

## **BOB CCGs Audit Committees in Common Terms of Reference**

### **1. Purpose of the Committee**

The Audit Committees in Common shall provide assurance and advice to the BOB CCGs Governing Bodies and the BOB CCGs Accountable Officer, on the proper stewardship of resources and assets, including value for money, financial reporting, the effectiveness of audit arrangements (internal and external), risk management, internal control and integrated governance arrangements within the CCG.

### **2. Aims and Objectives**

The role of the Audit Committees in Common is to ensure there are robust systems and processes in place to enable adequate reporting of information to the Governing Bodies to provide assurance:

- That business is conducted in accordance with the law and proper standards
- Public money is safeguarded and properly accounted for
- 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
- Affairs are managed to secure economic, efficient and effective use of resources
- Effectiveness of audit arrangements
- Reasonable steps are taken to prevent and detect fraud and other irregularities
- The Audit Committees in Common shall on a regular basis examine and assess supplier spend by tender to ensure processes are being followed.

### **3. Integrated Governance, Risk Management and Internal Control**

The Audit Committees in Common will review the adequacy of:

- The establishment and maintenance of effective systems of governance, risk management and internal control, across the whole of the BOB CCG's activities that support the achievement of organisational objectives
- Processes and strategies to ensure the management of financial business risk.
- All risk and control related disclosure statements (in particular the Annual Governance Statement) together with the accompanying Head of Internal Audit Opinion and Report, External Audit Opinion or other appropriate independent assurances prior to endorsement by the BOB CCG's Governing Bodies
- 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 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 BOB CCGs Governing Bodies
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification
- 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 Authority.

- Satisfying itself on arrangements in place for countering fraud and outcomes of counter fraud work and approving the counter fraud work programme
  - The Committee should be advised as soon as possible of any instances discovered of fraud or financial misdemeanour notified to the CCG
- Ensure that the group has arrangements in place to work effectively with NHS Protect
- In carrying out this work the Audit Committees in Common will primarily utilise the work of Internal Audit, External Audit, Local Counter Fraud Service and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from the BOB CCGs' operational leadership team, GP Member Practices and BOB CCGs' Officers as appropriate, concentrating on the over-arching systems of integrated governance, the management of risk and internal control, together with indicators of their effectiveness. It may also request specific reports from individual functions within the BOB CCGs as they may be appropriate to the overall arrangement. This will be evidenced through the Audit Committees' in Common use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

The Audit Committees in Common hold the overall responsibility (as delegated from the BOB CCGs Governing Bodies) for monitoring the organisations' governance, risk management and internal control systems. As such, all other sub-committees of the BOB CCGs Governing Bodies will be asked to provide assurance to the Audit Committees in Common as required.

In particular, the Audit Committees in Common will review the adequacy and effectiveness of:

- The processes and systems in place, including the Constitutions, to ensure that all Committees can discharge their responsibilities
- The processes and controls, including, Prime Financial policies (Standing Financial Instructions) and Scheme of Delegation of Authority (and Reservation of Powers), to ensure the effective management of financial business risk
- Any changes to the above
- The Corporate Risk register and the Assurance Framework and related risk action plans, ensuring that risks are appropriately prioritised and adequately controlled and mitigated, and those high and extreme risks are communicated to the BOB CCGs Governing Bodies
- All risk and control related disclosure statements (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the BOB CCGs
- The underlying assurance processes that indicate the degree of achievement of the BOB CCGs' objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification
- Information governance systems and internal control environment
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by NHS Protect
- Any joint committee, co-commissioning and contracted-out services, their processes, controls and policies on the same basis as for the BOB CCGs
- Any information technology and business intelligence processes, controls and policies provided by or to the BOB CCGs.

Any governance arrangement to support the Integrated Care System or system wide working.

#### **4. Internal Audit**

The Audit Committees in Common shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Committees in Common, the BOB CCGs Accountable Officer and the BOB CCGs Governing Bodies. This will be achieved by:

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal
- Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework
- Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the BOB CCGs
- An annual review of the effectiveness of internal audit
- Ensure an appropriate relationship with internal auditors is maintained.

#### **5. External Audit**

The Audit Committees in Common will appoint an External Auditor in line with requirements of the Local Audit and Accountability Act 2014 for their respective organisations and shall review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Consideration of the performance of the external auditors, as far as the rules governing the appointment permit
- Discussion and agreement with the external auditors, before audits commence, on the nature and scope of the audits as set out in the annual plan for each organisation, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy
- Discussion with the relevant external auditors of their local evaluation of audit risks and assessment of each CCG and associated impact on the audit fee
- Approval of audit fee after taking into consideration the factors above
- Review of all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the BOB CCGs and any work undertaken outside the annual audit plan, together with the appropriateness of management responses
- Ensure an appropriate relationship with external auditors is maintained.

#### **6. Other Assurance Functions**

The Committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the BOB CCGs. These will include, but will not be limited to, any reviews by Department of Health and Social Care 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).

The Audit Committees in Common will review its own performance, membership and terms of reference as required but at least annually and make proposals for any changes to the BOB CCGs' Governing Bodies and notified to the Council of Members. The Terms of Reference will be approved by the BOB CCGs' Governing Bodies as part of their Constitution approval.

## **7. Financial Reporting**

The role of the Audit Committees in Common is to ensure there are robust systems and processes in place to enable adequate reporting of information to the Governing Bodies to provide assurance.

The Audit Committees in Common shall ensure that the systems for financial reporting to the BOB CCGs, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the BOB CCGs.

