

Finance Committee Terms of Reference – Final 1.2

<p>1. Constitutional context of the Finance Committee</p>	<p>The non-statutory Finance Committee is established as a sub-committee of the CCG Governing Body.</p> <p>These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the Constitutions.</p> <p>The Committee is authorised by the Governing Body to undertake any activity within its terms of reference. It is authorised to seek any information it requires, from any Member, officer or employee who is directed to co-operate with any request made by this Committee.</p>
<p>2. Aim/objectives</p>	<p>The Finance Committee shall undertake, on behalf of the Governing Body, regular and objective scrutiny of the CCG's financial plans, performance and decisions.</p> <p>In particular, the Committee shall review the CCG's monthly management accounts and forecast outturn. It will highlight the key issues and risks requiring further attention by the CCG's Executive Committee. The Committee will give an opinion on the stewardship of the CCG's financial resources.</p> <p>Additionally the CCG's Governing Body may require the Committee to review specific aspects of financial performance where they necessitate additional scrutiny and assurance.</p> <p>The Finance Committee is focused on monthly internal financial scrutiny and risk assurance. The role of the Audit Committee is different, being focussed on assuring compliance, controls and good governance. Its meetings are less frequent than the Finance Committee. Its work is closely linked with that of the CCG's internal and external auditors. As such it oversees delivery of the CCG's annual report and governance statement.</p>
<p>3. Specific duties and responsibilities</p>	<p>The Committee shall:</p> <ul style="list-style-type: none"> • Scrutinise the development of the CCG's annual financial plan and medium term financial strategy, including underlying assumptions and methodology used, ahead of review and approval by the CCG Governing Body. • Review the CCG's monthly financial performance (together with performance against savings programmes, including QIPP) and identify the key issues and risks requiring discussion or decision by the CCG Governing Body, recognising that the primary ownership and accountability for the CCG's financial performance rests with the full CCG Governing Body. • Scrutinise QIPP programme performance, and the development of monitoring and mitigation schemes.

	<ul style="list-style-type: none"> • Review at the request of the CCG Governing Body specific aspects of financial performance where the Governing Body requires additional scrutiny and assurance and has the right of access to obtain all the information and explanations it considers necessary to fulfil its remit. • Maintain an overview of the value for money provided by the CCG’s expenditure, contracts and support arrangements (for example, the contract provided by the CSU) • Advise the Governing Body on relevant reports by NHS England, regulators and other national bodies, and, where appropriate, management’s response to these. • Approve decisions for matters where the Governing Body has delegated the responsibility to the Committee. • Be clear about the complementary relationship it has with other Governing Body committees that play a role in relation to financial governance, in particular the Audit Committee.
<p>4. Accountability and reporting arrangements</p>	<p>This Finance Committee is formally accountable to the CCG Governing Body as one of its committees.</p> <p>The Finance Committee may delegate certain of its responsibilities to Sub-Groups or individuals as required but will remain accountable for delivery as if these Sub-Groups were the Committee.</p>
<p>5. Decision making and delegated authority</p>	<p>The Finance Committee has delegated authority to take decisions in accordance with Standing Orders and schemes of delegation (Appendix 1).</p> <p>The Finance Committee will work on the basis that decisions will be made by consensus wherever possible. Where this is not possible, a vote will be taken with a simple majority of members carrying the motion with the chair having a second, casting vote in the event of a tie. Only standing members of the Finance Committee will be eligible to vote and each member shall have one vote. If an individual has a conflict of interest for a particular agenda item, they must abstain from voting on that item.</p> <p>In the event of a significant, urgent event or item requiring an immediate urgent decision two members (including one of the Committee Chair, or Lay Vice Chair or Accountable Officer) may take a decision on behalf of the Committee after receiving advice from the Chief Finance Officer.</p> <p>An urgent decision made, together with the steps taken to consult other Finance Committee Members, should be formally reported, and ratified at the next meeting of the next Finance Committee.</p>

<p>6. Membership and Quorum</p>	<p>The Committee shall be appointed by the CCG Governing Body and include the following members:</p> <table border="1" data-bbox="411 297 1273 672"> <thead> <tr> <th><i>Role Title</i></th> <th><i>Organisation</i></th> </tr> </thead> <tbody> <tr> <td>Lay Member – Chair</td> <td>CCG</td> </tr> <tr> <td>Additional Lay Member</td> <td>CCG</td> </tr> <tr> <td>Audit Committee Chair</td> <td>CCG</td> </tr> <tr> <td>Accountable Officer</td> <td>CCG</td> </tr> <tr> <td>Chief Finance Officer</td> <td>CCG</td> </tr> <tr> <td>Deputy Chief Finance Officer(s)</td> <td>CCG</td> </tr> <tr> <td>Director of Commissioning and Delivery</td> <td>CCG</td> </tr> <tr> <td>Deputy Chief Officer</td> <td>CCG</td> </tr> </tbody> </table> <p>Other individuals deemed appropriate by the committee should be invited to attend for specific agenda items. Clinical Directors will be required to attend to support deep dive reviews, and provide assurance as to lessons learnt and the development of future strategies. Any member of the Governing Body may attend as a non-voting member.</p> <p>The Finance Committee shall be supported by a secretariat within the CCG, whose duties in this respect will include:</p> <ul style="list-style-type: none"> • Agreement of agenda with Chair and attendees and collation of papers • Taking a record of the meeting, preparing and updating actions points prior to the next meeting. <p>Quorum</p> <p>The Quorum should be four members, at least two of whom should be Lay Members and one of whom should be a qualified accountant from the CCG Finance team.</p>	<i>Role Title</i>	<i>Organisation</i>	Lay Member – Chair	CCG	Additional Lay Member	CCG	Audit Committee Chair	CCG	Accountable Officer	CCG	Chief Finance Officer	CCG	Deputy Chief Finance Officer(s)	CCG	Director of Commissioning and Delivery	CCG	Deputy Chief Officer	CCG
<i>Role Title</i>	<i>Organisation</i>																		
Lay Member – Chair	CCG																		
Additional Lay Member	CCG																		
Audit Committee Chair	CCG																		
Accountable Officer	CCG																		
Chief Finance Officer	CCG																		
Deputy Chief Finance Officer(s)	CCG																		
Director of Commissioning and Delivery	CCG																		
Deputy Chief Officer	CCG																		
<p>7. Chair/Vice Chair of a meeting</p>	<p>The appointed Lay Member shall chair the committee.</p> <p>When the Chair is not in attendance any other Lay Member of the Governing Body, in attendance at the meeting, may be appointed as Vice Chair for that meeting. Any Lay Member may also be the conduit for assurance of the role of the Finance Committee to the Governing Body.</p>																		

