appointment process** – regionally determined and appointments made through NHS England, and / or their representative organisation (assessment centre process and interview);
d) **Term of office** – Permanent;
e) **Grounds for removal from office** – the person resigns, the Board passes a vote of no confidence in the person or NHS England request this. Regard will also need to be had to the individual's employed status;
f) **Notice period** – see employment contract.

2.2.6. The lay members (appointed non-executives) are subject to the following appointment process:

a) **Nominations** - application following advertisement of the role;
b) **Eligibility** - attributes in line with the person specification which incorporate national requirements. Preference will be given to people who live within the geographical area of the CCG or who have connections with the area;
c) **Appointment process** – shortlisting and interview process as set out in a policy adopted by the Board for this purpose;
d) **Term of office** – up to three years;
e) **Eligibility for re-appointment** - if:
    i) the person wishes to be appointed to serve a further term of office with a maximum of one further term of office;
    ii) continues to be eligible for the position; and
    iii) the CCG's Board determine that this is appropriate;

The Board may decide that an extension is required until a replacement is found and takes up the position. Any extension will be automatically reviewed after one year.

f) **Grounds for removal from office** - the person resigns, the Board passes a vote of no confidence in the person or NHS England request this;
g) **Notice period** – as per contract.

2.2.7. The roles and responsibilities of each of these key roles are set out either in the Governance Handbook which can be found at www.manchesterccg.nhs.uk.

2.2.8. The GP Board members will be subject to the following appointment process:

a) **Nominations** – self-nomination / application;

b) **Eligibility** – assessment of skills, experience and attributes against the specification within the role outline;

c) **Appointment Process** –assessment and election voted by members;

d) **Term of Office** – up to three years ;

e) **Eligibility for reappointment** – if:

i) the person wishes to be appointed to serve a further term of office with a maximum of one further term of office ;

ii) continues to be eligible for the position; and

iii) the CCG's Board determine that this is appropriate;

The Board may decide that an extension is required until a replacement is found and takes up the position. Any extension will be automatically reviewed after one year.

3. MEETINGS OF THE BOARD

3.1. Calling meetings

3.1.1. Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.

3.1.2. The Chair may call a meeting of the Board at any time.

3.1.3. Save where there is a need to conduct urgent business, written notice of a meeting of the Board must be given to each member of the Board at least ten working days before the meeting takes place.

3.1.4. The accidental omission to give notice of a meeting of the Board to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings of that meeting.

3.2. Agenda, supporting papers and business to be transacted

3.2.1. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the chair of the meeting at least seven working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least seven working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Board at least five working days before the date the meeting will take place.

3.2.2. Agendas and certain papers for the CCG's Board, including details about meeting dates, times and venues will be published on the CCG's website at www.manchesterccg.nhs.uk

3.3. Petitions

3.3.1. Where a petition has been received by the CCG, the Chair of the Board shall include the petition as an item for the agenda of the next meeting of the Board.

3.4. Chair of meetings of the Board

3.4.1. At any meeting of the Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair, if any and if present, shall preside.

3.4.2. If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If both the Chair and Deputy Chair are absent, or are disqualified from participating, or there is neither a Chair or Deputy a member of the Board shall be chosen by the members present, or by a majority of them, and shall preside.

3.5. Chair's ruling

3.5.1. The decision of the Chair 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.

3.6. Quorum for Board Meetings

3.6.1. The meeting will be quorate if at least 50% of the members are present including the Chair or the Deputy Chair. Where a meeting is not quorate the Chair or Deputy Chair shall determine if the meeting can proceed. When making decisions on delegated functions the members present will include either the lay chair or lay vice chair and there will be a lay/executive majority of members.

3.6.2. For the Board's sub-committees the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference.

3.7. Decision making at Board Meetings

3.7.1. Generally it is expected that at Board meeting decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the process for which is set out below:

a) **Voting procedure** – at the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote is taken by paper or electronic ballot.

b) **Eligibility** –

i) members who are defined in section 4.3.16

ii) an officer in attendance for a member with formal acting up status may count towards the quorum.

c) **Majority necessary to confirm a decision** – simple majority;

d) **Casting vote** – in the case of a tied vote, the Chair shall have a second and casting vote.

e) **Dissenting views** – members can request their dissenting view is recorded in the minutes.

3.7.2. Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

3.7.3. For all the Board's sub-committees, the details of the process for holding a vote are set out in the appropriate terms of reference.

3.8. Emergency powers and urgent decisions

3.8.1. The Chair may call a meeting at any time.

3.8.2. The powers which the CCG has delegated to the Board may, in an emergency or where an important decision must be made urgently, be exercised by a group comprising the Chair and the Accountable Officer after having consulted at least two other members of the Board (one of whom must be a lay member). The exercise of such powers by the Chair and Accountable Officer shall be reported to the next formal meeting of the Board in public session for ratification. In the interim, the power remains with the group comprising the Chair and the Accountable Officer.