The Audit Committees in Common shall review the annual report and financial statements before submission to the BOB CCGs Governing Bodies and the BOB CCGs External Auditors, focusing particularly on:

- The wording in the governance statement and other disclosures relevant to the terms of reference of the Audit Committees in Common
- Changes in, and compliance with, accounting policies, practices and estimation techniques
- Unadjusted mis-statements in the financial statements
- Significant judgements in preparing of the financial statements
- Significant adjustments resulting from the audit
- The assumptions underlying the Management Assessment of Going Concern
- Letter of representation
- Letter to management from auditors and management's response.
- Qualitative aspects of financial reporting.

## **8. Write Offs, Losses and Special Payments**

Any write offs above the limit (£1,000) in the Standing Financial Instructions will need the approval of the Audit Committees in Common and are reported to the BOB CCGs Governing Bodies via the Audit Committees in Common minutes.

## **9. Procurement Policy Compliance (Tender Waiver)**

The Audit Committees in Common will monitor compliance with the BOB CCGs' Procurement Policies through the quarterly reporting of the use of single tender action waivers. Ratification of single tender waivers shall be made by the BOB CCGs Governing Bodies.

## **10. Management**

The Audit Committees in Common shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

The Audit Committees in Common may also request specific reports from individual functions within the BOB CCGs as they may be appropriate to the overall arrangements.

## **11.Membership**

The Audit Committees in Common shall be appointed by the BOB CCGs as set out in the BOB CCGs' Constitutions and may include independent appointments who are not on the Governing Bodies of the BOB CCGs.

The Audit Committees in Common will nominate a convenor for the meetings who will be one of the current Audit Committee Chairs who are the BOB CCGs' lay members with the lead role in governance. The Audit Committees in Common will decide whether the convenor is selected for each meeting or the role undertaken on a rota basis.

Only members of the BOB CCGs Audit Committees have the right to attend Audit Committees in Common meetings. However, the following officers of the BOB CCGs and external representatives are expected to be in attendance at the Audit Committees in Common: the Director of Finance/Chief Finance Office and the Director of Governance/appropriate governance lead. In addition an appropriate representative from Internal Audit and a representative from External Audit shall normally attend meetings. Officers may send a designated deputy if they cannot attend in person.

Any other member of the BOB CCGs management and relevant external advisers may be invited to attend as and when appropriate and necessary, particularly when the Audit Committees in Common is discussing particular areas of risk or operation.

At least once a year each BOB CCGs Audit Committee reserves the right to meet privately with its external and internal auditors.

Regardless of attendance, external audit, internal audit, local counter fraud and security management providers will have full and unrestricted rights of access to the BOB CCGs Audit Committees.

The BOB CCGs Accountable Officer should be invited to attend the meeting to sign off the annual accounts and reports.

The Clinical Chairs of the BOB CCGs Governing Bodies shall also be invited to attend one meeting each year in order to form a view on, and understanding of, the Audit Committees' in Common operations.

The Audit Committees in Common has a standing invitation to any members of the BOB CCGs Governing Bodies to attend the Audit Committees in Common subject to any conflicts of interest.

## **12.Quorum**

A quorum shall be at least two Committee members from each of the BOB CCGs (one of whom should be a qualified accountant). A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Attendance may be in person or via videoconferencing.

If the meeting becomes inquorate, the meeting shall either be suspended or decisions adjourned to another date, including virtual agreement by email correspondence. 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

At all times the Audit Committees will seek to reach a consensus; for any items requiring a formal vote each member will have a single vote and a simple majority carrying the motion with the Committee Chairs having a second, casting vote in the event of a tie.

### **13. Accountability and Reporting Arrangements**

This Audit Committee is formally accountable to the BOB CCGs Governing Bodies as one of its committees.

Agreed minutes of the Audit Committees in Common meetings are sent to the BOB CCGs Governing Bodies for information.

The BOB CCGs Governing Bodies will receive the minutes of Audit Committees in Common meetings and will also receive an annual report on the effectiveness of the Audit Committees in Common work.

### **14. Meeting Arrangements**

The Audit Committees in Common shall meet not less than four times each year and otherwise as required. Meetings shall be called by the meeting administrator at the request of the any of the BOB CCGs' Audit Committee Chairs at not less than five working days' notice. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary and this may be called at shorter notice than stated above. One meeting will be held immediately before the annual financial accounts being presented to the CCG Accountable Officer for approval.

Each year, the Audit Committee develops a forward plan of planned business aligned to the BOB CCGs' business cycle and shares this with the BOB CCGs Governing Bodies. The BOB CCGs shall appoint a Secretary who shall be responsible for supporting the Audit Committee Chairs, meeting Convenor and Director Single Point of Contact in the management of the Audit Committees' in Common business. The agenda and papers will be provided to committee members at least ten (10) working days before the meeting

Apologies should be sent in advance to determine quorum.

In exceptional circumstances and at the discretion of the Convenor, papers may be tabled where appropriate.

Minutes of the meeting, action points/log and detail of decisions taken are recorded and produced and circulated within ten (10) working days of the meeting.

### **15. Decision Making and Delegated Authority**

The Audit Committees in Common has delegated authority to take decisions in accordance with standing orders and schemes of delegation. The Audit Committees in Common works

on the basis that decisions are made by consensus wherever possible. Where this is not possible, a vote may be taken as detailed in 12 above.

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 (see Conflicts of Interest Policy).

The Audit Committees in Common is authorised to seek any information it requires from any employee of the BOB CCGs and all employees of the BOB CCGs are directed to cooperate with any request made by the Audit Committees in Common. The Audit Committees in Common 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.

