NHS
Basildon and Brentwood
Clinical Commissioning Group

Constitution

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Target Audience	All CCG Board members, CCG officers, member practices and their staff

1 Foreword

This Constitution sets out the terms on which the Clinical Commissioning Group through its appointed and/or co-opted Governing Body / Board (the Governing Body) shall implement all statutory obligations including but not limited to commissioning of secondary health and other services in the Locality. This Constitution shall also contain the main governance rules of the Clinical Commissioning group and its Governing Body.

Each Member has agreed to the terms of this Constitution with the intention that by no later than April 2013 a formal statutory Clinical Commissioning Group shall have been established along similar terms of reference in accordance with, and subject to, any relevant legislation pertaining to govern and regulate the same.

Each Member by its signature to this Constitution shall agree that it is a member of the Clinical Commissioning Group and will adhere to, and work in accordance with its terms.

2 Aims and Values

The NHS belongs to the people (NHS Constitution, March 2010)

Basildon and Brentwood CCG supports the founding principles and values of the NHS. It will conduct its core commissioning activity under the ethos of the NHS for patients, for clinicians, for citizens.

The CCG aims to deliver, in partnership with its patients, a local health service that continually improves to meet today's demand and tomorrow's need.

3 Mission

The practices of the CCG will work closely together to improve patient care, where the needs of patients should be at the very heart of clinical decision making. Members will work together with stakeholders to ensure that commissioned services are of the highest quality, making most effective use of resources and bringing care closer to home.

4 Chair Statement

The group will promote good governance and proper stewardship of public resources in pursuance of its goals and in meeting its statutory duties Good corporate governance arrangements are critical to achieving the CCGs objectives.

5 Accountable Officer Statement

The CCG operates an integrated approach to the management of its business and services. This includes corporate, financial, clinical, information and research governance principles. In accordance with section 14L(2)(b) of the 2006 Act (inserted by section of 25 of the 2012 Act), the group will at all times observe "such generally accepted principles of good governance" in the way it conducts its business. These include:

a) 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;
b) *The Good Governance Standard for Public Services (CIPFA)*
c) The standards of behaviour published by the *Committee on Standards in Public Life (1995)* known as the 'Nolan Principles'
d) The seven key principles of the *NHS Constitution;*
e) The Equality Act 2010.

CONTENTS

6 STATUTORY FRAMEWORK

Clinical commissioning groups were established under the Health and Social Care Act 2012 ("the 2012 Act").[1] They are statutory bodies which have the function of commissioning services for the purposes of the health service in England and are treated as NHS bodies for the purposes of the National Health Service Act 2006 ("the 2006 Act").[2] The duties of clinical commissioning groups 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.[3]

The NHS Commissioning Board (otherwise known as NHS England) is responsible for determining applications from prospective groups to be established as clinical commissioning groups[4] and undertakes an annual assessment of each established group.[5] It has powers to intervene in a clinical commissioning group where it is satisfied that a group is failing or has failed to discharge any of its functions or that there is a significant risk that it will fail to do so.[6] Approval is required from NHS England

Clinical commissioning groups are clinically led membership organisations made up of general practices. The members of the clinical commissioning group are responsible for determining the governing arrangements for their organisations, which they are required to set out in a constitution.[7]

7 Background

From 1st April 2013, NHS Basildon and Brentwood CCG has operated as a statutory body, authorised by NHS England under the auspices of the 2012 Act. This constitution has been set out to establish how statutory obligations will be met by the CCG

1 See section 1I of the 2006 Act, inserted by section 10 of the 2012 Act

2 See section 275 of the 2006 Act, as amended by paragraph 140(2)(c) of Schedule 4 of the 2012 Act

3 Duties of clinical commissioning groups to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act

4 See section 14C of the 2006 Act, inserted by section 25 of the 2012 Act

5 See section 14Z16 of the 2006 Act, inserted by section 26 of the 2012 Act

6 See sections 14Z21 and 14Z22 of the 2006 Act, inserted by section 26 of the 2012 Act

7 See in particular sections 14L, 14M, 14N and 14O of the 2006 Act, inserted by section 25 of the 2012 Act and Part 1 of Schedule 1A to the 2006 Act, inserted by Schedule 2 to the 2012 Act and any regulations issued