3.9. Suspension of Standing Orders

3.9.1. 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 these standing orders may be suspended at any meeting, provided two-thirds of the Board's members are in agreement.

3.9.2. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

3.9.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committee for review of the reasonableness of the decision to suspend standing orders.

3.10. Minutes

3.10.1. The minutes of the Board meetings will record those people in attendance at each meeting, those who provided apologies and include a record of any conflicts of interest that are declared and the arrangements for their management.

3.10.2. The minutes of a meeting will be drafted and submitted for agreement at the next meeting where they shall be signed by the person presiding at it as a true record.

3.10.3. No discussion shall take place regarding the minutes except upon their accuracy or where the person presiding at the meeting considers discussion appropriate.

3.10.4. Where amendments are made at the meeting these will be made and the Chair will then have the power to formally sign the revised minutes as a true record on behalf of the Board.

3.10.5. The minutes of the meeting will be made available to members and the public by way of their inclusion in the papers for meetings that will be published on the CCG's website. For the avoidance of doubt, minutes for any part of a meeting from which the public is excluded will not be published.

3.11. Attendance and speaking at Board Meetings

3.11.1. The Board shall meet in public except where it decides that it would not be in the public interest to permit members of the public to attend all or part of a meeting. The Chair may also exclude any member of the public from a meeting if they are interfering with or preventing its proper conduct.

3.11.2. The Chair may permit members of the public to ask questions at Board meetings but they will not be allowed to contribute to the discussion unless expressly invited to do so by the Chair.

3.11.3. Representatives of the CCG's partner statutory organisations may be accorded attendance rights with speaking rights at the discretion of the Chair. For the avoidance of doubt any such representatives shall not have the right to vote.

4. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND PRIME FINANCIAL POLICIES

4.1. If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the CCG and staff have a duty to disclose any non-compliance with these standing orders to the Accountable Officer as soon as possible.

5. USE OF SEAL AND AUTHORISATION OF DOCUMENTS

5.1. Clinical Commissioning Group's seal

5.1.1. The CCG may have a seal for executing documents where necessary.

5.1.2. The Accountable Officer shall keep a register of the sealing of every document.

5.1.3. The following individuals or officers are authorised to authenticate its use by their signature:

a) the Accountable Officer;
b) the Chair;
c) the Chief Finance Officer.

5.2. Execution of a document by signature

5.2.1. The following individuals are authorised to execute a document on behalf of the CCG by their signature:

a) the Accountable Officer;
b) the Chair of the Governing Body;
c) the Chief Finance Officer.

6. OVERLAP WITH OTHER CLINICAL COMMISSIONING GROUP POLICY STATEMENTS / PROCEDURES AND REGULATIONS

6.1. Policy statements: general principles

6.1.1. The Board will from time to time agree and approve policy statements / procedures which will apply to all or specific groups of staff employed by the CCG. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Board's standing orders.

Appendix E: Standing Orders of the Governing Body

1. INTRODUCTION

1.1. These standing orders set out the procedure to be followed at meetings of the Governing Body. These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate of any relevant guidance.

1.2. The standing orders have effect as if incorporated into the CCG's Constitution. CCG members, employees, members of the Commissioning Board, Partnership Board and Governing Body, members of the Commissioning Board, Partnership Board and Governing Body's committees and sub-committees, members of the CCG's committees and sub-committees and persons working on behalf of the CCG should be aware of the existence of this document and, where necessary, be familiar with their detailed provisions. Failure to comply with the standing orders may be regarded as a disciplinary matter that could result in dismissal.

2. THE GOVERNING BODY: COMPOSITION, KEY ROLES AND APPOINTMENT PROCESS

2.1. Composition

2.1.1. The Governing Body shall comprise the individuals as set out in Chapter 4 of this constitution.

2.1.2. Additional members may be co-opted onto the Governing Body at the discretion of the Governing Body or its Chair. Representatives may be asked to attend the meeting for ad- hoc requirements.

2.1.3. Chapter 4 of the CCG's Constitution provides details of the governing structure used in the CCG's decision-making processes, and outlines certain key roles and responsibilities within the CCG, its Commissioning Board and Governing Body, including the role of practice representatives

2.2. Key Roles

2.2.1. Chapter 4 of this constitution identifies certain key roles and responsibilities of the Governing Body.

2.2.2. The roles and responsibilities of of members of the governing body are set out either in Chapter 4 of the CCG's Constitution.

3. MEETINGS OF THE GOVERNING BODY

3.1. Calling meetings

3.1.1. Ordinary meetings of the Governing Body shall be held at regular intervals at such times and places as the Governing Body may determine.

3.1.2. The Chair may call a meeting of the Governing Body at any time.

3.1.3. Save where there is a need to conduct urgent business, written notice of a meeting of the Governing Body must be given to each member of the Governing Body at least ten working days before the meeting takes place.

