

NHS Oxfordshire Clinical Commissioning Group (CCG) Constitution

1. The Name

- 1.1. The name of this clinical commissioning group is the NHS Oxfordshire Clinical Commissioning Group (the “CCG”).

2. The Geographical Area and the Practice Members

- 2.1. The geographical area of the CCG (the “Geographical Area”) is the county of Oxfordshire with the exception of the following lower super output areas (as defined by the Office of National Statistics):

- a) all four lower super output areas (Vale of the White Horse 012A, 012B, 012C and 012D) in the ward of Shrivenham are part of Swindon CCG.
- b) the lower super output area (South Oxfordshire 005A) in the ward of Aston Rowant and all four lower super output areas (South Oxfordshire 005B, 005C, 005D and 005E) in the ward of Chinnor are part of Aylesbury Vale CCG.

- 2.2. The Geographical Area shall include all patients registered with GP practices (the “Practices”) within the County. (Please see Section 9 for further details).

- 2.3. The Practices which comprise the members of the CCG (the “Practice Members”) can be found at Appendix 1. The CCG is responsible for commissioning services for all patients registered with Practice Members and for anyone resident within its Geographical Area who is not registered with a GP (unregistered patients). The Practice Member list can also be found on the CCG website [here](#).

3. The Constitution

- 3.1 The Practice Members of the CCG are responsible for determining the governing arrangements for the CCG which they are required to set out in a constitution.

- 3.2 The CCG’s constitution (the “Constitution”) was adopted by the Practice Members of the CCG (subject to approval from NHS England) on 29 January 2015 and has effect from 14 January 2016, being the date on which it was approved by NHS England. The constitution was revised on 1 April 2016 to include requirements of delegated commissioning. These changes were approved by Practice Members and the Board. It succeeds the Constitution dated 1 April 2013 (as amended from time to time) introduced when NHS Commissioning Board (referred to in this document as “NHS England”) established the CCG. The Constitution is published on the CCG website: www.oxfordshireccg.nhs.uk/aboutus/constitution

- 3.3 This Constitution sets out how the CCG shall fulfil its statutory duties (including but not limited to the commissioning of secondary health and other services) and sets out the primary governance rules for the CCG.

- 3.4 Evidence that the Practice Members have agreed and approved this Constitution can be found [here](#).

4 Statutory Framework

- 4.1 The CCG was established under the Health and Social Care Act 2012 (“the 2012 Act”). It is a statutory body which has the function of commissioning services for the purposes of the health service in England and is treated as an NHS body for the purposes of the National Health Service Act 2006 (“the 2006 Act”). The duties of the CCG to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act, and the regulations made under that provision.
- 4.2 NHS England is responsible for making an annual assessment of the CCG. It has powers to intervene in the CCG where it is satisfied that the CCG is failing or has failed to discharge any of its functions or that there is a significant risk that it shall fail to do so.
- 4.3 This Constitution may be extended or varied by the agreement or consent of the Practice Members as set out in Section 11. The CCG shall then apply to NHS England for approval of such amendments.
- 4.4 The 2012 Act allows for specified circumstances under which NHS England may institute variation of this Constitution other than on application by the CCG.

5 Vision and Mission

The agreed vision and mission for the CCG have been developed through a process of engagement with Practice Members working through their local groups, as set out more particularly at clause 12 (The Localities).

Vision

- 5.1 By working together we shall have a healthier population, with fewer inequalities, and health services that are high quality, cost effective and sustainable.

Mission

- 5.2 We shall work with the people of Oxfordshire and our partners to develop quality health and care services, fit for the future.
- 5.3 Through clinical leadership we shall:
- achieve good health outcomes for us all within the resources available; and
 - balance the needs of you as individuals with the needs of the whole county.
- 5.4 The CCG shall constantly refer back to its vision and mission when making decisions.

6 Transparency and openness

- 6.1 The CCG shall conduct its business in an open and transparent manner. Transparency means that decisions within the organisation are explained. Where there are pressures leading the organisation to have to make difficult decisions clarity will be provided about what those pressures are and what impact we expect the decision shall have.
- 6.2 The public voice shall be able to inform decision making through:
- Practice Patient Participation Groups

- People's Forums in Localities
- Health & Wellbeing Board (H&WBB)
- Healthwatch
- lay Board members of the Board with voting rights
- appointment of patient representatives to relevant committees and working groups; and
- other public engagement undertaken to support the development and implementation of commissioning intentions.

6.3 Key communications issued by the CCG, including the notices of procurements, public consultations, Board meeting dates, times, venues, and certain papers shall be published on the CCG website: www.oxfordshireccg.nhs.uk.

6.4 The CCG may use other means of communication, including circulating information by post, or making information available in venues or services accessible to the public. This Constitution, the annual commissioning plan, annual report and audited accounts shall be published on the CCG website and shall be made available on request.

7 Accountability

7.1 The CCG shall demonstrate its accountability to its Practice Members, local people, stakeholders and NHS England in a number of ways, including by:

- publishing its constitution;
- appointing independent lay Board members and non GP clinicians to its Board;
- holding meetings of its Board in public (except where the group considers that it would not be in the public interest in relation to all or part of a meeting);
- publishing annually a commissioning plan;
- complying with local authority Health Overview and Scrutiny requirements;
- meeting annually in public to publish and present its annual report
- producing annual accounts in respect of each financial year which must be externally audited.
- having a published and clear complaints process;
- complying with the Freedom of Information Act 2000; and
- providing information to the NHS England as required.