8 Definitions

The 2006 Act	means the National Health Service Act 2006
The 2012 Act	means the Health and Social Care Act 2012
Accountable Officer	means an individual who is appointed by the NHS Commissioning Board and who may be a member or employee of the CCG or of anybody who is a Member of the CCG and whose duties and responsibilities are set out in paragraph 14 herein. This post may also referred to as the Chief Officer where the role is undertaken by the CCG's most senior manager or the Chief Clinical Officer where the role is undertaken by the Clinical Leader.
Any Qualified Provider (AQP)	means the Any Qualified Provider principle to be applied by the Governing Body when engaging in the commissioning of health care services.
Board	means the appointed and/or elected members of the CCG having the duties and responsibilities as set out in this constitution. The Board is also referred to as the Governing Body.
Budget	means the financial resources delegated to the Governing Body for the purposes of commissioning and all relevant and related services and functions including, but not limited to, the responsibilities as set out in paragraph 14 herein and any relevant legislation
Business Day	means 9.00am until 5.00pm (other than a Saturday or Sunday or a Bank or Public Holiday).
Chair of the governing body	may be any member of the governing body other than the *Accountable Officer, Chief Finance Officer,* Secondary Care Specialist Doctor, Registered Nurse (Board Nurse) or the Lay Member with the lead role in overseeing key elements of financial management and audit. The *Chair* of the governing body may also be the *Clinical Leader* of the CCG.
Chief Finance Officer	is the CCG's most senior employee with a professional qualification in accountancy, who has the experience to lead the financial management of the CCG and is a member of the governing body.
Chief Finance and Operating Officer	describes circumstances where a CCG has a *Chief Clinical Officer* (hence a clinician who undertakes the accountable officer role) and they decide to appoint a single individual to undertake the combined roles of the *Chief Operating Officer* and *Chief Finance Officer.*
Chief Officer	means an individual who is appointed by the NHS Commissioning Board and who may be a member or employee of the CCG or of anybody who is a Member of the CCG and whose duties and responsibilities are set out in paragraph 5 herein. This post is also known as the Accountable Officer, but is referred to as the Chief

	Officer when the role is undertaken by the CCG's most senior manager.
Chief Operating Officer	means the officer responsible for the day to day management of the CCG. It is the CCG's most senior manager in circumstances when the CCG has a *Chief Clinical Officer* (i.e. its clinical leader undertakes the *Accountable Officer* role)
Clinical Commissioning Group	means the NHS Basildon and Brentwood CCG formed in accordance with and approved by the NHS Commissioning Board.
Clinical Leader	is the individual, recognised by the CCG as the leading clinician who represents the clinical voice of its members. This individual will be invited to be the CCG's member of the NHS Commissioning Assembly. They will either be the *Chair* of the governing body or undertake the role of *Accountable Officer*. In circumstances where a CCG chooses to appoint a clinician to the Chair of the governing body and nominate a clinician for the role of the Accountable Officer (to be appointed by the NHS Commissioning Board), then the CCG should identify one of them to be known as the Clinical Leader. This will be recorded in minutes of a Board meeting where appointed posts of the CCG are confirmed.
Commencement Date	means the date of commencement of this Constitution being TBC once approved by NHS England
Conflict of Interest	means any conflict of interest as set out in paragraph 23.
Constitution	means this Constitution as amended from time to time in accordance with its terms and all schedules to it.
Governing Body	means the body who ensures that the CCG has appropriate arrangements in place to exercise their functions effectively, efficiently and economically and in accordance with the generally accepted principles of good governance and the constitution of the CCG. The governing body is also referred to as 'the Board'.
Locality	means the locality groups of Basildon and Brentwood that together constitute the CCG as described in Schedule 5.
Local Medical Committee	means the South Essex Local Medical Committee.
Member	means the Members of the CCG (which may change from time to time), being a GP Practice or primary care services provider holding a contract for the provision of primary medical services i.e. General Medical Services, Personal Medical Services or Alternative Personal Medical Services contract.
NHS Commissioning Board / NHS England	means the body corporate as identified in the Health and Social Care Act 2012
Observer	means a non-voting appointed/co-opted Member of the Governing Body.

Performers List	means a medical performers list prepared and published by NHS Performers List Regulations 2004, as amended.
Provider	means any company, partnership, voluntary organisation, social enterprise, charity or organisation which may from time to time enter or seek to enter or have entered into arrangements to provide secondary medical services or social care services or any other goods and services by virtue of being commissioned by the CCG.
QIPP	Means Quality, Innovation, Productivity and Prevention (QIPP). The QIPP agenda is a key part of the NHS reforms, helping to ensure that value for money is further enhanced while quality is maintained or improved.
Vice Chairman	Means the vice chairman of the CCG, but may also be referred to at the 'deputy chair'.

9 Interpretation

In this agreement:

9.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the Health and Social Care Act 2012.