Unless the Convenor declares otherwise during the course of a meeting, no 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. If a decision were taken by the BOB CCGs Governing Bodies to suspend standing orders, a separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committees in Common for review of the reasonableness of the decision to suspend standing orders.

## **16. Responsibilities of Members**

In addition to contributing to the delivery of the responsibilities outlined above individual members of the Committee are responsible for declaring and managing conflicts of interests. Members also have a corporate responsibility to recognise and respect boundaries and ensure that information received by virtue of being a Committee member is managed appropriately within those boundaries.

Members of the Audit Committees in Common through the report to the BOB CCGs Governing Bodies are also responsible for:

- Providing clear feedback to the BOB CCGs Governing Bodies
- Providing clear input and feedback to the Audit Committees in Common from the respective BOB CCGs Governing Bodies
- Ensuring that the BOB CCGs are adequately represented on and actively engaged with developing the recommendations and decisions of the Audit Committees in Common.

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 Convenor. A decision may then be taken by the Convenor 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.

To allow the Audit Committees in Common 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 relevant Audit Committee Chair.

All meetings are held in accordance with the BOB 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.

It is good practice, at least annually, for the Audit Committees in Common 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 BOB CCGs Governing Bodies.

August 2021



## **FINANCE COMMITTEE**

### **Terms of Reference**

#### **1 Remit**

- 1.1 The Finance Committee shall scrutinise and make recommendations on the Financial Plan and Budget of the CCG and its alignment to strategy.
- 1.2 The Finance Committee shall monitor the CCG financial performance, policies, delivery, and value for money under the financial plan, directing remedial actions and risk management/mitigation activity where required.
- 1.3 The Finance Committee shall provide a performance framework which proactively manages the CCG's Financial, Performance and Quality Innovation, Productivity and Prevention (QIPP) agenda.
- 1.4 The Finance Committee shall hold to account the executive team of the CCG for their respective areas of responsibility and require full delivery plans as it deems appropriate.
- 1.5 The key duties of the Finance Committee are as set out in clauses 2.2 and 2.3 below.

#### **2 Financial**

- 2.1 To review the draft of the three-year financial plan and budget and their value for money and to make recommendation thereon to the Board.
- 2.2 To review the QIPP/savings plans produced to manage CCG's identified financial risk within the financial plan and make recommendations thereon to the Board.
- 2.3 To review and approve individual business cases for investment and disinvestment within the limits of the scheme of delegation.
- 2.4 To regularly review financial performance against plan and budget and to receive a detailed report of the financial position and progress towards meeting the targets within CCG's financial plan including value for money.
- 2.5 To review CCG's arrangements and response to financial risk management.
- 2.6 To monitor the implementation of QIPP schemes. Receiving updates on both the financial and activity performance of each scheme and directing remedial action where required.
- 2.7 To monitor achievement against CCG incentive schemes. Receive a report of the actual and forecast performance to inform the achievement of incentive schemes.

- 2.8 To review business case for investments/transformation and service change schemes and to monitor finances, activity, and delivery against key performance indicators for each scheme.
- 2.9 To review changes to the financial plan and the letting of contracts/orders within the limits set by the scheme of delegation.
- 2.10 To identify and allocate resources where appropriate to improve performance.
- 2.11 In approving any QIPP, investment/disinvestment schemes and business cases the Committee will always have regard to the findings and recommendations of the Quality Committee in respect of the assessed impact on patient and service safety and quality.
- 2.12 To monitor the CCG co-commissioning and S.75 of the National Health Service Act 2000 contracts and performance under such contracts together with the strategic approach to commissioning, procurement, and contract development.

### **3 Management**

- 3.1 The Finance Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management, internal control, and value for money.
- 3.2 The Finance Committee may also request specific reports from individual functions within CCG as they may be appropriate to the overall arrangements.
- 3.3 The Finance Committee is authorised to approve the following, in line with the CCG scheme of delegation:
  - changes to the approved financial plan between £250k and £1m.
  - authority to let contracts or orders between £500k and £1m.
  - business cases for investment/disinvestment between £250m and £1m (following appropriate assurance from the CCG Quality Committee on patient safety and service quality risks).

### **4 Membership**

- 4.1 Members of the Finance Committee shall be known as (“Financial Committee Members”). Finance Committee Members shall be formally appointed by the Board. The Directors may each send a designated deputy if they cannot attend in person. The Finance Committee shall comprise at least five Board members:
  - two Lay Board Members (including at least one qualified accountant)
  - one Locality Clinical Director
  - the Director of Finance
  - Director of Operations and Deputy Chief Officer

- 4.2 The Lay Board Member (Finance) shall be appointed Finance Committee Chair by the Board. In the absence of the Finance Committee Chair the remaining Finance Committee Members present shall elect one of themselves to chair a meeting of the Finance Committee (the “Finance Committee Meeting”).
- 4.3 Only Finance Committee Members have the right to attend a Finance Committee Meetings.
- 4.4 Any other member of the CCG management and relevant external advisers may be invited to attend as and when appropriate and necessary, particularly when the Finance Committee is discussing areas of risk or operation.
- 4.5 The Chief Executive may attend any Finance Committee meeting but shall attend and discuss, at least annually with the Finance Committee, the process for assurance that supports the financial plan.
- 4.6 The Chair of the Board shall also be invited to attend one Finance Committee Meeting each year in order to form a view on, and understanding of, the Finance Committee’s operations.