3.1.4. The accidental omission to give notice of a meeting of the Governing Body to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings of that meeting.

3.2. Agenda, supporting papers and business to be transacted

3.2.1. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the chair of the meeting at least seven working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least seven working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Governing Body at least five working days before the date the meeting will take place.

3.2.2. Agendas and certain papers for the CCG's Governing Body, including details about meeting dates, times and venues will be published on the CCG's website at www.manchesterccg.nhs.uk

3.3. Chair of meetings of the Governing Body

3.3.1. At any meeting of the Governing Body the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice Chair, if any and if present, shall preside.

3.3.2. If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If both the Chair and Vice Chair are absent, or are disqualified from participating, or there is neither a Chair or Vice Chair a member of the Governing Body shall be chosen by the members present, or by a majority of them, and shall preside.

3.4. Chair's ruling

3.4.1. The decision of the Chair 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.

3.5. Quorum for Governing Body Meetings

3.5.1. The meeting will be quorate if at least 50% of the members are present and must include the Chair or the Vice Chair. Where a meeting is not quorate the Chair or Deputy Chair shall determine if the meeting can proceed.

3.5.2. For all Governing Body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference.

3.6. Decision making at Governing Body Meetings

3.6.1. Generally it is expected that at the Governing Body meetings decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the process for which is set out below:

a) **Voting procedure** – At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote is taken by paper or electronic ballot.
b) **Eligibility** –
    i) Only members who are present at the meeting may vote;
    ii) In no circumstances may a member vote by proxy. Absence is being defined as being absent at the time of the vote;
c) **Majority necessary to confirm a decision** – simple majority;
d) **Casting vote** – in the case of a tied vote, the Chair shall have a second and casting vote.
e) **Dissenting views** – members can request their dissenting view is recorded in the minutes.

3.6.2. Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

3.6.3. For all Governing Body's committees and sub-committees, the details of the process for holding a vote are set out in the appropriate terms of reference.

3.7. Suspension of Standing Orders

3.7.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS England, any part of these standing orders may be suspended at any meeting, provided two-thirds of the Governing Body's members are in agreement.

3.7.2. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

3.7.3. 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 standing orders.

3.8. Minutes

3.8.1. The minutes of the Governing Body meetings will record those people in attendance at each meeting, those who provided apologies and include a record of any conflicts of interest that are declared and the arrangement for their management.

3.8.2. The minutes of a meeting will be drafted and submitted for agreement at the next meeting where they shall be signed by the person presiding at it as a true record.

3.8.3. No discussion shall take place regarding the minutes except upon their accuracy or where the person presiding at the meeting considers discussion appropriate.

3.8.4. Where amendments are made at the meeting these will be made and the Chair will then have the power to formally sign the revised minutes as a true record on behalf of the Board and Governing Body.

3.8.5. The minutes of the meeting will be made available to members and the public by way of their inclusion in the papers for meetings that will be published on the CCG's website. For the avoidance of doubt, minutes for any part of a meeting from which the public is excluded will not be published.

3.9. Attendance and speaking at Governing Body meetings

3.9.1. The Governing Body shall meet in public except where it decides that it would not be in the public interest to permit members of the public to attend all or part of a meeting. The Chair may also exclude any member of the public from a meeting if they are interfering with or preventing its proper conduct.

3.9.2. The Chair may permit members of the public to ask questions at Governing Body meetings but they will not be allowed to contribute to the discussion unless expressly invited to do so by the Chair.

3.9.3. Representatives of the CCG's partner statutory organisations may be accorded attendance rights with speaking rights at the discretion of the Chair. For the avoidance of doubt, any such representatives shall not have the right to vote.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1. Appointment of committees and sub-committees

4.1.1. Other than where there are statutory requirements, such as in relation to the Governing Body's Audit Committee or Remuneration Committee, the Governing Body shall approve the membership and terms of reference of its committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the Governing Body.

4.1.2. The provisions of these standing orders shall apply where relevant to the operation of the Governing Body's committees and sub-committees unless stated otherwise in the committee or sub-committee's terms of reference.

4.2. Delegation of Powers by Committees to Sub-committees

4.2.1. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Governing Body.

4.3. Approval of Appointments to Committees and Sub-Committees

4.3.1. The Governing Body shall approve the appointments to each of the committees and sub-committees which it has formally constituted. Where the Governing Body determines that persons who are neither members nor employees, shall be appointed to a committee or sub-committee, the terms of such appointment shall be within the powers of the Governing Body. The Governing Body shall define the powers of the appointee.

4.3.2. The Governing Body shall agree such travelling or other allowances as it considers appropriate.

5. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND PRIME FINANCIAL POLICIES

5.1. If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Governing Body for action or ratification. All members of the CCG and staff have a duty to disclose any non-compliance with these standing orders to the Accountable Officer as soon as possible.