<p>8. Member conduct</p>	<p>Members of, and attendees at, the Finance Committee have a collective responsibility for its operation. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability. They will endeavour to reach a collective view prior to making any decision where authority to do so is delegated.</p> <p><u>Conflicts of interest</u></p> <p>There must be transparency and clear accountability of this Committee. The Chair will ask at the beginning of each meeting, as a standing item, whether anyone present has a conflict of interest to declare about any items being discussed at the meeting in accordance with the CCG’s conflict of interest policy. If anyone has a direct or indirect connection with an issue on the agenda which may impact on their ability to be objective they must declare an interest to the Chair. A decision will then be taken by the Chair as to whether it is appropriate or not for this person to remain involved. All declarations of interest and decisions on participation shall be reported in the record of the meeting. A register of interests will be completed by all Finance Committee members and updated at least every six months, and will be available on the CCG website for public scrutiny.</p> <p><u>Confidentiality</u></p> <p>To allow this Committee to operate effectively, those present need to be able to discuss commercial and operational issues confidentially. Members accordingly agree to hold all information obtained in the course of meetings in the strictest of confidence and agree not to disclose any information discussed without first seeking authorisation from the Chair.</p>
<p>9. Meeting arrangements</p>	<p>The Committee shall meet monthly, unless a particular meeting is agreed to be cancelled or postponed. That decision must be taken by the Chair or Lay Vice Chair in agreement with the CCG's Chief Financial Officer. Additional meetings may also be arranged if necessary. It is important for the Finance Committee to have regular attendance to be able to conduct business. The Chair has a role to assess attendance to ensure effectiveness of the Committee. It is good practice, at least annually, for the Committee to review its own effectiveness, performance, membership and terms of reference.</p> <p>The approved record of the Finance Committee shall be circulated to all CCG Governing Body Members for information.</p> <p>The Chair of the Committee will draw to the attention of the CCG Governing Body key issues arising Committee’s review of financial performance which require Governing Body discussion and/ or decision. The Chair of the committee will draw to the attention of the Governing Body any other issues that require disclosure to the full Governing Body, including those that affect the financial standing of the CCG or require Executive attention.</p>

10. Document control	These terms of reference will be reviewed on an annual basis and will be submitted to the CCG Governing Body for ratification.			
	Version (author and date)	Review date (by group/committee)	Date of acceptance, approval (and adoption)	Signature (chair) to confirm acceptance and adoption
	0.1,0.2,0.3 Russell Carpenter, August 2016	Finance Committee 23.08.16	n/a	n/a
	0.4, Russell Carpenter, January 2017	Finance Committee 30.01.17	n/a	n/a
	0.5, Russell Carpenter, February 2017	n/a	n/a	n/a
	0.6 Paul James, Interim CFO, 19 July 2017	Finance Committee 26.07.17	n/a	n/a
	0.7 Paul James Interim CFO, 23 August 2017	Finance Committee 31.08.17		
	0.8 Russell Carpenter, 04.09.17	Finance Committee (virtually) 04.09.17		
	0.9 Russell Carpenter, 05.10.17	Amendment as agreed at Finance Committee 05.10.17	05.10.2017	
	1.0 Russell Carpenter 30.05.18	Amendments as proposed to Finance Committee 30.05.18	30.05.18	
	1.1 Russell Carpenter 14.06.18	Ratified by Governing Body	14.06.18	
	1.2	Finance Committee 27.03.19 Quorum revision four members		

Quality and Performance Committee

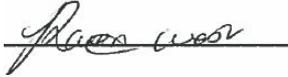
2019/20 Terms of Reference – Final

<p>Purpose of the Quality and Performance Committee</p>	<p>Introduction The Quality and Performance Committee (referred to as the Committee) is established in line with NHS Buckinghamshire Clinical Commissioning Group Constitution.</p> <p>Constitutional requirements The Committee is accountable to the CCG Governing Body, and provides assurance on the quality and performance of services commissioned and promotes a culture of continuous improvement and innovation with respect to safety of services, clinical effectiveness, outcomes and patient experience.</p> <p>The Committee makes recommendations on areas such as access, reducing inequalities, and service improvements needed, and is responsible for advising on new developments for implementation such as NICE.</p> <p>The Governing Body approves and keeps under review the terms of reference for the quality and performance committee, which includes information on the membership of the quality and performance committee and is available upon request.</p> <p>For the purposes of this document, quality is defined as the domains of patient safety, clinical effectiveness and patient experience, from which a number of indicators are linked to our statutory responsibilities.</p>
<p>Aim/objectives</p>	<p>The Committee will:</p> <ul style="list-style-type: none"> • Oversee the quality, performance and integrated governance arrangements on the effective discharge of the CCGs function with particular focus on quality and performance. This includes oversight and monitoring of: • The quality of commissioned services including patient experience and safety • The effectiveness of commissioned services • Performance against service delivery indicators • Support collaborative working and decision making that improves health and social care outcomes in Buckinghamshire. • Support effective partnerships working between health, local authority and wider partnership organisations in Buckinghamshire and across the STP. • Ensure consistency in implementation of relevant policies in an evidence-based, cost effective and safe manner, and support wider CCG commissioning intentions.
<p>Specific duties and responsibilities</p>	<p>The Quality and Performance Committee will also:</p> <ol style="list-style-type: none"> 1. Assure the Governing Body of appropriate arrangements, for both the CCG and providers of the quality of commissioned services, in respect of safeguarding, infection control, incident management, complaints, workforce data, staff surveys, reporting of quality accounts, or any other area of quality. This will be undertaken through a series of reports from providers, the Commissioning Support Unit (CSU) and from NHS Buckinghamshire CCG.

	<ol style="list-style-type: none"> 2. Assure the Governing Body of appropriate arrangements for both the CCG and providers of the performance of commissioned services against the constitutional standards e.g. Cancer waiting times and A & E performance etc. and contract performance measures. 3. Seek development & triangulation with clinical outcome measures 4. Receive assurance on related performance and quality risks, including clinical risks, ensuring risks are identified and reviewed with and appropriate action is taken to mitigate and / or close. 5. Receive assurance of the quality of clinical portfolios from portfolio holders to ensure that all commissioned services are operating together in such a way as to deliver maximum benefit and a good patient experience and compliance with NICE Quality Standards. 6. Ensure that there is a continuing structured process for leadership, accountability and working arrangements for quality and performance within the CCG.
Accountability and reporting arrangements	<p>The Committee is formally accountable to the CCG Governing Body as one of its committees. It will discharge this through the monthly Quality and Performance Report, its agreed minutes and an annual review of its effectiveness. It may also report on/escalate one or other matter to other CCG sub-committees including the Executive Committee.</p> <p>The Committee may delegate certain of its responsibilities to sub-groups as required but will remain accountable for delivery as if these sub-groups were the Quality and Performance Committee.</p> <p>Other committees/sub-groups currently accountable to the Committee are:</p> <ol style="list-style-type: none"> 1. CCG Safeguarding Steering Group 2. Infection Control Sub-Committee 3. Individual Funding Requests (IFR) Panel <p>Each of these committees will provide activity and/or assurance reports and minutes as are as is required for the committee to discharge its duties.</p>
Decision making and delegated authority	<p>The Committee has delegated authority to take decisions in accordance with standing orders and schemes of delegation (see also Appendix 1)</p> <p>The Committee will work on the basis that decisions will be made by consensus wherever possible. Where this is not possible, a vote will be taken with a simple majority carrying the motion with the chair having a second, casting vote in the event of a tie. Only standing members of the Committee will be eligible to vote and each member shall have one vote. If an individual has a conflict of interest for a particular agenda item, they must abstain from voting on that item.</p> <p>Where the committee need to discuss issues in relation to primary care, a confidential Part 2 of the meeting should be arranged, and any practicing GP's on the committee will be excused from this confidential part of the meeting.</p>
Membership and Quoracy	<p>Membership</p> <p>The Chair of the Committee shall be a voting member and a Member of the Governing Body. In the absence of the Committee Chair and / or appointed deputy, the remaining members present shall elect another member to chair the meeting. Only members have the right to vote. Note: The CCG Clinical Chair is not a formal voting member but will have a standing invitation to attend the Committee.</p>