## **5 Quorum**

- 5.1 A quorum shall be three members of the Finance Committee including at least one Lay Board Member. If the Finance Committee is not quorate, the Finance Committee Meeting may be postponed at the discretion of the Finance Committee Chair. If the Finance Committee meeting does take place and is not quorate, no decisions shall be made at the Finance Committee meeting and such matters must be deferred until the next quorate Finance Committee Meeting.

## **6 Frequency and Notice of Meetings**

- 6.1 The Finance Committee shall meet not less than four times each year and otherwise as required. Finance Committee Meetings shall be called by the Business Manager at the request of the Finance Committee Chair at not less than five working days’ notice. One Finance Committee Meeting will be held immediately before the financial plan (as incorporated in the operating plan) is submitted to the Board for approval.

## **CCG Executive Committee**

### **Terms of Reference**

#### **1. Introduction**

The CCG Executive (the committee) is established in accordance with Oxfordshire Clinical Commissioning Group's constitution, standing orders and scheme of delegation, as a committee of the CCG Board. 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 clinical commissioning group's constitution and standing orders.

#### **2. Membership**

The members of the CCG Executive, as set out in the Constitution are:

- Chief Executive (Chair)
- Clinical Chair
- 6 Locality Clinical Directors
- Chief Operating Officer
- Director of Finance
- Director of Quality
- Director of Governance
- Interim Director of Transformation

#### **3. Chair**

The Chair of the Executive Committee will usually be the CEO, his/her deputy, or a Director on rotation.

#### **4. Meeting Arrangements**

Each year, the Executive Committee will develop a forward plan of planned business aligned to the CCGs' business cycle and share this with the CCG Board.

The Executive Committee will normally meet monthly.

The administrative support to the meeting will be provided by the Business Manager

Before the meeting Agenda items will be accepted up to two weeks in advance of the meeting. Apologies should be sent in advance to determine quorum.

The agenda and associated papers will be circulated five working days ahead of the meeting. This is the responsibility of the Chair and the Business Manager.

Arrangements to dial-in to the meeting will be made where possible and practical, especially if required to ensure quorum.

Standing items every meeting, other than declarations of interest, will be:

- Corporate business – reports from other committees of the CCG Board
- Review of new risks as is deemed required
- Minutes from Executive Committee's sub-committees
- Escalations to the CCG Board

Standing items at frequencies as outlined in the supporting work plan are:

- Programme Board Highlight Reports
- Locality Transformation Highlight Reports
- Setting strategy, Integrated Care System (ICS)/STP working, organizational development, adjusting programme frameworks as required
- Corporate Risk Register

After the meeting

- 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 the Business Manager.
- Where appropriate, excerpts of papers/minutes only will be sent to others who have attended meetings according to the confidentiality of information.
- Agreed minutes of the Executive Committee will be sent to the CCG Board for information, and topics for reporting to the CCG Board agreed at the meeting (prior to the issue of accepted minutes) will be released to the CCG Board as soon as possible after the meeting for urgent or significant matters.
- Each year, the Executive Committee will undertake an evaluation of its performance and then develop the next forward plan.

## **5. Quorum**

A quorum shall be at least seven members, four GPs and two other Directors either the Chief Executive or Chief Operating Officer/Deputy Chief Executive. Deputies are able to attend on behalf of members and vote in meetings.

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 meeting to agree whether this can be undertaken virtually with other members.

If a member is conflicted on a particular item of business they will 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, and may be asked to leave the room, both at the discretion of the chair. If this course of action causes the decision to be non-quorate, the matter may be escalated to the CCG Board. Papers for a particular item may be withheld from members who are conflicted for that item.

Locality Clinical Directors shall ensure that all meetings are attended (either directly or by the Deputy Locality Clinical Director) and views of their Locality are expressed and make clear when a personal view is expressed.

## **6. Purpose of the Executive Committee**

The Executive Committee delivers the remit of the CCG, in line with the Scheme of Delegation.

The Executive Committee will make recommendations to the CCG Board on strategy and commissioning plans and take day to day decisions on performance management and risk management to provide robust assurance to the CCG Board. The CCG Executive will support the Chief Executive to ensure that OCCG fulfils its duties to exercise its functions effectively, efficiently and economically thus ensuring improvement in the quality of services and the health of the local population. The duties of the CCG Executive will be driven by the priorities of the Clinical Commissioning Group and will be flexible to new and emerging priorities.

In particular on behalf of the Board the CCG Executive will:

- Monitor and manage delivery of the CCG plan
- Maintain oversight of the performance of main providers
- Maintain oversight of the CCG financial position
- Provide assurance to the Board on the management of procurement processes
- Ensure the CCG has access to the capacity and capability it needs to deliver its functions. This will include the management of the contract for commissioning support services
- Be responsible for ensuring that both the Risk Register and Assurance Framework remain current with sufficient controls to manage effectively.

## **7. Aim/objectives**

- To be forward looking, creative in setting strategy, encouraging innovation and driving results through a clinically led culture
- To have well developed commissioning plans that take account of local people's views, health inequalities, equality and diversity, and the needs of carers and those in the armed forces
- To be effectively leading and ensuring delivery of locality and provider performance in accordance with the NHS Constitution
- To provide robust assurance to the CCG Board

## **8. Specific duties and responsibilities**

The Executive Committee will ensure that programmes are in line with statutory functions and duties, and that the CCGs' strategy, operational plan and commissioning intentions are on target to deliver in order to provide robust assurance to the CCG Board.

As a clinically led commissioning organisation, the CCGs' purpose is to spend the money allocated as wisely as possible whilst improving quality and experience of care and ensuring achievement of superior health outcomes for all members of its communities.