Appendix F: Committees of the Governing Body: Terms of Reference

Audit Committee

1.0 Introduction

The Audit Committee forms a key element of the governance structure for NHS Manchester CCG.

The Audit Committee is a committee of the MCCG Governing Body, both of which are established by NHS Manchester CCG to oversee the effectiveness and efficiency of the commissioning of all NHS services and functions in scope of MHCC.

2.0 Name

The Committee will be known as the Audit Committee.

3.0 Overview

Manchester CCG has agreed to establish an Audit Committee which will discharge responsibilities in accordance with the CCG constitution.

These terms of reference set out the Committee's membership, its role, responsibilities and reporting arrangements and shall have effect as if incorporated into the Clinical Commissioning Group's constitution and standing orders. Any changes to these terms of reference must be agreed with the Board and supported by the Board.

4.0 Purpose

The Audit Committee has been established to make decisions and/or make recommendations to the Board on the areas that are defined as its responsibilities and within the delegation allowed for the Committee in the CCG's Scheme of Reservation and Delegation.

The Committee will establish such sub-groups as it deems necessary to support it to discharge its functions. The Committee will inform the Board of the establishment of such sub-groups and present to the Board the Terms of Reference of the sub-groups, ensuring compliance with the Scheme of Delegation.

The duties of the Audit Committee can be categorised as follows: -

Governance, Risk Management and Internal Control

The Audit Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives.

In particular, the Audit Committee will review the adequacy of:

- All risk and control related disclosure statements including the Annual Governance Statement together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Governing Body.

- The underlying assurance processes that indicate the degree of the achievement of corporate 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.

- Review instances where the Group's Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation are waived and investigate those that present a risk to the Groups internal control functions.

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

In carrying out this work the Audit Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these functions. It will also seek reports and assurances from elected members, managers and people working on behalf of the group 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 Audit 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 Audit Committee shall ensure that there is an effective internal audit function appointed by management, which meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Operating Officer and 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 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.

- Consideration of the major findings of internal audit work, management's response and progress in implementing agreed recommendations, and ensure 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 organisation and undertake an annual review of the effectiveness of internal audit.

Counter Fraud

The Audit Committee shall ensure that there is effective review of work of the Local Counter Fraud Specialist as set out by the NHS Standard Contract and in line with NHS Counter Fraud Authority published guidelines. This will be achieved by:

- Approving the appointment of the Local Counter Fraud Specialist, either directly or in combination with the appointment of the Internal Audit service.

- Review and approval of the Counter Fraud Policy, Operational Plan and detailed programme of work, ensuring this is considered against the needs of the organisation.

- Ensuring that there is adequate investment in the Counter Fraud function, so that it has appropriate standing within the organisation.

- Conducting an annual review of the effectiveness of Local Counter Fraud work.

Whistleblowing

The Audit Committee shall review the adequacy and security of the organisation's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting and other matters. The Audit Committee shall ensure such whistleblowing arrangements allow proportionate investigation of such matters and appropriate follow-up action in accordance with the Whistleblowing Policy.

External Audit

The Audit Committee shall ensure that there is an effective External Audit provider appointed by the CCG in line with the Local Audit Accountability Act

The Audit Committee shall review the work and findings of the External Auditor 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

- Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure 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 all External Audit reports, including agreement of the annual audit letter before submission to the Board and reports to those charged with governance, as well as any work carried outside the annual audit plan, and to consider the appropriateness of associated management responses.

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 or its agencies, regulatory or inspectorate organisations (e.g. the Care Quality Commission, NHS Resolution, etc.) and professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.).

In addition, the Audit Committee will consider the work of other Committees within the organisation(s), whose work can provide relevant assurance to the Audit Committee's own scope of work. This will include groups or Committees that look at quality, governance and risks that are established within the organisation(s).

In reviewing the work of any Clinical Governance Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy themselves on the assurance that can be gained from the clinical audit function.

Management

The Audit Committee shall request and review reports and assurances from elected members, managers and people working on behalf of the group on the overall arrangements for governance, risk management and internal control.

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

Financial Reporting

The Audit Committee shall review the Annual Report and Financial Statements

Focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Audit Committee.
- Changes in, and compliance with, accounting policies and practices.
- Unadjusted mis-statements in the financial statements.
- Major judgemental areas.

- Significant adjustments resulting from the audit.

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

Reporting Responsibilities

a) The Committee will have the following reporting responsibilities:

i) To ensure that the minutes of its meetings are formally recorded and submitted to the Governing Body.

ii) To ensure that conflicts of interest are managed in accordance with the group's policies and procedures.

iii) To bring to the attention of the Board in a separate report, any items of specific concern which require the Governing Body's approval to act.

iv) To provide exception reports to the Governing Body, highlighting any key developments / achievements or potential risks / issues.

v) To present an annual work plan for the Committee and an annual report of progress against this to the Governing Body.

vi) The CFO will propose the SFI's and these will be reviewed and approved by the Audit Committee.

