

# **Audit Committee (“the Audit Committee”)**

## **TERMS OF REFERENCE**

### **1. Remit**

- 1.1. The Audit Committee shall provide assurance and advice to the Board and the Chief Executive, 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.
- 1.2. In particular the Audit Committee will review the CCG’s annual audited financial statements and the CCG’s annual statements on internal control and governance and its compliance and recommend them to the Board for approval.
- 1.3. The Committee will report to the Board at least annually on its work in support of the annual governance statement, specifically commenting on the fitness for purpose of the Assurance Framework, how embedded risk management is in the organisation and how effective integrated governance is within the arrangements.
- 1.4. The Committee shall monitor and report annually on the overall performance of the CCG against its long term plans and outcome delivery with, where possible and relevant, comparison to other similar bodies.
- 1.5. The Committee shall on a regular basis examine and assess all supplier spend by tender to ensure the process is being followed.

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

- 2.1. The Committee shall critically review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, and financial reporting across the whole of the CCG’s activities that support the achievement of the CCG’s objectives.
- 2.2. This Committee holds the overall responsibility (as delegated from the Board) for monitoring the organisation’s governance, risk management and internal control systems. As such, all other sub-committees of the Board will be asked to report into and provide assurance to this Committee as required.
- 2.3. In particular, the Committee will review the adequacy and effectiveness of:
  - The processes and systems in place, including the Constitution, 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 CCG 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 Board.
  - All risk and control related disclosure statements (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the CCG.
  - The underlying assurance processes that indicate the degree of achievement of the CCG 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 CCG itself.
  - Any information technology and business intelligence processes, controls and policies provided by or to the CCG.
  - Any human resource processes, controls and policies provided by or to the CCG.
  - Any governance arrangement to support the Sustainability and Transformation Plan or Oxfordshire system wide working.
- 2.4. In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions for the CCG and any joint committee, co-commissioning and contracted out services but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- 2.5. This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

### **3. Internal Audit**

- 3.1. The Committee shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Committee, the Chief Executive and the Board. 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 CCG.
  - An annual review of the effectiveness of internal audit.
  - Ensure an appropriate relationship with internal auditors is maintained.
  - Where necessary the above will include the review of and recommendations on the findings of other internal audit on the CCG's joint committee, co-commissioning and contracted-out functions.

### **4. External Audit**

- 4.1. The Committee 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 the audit commences, on the nature and scope of the audit as set out in the annual plan,

and ensuring co-ordination, as appropriate, with other external auditors in the local health economy.

- Discussion with the external auditors of their local evaluation of audit risks and assessment of the 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 CCG 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.

## **5. Other Assurance Functions**

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

## **6. Counter Fraud**

6.1. The Committee shall satisfy itself that the CCG has adequate arrangements in place for counter fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme for the CCG.

6.2. The Committee should be advised as soon as possible of any instances discovered of fraud or financial misdemeanour notified to the CCG.

## **7. Management**

7.1. The Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

7.2. The Committee may also request specific reports from individual functions within the CCG as they may be appropriate to the overall arrangements.

## **8. Financial Reporting**

8.1. The Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the CCG's financial performance.

8.2. The Committee shall ensure that the systems for financial reporting to the CCG, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the CCG.

8.3. The Committee shall review the annual report and financial statements before submission to the Board and the CCG, focusing particularly on:

- The wording in the governance statement and other disclosures relevant to the terms of reference of the Committee.
- 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 Statement of On-Going Concern.
- Letter of representation.
- Letter to management from auditors and management's response.
- Qualitative aspects of financial reporting.

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

9.1. Any write offs above the limit (£1,000) in the Standing Financial Instructions will need the approval of the Committee prior to reporting to the Board.

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

10.1. The Committee will monitor compliance with the CCG Procurement Policy through the quarterly reporting of the use of single tender action waivers. Ratification of single tender waivers shall be made by the Board.