8 Statement of Conduct

8.1 The CCG, including members of the governing body ("the Board"), committees and employees, shall abide by principles, values and rights clearly set out in the NHS Constitution to ensure that the NHS in Oxfordshire works fairly and effectively.

8.2 The CCG shall operate in a way which is consistent with the Standards for members of NHS Boards and CCG Governing Bodies in England and the NHS Code of Conduct and Accountability for NHS Boards upholding high standards of confidentiality at all times.

8.3 The CCG shall abide by the seven key principles that guide the NHS in all it does that are included in the NHS Constitution: The NHS belongs to us all (March 2012). These key principles are set out below:

- the NHS provides a comprehensive service, available to all;

- access to NHS services is based on clinical need, not an individual's ability to pay;
- the NHS aspires to the highest standards of excellence and professionalism;
- NHS services must reflect the needs and preferences of patients, their families and their carers;
- the NHS works across organisational boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population;
- the NHS is committed to providing best value for taxpayers' money and the most effective, fair and sustainable use of finite resources; and
- the NHS is accountable to the public, communities and patients that it serves.

8.4 The CCG shall abide by the standards of behaviour published by the Committee on Standards in Public Life (1995), known as the "Nolan Principles", which can be found in full at <http://www.public-standards.gov.uk>. The Nolan Principles are set out below:

- selflessness;
- integrity;
- objectivity;
- accountability;
- openness;
- honesty; and
- leadership.

8.5 The CCG shall, in accordance with section 14L(2)(b) of the 2006 Act, observe "such generally accepted principles of good governance as are relevant to it" in the way it conducts its business. These include:

- the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;
- "The Good Governance Standard for Public Services" from the Independent Commission on Good Governance in Public Services, Office of Public Management (OPM) and The Chartered Institute of Public Finance and Accountability (CIPFA) 2004;
- the Nolan Principles (as set out at 8.4 above);
- the seven key principles of the NHS Constitution (as set out at 8.3 above); and
- the Equality Act 2010.

9 Functions and General Duties

9.1 Functions

- The functions that the group is responsible for exercising are largely set out in the 2006 Act, as amended by the 2012 Act. An outline of these appears in NHS England's "Functions of Clinical Commissioning Groups". They relate to:
 - commissioning certain health services (where NHS England is not under a duty to do so) that meet the reasonable needs of:
 - all people registered with Practice Members, and
 - people who are usually resident within the Geographic Area and are not registered with a Practice Member;

- commissioning emergency care for anyone present in the Geographic Area;
 - paying its employees' remuneration, fees and allowances in accordance with the determinations made by its Board and determining any other terms and conditions of service of the CCG's employees;
 - determining the remuneration and travelling or other allowances of members of its Board.
- In discharging its functions the CCG will:
 - act, when exercising its functions to commission health services, consistently with the discharge by the Secretary of State and NHS England of their duty to promote a comprehensive health service and with the objectives and requirements placed on NHS England through the mandate published by the Secretary of State before the start of each financial year;
 - meet the public sector equality duty; and
 - work in partnership with its local authority(ies) to develop joint strategic needs assessments and joint health and wellbeing strategies.

9.2 General Duties

- In discharging its functions the CCG will:
 - make arrangements to secure public involvement in the planning, development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements;
 - promote awareness of, and act with a view to securing that health services are provided in a way that promotes awareness of, and have regard to the NHS Constitution;
 - act effectively, efficiently and economically;
 - act with a view to securing continuous improvement to the quality of services;
 - assist and support NHS England in relation to its duty to improve the quality of primary medical services;
 - have regard to the need to reduce inequalities;
 - promote the involvement of patients, their carers and representatives in decisions about their healthcare;
 - act with a view to enabling patients to make choices;
 - obtain appropriate advice from persons who, taken together, have a broad range of professional expertise in healthcare and public health;
 - promote innovation;
 - promote research and the use of research;
 - have regard to the need to promote education and training for persons who are employed, or who are considering becoming employed, in an activity which involves or is connected with the provision of services as part of the health service in England so as to assist the Secretary of State for Health in the discharge of his related duty; and
 - act with a view to promoting integration of both health services with other health services and health services with health-related and social care services where the group considers that this would improve the quality of services or reduce inequalities.

9.3 General Financial Duties

- The CCG will perform its functions so as to:

- ensure its expenditure does not exceed the aggregate of its allotments for the financial year;
- ensure its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by NHS England for the financial year;
- take account of any directions issued by NHS England, in respect of specified types of resource use in a financial year, to ensure the group does not exceed an amount specified by NHS England; and
- publish an explanation of how the CCG spent any payment in respect of quality made to it by NHS England.