Accountability

The Committee through the Lay member for Finance and Audit as a designated Chair is accountable to the Governing Body and any changes to these terms of reference must be approved by the Governing Body

Agenda Items

The agenda shall be approved by the Chair of the Audit Committee and shall have standard items to be determined by the Audit Committee.

Links with Other Groups and Committees

The Audit Committee shall work closely with all integrated governance, clinical governance and risk management Committees that may be established.

Authority

The Audit Committee is authorised by the CCG Governing Body to investigate any activity within its terms of reference and produce an annual work programme to discharge its responsibilities. It is authorised to seek any information it requires from any employee of the CCG and its member practices and all employees are directed to co-operate with any request made by the Audit

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

The Audit Committee will take responsibility for ensuring compliance with the principles of good governance and the Group's constitution when undertaking its terms of reference.

It may establish and approve the terms of reference of such sub-reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference.

Administrative Support

The Audit Committee shall be supported administratively by the Personal Assistant to the Chief Finance Officer, whose duties in this respect will include:

- Agreement of agenda with the Audit Committee Chair and collation and timely circulation of papers.
- Taking the minutes.
- Keeping a record of matters arising and a log of actions and issues to be carried forward.
- Advising the Audit Committee on pertinent areas.

5.0 Responsibilities

The Committee will:

- Deliver any activity within its terms of reference and produce an annual work programme to discharges its responsibilities;
-

6.0 Lead Officer

The Lay Member with responsibility for Finance and Audit will chair the Audit Committee.

7.0 Membership

The Committee will consist of the following voting members:

- Lay Member for Finance and Audit (Chair)
- Lay Member for Governance (Deputy Chair)
- Lay Member for Patient and Public Involvement
- Secondary Care Doctor
- Board Nurse

The following will be expected to attend as non-voting members:

- The Group's Chief Finance Officer
- Head of Internal Audit
- The representative of the group's external audit service

- The local counter fraud specialist
- The secretary to the Committee

The Committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to enable it to deal with matters before the Committee. The Accountable Officer would normally be invited to attend the Committee to discuss the process for assurance that supports the annual governance statement and to discuss the annual accounts.

At least once a year, the Audit Committee should meet privately with the External and Internal Auditors.

The Personal Assistant to the Chief Finance Officer, or whoever covers these duties, shall be Secretary to the Audit Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

8.0 Quoracy

The quorum will be as follows:

Either the Lay Member for Finance and Audit or Lay Member for Governance, and 2 other members.

9.0 Voting

A decision will be carried by a simple majority of votes.

10.0 Frequency of Meetings

The Committee will meet a minimum of four times per year. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

11.0 Attendance at Meetings

Members are expected to attend 100% of meetings or, if this is not achievable, provide their apologies to the Chair in advance of the meeting.

Failure to attend for three consecutive meetings with or without providing an apology will lead to a discussion between the Chair and the absent Member and actions agreed to improve attendance or enroll a replacement.

Failure to attend two-thirds of meetings in a rolling year, with or without apologies, will lead to a discussion between the Chair and the absent Member and actions agreed to improve attendance or enroll a replacement.

12.0 Reporting

The Audit Committee's minutes will be formally recorded and they, or a summary note of business undertaken at the Committee, will be submitted to the MHCC Board or MCCG Governing Body as appropriate.

Any sub-groups of the Audit Committee will report on its activities and decisions to its parent Committee at the next parent Committee meeting.

13.0 Conflicts of Interest

Members are required to adhere to the Conflicts of Interest Policy. The Committee will ensure that CCG and NHS England requirements and statutory guidance on management of conflicts of interest is adhered to. In particular, the Committee will

- Maintain appropriate registers of interests and a register of decisions;
- Publish, or make arrangements for the public to access, those registers;
- Make arrangements requiring the prompt declaration of interests by the persons specified (members and employees) and ensure that these interests are entered into the relevant register;
- Make arrangements for managing conflicts and potential conflicts of interest (e.g. developing appropriate policies and procedures); and
- Have regard to guidance published by NHS England in relation to conflicts of interest.

14.0 Code of Conduct

The Committee will conduct its business in accordance with the Code of Conduct and good governance practice in the Constitution.

15.0 Risk Management

The Committee will adhere to the Risk Management Framework, review those risks on the risk register which have been assigned to it and ensure that appropriate mitigating actions are in place to manage risks. The Chair and Lead Officer are responsible for risk management on behalf of the Committee.

The Committee is required to give assurance to the Board that robust governance and management processes are in place to manage risk.