9.2 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

9.3 References to any person shall include natural persons and partnerships, firms and other incorporated bodies and all other legal persons of whatever kind and however constituted and their successors, permitted assigns or transferees;

9.4 References to any statute, enactment, order, regulation or other similar instrument shall be construed as a reference to the statute, enactment, order, regulation or instrument as amended by any subsequent enactment, modification, order, regulation or instrument as subsequently amended or re-enacted;

9.5 Headings are included in this Agreement for ease of reference only and shall not affect the interpretation or construction of this Agreement; and

9.6 Reference to a paragraph is a reference to the whole of that paragraph unless stated otherwise and in the event and to the extent only of any conflict between the paragraphs and the Schedules, the paragraphs shall prevail over the Schedules.

9.7 Reference to 'stakeholders' within this constitution shall include, but is not limited to:

- General Practices
- Other CCGs
- (Shadow) Health and Wellbeing Board
- Local Authorities
- LINks, (shadow) local HealthWatch and other patient groups
- NHS Providers (including NHS Trusts, NHS Foundation Trusts, Mental Health Trusts and Community Trusts), and other Providers
- Clinical Networks
- Commissioning Support Services
- The public in general
- Voluntary sector organisations
  NHS Commissioning Board and other regulatory bodies.

10 Commencement and duration

10.1 This constitution is made between the members of Basildon & Brentwood CCG and shall commence on the Commencement Date and continue in force until such a time as it may be amended in line with the procedures for amending CCG constitutions published by NHS England in May 2013. The constitution is published on the CCG's website.

11 Name

11.1 The name of the Clinical Commissioning Group is "NHS **Basildon and Brentwood Clinical Commissioning Group (BBCCG)**" and will be referred to thereafter as "the CCG" or "BBCCG".

12 Locality

12.1 The overall locality of the CCG shall be NHS Basildon and Brentwood and shall be made up of the member practices as set out in Schedule 1 of this Constitution, grouped into individual localities described in Schedule 5. Most practices shall reside within the geographical boundaries of Basildon and Brentwood. The geographical area covered by the CCG is therefore fully coterminous with Basildon and Brentwood Borough Councils.

13 Principal purpose

13.1 The principal purpose of the CCG is to act as the body that discharges devolved commissioning responsibility for its registered population ensuring local health services meet evidenced needs and offer best value for money for use of NHS financial resources

13.2 The duty of board members is to commission services for their population, functioning as a unitary board, taking collective responsibility for the governance of the organisation and decisions of the board. Board members are also responsible for facilitating communication between the localities and the Board.

14 Membership

Application for membership

14.1 Applications from other practices to enter Basildon and Brentwood CCG should initially be made to any of the Chair of the relevant locality.

14.2 A new practice may join only through one of the existing localities, and if they are willing to abide by the constitution, principles and governance arrangements of the CCG.

14.3 An unsuccessful applicant will have the right of appeal to the CCG Chair.

14.4 Schedule 1 of this constitution contains the list of practices, together with each locality lead signing a 'Memorandum of Agreement' confirming their agreement to this constitution along with the duties and responsibilities of the CCG and member practices.

Eligibility of Membership

14.5 Any General Practice situated within the geographical area covered by the CCG which holds a contract for the provision of primary medical services and whose practice population is in the majority resident in Basildon and Brentwood shall be

eligible for membership of the CCG.

14.6 No Practice shall become a Member of the CCG unless that Practice:

a) is a holder of a primary medical contract;
b) is a primary care services provider in the relevant Locality;
c) has completed an application for membership to the CCG;
d) has submitted an application to the NHS Commissioning Board and had its application approved; and has been entered into the Register of Members (schedule 1).

Expulsion

14.7 A member practice shall only be expelled from the CCG through the provision of relevant statute.

15 Accountability of the CCG

15.1 The group will demonstrate its accountability to its members, local people, stakeholders and the NHS Commissioning Board in a number of ways, including by:

a) publishing its constitution;
b) appointing independent lay members and non GP clinicians to its governing body;
c) holding meetings of its governing body 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);
d) publishing annually a commissioning plan;
e) complying with local authority health overview and scrutiny requirements;
f) meeting annually in public to publish and present its annual report (which must be published);
g) producing annual accounts in respect of each financial year which must be externally audited;
h) having a published and clear complaints process;
i) complying with the Freedom of Information Act 2000;
j) providing information to and working with the NHS Commissioning Board as required.

In taking these steps to demonstrate its accountability, the CCG will also therefore facilitate stakeholder understanding and awareness of CCG priorities.