	<p><u>Members (voting)</u></p> <ul style="list-style-type: none"> • One Clinical Commissioning Director (Chair) • Director of Commissioning and Delivery (Deputy Chair) • One lay member (vacancy) • Secondary Care Specialist Doctor • Associate Director of Quality and Safeguarding <p><u>In attendance only (non-voting)</u></p> <ul style="list-style-type: none"> • Associate Director of Performance • Head of Quality and Patient Safety • Health Watch representative • Safeguarding Lead • IPC Lead Nurse – for quarterly updates • Other officers as and when by invitation <p>Others CCG staff will be required to attend meetings if requested. In addition the NHS England (Thames Valley) Quality Team will be invited to attend as they wish.</p> <p>Quorum The Committee will be quorate to make decisions as delegated if the following mix of members are all present:</p> <ul style="list-style-type: none"> • Any three of the membership described above to include at least one clinician from the CCG, and the Committee Chair or Deputy Chair. <p>If quorum has not been reached, then the meeting may proceed if those attending agree, but any record of the meeting should be clearly indicated as notes rather than formal minutes, and no decisions may be taken by the non-quorate meeting. If a decision does need to be made before the date of the next meeting, the matter should be escalated preferably to the Executive Committee, but if required, the Governing Body.</p> <p>If a member is conflicted on a particular item of business they will not count towards the quorum for that item of business. If this course of action causes the decision to be non-quorate, the matter may be escalated preferably to the Executive Committee, but if required, the Governing Body.</p> <p>Deputies will not generally be allowed but permission can be sought from the Chair.</p> <p>The Committee may call additional experts to attend meetings on case-by-case basis to inform discussions.</p>
Chair/deputy of a meeting	<p>The named Chair of the Committee shall preside. In the absence of the Chair, another voting member will act in this role.</p> <p>The group will be chaired by a Clinical Commissioning Director. In the absence of the Chair the Committee will be chaired by the Director of Commissioning and Delivery.</p>
Member conduct	<p>Members of the Committee have a collective responsibility for its operation. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability. However, this is with the exception of the GP leads in any discussion regarding primary care performance or quality issues. They will endeavour to reach a collective view prior to making any decision where authority to do so is delegated.</p>

	<p>Attendance will be monitored and reported to the Committee quarterly with full disclosure in the CCG Annual Reports.</p> <p>Conflicts of interest There must be transparency and clear accountability of the Committee. The Chair will ask at the beginning of each meeting, as a standing item, whether any member has conflict of interest to declare about any items being discussed at the meeting in accordance with the CCG conflict of interest policy. If a member has a direct or indirect connection with an issue on the agenda which may impact on their ability to be objective they must declare an interest to the Chair. A decision will then be taken by the Chair as to whether it is appropriate or not for this member to remain involved. All declarations of interest and decisions on participation shall be reported in the minutes.</p> <p>A register of interests will be completed by all Committee members and updated at least annually, and will be available on the CCG website for public scrutiny.</p> <p>Confidentiality To allow this Committee to operate effectively, members need to be able to openly discuss commercial and operational issues and requirements. Members accordingly agree to hold all information obtained in the course of meetings in the strictest of confidence and agree not to disclose any information discussed without first seeking authorisation to do so from the Chair.</p>
<p>Meeting arrangements</p>	<p>Each year, the Quality and Performance Committee will develop a forward plan of planned business aligned to the CCG’s business cycle and share this with the Executive Committee.</p> <p>The Committee will normally meet every alternate month for 2 ½ hours on the second or third Thursday of the month. Exceptions to this arrangement will be considered in August and December. A minimum of 6 meetings to take place annually.</p> <p>If the meeting is not quorum and too many apologies make a meeting unviable, a virtual meeting may be held, at the Chair’s discretion.</p> <p>Standing items include (but are not limited to):</p> <ol style="list-style-type: none"> 1. Quality and Performance Report 2. Risk Register 3. Deep dives (as per separate programme) with subject matter experts as appropriate. 4. Internal audit reports (as required) 5. Clinical audit/NICE compliance reports (as required) 6. Quality Accounts assurance (as required) 7. Other reports related quality domains – clinical effectiveness, patient safety, patient experience (e.g. complaints) 8. Infection, Prevention and Control Report (quarterly) 9. IFR activity reports (quarterly) 10. Serious Incident and Never Events (quarterly themes and trends) 11. Safeguarding report/s 12. Review of progress against annual plan quality objectives (annual) <p>Where appropriate, excerpts of papers/minutes only will be sent to others who have attended meetings according to the confidentiality of information.</p>

Document Control	<i>Version control and review date</i>			
	<i>Signatures (approval and review)</i>			
	<i>Date of approval (by who/which committee)</i>			
	<i>These terms of reference will be reviewed annually.</i>			
	<i>Version (author and date)</i>	<i>Review date (by group/committee)</i>	<i>Reason for amendments</i>	<i>Signature (chair) and date to confirm acceptance and adoption</i>
	V1 0 David Williams	17/05/2018	Draft 1	
V1.1	05/06/2018	Draft 1.1		
V1.2	27/06/2018	Draft1.2		
Final 28/03/2019	28/03/2019	- Agreed annual review of effectiveness. - Remove LMS sub-group. -2019/20 ToR		
Appendix 1	For reference: Extract from the Scheme of Reservation and Delegation.			

Appendix 1

No	Policy Area	Decision	Comments	QP
Q1	REGULATION AND CONTROL	Review then approve and ratify policies, procedures and other documents for the management of patient safety risk and quality, as otherwise described within the Development and Approval Policy for Formal CCG Documents		Y
Q2	REGULATION AND CONTROL	Ratify the Terms of Reference and annual work plans for all sub-groups that have accountability to the committee		Y
Q3	REGULATION AND CONTROL	Approve the Terms of Reference and annual work plans for the committee		Y
Q4	QUALITY AND SAFETY	Review closure of early warning alerts; reported through effective early warning systems which draw on a range of quality indicators and other sources of information to identify gaps in assurance about providers		Y
Q5	QUALITY AND SAFETY	Ratify proposals for ensuring quality and developing clinical governance in services provided by the Group's providers having regard to any guidance issued by the NHS England		Y
Q6	PARTNERSHIP WORKING	Agree the CCG arrangements for contributing to and working with agencies responsible for Safeguarding and Infection, Prevention and Control		Y
Q7	INDIVIDUAL FUNDING REQUESTS	Approve and ratify (and receive assurance on) Individual Funding Requests (IFRs) – all request values.		Y