## **11. Membership**

11.1. The Committee shall comprise at least three Board members:

11.2. Vice Chair of the Board; two other Lay Board Members (including a qualified accountant); and one Clinical Locality Director. No member of management shall become a member of the Committee. Members of the committee shall be formally appointed by the Board.

11.3. The Vice Chair of the Board shall be Committee Chair. In the absence of the Committee Chair the remaining Committee members present shall elect one of themselves to chair the meeting.

11.4. Only members of the committee have the right to attend committee meetings. However, the following officers of the CCG and external representatives are expected to be in attendance at the Committee: the Director of Finance, the Director of Governance. 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.

11.5. 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 Committee is discussing particular areas of risk or operation.

11.6. At least once a year the Committee reserves the right to meet privately with the external and internal auditors.

11.7. Representatives from NHS Protect may be invited to attend meetings and will normally attend at least one meeting each year.

11.8. Regardless of attendance, external audit, internal audit, local counter fraud and security management (NHS Protect) providers will have full and unrestricted rights of access to the Committee.

11.9. The Chief Executive is expected to attend and discuss, at least annually with the Committee, the process for assurance that supports the statement on internal control. He or she should also normally attend when the Committee considers the draft internal audit plan and the annual accounts.

11.10. The Chair of the Board shall also be invited to attend one meeting each year in order to form a view on, and understanding of, the Committee's operations.

## **12. Quorum**

12.1. A quorum shall be at least two Committee members (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.

## **13. Meetings**

13.1. The Committee shall meet not less than four times each year and otherwise as required. Meetings of the Committee shall be called by the meeting administrator at the request of the Committee Chair 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.

## **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

## **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.

## **Oxfordshire Primary Care Commissioning Committee Terms of Reference**

### **1 Purpose and statutory framework**

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 specified in Schedule 2 to these Terms of Reference to Oxfordshire CCG.

The CCG has established the Oxfordshire CCG Primary Care Commissioning Committee (“Committee”). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.

Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges 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 CCG 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

The Committee is established as a committee of the Governing Body (“OCCG Board”) of Oxfordshire CCG in accordance with Schedule 1A of the “NHS Act”.

The Committee members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

## **2. Secretariat**

The OCCG Board Secretary will provide secretarial support to the Committee including preparation and distribution of papers, the taking of minutes and facilitating agendas. The Board Secretary will be responsible for supporting the Chair in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate.

A record of actions and decisions will be circulated by the Board Secretary to the Committee within seven working days. The minutes/notes as agreed by the Committee Chair, will be circulated to attendees of the Committee at the latest within 15 working days of each Committee meeting.

## **3. Frequency and Notice of Meetings**

The Committee will meet a minimum of four times a year in public.

Papers will be issued five working days before each meeting. The dates of the meetings and papers will be available on the website.

The Committee 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.

## **4. Authority and reporting**

The Committee is established under Oxfordshire Clinical Commissioning Group's constitution as a committee of the OCCG Board and will make decisions within the bounds of its remit.

The Committee will present its minutes and an executive summary report to NHS England South Central and the OCCG Board for information.

The Committee will make decisions within the bounds of its remit. The decisions of the Committee shall be binding on NHS England and Oxfordshire CCG.

The Committee 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 Oxfordshire 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.

## 5. **Membership**

Voting Members (Lay and Executive majority)

- Lay Member, OCCG (Chair)
- Lay Vice Chair, OCCG (Vice Chair)
- Chief Executive, OCCG
- Director of Transformation, OCCG
- Director of Governance, OCCG
- Two GPs (Clinical Chair OR Deputy Chair and one other), OCCG

Director of Public Health (Health and Wellbeing Board representative), OCC

In attendance

- Deputy Director, Head of Primary Care
- Deputy Director of Finance
- HealthWatch representative
- Patient/Public representative
- LMC representative
- NHS England representative (one Director and Head of Primary Care)

## 6. **Quoracy and Voting**

The Committee shall have a Lay/Executive majority at all times. The quorum shall be a minimum of 4 members to include one Lay member, one CCG officer and one clinician.