15.2 In addition to these statutory requirements, the group will demonstrate its accountability by:

k) Publishing its principal commissioning and operational policies e.g. a policy about funding exceptional cases
l) Holding engagement events up to four times per annum.

15.3 The governing body of the group will throughout each year have an ongoing role in reviewing the group's governance arrangements to ensure that the group continues to reflect the principles of good governance.

16 Functions and general duties

16.1 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 the Department of Health's *Functions of clinical commissioning groups, June 2012*. They relate to:

a) commissioning certain health services (where the NHS Commissioning Governing Body is not under a duty to do so) that meet the reasonable needs of:
    I. all people registered with member GP practices, and
    II. people who are usually resident within the area and are not registered with a member of any clinical commissioning group;
b) commissioning emergency care for anyone present in the group's area;
c) paying its employees' remuneration, fees and allowances in accordance with the determinations made by its governing body and determining any other terms and conditions of service of the group's employees;
d) determining the remuneration and travelling or other allowances of members of its governing body.

16.2 In discharging its functions, the group will:

a) act, when exercising its functions to commission health services, consistently with the discharge by the Secretary of State and the NHS Commissioning Board of their duty to *promote a comprehensive health service* and with the objectives and requirements placed on the NHS Commissioning Board through the mandate published by the Secretary of State before the start of each financial year;
b) Meet the public sector equality duty;
c) Work in partnership with its local authority[ies] and neighbouring CCGs to develop *joint strategic needs assessments* and *joint health and wellbeing strategies.*
   The CCG will achieve this by:
    I. Delegating responsibility to
        - The CCG's governing body (Governing Body),
        - The audit and remuneration committees, and other committees as set out in Schedule 9 of this constitution
    II. Establishing key policy documentation that defines the integrated governance framework of the CCG such as its Standing Financial Instructions, Standing Orders, Scheme of Delegation, Commissioning Strategy and other key documentation available on the CCG internet.
    III. Establishing measurable objectives within its Commissioning Strategy that are monitored and published annually and revised at least every four years.

IV. establishing commissioning and QIPP plans to support the delivery of the strategy that clearly set out inter alia the mechanisms for collaborating with neighbouring CCGs;

V. Monitoring progress of the delivery of its duties, to be monitored through the CCG reporting mechanisms defined within the terms of reference of the aforementioned sub-committees, as defined in schedule 9.

VI. Publishing, at least annually, sufficient information to demonstrate compliance with this general duty across all CCG functions.

16.3 General Duties – in discharging its functions the group will:

a) Make arrangements to ***secure public involvement*** in the planning, development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements
b) 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
c) Act effectively, efficiently and economically
d) Act with a view to securing continuous improvement to the quality of services
e) Assist and support the NHS Commissioning Board in relation to the Governing Body's duty to ***improve the quality of primary medical services***
f) Have regard to the need to ***reduce inequalities***
g) Promote the involvement of patients, their carers and representatives in decisions about their healthcare
h) Act with a view to enabling patients to make choices
i) ***Obtain appropriate advice*** from persons who, taken together, have a broad range of professional expertise in healthcare and public health
j) assess the information requirements of the CCG using the Commissioning Intelligence Self-Assessment Tool (CISAT) to ensure there is sufficient capacity / capability to deliver those requirements and assess its capability to meet information governance requirements managed in accordance with legislation and best practice as defined within the NHS Information Governance toolkit;
k) Promote innovation
l) Promote research and the use of research
m) 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
n) 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.

   The CCG will achieve this by:

   I. Delegating responsibility to
      - The CCG's governing body (Governing Body),

- The audit and remuneration committees, and other committees as set out in Schedule 9 of this constitution

II. Establishing key policy documentation that defines the integrated governance framework of the CCG such as its Standing Financial Instructions, Standing Orders, Scheme of Delegation, Commissioning Strategy and other key documentation available on the CCG internet.

III. Establishing measurable objectives within its Commissioning Strategy that are monitored and published annually and revised at least every four years. This will have specific regard to equality and diversity.

IV. Monitoring progress of the delivery of its duties, to be monitored through the CCG reporting mechanisms defined within the terms of reference of the aforementioned committees

V. Publishing, at least annually, sufficient information to demonstrate compliance with this general duty across all CCG functions.