This will be achieved by being responsive, productive and caring at the same time as creating a financially stable and sustainable organisation. It is the responsibility of the Executive Committee to deliver on this for patients and member practices.

## **9. Accountability & Reporting Arrangements**

The Executive Committee is formally accountable to the CCG Board as one of its committees and put together an annual report submitted to Board. The CCG Board

will approve and keep under review the Terms of Reference for the Executive Committee.

#### **10. Decision making and delegated authority**

The Executive Committee has delegated authority to take decisions in accordance with the standing orders and schemes of delegation as well to delegate to sub-committees.

The Executive 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 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.

#### **11. Member conduct**

Members of the Executive 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.

##### **Conflicts of interest**

There must be transparency and clear accountability of the Executive Committee. The Chair will ask at the beginning of each meeting, as a standing item, whether any member or other invitee 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 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.

A register of interests will be completed by all Executive Committee members and updated at least annually, and will be available on the CCG website for public scrutiny.

##### **Confidentiality**

To allow this Executive 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.

#### **12. Document Control**

These terms of reference will be reviewed annually.

The CCG Board approves and keeps under review the terms of reference for the Executive Committee, which includes information on the membership of the Executive Committee.

Version Review	Date of acceptance	Summary of changes	Review date
V01	26 June 2018	CCG Executive is a committee of the CCG Board	June 2019



## Terms of reference

### NHS Buckinghamshire, Oxfordshire and Berkshire West CCGs Primary Care Commissioning Committees in Common

#### Introduction

- Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary **medical** care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.
- In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions to these Terms of Reference to **NHS Buckinghamshire, Oxfordshire and Berkshire West (BOB)** CCGs.
- The CCGs have each established a Primary Care Commissioning Committee and will hold meetings in common ("Committees"). The Committees will function as corporate decision-making bodies for the management of the delegated functions and the exercise of the delegated powers.
- The three committees have a common membership comprising representatives of the following organisations:
  - NHS Buckinghamshire CCG
  - NHS Oxfordshire CCG
  - NHS Berkshire West CCG

#### Statutory Framework

- NHS England has delegated to each CCG the authority to exercise the primary care commissioning functions set out in the delegation agreements in accordance with section 13Z of the NHS Act.
- Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board and the CCGs
- Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCGs acknowledge that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:
  - a) Management of conflicts of interest (section 14O);
  - b) Duty to promote the NHS Constitution (section 14P);
  - c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);

- d) Duty as to improvement in quality of services (section 14R);
  - e) Duty in relation to quality of primary medical services (section 14S);
  - f) Duties as to reducing inequalities (section 14T);
  - g) Duty to promote the involvement of each patient (section 14U);
  - h) Duty as to patient choice (section 14V);
  - i) Duty as to promoting integration (section 14Z1);
  - j) Public involvement and consultation (section 14Z2).
- The CCGs will also need to specifically, in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act
  - Each Committee is established as a committee of the **Governing Body** of each named CCG. Individual agreements should include appropriate provisions consistent with overriding governance arrangements in accordance with Schedule 1A of the “NHS Act”.
  - The members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

### Role of the Committees

- The Committees have been established in accordance with the above statutory provisions to enable the members to make decisions on the review, planning and procurement of primary care services in **Buckinghamshire, Oxfordshire and Berkshire West**, under delegated authority from NHS England.
- In performing their roles the Committees will exercise their management of the functions in accordance with the agreement entered into between NHS England and NHS Buckinghamshire, Oxfordshire and Berkshire West CCGs, which will sit alongside the delegation and terms of reference.
- The functions of the Committees are undertaken in the context of a desire to promote increased co-commissioning to increase quality, efficiency, productivity and value for money and to remove administrative barriers.
- The role of the Committees shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act.
- This includes the following:
  - a) GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, contract variations, taking contractual action such as issuing bench/remedial notices, and removing a contract);

Newly designed enhanced services (Enhanced Services including Directed enhanced Services and Newly designed locally Commissioned Services and

**Buckinghamshire**

**Oxfordshire**

**Berkshire West**

Clinical Commissioning Group

Clinical Commissioning Group

Clinical Commissioning Group

- b) Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
  - c) Decision making on whether to establish new GP practices in an area;
  - d) Approving practice mergers; and
  - e) Making decisions on 'discretionary' payment (e.g., returner/retainer schemes).
- The CCGs will also carry out the following activities:
  - a) To plan, including needs assessment, primary [medical] care services across the Buckinghamshire, Oxfordshire and Berkshire West (BOB) area
  - b) To undertake reviews of primary [medical] care services across BOB;
  - c) To co-ordinate a common approach to the commissioning of primary care services generally;
  - d) To manage the delegated budget for commissioning of primary [medical] care services across the ICS.
- The Committees will also hold workshops from time to time on matters associated with its duties.

### Geographical Coverage

- The Committees will comprise the **Buckinghamshire, Oxfordshire and Berkshire West** CCGs

### Membership

- Each Committee shall consist of:

#### Voting members:

One lay member from each place  
 One executive member from each place –to include the accountable director for primary care and one Chief Finance Officer  
 Clinical Chairs x3  
 CCGs AO  
 CCG GP lead from each place x3 (to include quality input)

#### In attendance

CCG Head of Primary Care x 3  
 Healthwatch representatives from each area  
 Health and Wellbeing Board representative  
 LMC representative x3  
 Finance Lead x1  
 NHS England representative

- The Chair and Vice Chair of the Committees shall be one of the three lay members.