Remuneration Committee Terms of Reference

<p>Purpose of the Committee</p>	<p>The Remuneration Committee (the committee), which is accountable to the CCG’s Governing Body, makes recommendations to the Governing Body on determinations about:</p> <ul style="list-style-type: none"> a) the remuneration, fees, terms and conditions of service and other allowances for Governing Body members and senior members of staff such as the senior management team. b) the remuneration, fees, terms and conditions and other allowances for employees and for people who provide services to the CCG <p>The Remuneration Committee is established in accordance with the CCG’s constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into each clinical commissioning groups’ constitution and standing orders. The Governing Body ratifies and keeps under review the terms of reference which are available upon request.</p> <p>The committee will apply best practice and uphold good governance in decision making processes. It will:</p> <ul style="list-style-type: none"> • comply with disclosure requirements for remuneration; • have full authority to seek independent advice about remuneration for individuals, to help it fulfil its obligations; and • Ensure remuneration decisions are based on clear and transparent criteria.
<p>Aim/objectives</p>	<p>The committee shall advise and recommend to the CCG Members (via the Governing Body) a framework for the remuneration, allowances and terms of service for employees of the CCG and people who provide services to the CCG which delegates authority as is described within committee terms of reference, including:</p> <ul style="list-style-type: none"> • all aspects of salary, including performance related elements or bonuses to ensure probity and value for money, and determination of National Recruitment and Retention Premia (“NRRP”); • provision of other benefits; • allowances under any pension schemes they may establish as an alternative to the NHS pension scheme; and • Arrangements for termination of employment, and variation of other contractual terms. <p>The committee is also responsible for ensuring effective review and oversight of the performance and annual salary awards of the CCG Chair, Accountable Officer, Chief Financial Officer and other senior roles (VSM), and the scrutiny of severance/redundancy payments.</p>

	<p>The work of the committee will take proper regard of the CCGs’ circumstances and the performance of any appropriate national arrangements in place. It will observe the highest standards of propriety involving impartiality, integrity and objectivity in relationship to the stewardship of public funds.</p>
<p>Specific duties and responsibilities</p>	<p>The duties of the committee are to:</p> <ul style="list-style-type: none"> • note measurable performance objectives for the CCG Chairs and Accountable Officer, which are compatible with the strategic objective of the CCG and are consistent with local and national priorities; • monitor the CCG Chairs’ and Accountable Officer’s assessments of performance of shared senior posts based on measures of individual and corporate targets; • ensure proper scrutiny of business cases and calculation of termination payments relating to staff employed substantively whose contract is being terminated on the grounds of redundancy or any other non-contractual arrangement; • periodically be advised by the Human Resources function on Human Resource matters; • ensure that remuneration packages and policy are such as to enable people of suitable calibre to be recruited, retained and motivated – within levels of affordability; • have proper regard to the CCGs’ circumstances and performance and to the provisions of any national arrangements where appropriate; • Keep adequate records of its deliberations and conclusions. <p>A key responsibility of the committee is to assure the Governing Body that matters pertaining to the remuneration, allowances and terms of service are in line with statutory requirements.</p>
<p>Accountability and reporting arrangements</p>	<p>This committee is formally accountable to the Governing Body as one of its committees.</p> <p>An agreed summary of the minutes of the committee and all recommendations and/or decisions will be presented to the Governing Body through its confidential agenda for their agreement and approval, redacting any sensitive or personal information as appropriate. Minutes of the Governing Body’s meetings should record these decisions.</p> <p>The Committee is authorised to create working groups as necessary to fulfil its responsibilities within these terms of reference. The Committee may not delegate executive powers (unless expressly authorised by the Governing Body) and remains accountable for the work of any such group.</p> <p>The Committee will operate at all times in accordance with the Governing Body’s Standing Orders and Prime Financial Policies. It will ensure that it conducts its business in accordance with the principles of good governance and the Nolan seven principles of public life.</p> <p>The Chair shall have the unrestricted right to address the Governing Body at any time on matters concerning the conduct, scope and business of the Committee.</p>

<p>Decision making and delegated authority</p>	<p>The committee has delegated authority to take decisions in accordance with standing orders and schemes of delegation (Appendix 1).</p> <p>The committee will work on the basis that decisions will be made by consensus wherever possible. Where this is not possible, a vote will be taken with a simple majority carrying the motion. Only standing members of the remuneration committee will be eligible to vote and each member shall have one vote. If an individual has a conflict of interest for a particular agenda item, they must abstain from voting on that item.</p>																						
<p>Membership and Quorum</p>	<p><u>Voting Members</u> Only members of the Governing Body may be members of the Remuneration Committee.</p> <table border="1" data-bbox="411 658 1273 808"> <thead> <tr> <th><i>Role Title</i></th> <th><i>Organisation</i></th> </tr> </thead> <tbody> <tr> <td>Lay Vice Chair (Chair)</td> <td>Buckinghamshire CCG</td> </tr> <tr> <td>Lay Member</td> <td>Buckinghamshire CCG</td> </tr> <tr> <td>Lay Member with lead for PPI</td> <td>Buckinghamshire CCG</td> </tr> </tbody> </table> <p><u>In attendance only (non-voting)</u></p> <table border="1" data-bbox="411 913 1273 1176"> <thead> <tr> <th><i>Role Title</i></th> <th><i>Organisation</i></th> </tr> </thead> <tbody> <tr> <td>Member GP</td> <td>Buckinghamshire CCG</td> </tr> <tr> <td>Clinical GP Chair</td> <td>Buckinghamshire CCG</td> </tr> <tr> <td>Accountable Officer</td> <td>Buckinghamshire CCG</td> </tr> <tr> <td>Chief Finance Officer</td> <td>Buckinghamshire CCG</td> </tr> <tr> <td>Human Resources representative</td> <td>SCWCSU</td> </tr> <tr> <td>Other independent advisors as necessary</td> <td>Various</td> </tr> </tbody> </table> <p>Relevant CCG employees should not be in attendance for discussions about their own remuneration and terms of service.</p> <p>Quorum The committee will be quorate to make decisions as delegated if the following mix of voting members are all present:</p> <ul style="list-style-type: none"> • Two Lay Members <p>In the event that a vote is tied, the Chair will be awarded a deciding vote.</p> <p>If quorum has not been reached, then the meeting may proceed if those attending agree, but any record of the meeting should be clearly marked as notes rather than formal Minutes, and no decisions may be taken by the non-quorate meeting. If a decision does need to be made before the date of the next meeting, the matter should be escalated to the Governing Body.</p> <p>If a member/attendee is conflicted on a particular item of business they will not count towards the quorum for that item of business. If an individual is conflicted on a particular item they may be excluded from discussion of the item and/or asked to leave the room, both at the discretion of the Chair of the meeting. If this course of action causes the decision to be non-quorate, the matter may be escalated to the Governing Body.</p>	<i>Role Title</i>	<i>Organisation</i>	Lay Vice Chair (Chair)	Buckinghamshire CCG	Lay Member	Buckinghamshire CCG	Lay Member with lead for PPI	Buckinghamshire CCG	<i>Role Title</i>	<i>Organisation</i>	Member GP	Buckinghamshire CCG	Clinical GP Chair	Buckinghamshire CCG	Accountable Officer	Buckinghamshire CCG	Chief Finance Officer	Buckinghamshire CCG	Human Resources representative	SCWCSU	Other independent advisors as necessary	Various
<i>Role Title</i>	<i>Organisation</i>																						
Lay Vice Chair (Chair)	Buckinghamshire CCG																						
Lay Member	Buckinghamshire CCG																						
Lay Member with lead for PPI	Buckinghamshire CCG																						
<i>Role Title</i>	<i>Organisation</i>																						
Member GP	Buckinghamshire CCG																						
Clinical GP Chair	Buckinghamshire CCG																						
Accountable Officer	Buckinghamshire CCG																						
Chief Finance Officer	Buckinghamshire CCG																						
Human Resources representative	SCWCSU																						
Other independent advisors as necessary	Various																						