16.4 General Financial Duties – the group will perform its functions to as to:

a) Ensure its expenditure does not exceed the aggregate of its allotments for the financial year
b) Ensure its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by the NHS Commissioning Board for the financial year
c) Take account of any directions issued by the NHS Commissioning Board, in respect of specified types of resource use in a financial year, to ensure the group does not exceed an amount specified by the NHS Commissioning Board
d) Publish an explanation of how the group spent any payment in respect of quality made to it by the NHS Commissioning Board.
   The CCG will achieve this by:
   I. Delegating responsibility to
      - The CCG's governing body (Governing Body),
      - The audit and remuneration committees, and other committees as set out in Schedule 9 of this constitution

   II. Establishing key policy documentation that defines the integrated governance framework of the CCG such as its Standing Financial Instructions, Standing Orders, Scheme of Delegation, Commissioning Strategy and other key documentation available on the CCG internet.

   III. Establishing measurable objectives within its Commissioning Strategy that are monitored and published annually and revised at least every four years. This will have specific regard to equality, [insert more...];

   IV. Monitoring progress of the delivery of its duties, to be monitored through the CCG reporting mechanisms defined within the terms of reference of the aforementioned sub-committees, as defined in schedule 9.

   V. Publishing, at least annually, sufficient information to demonstrate compliance with this general duty across all CCG functions.

16.5 Other relevant regulations, directions and documents

a) The group will
   I. comply with all relevant regulations;
   II. comply with directions issued by the Secretary of State for Health or the NHS Commissioning Board; and
   III. take account, as appropriate, of documents issued by the NHS Commissioning Board.
b) The group will develop and implement the necessary systems and processes to comply with these regulations and directions, documenting them as necessary in this constitution, its scheme of reservation and delegation and other relevant group policies and procedures.

17 Decision making: the governing structure

Authority to Act

17.1 The clinical commissioning group is accountable for exercising the statutory functions of the group. It may grant authority to act on its behalf to:

a) any of its members;
b) its governing body;
c) employees;
d) a committee or sub-committee of the group.

17.2 The extent of the authority to act of the respective bodies and individuals depends on the powers delegated to them by the group as expressed through:

a) the group's scheme of reservation and delegation; and
b) for committees, their terms of reference.

Scheme of Reservation and Delegation[8] (refer to section 53: Schedule 8)

17.3 The group's scheme of reservation and delegation sets out:

a) those decisions that are reserved for the membership as a whole;
b) those decisions that are the responsibilities of its governing body (and its committees), the group's committees and sub-committees, individual members and employees.

17.4 The clinical commissioning group remains accountable for all of its functions, including those that it has delegated.

[8] Also referred to as 'Scheme of Delegation' or 'SoD'.

General

17.5 In discharging functions of the group that have been delegated to its governing body (and its committees), individuals must:

a) comply with the group's principles of good governance,
b) operate in accordance with the group's scheme of reservation and delegation,
c) comply with the group's standing orders,
d) comply with the group's arrangements for discharging its statutory duties,
e) where appropriate, ensure that member practices have had the opportunity to contribute to the group's decision making process.

17.6 When discharging their delegated functions, committees, sub-committees and joint committees must also operate in accordance with their approved terms of reference (refer to section 53 schedule 8).

Committees of the Group

17.7 The committees established by the group are described in schedule 9.

18 Members of the governing body of the CCG

18.1 The Governing Body shall have the right to decide the maximum number of members from time to time, notwithstanding that the majority shall be practising clinicians. This should take account of[9]:

- Chairman, Vice Chairman
- Accountable Officer
- Chief Operating Officer
- Chief Finance Officer
- A maximum of 12 GP members and no maximum on the number elected from each locality as formula is 1 to 25,000 registered patients
- At least two Lay members
- Secondary Care Specialist Doctor
- Chief Nurse

18.2 Each of the key roles listed above will be appointed and remunerated, following determination by the Remuneration Committee and such determination shall be in accordance with the NHS Commissioning Board guidance on 'Role Outlines, Attributes and skills published July 2012 or any superseding guidance, Act or provision made from time to time.

18.3 The roles and responsibilities of Governing Body members will be documented within comprehensive job descriptions approved by the Remuneration Committee.

[9] The roles described in section 10.1 are clearly defined in the definitions table at the outset of the constitution. Confirmation of the appointed roles of officers within the CCG will be formally recorded within minutes of a Board meeting and will be appended as an addendum to this constitution.

18.4 The Governing Body may also co-opt observers and attendees with speaking rights to attend meetings as required including, but not limited to:

Essex County Council Public Health Consultant (or equivalent)

Essex County Council Director of Social Services (or equivalent)

Eligibility for Governing Body Membership

18.5 No person shall be appointed a CCG Governing Body Member if he or she:

- Is not eligible to work in the UK
- Becomes of unsound mind
- Is adjudged bankrupt
- Is convicted of a criminal offence
- Is guilty of immoral behaviour
- Is the subject of a national disqualification by the General Medical Council or has been removed from the Medical Performers' List on the grounds of suitability of efficiency.
- Has been dismissed (except by redundancy) by an NHS body
- Is subject to a disqualification order set out under the Company Directors Disqualification Act 1986
- Has been removed from acting as a trustee of a charity.