- Members of the Committees have a collective responsibility for the operation. The voting members shall nominate a deputy if they are not able to attend a meeting to ensure quoracy at all times.
- Committees. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

### Meetings and Voting

- The Committees will operate in accordance with the CCGs' Standing Orders. The Secretary to the Committees will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than seven days before the date of the meeting. When the Chair of the Committee deems it necessary in light of urgent circumstances to call a meeting either in person or virtually at short notice, the notice period shall be such as s/he shall specify.
- Each member of the Committees shall have one vote. Each voting member will be a member of each of the three place Committees. The Committees shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committees will be to achieve consensus decision-making wherever possible. There will also be members in attendance who will support the committees
- The Committees shall have a Lay/Executive majority at all times. The quorum shall be a minimum of six members to include
  - one Lay member, one CCG officer and one clinician.
  - at least two voting members from each CCG.
- The Committees may call additional experts to attend meetings on an ad hoc basis to inform discussions.
- Members of the Committees shall respect confidentiality requirements as set out in the CCGs' **Constitution or Standing Orders**.

### Frequency of meetings

- The Committees will meet on a quarterly basis either in person or virtually as agreed with the Chair.
- Meetings of the Committees shall:
  - a) be held in public, subject to the application of 23(b);
  - b) the Committees may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as

amended or succeeded from time to time.

The Committees will present their minutes to **South East Regional team** of NHEngland and the governing bodies of **Buckinghamshire, Oxfordshire and Berkshire West** CCGs each quarter for information.

- The CCGs will also comply with any reporting requirements set out in the constitutions.
- It is envisaged that these Terms of Reference will be reviewed from time to time, reflecting experience of the Committee in fulfilling its functions. NHS England may also issue revised model terms of reference from time to time.

### **Accountability of the Committee**

- The Committees are established in line with the terms of delegation and in line with the constitutions of the three CCGs.
- There may be incidents where the decision only affects one CCG, however as all voting members are members of all CCG Primary Care Commissioning Committees all will be able to partake in any vote.
- The Committees may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the agreement entered into between NHS England and whichever is the relevant CCG – Buckinghamshire, Oxfordshire or Berkshire West CCG, are recorded in a scheme of delegation, are governed by appropriate terms of reference and reflect appropriate arrangements for the management of conflicts of interest.
- The Committees will have oversight of all its subcommittees which will include the place based primary care operational groups (PCOG). The Committees will be responsible for approving terms of reference of all subcommittees
- The Committees will produce an annual report each year.
- The Committees will oversee the delegated co-commissioning budgets of each of the three CCGs. This will be a standing agenda item.

The Committees will maintain oversight of all Primary care estates developments but where there is budgetary implications then, in line with the scheme(s) of delegation, business cases will need to be approved by the Finance Committees in Common first

- For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders of Standing Financial Instructions of any of the members, the Delegation will prevail.

### **Decisions**

- The Committees will make decisions within the bounds of its remit.
- The decisions of the Committees shall be binding on NHS England and **Buckinghamshire, Oxfordshire and Berkshire West** CCGs.

Date: August 2021  
For Review March 2022

# **Oxfordshire Quality Committee**

## **Terms of Reference**

### **1. Introduction**

The Oxfordshire Quality Committee is established in accordance with NHS Oxfordshire Clinical Commissioning Group's (OCCGs) Constitution. These Terms of Reference (ToR) set out the membership, remit, responsibilities and reporting arrangements of the Committee.

### **2. Purpose**

The Quality Committee will form an alliance of commissioners and providers that collaborate to meet the health and social care needs of the Oxfordshire population.

The Committee will agree ambitions, monitor, and collectively drive quality improvement for (NHS commissioned) services delivered to the Oxfordshire population by local health and care providers.

The Committee will develop a culture across the system which encourages and supports continuous service improvement, and which places the client/patient at the centre of all that we do.

The primary purpose of the group is to build strong relationships and a culture of collaboration to jointly oversee progress within the collectively agreed quality priorities for the financial year,

- Clinical effectiveness
- Patient experience
- Patient safety
- Clinical pathway development
- Risks and mitigation
- Address population health with a focus on inequalities

The Committee will discuss, challenge and agree actions to gain assurance regarding quality and patient safety issues as identified through analysis of patient pathways and clinical projects.

The Committee will be responsible for monitoring and reporting on the defined methods of measurement defined by the ICS Quality Dashboard inclusive of national and local priorities. The Committee will ensure there is patient involvement, regulatory compliance and risk management.

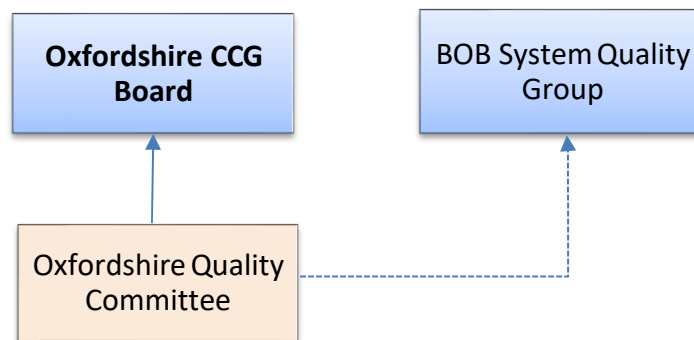
The Committee will receive national audits on the quality and performance of Oxfordshire services.

The Group will ensure that the health and social care bodies within Oxfordshire act as a system. Outcomes and achievements will be understood on a system level. The system will learn and develop as a whole. The Committee will seek to reduce the level of reporting required by providers with a view to minimise duplication within the process.