	<p>No member shall be in attendance, or receive papers for; discussions about his/her own remuneration and terms of service. The Accountable Officer and/or Chief Financial Officer may be asked make written recommendations or appraise options around changes to their own remuneration package or terms and conditions, but will not be present for discussions about the changes.</p> <p>Deputies will not generally be allowed unless they are formally acting up for a member e.g. due to prolonged sickness etc. Permission can be sought from the Chair.</p> <p>The Committee is authorised by the Governing Body to undertake any activity within its terms of reference. The committee may call additional experts to attend meetings on case-by-case basis to inform discussions; including but not limited to Human Resources, Corporate Governance and Finance teams.</p> <p>It is authorised to seek any information it requires, from any member, officer or employee who is directed to co-operate with any request made by this Committee. The Remuneration Committee will seek to be kept informed by these teams of any relevant changes in law and NHSE guidance.</p>
<p>Chair/deputy of a meeting</p>	<p>The named Chair of the committee will be selected from amongst and by the voting members and shall preside. In the absence of the Chair, another Lay Member should take on the responsibilities of meeting chair.</p>
<p>Member conduct</p>	<p>Members of the committee have a collective responsibility for its operation. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability. They will endeavour to reach a collective view prior to making any decision where authority to do so is delegated.</p> <p>The Committee shall conduct its business in accordance with national guidance, relevant codes of practice including the CCGs Standards of Business Conduct and Managing Conflicts of Interests and the Nolan Principles. This will ensure that each individual is fairly rewarded for their individual contribution to the CCG, while having proper regard to the CCG’s circumstances and performance, affordability and the public interest.</p> <p><u>Conflicts of interest</u></p> <p>There must be transparency and clear accountability of the committee. As required by section 140 of the National Health Service Act 2006, as inserted by section 25 of the Health and Social Care Act 2012, and set out in the CCG’s Constitution, the Committee shall ensure that recommendations made will be taken and seen to be taken without any possibility of the influence of external or private interest.</p> <p>The Chair will ask at the beginning of each meeting, as a standing item, whether any member has conflict of interest to declare about any items being discussed at the meeting in accordance with the CCGs’ conflict of interest policy. If a member has a direct or indirect connection with an issue on the agenda which may impact on their ability to be objective they must declare an interest to the Chair. A decision will then be taken by the Chair as to whether it is appropriate or not for this member to remain involved. All declarations of interest and decisions on participation shall be reported in the minutes.</p>

	<p>A register of interests will be completed by all committee members and updated at least annually, and will be available on the CCGs' website for public scrutiny. For the avoidance of any doubt, members of the Governing Body will not participate in any discussion or decision that directly or indirectly effects their personal remuneration or terms of office.</p> <p><u>Confidentiality</u></p> <p>To allow this committee to operate effectively, members need to be able to openly discuss sensitive and personal issues and requirements. Members accordingly agree to hold all information obtained in the course of meetings in the strictest of confidence and agree not to disclose any information discussed without first seeking authorisation to do so from the Chair.</p>																				
<p>Meeting arrangements</p>	<p>The committee will meet at least annually and otherwise on an as required exceptional basis. The administrative support to the meeting will be provided by the PA to the Accountable Officer.</p> <p><u>Before the meeting</u></p> <p>Agenda items will be accepted up to 2 weeks in advance of the meeting. Apologies should be sent in advance to determine quorum. The agenda and associated papers will be circulated five (5) working days of ahead of the meeting. This is usually the responsibility of the Accountable Officer and the PA to the Accountable Officer. However, in some circumstances, to ensure confidentiality of proceedings it may be necessary for reports to only be made available on the day of the meeting. This will be at the determination of the Committee Chair. Arrangements to dial-in to the meeting will be made where possible and practical, especially if required to ensure quorum. The only standing item will be declarations of interest.</p> <p><u>After the meeting</u></p> <p>Notes of the meeting, action points/log and detail of decisions taken will be recorded and produced and circulated within five (5) working days of the meeting to members only. This is the responsibility of PA to the Accountable Officer. Where appropriate, excerpts of papers/minutes only will be sent to others who have attended meetings according to the confidentiality of information.</p> <p>It is good practice, at least annually, for the Committee to review its own effectiveness, performance, membership and terms of reference.</p>																				
<p>Document control</p>	<p>These terms of reference will be reviewed annually.</p> <table border="1" data-bbox="411 1624 1444 2033"> <thead> <tr> <th data-bbox="411 1624 662 1709">Version (author and date)</th> <th data-bbox="662 1624 890 1709">Review date (by group/committee)</th> <th data-bbox="890 1624 1214 1709">Date of acceptance, approval (and adoption)</th> <th data-bbox="1214 1624 1444 1709">Signature (chair) to confirm acceptance and adoption</th> </tr> </thead> <tbody> <tr> <td data-bbox="411 1709 662 1832">DRAFT v0.2 (Jenny Willis & Nicola Lester - 14 Oct 2016)</td> <td data-bbox="662 1709 890 1832">10th Nov 2016 (by Remuneration Committee)</td> <td data-bbox="890 1709 1214 1832">10th Nov 2016 (by Remuneration Committee) with minor changes to create v0.3</td> <td data-bbox="1214 1709 1444 1832"></td> </tr> <tr> <td data-bbox="411 1832 662 1917">Draft 0.3 April 2018 Russell Carpenter</td> <td data-bbox="662 1832 890 1917">Remuneration Committee 30.05.18</td> <td data-bbox="890 1832 1214 1917">Remuneration Committee 30.05.18</td> <td data-bbox="1214 1832 1444 1917"></td> </tr> <tr> <td data-bbox="411 1917 662 1980">Final 0.3 June 2018</td> <td data-bbox="662 1917 890 1980">Governing Body 14.06.18</td> <td data-bbox="890 1917 1214 1980">Governing Body 14.06.18</td> <td data-bbox="1214 1917 1444 1980"></td> </tr> <tr> <td data-bbox="411 1980 662 2033">0.4 March 2019</td> <td data-bbox="662 1980 890 2033">Remuneration Committee</td> <td data-bbox="890 1980 1214 2033">27.03.19</td> <td data-bbox="1214 1980 1444 2033"></td> </tr> </tbody> </table>	Version (author and date)	Review date (by group/committee)	Date of acceptance, approval (and adoption)	Signature (chair) to confirm acceptance and adoption	DRAFT v0.2 (Jenny Willis & Nicola Lester - 14 Oct 2016)	10 th Nov 2016 (by Remuneration Committee)	10 th Nov 2016 (by Remuneration Committee) with minor changes to create v0.3		Draft 0.3 April 2018 Russell Carpenter	Remuneration Committee 30.05.18	Remuneration Committee 30.05.18		Final 0.3 June 2018	Governing Body 14.06.18	Governing Body 14.06.18		0.4 March 2019	Remuneration Committee	27.03.19	
Version (author and date)	Review date (by group/committee)	Date of acceptance, approval (and adoption)	Signature (chair) to confirm acceptance and adoption																		
DRAFT v0.2 (Jenny Willis & Nicola Lester - 14 Oct 2016)	10 th Nov 2016 (by Remuneration Committee)	10 th Nov 2016 (by Remuneration Committee) with minor changes to create v0.3																			
Draft 0.3 April 2018 Russell Carpenter	Remuneration Committee 30.05.18	Remuneration Committee 30.05.18																			
Final 0.3 June 2018	Governing Body 14.06.18	Governing Body 14.06.18																			
0.4 March 2019	Remuneration Committee	27.03.19																			