Elections to the Governing Body

18.6 Where necessary, as part of the appointment of GP members, the Governing Body shall conduct elections at least every 3 years, in accordance with the principles as set out in Schedule 2. During the first 3 years' elections will be staggered to ensure some consistency of Governing Body members, and a rolling programme of elections will then be adopted in line with this phased approach.

18.7 In order to maintain fairness and equality during the electoral process the elections shall be conducted in line with the principles set out by North and South Essex Local Medical Committees Limited.

18.8 Any GP wishing to stand for appointment to the Governing Body shall do so in accordance with the criteria as set out in Schedule 2.

Removal / Disqualification from the Governing Body

18.9 A Governing Body member shall be removed from office:

a) If a receiving order is made against him or he makes any arrangement with his creditors.
b) If in the opinion of the Governing Body (having taken appropriate professional advice in cases where it is deemed necessary) he becomes or is deemed to be of unsound mind.

c) If he ceases to be a provider of primary medical services, or engaged in or employed to deliver primary medical services, other than those lay Members of the Governing Body who have been duly appointed or elected by the Governing Body.
d) If he is suspended from providing primary medical services in which case the removal or suspension from the Governing Body shall be at the discretion of the Governing Body.
e) If he shall be convicted of a criminal offence whereby the sentence imposed shall be for a minimum of 6 months' imprisonment (whether such sentence is held to be suspended or conditional).
f) If he shall have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the Governing Body or the Clinical Commissioning Group and is likely to bring the Governing Body and/or Clinical Commissioning Group into disrepute. This includes but is not limited to dishonesty, misrepresentation (either knowingly or fraudulently), defamation of any Member of the Governing Body (being slander or libel), abuse of position, non-declaration of a known conflict of interest, seeking to lead or manipulate a decision of the Governing Body in a manner that would ultimately be in favour of that Member whether financially or otherwise.
g) Where he has become ineligible to stand for a position as a result of the declaration of any Conflict of Interest under paragraph 23.

Tenure

18.10 The term of appointment for CCG Governing Body Members is 3 years. Governing Body members will be eligible to stand again if they wish to stand for another term (with the exception of the Chair see section 13)

18.11 The term of appointment of GP Governing Body members is not subject to recall by the localities.

Conduct of Governing Body Members

18.12 Employees, members, committee and sub-committee members of the group and members of the governing body (and its committees) will at all times comply with this constitution and be aware of their responsibilities as outlined in it. All Governing Body members and staff working on behalf of the CCG shall adhere to the seven Nolan Principles of Public Life (1995, definitions as revised in January 2013) as follows:

SELFLESSNESS

Holders of public office should act solely in terms of the public interest. *INTEGRITY*

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for

themselves, their family, or their friends. They must declare and resolve any interests and relationships. *OBJECTIVITY*

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

ACCOUNTABILITY

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this

OPENNESS

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

HONESTY

Holders of public office should be truthful

LEADERSHIP

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

18.13 All members of the Governing Body and all CCG staff must comply with the group's policy on business conduct, including the requirements set out in the policy (and S22-24 of this constitution) for managing conflicts of interest. This policy will be available on the CCG's website.

19 Governance of the Governing Body (Board)

19.1 General

- Every term of office shall commence on announcement of the outcome of any vote/ballot which shall take place at the outset of the meeting of the Governing Body. Any term of office shall also subsequently cease after the announcement of the new officers.
- The Governing Body shall have the authority to engage, employ or appoint any consultant, employee or private contractor in order to facilitate the performance of its duties. Such individuals may be present at any Governing Body meetings at the discretion of the Governing Body but shall not be entitled to any voting rights.
- The Governing Body shall have the right to establish an Executive Team or any such committee that it deems necessary to aid in the discharge of its responsibilities.