9.4 Discharge of Functions

- The CCG will discharge its functions under this clause 9 by acting in accordance with this Constitution and, in particular, (i) by the Governing Body discharging its functions (and following the decision-making arrangements) as described in this Constitution (including paragraph 11); (ii) by its Practice Members and Localities carrying out their functions (and following the decision-making arrangements) as described in this Constitution and in the scheme of reservation and delegation; and (iii) by the Committees carrying out their functions (and following the decision-making arrangements) as described in this Constitution and in their respective terms of reference.

10 The Practice Members: Organisation

10.1 Rights, Assets and Liabilities of Practice Members

- The CCG, as a statutory body established under the 2012 Act, is a separate legal person from its Practice Members, and all property, assets and liabilities of the CCG are distinct and separate from those of Practice Members. Any rights, assets and liabilities of Practice Members, in their capacity as general practices, are distinct from those of the CCG. This provision is without prejudice to any statutory obligations of the CCG and the Practice Members.

10.2 Qualification of Practice Members

- Practices that are providers of primary medical services to a registered list of patients in Oxfordshire under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract shall be eligible to be Practice Members. GP practices based outside the Oxfordshire boundary can be Practice Members provided a significant proportion of their registered population lives within the Oxfordshire boundary and they are contiguous (leave no gaps in population coverage) with the other Practice Members.
- The CCG consists of Practice Members, all of whom hold contracts for the provision of primary medical services.
- The only ground on which the CCG would terminate the membership of an individual Practice Member is when the Practice Member ceases to hold a contract for the provision of primary medical services.

- In the event a Practice Member wishes to leave the CCG, the matter shall be referred to NHS England.
- If a new Practice is established within the Geographical Area and holds a contract for primary care services it shall be invited to become a Practice Member of the CCG.
- The Practice Members of the CCG are entirely contained within the county of Oxfordshire. However, the CCG is responsible for persons who are provided with primary medical services by a Practice Member and these registered patients shall not necessarily live in the Geographical Area.
- The CCG is responsible for persons who usually reside in the CCG's Geographical Area and who are not provided with primary medical services by a Practice Member of any CCG (i.e. unregistered patients).

11 The Practice Members: Powers and Authority

11.1 Member Representatives

- Each Practice Member shall appoint a GP representative (a "Member Representative"). Such appointment can be changed at any time by the Practice Member but shall be notified to the CCG's business manager (the "Business Manager") promptly in writing.
- Member Representatives will attend meetings with other Member Representatives ("Member Meetings") where they will represent their Practice's views and act on behalf of the Practice in matters relating to the CCG.
- A GP or other employee of the Practice Member who holds a position on the Board should not be the Member Representative unless agreed with the Board.

11.2 Member Meetings

- The Practice Members shall meet through their Member Representatives at not less than one Member Meeting per annum as called by the clinical chair of the CCG (the "Chair").
- The Member Meeting to be held in May or June each year, shall be to adopt the Annual Report and Audited Accounts of the CCG and shall be known as the "Annual General Meeting".
- Member Meetings shall conduct such other business as may be agreed by the Locality Clinical Directors (as defined at clause 11.3) with the CCG Chair (or the Vice-Chair, as defined at clause 13.3.1) in order to inform the business of the CCG going forward within the legislative and regulatory requirements of the NHS.
- Notice of the date of each Member Meeting, giving details of the intended business of the forthcoming Member Meeting, shall be given to the Practice Members not less than 21 days prior to the Member Meeting being held.
- Any votes conducted at Member Meetings shall be by simple majority of Representatives present and in the event of a tie the Chair (or the Vice-Chair) shall have the casting vote.

- The quorum of such meetings at which a vote may be taken shall be not less than 50% of Member Representatives.
- If it is not possible to complete the business of the Member Meeting in the allotted time or a quorum for a vote is not present, the Chair may adjourn the Member Meeting to such other date and time as the Chair (or in his stead the Vice-Chair) shall reasonably decide.
- Additional Member Meetings may be called by the Chair (or Vice-Chair) or where 60% of the Member Representatives petition the Board stating the business they would like addressed at an all Member Meeting.

11.3 **Written resolutions of the Practice Members**

- A written resolution may be proposed by the Chair.
- A proposed written resolution of the Practice Members is adopted when at least 60% of all the Member Representatives who would have been entitled to vote on the resolution at a Member Meeting have indicated their decision and a majority have signed in favour on one or more copies of it.
- These copies can be made by electronic means. No signature is necessary if electronic means are used, subject to any terms and conditions the Board decides.
- Once a written resolution of the Practice Members has been adopted, it must be treated and recorded as if it had been a decision taken at a Member Meeting in accordance with the Constitution.

11.4 **Special Matters reserved to Practice Members**

- It is envisaged that there are some issues which shall require a vote of Practice Members in a Members Meeting or by written resolution. When this is deemed to be necessary it shall be clearly stated, recorded and the processes as set out in this clause 11 shall apply. This includes, but is not restricted to:
 - decision to ratify constitution or to make substantive changes to it;
 - decision about changes to the Practice Members of the CCG; and
 - decision for appointment or dismissal of the Chair (which is a matter in respect of which a decision shall be taken in accordance with the Standing Orders of the CCG).

12 **The Localities: Organisation and Authority**

12.1 The large number of Practice Members has necessitated (with the agreement of Practice Members) the creation of local geographical groupings (“Localities”) of Practice Members in order to ensure more effective involvement and communication.