16.0 Recording of Meetings

MHCC and the CCG are committed to being open and transparent in the way they conduct decision making. Recording of discussions is permitted and expected at many meetings, some of which are either open to the public, or with members of the public.

Generally minutes of meetings are taken and then typed up for ratification as a ‘true and accurate record’ of discussions. Where audio recordings are made, to aid the minutes or notes of the meetings, then whether or not the typed up version is ‘word for word’, or a ‘précis’, will depend on the audience and its agreed expectations.

For further details and examples of when exemptions may apply, refer to ‘Procedure for Audio Recording Meetings’.

17.0 Amendments to the Terms of Reference

The Lead Officer will consult the Head of Corporate Governance on any proposals to amend their ToR, to ensure compliance with the Scheme of Delegation and avoid duplication of purpose, responsibility or accountability. Amendments to the ToR will be presented to the Committee, considered and approved by the Committee.

The agreed amendments will then be reported to the Board and the ToR, as amended, published appropriately.

18.0 Date of Review

The terms of reference of the Audit Committee shall be reviewed by the individual CCG Board's at least annually.

Remuneration Committee

1.0 Introduction

In line with current statute, Remuneration Committee is required to be a committee of MCCG Governing Body.

The Remuneration Committee also forms a key element of the governance structure for Manchester Health and Care Commissioning (MHCC) – the partnership between NHS Manchester Clinical Commissioning Group (CCG) and Manchester City Council (MCC) which leads the commissioning of health, social care and public health services in the city of Manchester.

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

The Remuneration Committee will be chaired by a lay member other than the audit chair and only Non-Executive members of the Governing Body may be members of the Remuneration Committee.

2.0 Name

The Committee will be known as the Remuneration Committee.

3.0 Overview

The Committee has those executive powers delegated to it by the Board within the CCG's Scheme of Reservation and Delegation and in these terms of reference, which will be reviewed on an annual basis.

4.0 Purpose

The Remuneration Committee has been established to:

- Make recommendations to the CCG's Governing Body in relation to remuneration, fees and other allowances for employees and for other people working on behalf of the CCG's who are not employed on AFC terms and conditions. This includes clinical leads / and or others on contracts for services. This will usually be in line with the national AFC pay award and / or benchmarking / market rates;

- Make recommendations to the CCG's Governing Body in relation to the determination of the remuneration, fees and other allowances for Governing Body members of the Remuneration Committee working on behalf of the CCG's Governing Body but who are not employed on AFC terms and conditions. These recommendations could be in line with any annual pay award / pay inflation or specific national guidance;

- Make recommendations to the CCG's Governing Body on the allowance under any pension scheme that the group may establish as an alternative to the NHS pension scheme.

The Committee will make decisions and/or make recommendations to the Board on the areas that are defined as its responsibilities and within the delegation allowed for the Committee in the CCG's Scheme of Reservation and Delegation.

The Committee has no sub groups.

5.0 Responsibilities

The Committee will:

- Make recommendations to the Governing Body and Board in relation to the remuneration, fees and other allowances for Executive Senior Managers working on behalf of the CCG who are not employed on AFC terms and conditions. This may also include those working within hosted organisations. All recommendations to be presented to the Governing Body who will consider the recommendations and agree a final decision. This includes the salary arrangements for the Chief Accountable Officer
- Make recommendations to the Governing Body and Board in relation to the determination of the number of sessions, remuneration, fees and other allowances for members of the Remuneration Committee; Governing Body will consider the recommendations and agree a final decision
- Make recommendations to the Governing Body and Board in relation to the number of sessions, remuneration, fees and other allowances for elected members (Clinical Chair and GP Board members.) Governing Body will consider the recommendations and agree a final decision
- Make recommendations to the Governing Body and Board in relation to the remuneration, fees and other allowances for Clinical Leads and / or others on contracts for services. Governing Body will consider the recommendations and agree a final decision
- Undertake assurance about the performance of the Chief Accountable Officer and other Executive Senior Managers as a result of robust objectives being set and met and an appraisal system having been implemented; this assurance will inform any annual salary awards and or recommendations where applicable
- Make recommendations to the Governing Body on severance payments relating to Governing Body members' posts seeking HM Treasury approval as appropriate in accordance with the guidance "Managing Public Money";
- Make recommendations to the Governing Body on allowances under any pension scheme that the group might establish as an alternative to the NHS pension scheme; and, where the group has discretion recommend other benefits which may form part of a total reward system
- Make recommendations to the Governing Body on relocation allowances above the CCG's policy limit;
- Provide a statement to be included in the CCG's annual report on:

    - The disclosure of any remunerated posts undertaken by a Governing Body member;
    - The composition of the Remuneration Committee which includes the names of the Chair and members of the Remuneration Committee;
    - The number of meetings and an individual's attendance at each meeting;

- The name of any person (including external advisers) who provided advice or services to the Remuneration Committee that material assisted the Committee in their consideration of any matter. Where an external; person or adviser has provided advice or services a description of any other services that person was appointed by the Committee must be stated.

