

Review of Terms of Reference for Governing Body Committees and Sub-Committees

Governing Body meeting

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2 February 2017

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Is your report for Approval / Consideration / Noting	
<p>Governing Body is asked to APPROVE the Terms of Reference for the Governing Body Committees and Sub-Committees following a full review of each by the respective Committee / Sub-Committee.</p> <p>Could Governing Body members please note that due to the size of the supporting documentation, this will be circulated separately under item 15b in the supporting information pack</p>	
Are there any Resource Implications (including Financial, Staffing etc)?	
<p>The proposed Standards will be implemented within the CCG's existing management arrangements.</p>	
Audit Requirement	
<p><u>CCG Objectives</u></p> <p><i>Which of the CCG's objectives does this paper support?</i></p> <p>This paper supports delivery of the CCG's Strategic Objective 5 - Organisational development to ensure CCG meets organisational health and capability requirements.</p> <p>It also gives assurances against Risk 5.4 - Inadequate adherence to principles of good governance and legal framework leading to breach of regulations and consequent reputational or financial damage.</p>	
<u>Equality impact assessment</u>	
<p><i>Have you carried out an Equality Impact Assessment and is it attached?</i></p> <p>The review of the Terms of Reference is linked to the wider governance review being carried out by the organisation.</p>	

PPE Activity

How does your paper support involving patients, carers and the public?

The proposed changes to the Terms of Reference for Governing Body committees and sub-committees helps to ensure that the CCG's business is conducted following due process and in an open and transparent way with meetings either being held in public or minutes shared in public, wherever possible and appropriate to do so.

Recommendations

The Governing Body is asked to APPROVE the proposed changes to the Terms of Reference for:

- 3.1 Audit and Integrated Governance Committee;
- 3.2 Remuneration Committee;
- 3.3 Quality Assurance Committee;
- 3.4 Primary Care Commissioning Committee; and
- 3.5 Governance sub-committee

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1. Introduction

The CCG conducted a full review of its Constitution and supporting documents in the Autumn of 2016 with the revised version being adopted from 9 November 2016 following approval by the Governing Body, the Membership and NHS England. Section 6.4.1 of the Constitution lists the committees established by the CCG, they are:

- a) Audit and Integrated Governance Committee accountable to the Governing Body;
- b) Remuneration Committee accountable to the Governing Body;
- c) Quality Assurance Committee accountable to the Governing Body;
- d) Primary Care Commissioning Committee accountable to the Governing Body; and
- e) Governance sub-committee accountable to the Audit and Integrated Governance Committee.

Section 6 of the CCG's Constitution (Decision Making: The Governance Structure) also describes how the committee structure of the CCG must operate. This includes compliance with the CCG's principles of good governance, operating within the Scheme of Reservation and Delegation and compliance with the Standing Orders and Prime Financial Policies. It also describes how, when discharging their delegated functions, the committees of the Governing Body must operate in accordance with their approved Terms of Reference (TofR).

Previously, the TofR for the Governing Body committees were appended to the Constitution. However, it has now been agreed, by the Governing Body, Practice Membership and NHS England, that in future TofR will be referenced in the Constitution but will not be appended to it. This will enable them to be updated and amended quickly and effectively to reflect current circumstances. All changes will be subject to a rigorous governance process, will be reviewed by the relevant committee / sub-committee and taken to Governing Body for approval. All TofR will be published on the CCG's website.

A review of the TofR for the committees and sub-committee listed above has been conducted and proposed changes discussed with the relevant committee prior to recommendation to the Governing Body for approval.

2. Proposed Changes to the Terms of Reference for Governing Body Committees and Sub-Committee

The committees and sub-committee listed in Section 1 of this report have been established as committees of the Governing Body and Governance Sub-Committee as a sub-committee of Audit and Integrated Governance Committee (AIGC). They therefore must operate within the governance framework described above. It is good practice to review and update TofR, and the current TofR for each committee or sub-committee state

this. Each committee or sub-committee have reviewed the proposed changes to their TofR in detail at committee meetings over the past few months, small changes have been made following these discussions and the attached revised TofR reflect those comment.

The TofR have also been presented in a standardised tabular format to ensure consistency of information and ease of reference. The revised TofR have been circulated separately to this document (Item 15b of the supporting information pack). It is important to note that the text that was taken to the respective committees and sub-committee has not been changed in this process but “lifted and shifted” into the new format.

Detailed changes were discussed by each committee or sub-committee, however, only key changes to each set of TofR are detailed below:

a) Audit and Integrated Governance Committee (AIGC)

- Reflect changes in organisational management structures
- Updated requirements around the management of Conflicts of Interest
- Included reference to reporting arrangements to Governing Body regarding assurances and risks

b) Remuneration Committee (RemCom)

- Minor changes only including clarity regarding administrative support to the committee

c) Quality Assurance Committee (QAC)

- Reflect changes in organisation management structure and membership of the committee
- Updated to reflect current regulators and supervisory bodies
- Changes made as QAC has delegated authority from Governing Body for clinical pathways and now referenced the duty to consult
- Changed details of Lay Member Chair to reflect Constitution
- Clarification regarding the quorum required
- Reference to summary reports to Governing Body with assurances and highlighting areas of concern
- Added details of the groups under the accountability section as per the Constitution
- Added a reference to Public Equality Engagement Experience Group (PEEEG) and the CCG’s public sector equality duty. This point may need further discussion as PEEEG TofR suggest that it reports direct to Governing Body, however, this is not covered in the Constitution as a formal committee of the Governing Body.

d) Primary Care Commissioning Committee (PCCC)

- The recommendations in the 360 Assurance report have been included,
- The proposed changes have been cross referenced with the national guidance for delegated primary care commissioning,
- The previous TofR made some reference to “primary care” and some to “primary medical care”. The TofR have been refreshed to ensure consistency
- Clarification has been made with regard to which members are voting members, non-voting members, those in attendance and those who have a standing invitation,
- The quorum details have been updated to reflect the membership and the split between Lay Members and officers,

- The frequency of the meetings has proved challenging over the past six months and the ToFR have been changed from “monthly” to “at least six (6) times per year”,
- The timescale for paper has also been amended from “seven working days” to five days”, which is in line with Governing Body papers,
- Reference to conflicts of interest have been updated and reference to the CCG’s Conflict of Interest Protocol made.

e) Governance sub-committee

- Reflect changes in organisation management structure and membership of the committee. The membership section has been re-worked to ensure the appropriate disciplines are covered at deputy director level. Details have been left “loose” to provide some “future proofing” where possible. It is proposed that the Deputy Director of Finance chairs the meeting, which reflects the change of responsibility for governance functions to the Director of Finance
- Strengthened the Governance Sub Committee role in supporting AIGC with the management of conflicts of interest
- Clarified the responsibilities of Governance Sub Committee and QAC around complaints governance
- Strengthened the role around health and safety and made less passive

3. Recommendation

The Governing Body is asked to APPROVE the proposed changes to the Terms of Reference for:

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- 3.2 Remuneration Committee;
- 3.3 Quality Assurance Committee;
- 3.4 Primary Care Commissioning Committee; and
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Paper prepared by Jill Dentith, Management Consultant

On behalf of Julia Newton, Director of Finance

19 January 2017