		27.03.19	
	0.5 March 2019	n/a	13.06.19 – version to Governing Body for ratification

Appendix 1 – Scheme of reservation and delegation UPDATED

No	Policy Area	Decision	Authority
R1	HUMAN RESOURCES	APPROVE the terms and conditions, remuneration and travelling or other allowances for Governing Body members, senior members of staff, other employees and people who provide services to the CCG not covered by national arrangements, including pensions and gratuities	Remuneration Committee
R2	HUMAN RESOURCES	APPROVE disciplinary arrangements for employees, including the Accountable Officer and for other persons working on behalf of the CCG.	Remuneration Committee
R3	HUMAN RESOURCES	APPROVE disciplinary arrangements where the Accountable Officer is an employee or member of another clinical commissioning group.	Remuneration Committee
R4	HUMAN RESOURCES	APPROVE arrangements for performance related elements or bonuses to ensure probity and value for money; and determination of National Recruitment and Retention Premia (“NRRP”)	Remuneration Committee
R5	HUMAN RESOURCES	APPROVE the severance/redundancy payments of the Accountable Officer and of other senior staff, seeking HM Treasury approval as appropriate in accordance with the guidance ‘Managing Public Money’ (available on the HM Treasury.gov.uk website).	Remuneration Committee
R6	HUMAN RESOURCES	APPROVE the terms and conditions of employment for all employees of the Group.	Remuneration Committee
R7	HUMAN RESOURCES	APPROVE any pay policy and payment framework for VSM employees d clinical commissioning roles of the CCG, and people who provide services to the CCG, notwithstanding provisions to mirror the implementation of national agreements	Remuneration Committee
R8	HUMAN RESOURCES	APPROVE any other potential alternative remuneration and conditions of service for CCG employees and other persons providing services to the CCG, outside of or in place of national Agenda for Change arrangements, and excluding those covered by standard contracting and procurement arrangements.	Remuneration Committee
R9	HUMAN RESOURCES	APPROVE arrangements for termination of employment for employees and variation of other contractual terms	Remuneration Committee
R10	HUMAN RESOURCES	Making relevant policy decisions within the functions of the Committee as set out in its Terms of Reference as ratified by the Governing Body	Remuneration Committee

Audit Committee Terms of Reference –v0.8

1. Introduction	The Audit Committee (the Committee) is established in accordance with NHS Buckinghamshire Clinical Commissioning Group’s (CCGs) constitution as a statutory sub-committee of its Governing Body.
2. Purpose of the Audit Committee	The Audit Committee shall provide assurance and advice to the Governing Body, on the proper stewardship of resources and assets, including value for money; financial reporting, the effectiveness of audit arrangements (internal and external), risk management, and on control and integrated governance arrangements within the group. The Audit Committee takes responsibility for key areas outlined in sections 4 and 5.
3. Aims/objectives	<p>The Audit Committee has the following aims/objectives in providing assurance to the Governing Body that an appropriate system of internal control is in place:</p> <ol style="list-style-type: none"> 1. Ensuring that business is conducted in accordance with the law and proper standards; 2. Ensuring public money is safeguarded and properly accounted for; 3. Ensuring Financial Statements are prepared in a timely fashion, and give a true and fair view of the financial position of the CCGs for the period in question; 4. Ensuring affairs are managed to secure economic, efficient and effective use of resources; 5. Ensuring reasonable steps are taken to prevent and detect fraud and other irregularities.
4. Specific duties and responsibilities	<p>The Committee shall critically review financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors is maintained. The Committee may also review the adequacy, effectiveness and integrity of:</p> <p><u>Financial reporting</u></p> <ol style="list-style-type: none"> 1. Financial statements of the Group and any formal announcements relating to the Group’s financial performance, whilst ensuring that the systems for financial reporting to the Group, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Group. 2. Reviewing the annual report and financial statements before submission to the Governing Body and the Group, focusing on: 3. The wording in the governance statement and other disclosures relevant to the committee terms of reference; 4. Changes in, and compliance with, accounting policies, practices and estimation techniques;

	<ol style="list-style-type: none"> 5. Unadjusted mis-statements in the financial statements; 6. Significant judgements in preparing of the financial statements; 7. Significant adjustments resulting from the audit; 8. Letter of representation; and 9. Qualitative aspects of financial reporting. <p><u>Corporate Risk Management, Policies and Processes</u></p> <ol style="list-style-type: none"> 10. All risk and control related disclosure statements (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the Group. 11. The underlying assurance processes that indicate the degree of achievement of the Group's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements. 12. The combined corporate risk register and assurance framework, and related risk action plans, ensuring that risks are appropriately prioritised and adequately controlled and mitigated, and ensuring that high and extreme risks are communicated to the Governing Body. 13. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification. 14. The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Counter Fraud Service. 15. Satisfying itself on arrangements in place for countering fraud and outcomes of counter fraud work. It shall also approve the counter fraud work programme. 16. Ensure that the group has arrangements in place to work effectively with NHS Protect. <p>It may also seek assurances as appropriate, concentrating on the overarching critical review of systems, together with indicators of their effectiveness, of integrated governance, risk management and internal control that support the achievement of the Group's objectives. This is evidenced through use of an effective assurance framework to guide its work and that of the functions that report to it.</p> <p>The Committee may also request specific reports from individual functions within the Group as they may be appropriate to the overall arrangements. Its work dovetails with that of the Quality and Performance Committee which the group has established to seek assurance that robust clinical quality is in place.</p>
<p>5. Internal and external audit and other assurance functions</p>	<p>In carrying out its work, the Committee may primarily utilise the work of internal audit, external audit and other assurance functions, but may not be limited to these sources.</p> <p><u>Internal Audit</u> The Audit Committee shall ensure that there is an effective internal audit function that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit</p>

Committee, Accountable Officer and the Group. This is 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 (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Track the implementation of actions from audit recommendations to ensure these are discharged as agreed.
- Ensure that the internal audit function is adequately resourced and has appropriate standing within the Group.
- An annual review of the effectiveness of internal audit.

External Audit

The Audit Committee shall review findings of the external auditors and consider the implications and management's responses to their work.

This is achieved by:

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

The Audit Committee also approves any changes to the provision or delivery of assurance services to the group. It shall ensure through the establishment of an Auditor Panel that that an effective external audit function is appointed that meets mandatory National Audit Office (NAO) Code of Audit Practice and provides appropriate independent assurance to the CCG's Governing Body.

Other assurance functions

The Audit Committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the Group. These may include, but may not be limited to, any reviews by Department of Health arm's length bodies or regulators/inspectors (for example, the Care Quality Commission and NHS Litigation Authority) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges and accreditation bodies).