12.2 The CCG consists of six Localities:

- North East Oxfordshire Locality
- North Oxfordshire Locality
- Oxford City Locality
- South East Oxfordshire Locality
- South West Oxfordshire Locality

- West Oxfordshire Locality.

12.3 Each Locality shall have a designated clinical director (the “Locality Clinical Director”). The following process shall be followed to determine which Locality a new Practice should be part of:

- If the Practice is clearly within the geographical area of a Locality it shall be invited to be a Practice Member of that Locality.
- If the practice is at the boundaries of two or more Localities the relevant Locality Clinical Directors shall meet with the new Practice to agree best fit.

12.4 All Practice Members are required to be part of a Locality and the agreed Practice Members for each Locality is set out in the Practice Member List and also available on the CCG website [here](#). A Practice is not able to change Localities. If there are difficulties with engagement the Chair shall work with the relevant Locality Clinical Director to resolve these.

12.5 The six Localities are the link with the Practice Members and are committees of the Board. The areas delegated to the Localities shall be in the scheme of delegation as set out on the CCG website [here](#).

12.6 The individual Localities have developed local operating models including practice membership, constituencies, appointment of locality clinical leadership team and decision making which are detailed in the individual Locality constitutions as set out on the CCG website: www.oxfordshireccg.nhs.uk These shall be consistent with the overall Constitution and the CCG standing orders and prime financial policies,

12.7 The arrangements for Localities to make decisions or come to a view to present at the Board are included in their constitutions. In summary the arrangements are:

- **North East Oxfordshire Locality** – weighted voting, splitting of practice population not allowed. Meetings are quorate if 70% of the Member Representatives are present and major decisions may be made if the Member Representatives in attendance are unanimous. If there is disagreement then the electronic weighted voting system shall be used and decisions are carried if 70% of Member Representatives vote in favour.
- **North Oxfordshire Locality** – seek consensus but where a vote is required this is carried by a simple majority. The number of votes per Practice is determined by practice list size (1 vote if List Size <5000 patients; 2 votes if List Size 5001 – 10000 patients and 3 votes if List Size >10001). A vote is binding if 10 of the 12 Practice Members are represented.
- **Oxford City Locality** – seek consensus but where vote required it is weighted by practice population size. Decision is binding if 50% of the population is represented by participating Member Representatives.
- **South East Oxfordshire Locality** - seek consensus but where vote required it is weighted as one vote per Practice Member. A decision will be binding if at least 50% of the locality population is represented by the Member Representatives present.

- **South West Oxfordshire Locality** – seek to agree by consensus with a capitation voting system by practice but with limits on individual share of total vote. Practice vote not to be split except in agreed circumstances. 11 voting Member Representatives to be present to be quorate.
 - **West Oxfordshire Locality** – one practice one vote, simple majority of Member Representatives present based on quorum of two thirds.
- 12.8 The localities shall report on performance against delegated responsibilities to the Board. These reports shall be included in Board papers which are available to the public at www.oxfordshireccg.nhs.uk/about-us/occg-board-meetings

13 Locality Clinical Directors

- 13.1 Each Locality shall appoint a locality clinical director (and, in their stead, a deputy) to represent the Locality on the Board in accordance with their respective constitutions, being a “Locality Clinical Director” or “Deputy Locality Clinical Director”.
- 13.2 Locality Clinical Directors have an active role in the management and operation of the CCG. They are members of the Board (as defined below in section 13) and must bring their unique understanding of the Practice Members to the discussion and decision making of the Board.
- 13.3 Locality Clinical Directors shall ensure that all Board 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.
- 13.4 Locality Clinical Directors have a role that is broader than representing their Locality and shall be leading activities that shall require them to present proposals and make recommendations on behalf of Oxfordshire. In doing this they shall need to consider the views of all localities.
- 13.5 Individual Locality Clinical Directors may be responsible for the clinical leadership of commissioning in the CCG for a specified aspect of services as agreed with the Chair (as defined in section 14.3.1 below).
- 13.6 The role and responsibilities of the Locality Clinical Directors are set out in Roles and Responsibilities of Board members and may be accessed [here](#).

14 The Governing Body: Organisation and Authority

The governing body shall be known as “the Board”. The main function of the Board is to ensure that the CCG has arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with any generally accepted principles of good governance that are relevant.

14.1 The Board’s general authority:

Subject to this Constitution, the Board is responsible for the strategy and management of the CCG’s business, for which purpose it may exercise all the powers of the CCG. This shall include but not be limited to:

- approval of the annual report and accounts;

- approval of changes to the constitution;
- assurance, including audit and remuneration;
- assuring the decision-making arrangements;
- oversight of arrangements for dealing with conflict of interest;
- leading the setting of vision and strategy;
- quality;
- financial stewardship of public funds;
- promoting patient and public engagement;
- approving commissioning plans on behalf of the CCG;
- monitoring performance against plan; and
- providing assurance of strategic risks.