19.2 Proceedings of the Governing Body

- The Governing Body Members may fix for each year dates, times and places on and at which meetings are to be held.
- The Notice of such meetings shall be served no less than 7 working days to all Governing Body members and if particulars have been given in writing no less than 1 month before the first of those meetings, no further notice need be given of them.
- The Governing Body shall meet in public 6 times per year during the interim period (prior to authorisation) and transition period (a year from the date of authorisation) moving to all Board meetings being held in public thereafter.
- Any business deemed prejudicial to the public interest (paragraph 8(3) of Schedule 2 of the 2012 Act) shall be held in a private session of the Board under 'Part II' business.
- Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the chair or the Governing Body or relevant committee at least 10 working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at lead 7 working days before the meeting takes place.
- The date, time and venue of all Governing Body meetings will be made public with at least 7 days' notice on the CCG website. The notice shall include the agenda and papers related to the agenda.
- No meeting of the Governing Body shall be held without either a Chairman or Vice Chairman being present. If neither is present, then a temporary Chairman shall be nominated from the remaining Governing Body members.

19.3 Quorum

- The quorum at meetings shall be no less than 50% of the full Governing Body, with clinicians in the majority. Localities should ensure representation, by delegation or proxy if Governing Body Members are not themselves available.
- Any quorum of the Governing Body or its sub-committees shall exclude any member affected by a Conflict of Interest under section 22. If this paragraph has the effect of rendering the meeting in-quorate, then the Chairman shall decide whether to adjourn the item in question to another meeting.
- For all other of the group's committees and sub-committees, including the governing body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference.

19.4 Voting

- Each locality shall have voting rights in accordance with the rules set out in Schedule 5.
- All members of the Governing Body shall be permitted to carry a vote on any decision of the Governing Body. No Observer or co-opted member shall carry a

vote. In the case of an equality of votes, the Chairman shall carry the casting vote.

- Any elected Member of the Governing Body shall be entitled to nominate a proxy to vote on his behalf in the event that he cannot attend a meeting of the Governing Body. In those circumstances the Chairman (or acting Chairman) should be informed one week prior to the meeting of the non-attendance and shall receive a duly completed and authorised proxy form, as per Schedule 4 of this Constitution.
- Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- For all other of the group's committees and sub-committees, including the governing body's committees and sub-committee, the details of the process for holding a vote are set out in the appropriate terms of reference.

19.5 Decisions

- In so far as possible the CCG Governing Body shall endeavour to reach decisions by consensus.
- Notwithstanding the above, the Decision of the Governing Body shall be by simple majority of those present at a meeting in by virtue of the votes they hold.
- A decision that has a profound effect such as removing the commissioning rights of the locality or expropriating the right of a Governing Body Member (e.g. expulsion) shall only be made if supported by three quarters of the total members by virtue of the votes they hold. Such motion can only be moved on the floor if two thirds of the voting members are in support.
- The CCG Governing Body will reach decisions through processes enshrined in its constitution and in accordance with law.

19.6 Observers

- The Governing Body may in its absolute discretion invite such persons as it thinks fit to attend the whole or any part of the Governing Body meeting (such persons shall not be permitted to vote).

19.7 In Camera/Closed Sessions

- The Chairman of the Governing Body can determine items that need to be discussed in closed session.
- The Governing Body may require all or any of the invited observers to withdraw from any meeting if it wishes to consider any business in camera.

19.8 Annual General Meeting

- The CCG shall hold an Annual General Meeting (AGM) once in each year provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- The AGM shall be held in publically accessible premises within the geographical area of the CCG.

19.9 Minutes

- The Governing Body shall keep records and proper minutes of all Governing Body meetings, resolutions and business conducted.
- The names of all members of the meeting, present at the meeting shall be recorded in the minutes of the meeting. This shall apply to all meetings of the Governing Body and committee meetings.
- The accuracy of minutes will be discussed approved and minuted at subsequent meetings of the Governing Body or relevant committee.
- Minutes of all formal meetings will be a matter of public record.

19.10 Petitions

- Where a petition has been received by the group, the chair of the governing body shall include the petition as an item for the agenda of the next meeting of the governing body.

19.11 Chair of a meeting

- At any meeting of the group or its governing body or of a committee or sub-committee, the chair of the group, governing body, committee or sub-committee, if any and if present, shall preside. If the chair is absent from the meeting, the deputy chair, if any and if present, shall preside.
- If the chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if present, shall preside. If both the chair and deputy chair are absent, or are disqualified from participating, or there is neither a chair or deputy a member of the group, governing body, committee or sub-committee respectively shall be chosen by the members present, or by a majority of them, and shall preside.

19.12 Chair's ruling

- The decision of the chair of the governing body on questions of order, relevancy and regularity and their interpretation of the constitution, standing orders, scheme of reservation and delegation and prime financial policies at the meeting, shall be final.