### 3. Reporting & Accountability

The Quality Committee is formally accountable to the CCG Board as one of its committees and will put together an annual report submitted to Board. In addition, the Quality Committee will feed into the BOB ICS Quality and Surveillance Board.

The Committee will report into the OCCG Board and link to the BOB System Quality Group (SQG).



### 4. Duties

The responsibilities of the Committee are:

- a. To inspire and oversee Quality Improvement initiatives across the Oxfordshire health and social care system.
- b. To gain assurance of the Quality of health delivery and provision and social care and to hold the system, and its partners to account for delivering high quality care in Oxfordshire.
- c. To receive and review shared quality information from across the system and explore any issues or concerns and opportunities for improvements working as a system.
- d. To oversee shared governance processes – e.g. incident investigations, complaints and determine cross organisational learning.
- e. To ensure decisions and developments are made with consideration of the system and from best available evidence and resource.
- f. To ensure the Oxfordshire health and social care system delivers safe, effective and excellent care placing service users and carers at the heart.



- g. To identify, prioritise and manage clinical risk as a system on a continuing basis; to jointly agree and manage any collective risks that will be detailed and reviewed within the ICS Quality Risk Register.
- h. To develop and implement a system quality strategy and priorities.
- i. To ensure compliance with relevant national standards and regulatory requirements.

## **5. Membership**

Chair – Medical Specialist Advisor from OCCG; if the Chair is absent the Committee will nominate a member of the committee to chair the meeting.

- Oxfordshire Clinical Commissioning Group; Deputy Accountable Officer, Clinical Director of Quality, Head of Quality
- Oxfordshire County Council (OCC); representatives with exec/senior responsibility for quality
- Oxford Health NHS Foundation Trust (OHFT); representatives with exec/senior responsibility for quality across all services
- Oxford University Hospitals NHS Foundation Trust (OUHFT); representatives with exec/senior responsibility for quality across all services
- Primary Care – member/s representing each network area
- South Central Ambulance Service NHS Foundation Trust (SCAS) – representatives with exec/senior responsibility for quality

In attendance:

- Healthwatch Oxfordshire representative
- Patient/public member

Members should delegate an appropriately informed substitute to attend on their behalf in the exceptional circumstance that they are unable to attend a meeting.

Others not included in the core membership will be invited to attend for in depth themed discussions.

## **6. Responsibility of Members**

In addition to contributing to the delivery of the purpose and duties outlined above, individual Members of the Committee and those invited to attend the Committee meetings are responsible for declaring their own conflicts of interests.

Management and mitigations will be at the discretion of the Committee Chair, which shall be documented in the meeting minutes.

Confidentiality to be adhered to as deemed appropriate.

**7. Secretarial support**

Secretariat support will be provided by the Clinical Commissioning Group. Papers will be distributed electronically no later than one week prior to the meeting. Minutes will be distributed within ten working days of the meeting

**8. Quorum and voting**

The quorum for the committee will be a minimum of twelve members with at least one member present from each constituent organisation and either Healthwatch representative or the patient/public member.

Deputies should be fully briefed to be able to participate in discussion and given delegated authority for any decision making. Alternatively, where appropriate members' views may be sought by email and reported verbally at the Committee Meeting.

**9. Frequency and notice of meetings**

Meetings will be held on a quarterly basis (circa January, April, June and October).

**10. Review of the Committee**

The membership and terms of reference of the Quality Committee will be reviewed on an annual basis.

Date agreed: 07/04/2022

Review date: April 2023

## **BOB Remuneration and Appointments Committee**

### **Terms of Reference – *Committees in Common***

**Date – April 2020**

*All the wording in 'italics' can be removed when the three statutory organisations are replaced by one.*

*Each CCG will need to adopt these terms of reference - NHS Oxfordshire CCG version*

#### **Constitution**

The Remuneration and Appointments Committee (*formerly the Remuneration Committee and hereafter referred to as the 'the Committee'*) is established in accordance with NHS Oxfordshire Clinical Commissioning Group (CCG) Constitution. These Terms of Reference set out the membership, remit, responsibilities, and reporting arrangements of the Committee and shall have effect as if incorporated into the CCG's Constitution.

The Committee is a non-executive Committee of the Governing Body and has no executive powers other than those specifically delegated in these Terms of Reference.

*The NHS Act 2006, as amended, requires that each CCG has its own remuneration committee. The Committee will continue to be accountable for its own decisions and retains separate Terms of Reference and quoracy arrangements for decision-making purposes.*

*However, the Committee holds its meetings as a 'committees in common' with the Remuneration and Appointment Committees of NHS Buckinghamshire CCG and West Berkshire CCG, with whom CCG shares an Accountable Officer and Executive Team. The Governing Body has agreed that these arrangements support collaborative working, reducing the administrative burden and driving cost efficiency, and are facilitated by close alignment of the Committee workplans.*

*It will hold individual meetings if deemed necessary.*

#### **Purpose**

Independently advise and make recommendations to the CCG Clinical Chair, Governing Body, and Accountable Officer in relation to:

- Senior management: appointments; performance management; remuneration (including terms and conditions); and succession planning
- The determination of remuneration, fees, pension, and allowances payable to all other staff of the CCG

Main duties:

- To approve the process for making senior appointments

- To review and make recommendations on the remuneration of senior management (including terms and conditions), variation to national terms and conditions and arrangements for termination of office
- The determination the remuneration, fees, pension, and allowances payable to all other CCG staff
- Regularly review succession planning policy and the staff development framework – Alignment to organisational objectives
- To recommend any changes to remuneration policy
- Annually, to recommend the level of remuneration of the senior management based on national guidance and where appropriate, individual performance review
- Annually, to review the objectives of the Accountable Officer and senior management team to ensure they are SMART and challenging
- To review the decisions of senior management team on performance in accordance with the national VSM guidance
- To review the decisions of the BOB Clinical Chairs on performance of the Accountable Officer, accordance with national guidance and the local framework agreed
- Annually, to undertake a 360 review of the Chairs and Accountable Officer performance and make recommendations
- Advise on other Human Resource management issues
- Approve non-contractual payments to staff

The review of Lay Members and their terms of service is outside the scope of the Committee. The Clinical Chair will put in place arrangements with the Chair of the Audit Committee and a nominated GP member of the Governing Body for such reviews and report to the Governing Body.