- The Committee will annually review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Governing Body;

- The Committee will consider arrangements for termination of employment and other contractual terms (decisions requiring dismissal shall be referred to the Governing Body);

- Make recommendations to the Governing Body on the terms and conditions, remuneration and travelling or other allowances for clinical leads, including pensions and gratuities;

- Undertake any other duties as directed by the CCG's Governing Body; and

- Make recommendations to the Governing Body on all aspects of remuneration relating to member practices and / or their representatives (including aspects such as clinical lead roles and member schemes).

6.0 Lead Officer

The lead officer for the Committee is the Director of Workforce and Organisational Development.

7.0 Membership

The Committee shall consist of the following voting members:

- Lay Member for Governance (Chair)
- Lay Member for Audit and Finance
- Lay Member for Patient and Public Involvement
- Secondary Care Doctor
- Board Nurse

The following may be expected to attend as non-voting members:

- Accountable Officer
- Chief Finance Officer
- Director of Workforce and OD
- Strategic Human Resources Business Partner
- Associate Chief Finance Officer

Additional members, providing they are eligible members as described in paragraph 1, may be co-opted onto the Committee at the discretion of the Committee or its Chair. Representatives may be asked to attend the meeting for ad- hoc requirements.

There is no provision for deputies to represent voting members at the meetings of the Committee.

In the absence of the Chair, the Committee will nominate another member of the Committee who will deputise.

8.0 Quoracy

The quorum will be 3 members including the Chair or Deputy Chair

9.0 Voting

A decision will be carried by a simple majority of votes.

10.0 Frequency of Meetings

The Committee will meet a minimum of 2 times per year. Additional meetings may be called at the discretion of the Chair if appropriate.

11.0 Attendance at Meetings

Members are expected to attend 100% of meetings or, if this is not achievable, provide their apologies to the Chair in advance of the meeting. Nominated deputies are not acceptable.

Failure to attend for three consecutive meetings with or without providing an apology will lead to a discussion between the Chair and the absent Member and actions agreed to improve attendance or enroll a replacement.

Failure to attend two-thirds of meetings in a rolling year, with or without apologies, will lead to a discussion between the Chair and the absent Member and actions agreed to improve attendance or enroll a replacement.

12.0 Reporting

The Remuneration Committee's minutes will be formally recorded and they, or a summary note of business undertaken at the Committee, will be submitted to the MHCC Board or MCCG Governing Body as appropriate.

There are no sub-groups.

13.0 Conflicts of Interest

Members are required to adhere to the Conflicts of Interest Policy. The Committee will ensure that CCG and NHS England requirements and statutory guidance on management of conflicts of interest is adhered to. In particular, the Committee will

- Maintain appropriate registers of interests and a register of decisions;
- Publish, or make arrangements for the public to access, those registers;

- Make arrangements requiring the prompt declaration of interests by the persons specified (members and employees) and ensure that these interests are entered into the relevant register;
- Make arrangements for managing conflicts and potential conflicts of interest (e.g. developing appropriate policies and procedures); and
- Have regard to guidance published by NHS England in relation to conflicts of interest.

14.0 Code of Conduct

The Committee will conduct its business in accordance with the Code of Conduct and good governance practice in the Constitution.

15.0 Risk Management

The Committee will adhere to the Risk Management Framework, review those risks on the risk register which have been assigned to it and ensure that appropriate mitigating actions are in place to manage risks. The Chair and Lead Officer are responsible for risk management on behalf of the Committee.

The Committee is required to give assurance to the Board that robust governance and management processes are in place to manage risk.

16.0 Recording of Meetings

MHCC and the CCG are committed to being open and transparent in the way they conduct decision making. Recording of discussions is permitted and expected at many meetings, some of which are either open to the public, or with members of the public.

Generally minutes of meetings are taken and then typed up for ratification as a ‘true and accurate record’ of discussions. Where audio recordings are made, to aid the minutes or notes of the meetings, then whether or not the typed up version is ‘word for word’, or a ‘précis’, will depend on the audience and its agreed expectations.

For further details and examples of when exemptions may apply, refer to ‘Procedure for Audio Recording Meetings’.

17.0 Amendments to the Terms of Reference

The Lead Officer will consult the Head of Corporate Governance on any proposals to amend their ToR, to ensure compliance with the Scheme of Delegation and avoid duplication of purpose, responsibility or accountability. Amendments to the ToR will be presented to the Committee, considered and approved by the Committee.

The agreed amendments will then be reported to the Board and the ToR, as amended, published appropriately.

18.0 Date of Review

The Terms of Reference will be reviewed on an annual basis to ensure that the Committee is achieving its functions effectively.