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.

Members of the committee, with agreement from the Chair, may send a designated deputy with full authority if they cannot attend in person.

## 7. **Remit and Responsibilities**

The Committee has been established in accordance with the above statutory provisions to enable collective decisions on the review, planning and procurement of primary care services in Oxfordshire, under delegated authority from NHS England, in the context of a desire through co-commissioning to increase quality, efficiency, productivity and value for money and to remove administrative barriers. The Committee will take its commissioning decisions on services in primary care as part of an overall integrated pathway of care for patients. The Committee brings the NHSE and OCCG primary care commissioning funding streams together and also integrates primary care performance.

In performing its role the Committee will exercise its management of the functions in accordance with its terms of reference, delegation of authority and the agreement entered into between NHS England and Oxfordshire CCG.



The role of the Committee 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:

- Agreeing the primary care aspects of the overall CCG commissioning strategy
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- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Providing assurance to the Board and NHS England on quality, performance and finance of all services commissioned from primary care which incorporate the delegated funding and funding from the core CCG allocation (for example prescribing, incentive schemes and local primary care contracts).
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g., returner/retainer schemes).
- Agreeing and monitoring a financial plan and budget; risk assessment, performance framework and annual workplan

## **9. Linkages**

The Committee will bring commissioning, performance, quality and finance together to effectively monitor primary care performance. This will require clear linkages with both the Quality and Finance Committees of the Clinical Commissioning Group to avoid duplication.

## **10. Sub-structure**

The joint committee may establish task and finish groups as required; these will be properly constituted with terms of reference signed off by the Committee.

**15 August 2019**

**Terms of Reference to be reviewed June 2020**

# 1. Quality & Performance Committee (“the Quality Committee”)

## 1.1 Remit

1.1.1 Clinical governance is the framework through which organisations are accountable for continuously improving the quality of their services and safeguarding high standards of care by creating an environment in which excellence in clinical care will flourish. The CCG has a statutory duty to exercise its functions with a view to securing continuous improvements in the quality and outcomes of services which it commissions.

1.1.2 The Quality Committee shall provide assurance of the quality of services commissioned and promote a culture of continuous improvement and innovation with respect to safety of services, clinical effectiveness and patient experience. It will oversee the development and monitoring of the overall strategy for quality improvement, in partnership with patients, carers and the wider community.

1.1.3 The Quality Committee’s key duties are set out in clauses 1.2 to 1.6 below.

## 1.2 Quality and Performance of Services

1.2.1 To ensure quality, clinical standards and national and local performance indicators are integrated into the organisational objectives, strategy and business plans;

1.2.2 To ensure systems are in place to monitor the safety and quality of healthcare commissioned by the CCG and that areas of concern are addressed. It should be noted that the quality of GP primary care services is monitored;

1.2.3 To consider applying sanctions on providers under the NHS national standard contract (which can be found at <http://www.england.nhs.uk/nhs-standard-contract/>)<sup>1</sup> if providers fail to take effective remedial actions to address poor performance;

1.2.4 To ensure appropriate quality and clinical standards arrangements are included in all areas of the commissioning cycle and effective measures are in place to monitor performance;

1.2.5 To ensure clinical effectiveness intelligence informs the commissioning cycle.

1.2.6 To ensure that the quality of services is maintained and or improved as improvement plans are implemented;

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<sup>1</sup> Inserted as agreed.