<p>6. Accountability and reporting arrangements</p>	<p>This Audit Committee is formally accountable to the CCG Governing Body as one of its committees. The Audit Committee may delegate certain of its responsibilities to Sub-Groups as required but may remain accountable as if these Sub-Groups were the Audit Committee.</p> <p>The committee provides a report to the meeting of the Governing Body immediately following each meeting of the committee, unless this meeting is within 10 working days of the meeting of the committee in which case the committee provides a report to the following meeting of the Governing Body.</p> <p>Agreed minutes of the Audit Committee meetings are sent to the Governing Body for information, and topics for the urgent matters report agreed at the meeting (prior to the issue of accepted minutes) released to the Executive Committee as soon as possible after the meeting for urgent or significant matters.</p> <p>The committee reports to the Governing Body annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation and the integration of governance arrangements.</p>
<p>7. Decision making and delegated authority</p>	<p>The Audit Committee has delegated authority to take decisions in accordance with standing orders and schemes of delegation (Appendix 1). The Audit Committee works on the basis that decisions are made by consensus wherever possible. Where this is not possible, a vote may be taken with a simple majority carrying the motion with the chair having a second, casting vote in the event of a tie.</p> <p>Only standing members of the Audit Committee are eligible to vote and each member shall have one vote. If an individual has a conflict of interest for a particular agenda item, they must abstain from voting on that item.</p> <p>The Audit Committee applies best practice in its decision making process and to support this, is authorised to investigate any activity within its terms of reference. In particular it:</p> <ul style="list-style-type: none"> • complies with current disclosure requirements for remuneration; • Ensures that decisions are based on clear and transparent criteria • Complies with CCG policy and procedures for the declaration of interests <p>It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee. The Committee is authorised to obtain external legal or other independent professional advice and to secure the attendance of advisers with relevant experience and expertise if it considers this necessary, such as commissioning reports or surveys it deems necessary to help fulfil its obligations.</p> <p>Unless the Chair declares otherwise during the course of a meeting, no</p>

	<p>business shall be transacted at the meeting other than that specified on the agenda, unless the provisions of Emergency Powers and Urgent Decisions and Suspension of Standing Orders apply.</p> <p>If a decision were taken by the Governing Body to suspend standing orders, 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.</p> <p>For emergency powers and urgent decisions, refer to the CCG constitution, section 3.8, page 65</p> <p>For suspension of standing orders, refer to the CCG constitution, section 3.9, page 65</p>
<p>8. Membership</p>	<p>The Committee shall be appointed by the Clinical Commissioning Groups as set out in the CCG's constitution and may include individuals who are not on the Governing Body.</p> <p>The Clinical GP Chair of the CCG shall not be a member of the Committee. At least one member of the Committee shall have a recognised accounting qualification.</p> <p>The Committee consists of not less than <u>two</u> members, one of which must be the designated Chair (the lay member from the Governing Body).</p> <p>The other member comprises a remaining lay member appointed to serve on the Audit Committee, who need not be a member of the Governing Body appointed to serve on the Audit Committee.</p> <p><u>Tenure, appointment or removal</u> Chair, Appendix E; Section 2.3.9 on page 55 of the CCG constitution.</p> <p>a) Nominations – not applicable – appointment by application;</p> <p>b) Eligibility – demonstrable knowledge of the Buckinghamshire healthcare system and local communities; compliant with regulations 12(5 and 6) of the NHS (Clinical Commissioning Group) Regulations 2012; as well as having qualifications, expertise or experience such as to enable the person to express informed views about governance, conflict of interests, financial management and audit matters;</p> <p>c) Appointment process – open advertisement and competency assessment/ interview by Governing Body members and at least one external assessor;</p> <p>d) Term of office – three years;</p> <p>e) Eligibility for reappointment - eligible for renewal of one term of</p>

the appointment subject to demonstration of continuing competence and agreement of this by the Governing Body. Further renewal or re-advertising is at the discretion of the Governing Body;

- a) **Grounds for removal from office** – material failure to comply with the terms of this constitution, or any disqualification criteria as set out in the CCG regulations and/or as reasonably determined by a vote of no confidence by members of the Governing Body or the chair of the CCG in line with the group’s capability policy;
- b) **Notice period** – three months written notice.

Remaining Lay Members (~~appointed to the Federation~~), Appendix E; Section 2.3.14 on page 58 of the CCG constitution.

The remaining lay members, as listed in paragraph 6.6.2.c, of the group’s constitution, are subject to the following appointment process:

- a) **Nominations** – not applicable – appointment by application
- b) **Eligibility** – to have a non-clinical perspective, to have no connection to the group and be a local resident compliant with regulations 12(5&6) of the NHS (Clinical Commissioning Group) Regulations 2012. To possess skills and attributes outlined in NHS England guidance document;
- c) **Appointment process** – open advertisement and competency assessment/interview by Governing Body members and at least one external assessor;
- d) **Term of office** – three years;
- e) **Eligibility for reappointment** - eligible for renewal of the appointment every three years subject to demonstration of continuing competence and agreement of this by the Governing Body. ~~After a repeat term, the post must be re-appointed;~~ Further renewal or re-advertising is at the discretion of the Governing Body;
- f) **Grounds for removal from office** – material failure to comply with the terms of this constitution, or any disqualification criteria as set out in the CCG regulations and/or as reasonably determined by a vote of no confidence by members of the Governing Body or the chair of the CCG in line with the group’s capability policy;
- g) **Notice period** – three months written notice

The Governing Body can override the appointment process for any of the above roles by appointing to the role on an interim basis for a period not exceeding 12 months following which the role must be filled by appointment on the basis described above.

<p>9. Quorum</p>	<p>A quorum shall be <u>two</u> members, one of which is the chair (the lay member from the Governing Body) or their nominated deputy from within the membership of the committee.</p> <p>Deputies (for members other than the chair) are not generally allowed but permission can be sought from the Chair.</p> <p>If the meeting becomes inquorate, the meeting shall either be suspended or decisions adjourned to another date, including virtual agreement by email correspondence.</p> <p>An employee who has been formally appointed to act up for a member during a period of incapacity or temporarily to fill an executive vacancy, shall count towards the quoracy of the meeting.</p> <p>Votes are not transferable. A person in attendance but without the power or status to vote at the meeting (excluding a person that may vote by proxy) may not count towards the quorum.</p> <p>An employee attending the Audit Committee meeting to represent a Audit Committee member during a period of incapacity or temporary absence without formal acting up status may not count towards the quorum of the meeting.</p> <p>If a member is conflicted on a particular item of business they may not count towards the quorum for that item of business. If a member is conflicted on a particular item they may be excluded from discussion of the item. An employee's status when attending the meeting shall be recorded in the minutes.</p> <p>The Audit Committee may call additional experts to attend meetings on case-by-case basis to inform discussions.</p> <p>Member Practices or others wishing to observe the meeting are welcome to do so.</p>
<p>10. Chair/deputy of a meeting</p>	<p>The named Chair of the Audit Committee shall preside (with a lead role in overseeing key elements of governance and as conflict of interest guardian).</p> <p>The Chair has the responsibility to ensure that the Committee obtains appropriate advice in the exercise of its functions. In the event of the chair of the Audit Committee being unable to attend all or part of the meeting, he or she may nominate a replacement from within the Committee's membership to deputise for that meeting.</p> <p>In the absence of the Chair, another Lay Member may act in this role.</p> <p>The decision of the Clinical GP Chair of the CCG 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.</p>