NHS Manchester Clinical Commissioning Group

Appendix G: Standing Financial Instructions

Approval Limits **With the exception of individualised commissioning, all limits reflect the total expected cost of the decision, regardless of which financial year the costs will be incurred.** **Individualised commissioning** **Limits reflect the expected annual cost of the package.**	**Health Service Contracts (NHS and Non-NHS providers)**		**Individualised Commissioning**		**Cash and Activity**				**Invoice Payment**				**Employee Costs**	**Business Cases**	**Non-Pay / Request for Funding and contracts**	**Debt Write Off and Losses**	**Budget Virements Between Cost Centres**	**Waiver Authorisation**	**NHS Legal Claims**	**Payroll Financial Approval**			**Travel Expenses**	**Effective Use of Resources**
Committee Name or Post	**Contract Sign off Value**	**Variations**	**Non Healthcare**	**Healthcare Placements/ Packages**	**Sign -Off Regular Contract Invoices**	**RFT Payment Runs**	**Cash Draw Down**	**Approval of BACS Payment**	**Invoice Authorisation**	**Conversion of Requisitions**	**Approval of PO Variances**	**Non Contracted Activity Approval**	**Changes to Payroll details**	**to commit resources for commissioned healthcare services (including decommissioning & disinvestment decisions)**	**(to commit resources that are NOT service costs or staff costs, e.g. consultancy, non-healthcare contracts)**					**HR Forms**	**Additional payroll costs**	**Timesheets (inc clinical leads)**		
CCG Board														£1m or greater	Over £500,000	Debt Write Off and Losses Greater than £100,000 (Report All Losses and Write-offs)			All Legal Claims					Greater than £250,000
Audit Committee																Report All Losses and Write-offs								
Finance Committee				Package up to £1m											Greater than £250,000 and up to £500,000	Debt Write Off and Losses Up to £100,000 (Report All Losses and Write-offs)			Discussion and Recommendation to Board		All payroll requests (circulated to Board / voting members in advance of meetings)			
Strategy Committee														£500,000 - and up to £1m										
Senior Management/ Executive team																								
Executive Director and Chief Finance Officer and Chief Accountable Officer				Package up to £500,000										Up to £500,000	Up to £250,000									
Chief Accountable Officer (with CFO support)	All contracts	All variations	*£100,000						Greater than or Equal to £500,000				Sign of changes to employee details	£150,000 or less	£75,000 or less			All waivers				Greater than £5,000	Up to £1,000	Up to £250,000
Executive Director + Chief Finance Officer or CAO														£150,000 or less	£75,000 or less									
Chief Finance Officer	All contracts	All variations	*£100,000		Over £32m	Over £50m	Over £80m	Over £30m	Greater than or Equal to £500,000				Sign of changes to employee details	£150,000 or less	£75,000 or less	Debt Write Off and Losses Up to £50,000	£10m	All waivers		Authorise HR Forms for Financial Approval		Greater than £5,000	Up to £1,000	Up to £150,000
Executive Director														£50,000 or less	£25,000 or less									
Associate Chief Finance Officer	All contracts	All variations			£32m	£50m	£80m	£30m	Up to £500,000	£1m		Greater than £5,000	Sign of changes to employee details		£5,000 or less		£5m			Authorise HR Forms for Financial Approval		Greater than £5,000	Up to £1,000	
Head of Finance	Less than £500,000				£32m	£50m	£80m	£30m	Up to £500,000	£1m		Greater than £5,000	Sign of changes to employee details		£5,000 or less		£5m			Authorise HR Forms for Financial Approval		Greater than £5,000	Up to £1,000	
Assistant Head of Finance (Band 8B)					£32m			£20m	£50,000			Greater than £5,000								Authorise HR Forms for Financial Approval		Greater than £5,000	Up to £1,000	
Senior Management Accountant (Band 8a)					£32m			£20m	£5,000			£5,000												
Business Accountant (Band 8A)					£32m			£20m	£5,000			£5,000												
Financial Accountant (Band 7)						£50m		£30m		£1m	£200													
Associate Business Accountant/ Management Accountant (Band7)												£5,000												
Head of Corporate Services									£50,000														Up to £1,000	
Executive Nurse & Executive Director of Safeguarding				*Package agreed up to £250,000					£50,000													Greater than £5,000	Up to £1,000	
Senior Commissioning Manager (Band 9 & VSM)				Package agreed Up to £150,000					£50,000													Greater than £5,000	Up to £1,000	Up to £100,000
Senior Commissioning Manager (Band 8B & 8C & 8D)				Package agreed up to £100,000					£50,000													Up to £5,000	Up to £1,000	Up to £100,000
Commissioning Manager (Band 8A)				Package agreed up to £30,000					£5,000														Up to £500	
Senior Administrator (Band 6)									£500															
Silver On Call Managers For Manchester CCG			£5,000	£100,000																				

* Any packages of care above this value would need to go through the normal commissioning process.