14.2 **The Board may delegate**

- Subject to this Constitution, the Board may delegate any of the powers which are conferred on it under this Constitution:
 - to such person or committee;
 - by such means (including by power of attorney);
 - to such extent;
 - in relation to such matters or areas; and
 - on such terms and conditions;
 as the Board thinks fit.
- If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- The Board may revoke any delegation in whole or part, or alter its terms and conditions.

14.3 **Board Members**

- The membership of the Board (the "Board Members") shall conform with the requirements of the 2012 Act and supporting statutory regulations. The composition of the Board and their voting rights are as follows:

Voting Board Members:

Clinical Chair ("the Chair")

Chief Executive & Accountable Officer ("the Chief Executive")

Vice Chair ("the Vice Chair") (Lay Board Member for Governance)

Lay Board Member (Finance)

Lay Board Member (Patient & Public Involvement)

6 Locality Clinical Directors

Chief Finance Officer (the "Director of Finance")

Medical Specialist Adviser

Nurse Specialist Adviser

Non-voting Ex Officio Attendees at the Board:

Director of Delivery & Localities

Director of Governance

Director of Quality

Director of Strategy & Transformation (also Director of Adult Social Services, Oxfordshire County Council)

Director of Public Health from Oxfordshire County Council

Practice Manager Representative
Lay Board Member (non-voting)

- All Board Members and ex-officio attendees shall be expected to:
 - contribute to the development and implementation of strategic plans that enable the CCG to commission health care and services that meet the needs of the population of Oxfordshire to the highest quality within available resources;
 - ensure that the Board sets and meets challenging objectives for improving its performance across the range of its functions;
 - ensure that financial controls and systems of risk management are robust and that the CCG delivers within these; and
 - each bring their unique perspective, informed by their expertise and experience.

14.4 **Appointment of Board Members**

- All Board Members shall be able to demonstrate the leadership skills necessary to fulfil the responsibilities of the roles and be able to establish credibility with all stakeholders and partners. The procedure and requirements for the appointment and term of office of Board Members shall be in line with good practice and set out in the standing orders.

14.5 **Board to take decisions collectively**

- Decisions of the Board may be taken:
 - at a meeting of the Board (a “Board Meeting”), or
 - in the form of a Board written resolution.

14.6 **Voting at Board meetings: general rules**

- A decision is taken at a Board Meeting by a majority of the votes of the participating Board.
- Each Board Member participating in a Board Meeting has one vote.
- As the CCG is a membership organisation, the Board wishes to ensure that there is clinical support for decisions made. If three or more Locality Clinical Directors vote against a resolution it shall be deferred until the next meeting to allow for further consultation to resolve the issue.
- If a Board Member has an interest in an actual or proposed transaction or arrangement with the CCG that Board Member and that Board Member’s alternate may not vote on any proposal relating to it.
- If the numbers of votes for and against a proposal are equal, the Chair or other Board Member chairing the meeting has a casting vote if the Board chooses to exercise this.

14.7 **Calling a Board meeting**

- Ordinary Board Meetings shall be held at regular intervals (normally bimonthly) at such times and places as the Board may determine.
- Any Board Member may call a Board Meeting.
- The Business Manager must call a Board Meeting if a Board Member so requests.
- A Board Meeting is called by giving notice of the meeting to the Board.
- Notice of any Board Meeting must indicate:
 - its proposed date and time;
 - where it is to take place; and
 - if it is anticipated that Board Members participating in the Board Meeting shall not be in the same place, how it is proposed that they should communicate with each other during the Board Meeting.
- Notice of a Board Meeting must be given to each Board Member, but need not be in writing.

14.8 **Quorum for Board meetings**

- The Board shall be quorate when at least two-thirds of voting members of the Board as listed above are present including at least 2 Lay Board Members, 4 Locality Clinical Directors and 1 of the Chief Executive or Director of Finance. For the purposes of quoracy the Locality Clinical Directors may nominate a Deputy Locality Clinical Director to attend and vote in their place acting, for these purposes only, as a Locality Clinical Director. In addition the Director of Finance may nominate a Deputy Director of Finance to attend and vote in his place.
- Under current circumstances there may be instances in which a significant number of Board Members are prevented from participating in discussion or voting due to declared conflicts of interest. In these highly unusual instances an alternative quorum of 75% of the remaining Board Members present shall apply. As previously, this quoracy must include at least 2 Lay Board Members, and at least 1 of the Chief Executive or Chief Finance Officer. Use of the alternative quorum shall be recorded in the minutes.

14.9 **Written resolutions of the Board**

- A proposed Board written resolution is adopted when at least a quorum of the Board Members who would have been entitled to vote on the resolution at a Board Meeting have indicated their decision and a majority of them have signed in favour on one or more copies of the resolution..
- These copies can be made by electronic means. No signature is necessary if electronic means are used, subject to any terms and conditions the Board decides.
- It is immaterial whether any Board Member signs the resolution before or after the time by which the notice proposed that it should be adopted.
- Once a Board written resolution has been adopted, it must be treated as if it had been a decision taken at a Board Meeting in accordance with the Constitution and will be reported to/recorded at next Board Meeting.

14.10 **Board discretion to make further rules**

- The Board shall ensure that all decisions are made in line with the Scheme of Delegation, Standing Orders and Prime Financial Policies (Standing Financial Instructions) and associated policies and procedures as adopted or amended by the Board from time to time. These documents are available [here](#). Decisions taken shall be documented in the minutes or records of the relevant decision-making body.
- Subject to the Constitution, the Board may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated.