<p>11. Attendance</p>	<p>The Chief Finance Officer, or designated representative, shall be required to attend all meetings of the Committee.</p> <p>The Head of Corporate Governance, or designated representative, shall be required to attend all meetings of the Committee.</p> <p>The Accountable Officer and other directors shall attend at the request of the Chair of the Audit Committee and particularly when the Committee is discussing areas of risk or operation that are the responsibility of that individual.</p> <p>Appropriate Internal and External Audit representatives shall normally attend meetings. At the specific request of the Chair, the Committee reserves the right to hold meetings with external and/or internal audit. Such meetings may exclude CCG officers.</p> <p>In any instance where the Audit Committee needs to meet for separate business such as approving the Annual Accounts, the lay member for Governance/Audit must be present along with a further designated lay/independent member.</p> <p>At least once a year the Committee should meet privately with the External and Internal Auditors. Representatives from NHS Protect may be invited to attend meetings, and may normally attend at least one meeting each year.</p> <p>Regardless of attendance, external audit, internal audit, local counter fraud and security management (NHS Protect) providers may have full and unrestricted rights of access to the Audit Committee.</p> <p>Any NHS Manager/CCG Clinical Directors may be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that Director.</p> <p>The Accountable Officer would normally be invited to attend and discuss, at least annually with the Committee, the process for assurance that supports the statement on internal control. He or she would also normally attend when the Committee considers the draft internal audit plan and the annual accounts.</p> <p>The Clinical GP Chair of the CCG may also be invited to attend one meeting each year in order to form a view on, and understanding of, the Committee's operations.</p> <p>Those invited to attend are not be entitled to vote.</p>
<p>12. Member conduct</p>	<p>Members of the Audit Committee have a collective responsibility for its operation. They may participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability. They may endeavour to reach a collective view prior to making any decision where authority to do so is delegated.</p>

Conflicts of interest

There must be transparency and clear accountability of the Audit Committee. The Chair asks at the beginning of each meeting, as a standing item, whether any member has conflict of interest to declare about any items being discussed at the meeting in accordance with the CCGs' conflict of interest policy.

If a member has a direct or indirect connection with an issue on the agenda which may impact on their ability to be objective they must declare an interest to the Chair. A decision may then be taken by the Chair as to whether it is appropriate or not for this member to remain involved. All declarations of interest and decisions on participation shall be reported in the minutes.

A register of interests may be completed by all Audit Committee members and updated at least every six months, and may be available on the CCG website for public scrutiny.

If the Chair of the Audit Committee or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see section 8 of this Constitution and Appendix H), that person shall no longer count towards the quorum.

If a quorum is then not available for the discussion and/or the passing of a resolution or decision on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

Confidentiality

To allow this Audit Committee to operate effectively, members need to be able to openly discuss commercial and operational issues and requirements. Members accordingly agree to hold all information obtained in the course of meetings in the strictest of confidence and agree not to disclose any information discussed without first seeking authorisation to do so from the Chair.

All meetings are held in accordance with the CCG's agreed corporate behaviours; Nolan Principles of Public Life; and Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England.

Annual review

It is good practice, at least annually, for the Audit Committee to review its own effectiveness, performance, membership, terms of reference and prepare an annual cycle of business. Any resulting changes to the terms of reference or membership should be ratified by the Governing Body.

<p>13.Meeting arrangements</p>	<p>Each year, the Audit Committee develops a forward plan of planned business aligned to the CCGs’ business cycle and shares this with the Governing Body.</p> <p>The administrative support to the meeting is provided by the Corporate Office.</p> <p>The secretary is responsible for supporting the chair in the management of the committee’s business and for drawing the committee’s attention to best practice, national guidance and other relevant documents, as appropriate.</p> <p>Meetings shall be held at least six times a year (usually bi-monthly) and more frequently (i.e. monthly) when the work plan warrants it. One meeting may be held immediately before the annual financial accounts being presented to the group’s Accountable Officer for approval.</p> <p>There may be no more than 20 weeks between meetings. Members are normally required to attend more than 75% of meetings per annum.</p> <p><u>Before the meeting</u></p> <p>Agenda items are accepted up to 2 weeks in advance of the meeting. Apologies should be sent in advance to determine quorum. The agenda and associated papers are circulated five (5) working days of ahead of the meeting. This is the responsibility of the Corporate Office.</p> <p>In exceptional circumstances and at the discretion of the Chair, papers may be tabled where appropriate. Arrangements to dial-in to the meeting may be made where possible and practical, especially if required to ensure quorum.</p> <p><u>After the meeting</u></p> <p>Minutes of the meeting, action points/log and detail of decisions taken are recorded and produced and circulated within five (5) working days of the meeting to members only. This is the responsibility of the Corporate Office. Where appropriate, excerpts of papers/minutes only may be sent to others who have attended meetings according to the confidentiality of information.</p>				
<p>Document control</p>	<p>These terms of reference are reviewed annually. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the constitution.</p> <p>The Governing Body shall approve and keep under review the terms of reference for the audit committee, which includes information on the membership of the audit committee and is available upon request.</p> <table border="1" data-bbox="456 1962 1426 2033"> <tr> <td data-bbox="456 1962 663 2033">Version (author and</td> <td data-bbox="663 1962 948 2033">Review date (by group/committee)</td> <td data-bbox="948 1962 1190 2033">Date of acceptance,</td> <td data-bbox="1190 1962 1426 2033">Signature (chair) to</td> </tr> </table>	Version (author and	Review date (by group/committee)	Date of acceptance,	Signature (chair) to
Version (author and	Review date (by group/committee)	Date of acceptance,	Signature (chair) to		

date)		approval (and adoption)	confirm acceptance and adoption
0.1	Audit 14.07.16	n/a	
0.2/0.3	Audit 27.07.16	Audit Committee 27.07.16 – recommended to GB.	
0.4	Governing Body 11.08.16	Governing Body 11.08.16	
0.5	Review by Audit Committees 29.03.17, Governing Bodies 11.05.17	29.03.17 Audit Committees in common 11.05.17 Governing Bodies in common	
0.6	n/a – final version post committee reviews	29.03.17 Audit Committees in common 11.05.17 Governing Bodies in common	
0.7	Single Audit Committee virtual 30.05.18		
0.8	Annual Review		

APPENDIX 1 SCHEME OF RESERVATION AND DELEGATION	Policy Area	Decision	Reserved /delegated
	REGULATION AND CONTROL	Review the prime financial policies at least annually, and recommend amendments to the Governing Body	Y
	ANNUAL REPORTS AND ACCOUNTS	Approval of the group's annual report and annual accounts, and report on those accounts to the Governing Body	Y
	OPERATIONAL AND RISK MANAGEMENT	Approve the group's counter fraud and security management arrangements	Y
	OPERATIONAL AND RISK MANAGEMENT	Approval of a comprehensive system of internal control, including budgetary control, that underpin the effective, efficient and economic operation of the group	Y
	OPERATIONAL AND RISK MANAGEMENT	Approve the banking arrangements	Y
	INFORMATION GOVERNANCE	Approval of the arrangements for ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data	Y
	COMMISSIONING AND CONTRACTING FOR CLINICAL SERVICES	Approval of the groups' procurement strategy	Y