1.2.7 To use evidence, both qualitative and quantitative, to prioritise areas for quality improvement within Oxfordshire;

1.2.8 To advise the Board of the assurance of major providers' quality accounts;

### 1.3 **Patient Safety**

1.3.1 To oversee all aspects of patient safety specifically including prevention and control of infection; safeguarding children and vulnerable adults;

1.3.2 To monitor providers' quality assurance processes to ensure they are safe and fit for purpose;

1.3.3 To review serious incidents (SIs) at the request of the Quality Team and to ensure corrective and preventative action has been taken, and that the lessons learned are widely disseminated;

1.3.4 To commission assessments of services where clinical practice falls below acceptable standards;

### 1.4 **Patient Experience**

1.4.1 To identify themes of concerns to patients through monitoring of complaints and patient experience information, and action taken where appropriate;

1.4.2 To review patient experience investigation findings ensuring action is taken where appropriate;

1.4.3 Provide the opportunity to draw attention to concerns the patient experience function has in regard to commissioned services and agree an appropriate course of action.

### 1.5 **Clinical Effectiveness**

1.5.1 To ensure clinical/patient outcome measures are included in all contractual arrangements;

1.5.2 To monitor the implementation and performance of CQUINs.

1.5.3 To ensure a comprehensive clinical audit programme is in place to monitor quality of commissioned services based on activity and risk;

1.5.4 To ensure NICE Commissioning Standards are integrated within the procurement process and delivered by providers;

1.5.5 To receive the individual funding request (IFR) annual report to ensure that the policy is being correctly implemented and to highlight any areas for improvement;

1.5.6 To undertake service evaluation and recommend areas for improvement;

1.5.7 To review relevant new guidance and national reports, to identify lessons which should be implemented locally.

### 1.6 **Innovation**

1.6.1 To ensure the CCG commissions evidenced based services.

## 1.7 **Linkage**

1.7.1 The Quality Committee will receive and monitor reports relating to quality of service as detailed in specific contracts from all major commissioned services, and primary care where appropriate.

1.7.2 Where complex issues arise that require detailed analysis and discussion the Quality Committee may ask specialist personnel from the commissioned services to attend meetings of the Quality Committee (“Quality Committee Meetings”) to ensure a joint understanding of issues prior to deciding if the issue needs to be escalated to the contract meeting.

1.7.3 Issues relating to the performance of individual independent contractors will be passed to the responsibility of the NHS England.

1.7.4 Primary care quality issues are managed through OPCCC and Quality Committee. A high level report is received by OPCCC with a more detailed version going to Quality Committee.

1.7.5 The Quality Committee may decide to notify or escalate issues to the Care Quality Commission.

## 1.8 **Membership**

1.8.1 Quality of healthcare services is not the responsibility of any one individual or directorate. To ensure the CCG functions effectively it is vital to have clinical participation and representatives from all directorates and localities as well as members of the Board. The Quality Committee shall comprise:

### **Voting Committee Members:**

- Lay Board Member (Patient & Public Involvement)
- Director of Quality
- Not less than two CCG Locality clinical representative(s)
- Director of Governance
- Chief Operating Officer
- Lay member
- Specialist Medical Advisor

### **Non-voting ex-officio attendees:**

- Clinical Director of Quality (acute and community services)
- Clinical Director of Quality (primary care)
- Deputy Director of Quality
- Deputy Director, Joint Commissioning, Oxfordshire County Council
- Deputy Director of Public Health
- Patient and public representative

The Lay Board Member Patient & Public Involvement shall be Committee Chair and the Director of Quality Vice Chair. In the absence of the Committee Chair or Vice Chair the remaining Committee members present shall elect one of themselves to chair the meeting.

1.8.2 Members of the Quality Committee shall be known as “Quality Committee Members” and formally appointed by the Board.

1.8.3 Only Quality Committee Members have the right to attend Quality Committee Meetings.

1.8.4 Any other member of the CCG management and relevant external advisers may be invited to attend a Quality Committee Meeting as and when appropriate and necessary, particularly when the Quality Committee is discussing particular areas of risk or operation.

1.8.5 The Chair of the Board shall also be invited to attend one Quality Committee Meeting each year in order to form a view on, and understanding of, the Quality Committee’s operations.