In all their decisions and recommendations, the Committee should also remain aware that each individual NHS organisation is corporately responsible for ensuring that its pay arrangements are appropriate in terms of Equal Pay requirements and other relevant legislation.

### **Membership and Chairing Arrangements**

The Committee shall comprise

- Three Lay Members appointed by the Governing Body of the CCG
- The Chair of the Committee will be a Lay Member who has been nominated for such responsibility by the Governing Body (the Chair of this Committee shall not be nominated the Chair of the Audit Committee)

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Clinical Chair, Accountable Officer, HR lead, Chief Finance Officer and external advisers may be invited to attend for all or part of any meeting as and

when appropriate but they should not be in attendance for discussions about their own remuneration and terms of service.

A nominated officer (Committee Administrator) will attend meetings and record proceedings.

### *Committees in Common*

*For the committees in common to operate within the legal framework, decisions made following discussion by the committees in common, remain the individual responsibility of NHS Buckinghamshire CCG, NHS Oxfordshire CCG and NHS West Berkshire. Therefore, each of the three Chairs will preside over each Committee decision. It must be technically possible for each committee to reach a different decision, although this will be unlikely.*

*To facilitate working as Committees in Common, each of the three Chairs will in rotation, act as 'facilitator' to agree the arrangements, common agendas and papers for each meeting and ensuring that there is only one discussion takes place about each agenda item and each Committee makes its own decision. The meeting 'facilitator' will work closely with the other two Chairs to agree the agenda.*

### **Administration**

The Director responsible for overseeing the administration of the Committee is the CCG's Accountable Officer.

The Committee will also develop a workplan based on the remit and responsibilities of the Committee that prioritise and monitor the delivery of objectives. This workplan will be monitored regularly and formally reviewed on an annual basis.

The Committee will meet at least twice per annum to meet the requirements of its workplan.

Agendas and supporting papers will be circulated no later than five working days in advance of meetings. Any items placed on the agenda will be sent to the Committee Administrator no later than seven working days in advance of the meeting. Items that miss the deadline for inclusion on the agenda may be added on receipt of permission of the Chair (*acting as facilitator for the meeting*).

Minutes will be taken at all meetings and circulated within ten days for review by the Chair *acting as 'facilitator' for that meeting*, before circulation to members of the Committee. The draft minutes will be approved by agreement of the members (by email) and reported to Committee at the next meeting. The approved minutes may be submitted to the Governing Body before they are received by the Committee at the next meeting.

The Chair will present the Committee's minutes to the Governing Body (confidential session) for information and consideration.

The CCG will also comply with any reporting requirements set out in its Constitution.

## **Quorum and Voting Arrangements**

The Committee will be deemed quorate with at least two Lay Members, including the Chair.

Each member of the Committee shall have one vote. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committee will be to achieve consensus decision-making wherever possible.

In the event that quoracy has not been reached (and see 'Declaration of Interest' Section below - if a member is conflicted on a particular agenda item, they will not count toward the quorum for that item of business), then the meeting may proceed 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 next meeting, the matter should be escalated to the Governing Body.

In order to maximise the participation of members and to achieve quoracy, individual members may be deemed to be 'present' via Skype, video conferencing, telephone or other communications technology, which the Chair deems appropriate to enable their full participation in the meeting.

The CCG has a Conflicts of Interest Policy and a Registers of Members' Interests.

## **Conduct and Confidentiality**

The Committee will be expected to conduct itself as an exemplar organisation, working to and in accordance with national guidance, CCGs Standards of Business Conduct and Managing Conflicts of Interests, relevant codes of practice and the seven Nolan Principles of Public Life.

Members have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence, and provide objective expert input to the best of their knowledge and ability. They will endeavour to reach a collective view prior to making any decision where authority to do so is delegated.

At the beginning of each formal meeting, members will be required to declare any personal interest if it relates specifically to an issue under consideration. Any such declaration shall be formally recorded in the minutes for the meeting in accordance with the provisions set out in the CCG's policy. All declared interests will be managed in line with the requirements of CCG's Conflicts of Interest Policy. No member or 'attendee' at the meeting, shall be in attendance or receive papers for any item relating to their own remuneration or terms of service.

The Committee may delegate tasks to such individuals, committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in the scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

To allow the 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 during the meeting in the strictest confidence, as set out in the CCG's Standing Orders.

### **Committee Annual Report**

It is good practice, at least annually, for the Committee to review its own effectiveness, performance, membership, terms of reference and workplan. The Committee will submit an Annual Report to the Governing Body, in accordance with the CCGs annual reporting timetable.

### **Review of Terms of Reference**

These terms of reference will be reviewed annually *by the Committees in Common* and any recommended changes submitted to the CCG Governing Body for approval in accordance with Standing Orders.