15 Board Committees: Remit and Authority

15.1 The CCG's scheme of reservation and delegation (which can be found [here](#)) sets out:

- those decisions that are reserved for the Practice Members as a whole; and
- those decisions that are the responsibilities for its Board (and its committees), the CCG's committee's and sub-committees, individual members and employees.

15.2 The CCG remains accountable for all of its functions, including those that it has delegated

15.3 Board may delegate some of its powers to certain committees which have been set up in accordance with the scheme of reservation and delegation. Collectively and for the purpose of this clause 15, these shall be known as the "Committees".

15.4 The principal standing Board Committees are

- Integrated Governance and Audit Committee ("the Audit Committee")
- Finance and Investment Committee ("the Finance Committee")
- Quality and Performance Committee ("the Quality Committee")
- Nominations and Remuneration Committee ("the Remuneration Committee")
- Oxfordshire Primary Care Commissioning Committee

15.5 Individual processes for any such Committees are set out in their terms of reference, but this clause 15 applies to all Committees generally.

15.6 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of this Constitution which govern the taking of decisions by the Board and the CCG standing orders (and any amendments thereto) as adopted by the Board from time to time (Standing Orders available [here](#)).

15.7 The Board may make such regulations for all or any Committees, in addition to rules set out in this Constitution, as may be necessary to improve the functioning and oversight and capability of those Committees.

- 15.8 Any Committee must comply with any regulations laid down by the Board. These regulations can require or allow people who are not Board Members to be members of the committee and can give voting rights to such people. However (with the exception of the Quality Committee and joint committees) there must be more Board Members on a Committee than persons who are not Board Members and a resolution of the Committee is only effective if a majority of the members of the Committee present at the time of the resolution were Board Members. Members of the Committee shall be known as “Committee Members”.
- 15.9 Each Committee is authorised by the Board to investigate any activity within its terms of reference. No Committee has executive power unless provided in the terms of reference of that particular Committee (available [here](#)).
- 15.10 Each Committee is authorised to seek any information it requires from any Practice Member, provider of commissioning support services or CCG employees. All employees are directed to co-operate with any request made by a Committee.
- 15.11 Each Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 15.12 Decisions of a Committee may be taken:
- at a meeting of that Committee (the “Committee Meeting”), or
 - in the form of a Committee written resolution
- 15.13 A proposed Committee written resolution is adopted when at least a quorum of Committee Members who would have been entitled to vote on the resolution at a Committee Meeting have indicated their decision and a majority of them have signed in favour on one or more copies of the resolution
- 15.14 These copies can be made by electronic means. No signature is necessary if electronic means are used, subject to any terms and conditions the Committee decides.
- 15.15 It is immaterial whether any Committee Member signs the resolution before or after the time by which the notice proposed that it should be adopted.
- 15.16 Once a Committee written resolution has been adopted, it must be treated as if it had been a decision taken at a Committee Meeting in accordance with this Constitution and will be recorded at the next Committee Meeting.
- 15.17 The Business Manager (or a nominated deputy) shall provide the secretarial support to each Committee and shall be responsible for supporting the chair of each Committee (the “Committee Chair”) in the management of the business of the relevant Committee.
- 15.18 Unless otherwise agreed, notice of each Committee Meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each Committee Member and any other person required to attend no later than five working days before the date of the Committee Meeting.

- 15.19 A record of actions and decisions will be issued to the relevant Committee within seven working days. The minutes of the Committee Meeting, as agreed by the relevant Committee Chair, will be issued to the CCG attendees of that Committee at the latest within 15 working days of each Committee Meeting
- 15.20 If a Committee is not quorate the meeting may be postponed at the discretion of the Committee Chair. If the Committee Meeting does take place and is not quorate, no decisions shall be made at that Committee Meeting and such matters must be deferred until the next quorate Committee Meeting.
- 15.21 Each Committee Chair shall report to the Board on its proceedings after each Committee Meeting on all matters within its remit and responsibilities. Minutes of each Committee Meeting (after approval by that Committee) shall be submitted to the Board at the next Board Meeting.
- 15.22 Each Committee shall conduct its business in accordance with national guidance and relevant codes of conduct / good governance practice.
- 15.23 Every financial year each Committee shall review its own performance, membership, annual work plan and terms of reference and report on such review to a meeting of the Board. Any proposed changes to membership and terms of reference of a Committee shall require the approval of the Board.
- 15.24 Each Committee will conduct its business in accordance with relevant national guidance and codes of practice such as the Nolan Principles, which are included in CCG's Constitution.
- 15.25 If any Committee Member has an interest, pecuniary or otherwise, in any matter and is present at the Committee Meeting at which the matter is under discussion, he/she will declare that interest as early as possible and shall not participate in the discussions. The Committee Chair will have the power to request that member to withdraw until the Committee's consideration has been completed. Because of matters of quoracy, arrangements should be made in advance to enable the alternate member to be present. If the Committee Chair is conflicted, then arrangements must be made in advance of the meeting for one of the other Committee Members to chair the meeting.
- 15.26 The remit, membership, quorums and meeting frequency of the principal standing Committees of the Board are set out in their terms of reference.