## 1.9 **Quorum**

1.9.1 A minimum of five Quality Committee Members, ensuring that the following are present:

- Quality Committee Chair or Quality Committee Vice Chair;
- Two Board members, ex-officio Board attendees or their deputies;
- At least one locality representative;
- At least one practicing clinician.

1.9.2 Any Quality Committee Member may be represented by a nominated deputy. This must be notified to and agreed by the Quality Committee Chair or Vice-Chair in advance of the Quality Committee Meeting.

## 1.10 **Accountability & Reporting Arrangements**

1.10.1 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. The CCG Board will approve and keep under review the Terms of Reference for the Quality Committee on an annual basis.

## 1.11 **Frequency and Notice of Meetings**

1.11.1 The Quality Committee shall meet not less than four times each year and otherwise as required. Quality Committee Meetings shall be called by the Business Manager at the request of the Quality Committee Chair at not less than five working days’ notice.

# Remuneration Committee

## Terms of Reference

### 1. Introduction

The Remuneration Committee (the committee) is established in accordance with Oxfordshire Clinical Commissioning Groups constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the clinical commissioning groups constitution and standing orders.

### 2. Remit and responsibilities

The committee will make recommendations to the Governing Body in relation to:

- Appropriate remuneration and terms of service including:
  - All aspects of salary (including any performance related elements / bonuses)
  - Arrangements of termination of employment and other contractual terms)
- remuneration and terms of service to ensure fair reward for individual contribution – have proper regard to the circumstances and performance and to the provision of any national arrangements for any such members and staff where appropriate.

Otherwise it will:

- Advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking into account of such national guidance as is appropriate.
- Receive reports on the performance of the Clinical Chair and Accountable Officer and individual Directors. The performance of the Clinical Chair and Accountable Officer will be reviewed and reported to the committee by the Chair. The performance of the Directors will be reviewed and reported to the committee by the Clinical Chair and Accountable Officer.
- Oversee arrangements for dealing with poor performance (using the appropriate policy) and / or disciplinary issues associated with the Clinical Chair and Accountable Officer, Directors and other very senior employees.
- The Remuneration Committee will agree the overall framework for conditions of service for those employees and officers not covered directly by the committee

### **3. Membership**

The members of the committee are the OCCG Lay Members.

The Chair and Vice-Chair of the Committee will be a Lay Member of the Governing Body who is not the Audit Committee Chair.

The Lay Member for Finance shall be the Remuneration Committee Chair. In the absence of the Remuneration Committee chair the remaining Remuneration Committee Members present shall elect one of themselves to chair a meeting.

The committee has the authority to invite any individual as they deem appropriate to items on the agenda. This may include the CCG Clinical Chair (as a standing invitee where time and workload permits) as well as (by necessity) the Accountable Officer, Chief Finance Officer, Human Resources Lead from the Commissioning Support Unit and other independent/external advisors.

### **4. Secretarial support**

The OCCG Board Secretary will provide secretarial support to the committee. The Board Secretary will be responsible for supporting the Chair on the management of the business.

### **5. Quorum**

A quorum shall be at least two members. No member of the committee may be represented by a nominated deputy. A duly convened Remuneration Committee Meeting 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 Remuneration Committee.

### **6. Frequency and notice of meetings**

The Remuneration Committee shall meet not less than twice each year to meet the requirements of its workplan and otherwise as required. Remuneration Committee Meetings shall be called by the Board Secretary at the request of the Remuneration Committee Chair (or in his/her absence, the Chair of the Board).

### **7. Accountability**

The Remuneration Committee will be accountable to the Governing Body the basis of its decisions and recommendations.

### **8. Review**

The Remuneration Committee will conduct its business in accordance with national guidance and relevant codes of conduct / good governance practice.

The committee will review its own performance, membership and terms of reference on an annual basis. Any resulting changes to the terms of reference will be ratified by the Governing Body.

[14 April 2020]