16 Roles and Responsibilities of the Chair

- 16.1 The Chair is responsible for:
- leading the Board, ensuring it remains continuously able to discharge its duties and responsibilities as set out in this constitution;
 - building and developing the CCG's Board and its individual Practice Members;
 - ensuring that the CCG has proper constitutional and governance arrangements in place;

- ensuring that, through the appropriate support, information and evidence, the Board is able to discharge its duties;
- supporting the Accountable Officer in discharging the responsibilities of the organisation;
- contributing to building a shared vision of the aims, values and culture of the organisation;
- leading and influencing to achieve clinical and organisational change to enable the CCG to deliver its commissioning responsibilities;
- overseeing governance and particularly ensuring that the Board and the wider CCG behaves with the utmost transparency and responsiveness at all times;
- ensuring that public and patients' views are heard and their expectations understood and, where appropriate as far as possible, met;
- ensuring that the organisation is able to account to its local patients, stakeholders and NHS England;
- ensuring that the group builds and maintains effective relationships, particularly with the individuals involved in overview and scrutiny from the relevant local authority(ies).

16.2 The chair of the Board is also the senior clinical voice of the CCG and will take the lead in interactions with stakeholders, including NHS England.

17 Role and responsibilities of the Accountable Officer

17.1 As Accountable Officer for the CCG, the Chief Executive is responsible for ensuring that the CCG complies with:

- its obligations under section 14Q of the NHS Act 2006 (duty on CCGs to exercise their function effectively, efficiently and economically);
- its obligation under section 14R of the NHS Act 2006 (duty to secure continuous improvement in quality of services);
- its financial duties under sections 223H-223J of the NHS Act 2006;
- its duties in relation to accounts and audit, the provision of financial information to NHS England and the provision of information required by the Secretary of State under paragraphs 17-19 of Schedule 1A of the NHS Act 2006; and
- any other provisions of the NHS Act 2006 as specified in guidance published by NHS England.

17.2 The Chief Executive is responsible for ensuring that the CCG 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 whilst maintaining value for money.

- 17.3 The Chief Executive, as Accountable Officer, shall, at all times, ensure that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management systems.
- 17.4 The Chief Executive, as Accountable Officer, working closely with the Chair, shall ensure that proper constitutional, governance and development arrangements are put in place to assure the Practice Members (through the Board) of the CCG's ongoing capability and capacity to meet its duties and responsibilities. This shall include arrangements for the ongoing development of its members and staff.

18 Role and Responsibilities of the Chief Finance Officer

- 18.1 The Chief Finance Officer is a member of the Board and is responsible for providing financial advice to the clinical commissioning group and for supervising financial control and accounting systems.
- 18.2 This role of Chief Finance Officer has been summarised in NHS England's : "Clinical commissioning group Board members: Role outlines, attributes and skills" as:
- being the Board's professional expert on finance and ensuring, through robust systems and processes, the regularity and propriety of expenditure is fully discharged;
 - making appropriate arrangements to support, monitor on the CCG's finances;
 - overseeing robust audit and governance arrangements leading to propriety in the use of the CCG's resources;
 - being able to advise the Board on the effective, efficient and economic use of the group's allocation to remain within that allocation and deliver required financial targets and duties; and
 - producing the financial statements for audit and publication in accordance with the statutory requirements to demonstrate effective stewardship of public money and accountability to NHS England.

19 CCG as an employer

- 19.1 The CCG recognises that its most valuable asset is its people. It shall seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the CCG.
- 19.2 The CCG shall seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It shall ensure that its employment practices are designed to promote diversity and to treat all individuals equally.

- 19.3 The CCG shall ensure that it employs suitably qualified and experienced staff who shall discharge their responsibilities in accordance with the high standards expected of staff employed by the group. All staff shall be made aware of this constitution, the relevant internal management and control systems and other strategic documents which relate to their field of work.
- 19.4 The CCG shall maintain and publish policies and procedures (as appropriate) on the recruitment and remuneration of staff to ensure it can recruit, retain and develop staff of an appropriate calibre. The group shall also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters.
- 19.5 The CCG shall ensure that its rules for recruitment and management of staff provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.
- 19.6 The CCG shall ensure that employees' behaviour reflects the values, aims and principles set out above.
- 19.7 The CCG shall ensure that it complies with all aspects of employment law.
- 19.8 The CCG shall ensure that its employees have access to such expert advice and training opportunities as they may require in order to exercise their responsibilities effectively.
- 19.9 All staff within the CCG (to the extent applicable to their individual roles) shall adopt the NHS Code of Conduct for NHS Managers and shall maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have means through which their concerns can be voiced.
- 19.10 Copies of the NHS Code of Conduct for Managers, together with the other policies and procedures (including those relating to the recruitment and remuneration of staff), shall be published on the CCG's intranet and shall be made available upon request for inspection at the CCG's headquarters.

20 Equality and Diversity

- 20.1 The CCG is committed to meeting its duties under The Equality Act (2010) by having due regard in all they do to the need to eliminate unlawful discrimination; advance equality of opportunity and to foster good relations across all protected groups.
- 20.2 The CCG commits to using the Equality Delivery System (EDS) already in place in Oxfordshire to review their equality performance and to identify equality objectives and actions.
- 20.3 The Board shall nominate a clinical lead member with a responsibility for equality and diversity. This shall be recorded in the minutes of a Board Meeting.

21 Primary Care Quality

- 21.1 There is an explicit duty on the CCG to support NHS England in continuously improving the quality of primary care medical services.
- 21.2 The Board shall agree annually the format of performance monitoring and reviews but shall adhere to the following principles:
- the system of performance management shall be supportive in nature and based on the principles of peer review and shared learning;
 - the performance of practices shall be monitored by means of regular meetings and data returns based at a Locality level; and
 - any disagreement over issues arising as part of the performance management process shall be dealt with in accordance with the CCG's Dispute Resolution Process can be found [here](#).
- 21.3 The CCG's performance management processes shall not detract in any way from the responsibilities of individual GPs to report any concerns about the conduct of colleagues as outlined in the General Medical Council's (GMC) "Good Medical Practice" "

22 Conflicts of Interest

- 22.1 A conflict of interest will include:
- a direct pecuniary interest: where an individual may financially benefit from the consequences of a commissioning decision (for example, as a provider of services);
 - an indirect pecuniary interest: for example, where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision;
 - a non-pecuniary interest: where an individual holds a non-remunerative or not-for profit interest in an organisation, that will benefit from the consequences of a commissioning decision (for example, where an individual is a trustee of a voluntary provider that is bidding for a contract);
 - a non-pecuniary personal benefit: where an individual may enjoy a qualitative benefit from the consequence of a commissioning decision which cannot be given a monetary value (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house); and
 - where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories.
- 22.2 Employees, Board members, and committee members must comply with the CCG's requirements set out in the "Managing Conflicts of Interest Policy". This policy is available on the CCG's website.
- 22.3 The Chief Executive shall maintain a Register of Interests of all Members of the Board, its sub-committees, Locality Clinical Directors, Member Representatives, Practice Members and staff, recording all declarations. This register shall be updated quarterly and is available on the CCG website.

23 Our Partners

23.1 Co-commissioners

- The CCG works with other commissioners to make sure that health and social care is provided to people across the county in an efficient, effective and integrated manner. This may include:
 - NHS England (Specialised Services and Primary Care);
 - Oxfordshire County Council; and
 - other Clinical Commissioning Groups.

23.2 **Providers of CCG directly commissioned services:**

- The CCG will develop on-going relationships with main providers, including primary care, and the wider clinical community to ensure wide input and alignment of strategies. This may include:
 - NHS Providers including primary care (within and outside the Oxfordshire County Council Boundaries)
 - Independent Sector Providers
 - Third sector providers

23.3 **Local Authority Partners:**

- In addition to the County Council, our Locality groups work with colleagues at local councils to involve their communities in the commissioning of healthcare across their areas. These include:
 - Oxford City Council;
 - South Oxfordshire District Council;
 - Vale of White Horse District Council;
 - Cherwell District Council; and
 - West Oxfordshire District Council.

24 **Joint commissioning arrangements with NHS England for the exercise of NHS England's functions**

- 24.1 The CCG may wish to work with NHS England and, where applicable, other CCGs, to exercise specified NHS England functions.
- 24.2 The CCG may enter into arrangements with NHS England and, where applicable, other CCGs to:
- exercise such functions as specified by NHS England under delegated arrangements;
 - jointly exercise such functions as specified with NHS England.
- 24.3 Where arrangements are made for the CCG and, where applicable, other CCGs to exercise functions jointly with NHS England a joint committee may be established to exercise the functions in question.
- 24.4 Arrangements made between NHS England and the CCG may be on such terms and conditions (including terms as to payment) as may be agreed between the parties.

- 24.5 For the purposes of the arrangements described at paragraph 24.2 above, NHS England and the CCG may establish and maintain a pooled fund made up of contributions by the parties working together. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.
- 24.6 Where the CCG enters into arrangements with NHS England as described at paragraph 24.2 above, the parties will develop and agree a framework setting out the arrangements for joint working, including details of:
- how the parties will work together to carry out their commissioning functions;
 - the duties and responsibilities of the parties;
 - how risk will be managed and apportioned between the parties;
 - financial arrangements, including payments towards a pooled fund and management of that fund; and
 - contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.
- 24.7 The liability of NHS England to carry out its functions will not be affected where it and the CCG enter into arrangements pursuant to paragraph 24.2 above.
- 24.8 The CCG will act in accordance with any further guidance issued by NHS England on co-commissioning.
- 24.9 Only arrangements that are safe and in the interests of patients registered with Practice Members will be approved by Board.
- 24.10 The Board shall require, in all joint commissioning arrangements that the CCG Chief Executive make a quarterly written report to the Board and hold at least annual engagement events to review aims, objectives, strategy and progress and publish an annual report on progress made against objectives.
- 24.11 Should a joint commissioning arrangement prove to be unsatisfactory the Board can decide to withdraw from the arrangement, but has to give six months' notice to partners, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.