19.13 Emergency powers and urgent decisions

- The powers which the Governing Body has reserved to itself may in emergency or for an urgent decision be exercised by the Accountable Officer and the Chairman after having consulted at least two non-officer members. The exercise of such powers by the Accountable Officer and Chairman shall be reported to the next formal meeting of the PCT Governing Body in public session for formal ratification.

19.14 Sub-Committees

- The Governing Body shall have the authority to delegate any of its activities to a subcommittee. Such sub-committee shall be made up of either members of the Governing Body, any consultants and/or employees approved by the Governing Body.
- The Governing Body has appointed a number of committees, which includes an Audit Committee and Remuneration Committee (described in sections 31 and 32 respectively). The full committee structure arrangements are described in Schedule 9.
- All meetings of Governing Body appointed committees shall be governed by the arrangements set out within this section (11).
- All committees shall have an approved Terms of Reference defining the role and responsibility of the committee, its membership and governance processes.

19.15 Standing Financial Instructions (SFIs), Standing Orders (SOs) and Scheme of Delegation (SoD).

- The Governing Body shall approve the CCG SFIs, SOs and SoD once satisfied that they adequate represent the needs of the CCG.
- Schedule 8 of the constitution will be the form used for such authorisation.
- If for any reason the standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the governing body for action or ratification. All members of the group and staff have a duty to disclose any non-compliance with these standing orders to the Accountable Officer as soon as possible.

20 Role of the Governing Body

20.1 The role of the Governing Body includes among others:

- To carry out delegated commissioning work devolved to it by the participating localities.
- In fulfilling these obligations, the Governing Body shall ensure robust arrangements are in place for the CCG so that it demonstrates to its stakeholders that they are discharging their functions responsibly and in the best interests of patients and the public.

20.2 The duties of the CCG Governing Body can be described across six main areas which are:

- Setting of strategic direction
- Commissioning, Financial and Performance management (meaning performance management of providers of commissioned services, e.g., referral to treatment waiting times etc.)
- Locality organisational development
- Clinical leadership development
- Securing continuous improvement in quality of local health services

- Ensuring probity

20.3 These duties are without prejudice to any function or responsibility which has been retained by a participating locality as having exclusive jurisdiction.

In detail the Board shall as far as reasonably practicable:

20.4 Ensure that all providers of primary medical services in the locality are Members of the Clinical Commissioning Group.

20.5 Support a variety and diverse approach to commissioning, particularly for practices to work proactively to improve efficiency and value.

20.6 Encourage innovation by enabling and supporting practices and clinicians in creating changes.

20.7 Engage in a collaborative approach with the local NHS (both with neighbouring CCGs and other Provider organisations) in securing new services for patients fully responsive to local health needs.

20.8 Ensure that there are robust plans and responsibilities assigned to manage staff engagement, external relationships and communications.

20.9 Facilitate the delivery of the required management cost savings whilst ensuring sustainable functions.

20.10 Facilitate the delivery and implementation of any guidance or standards issued by any relevant regulatory body.

20.11 Work with any other appropriate bodies, which are involved at any relevant time, in commissioning or provision of primary and secondary care services.

20.12 Work collaboratively to deliver the patient pathway outcomes and milestones set out in any Local Delivery Plan. This will require on-going discussion between the CCG, partner CCGs and provider organisations about long-term strategy and plans.

20.13 Ensure effective liaison with and reporting to Members of the Clinical Commissioning Group and NHS Commissioning Board (as appropriate).

20.14 Develop and keep under review robust governance arrangements which shall be complied with by all Members within the Clinical Commissioning Group.

20.15 Develop and document systems and processes for dealing with, monitoring and learning from Serious Incidents.

20.16 Comply with all relevant procurement law and policy, amongst other mechanisms, and adhere to the obligations placed on the Board and Clinical Commissioning Group with regard to all Providers applying the following principles of:

- transparency and openness,
- equality of treatment,

20.17 Be engaged in the day to day management and application of commissioning and

related activity in the Locality and shall operate in good faith using all due skill and diligence.

20.18 Fairly and equitably advertise any specific salaried posts.

21 The Chairman and Vice Chairman

21.1 The Chairman and Vice Chairman shall serve on the Governing Body for a period of no more than 3 years after which the positions shall be subject to reappointment. No Chairman shall serve on the Governing Body for a period of more than 3 years without a break of at least 1 year.

21.2 The Chairman and Vice Chairman will be selected by all voting members of the Governing Body. The elected chair will then need to seek the support of at least 66% of each of the member practices of the CCG through a ratification process overseen by the LMC.

21.3 Where the Chairman is a GP, the Vice Chairman shall be a lay member.

21.4 The roles of Chairman and Accountable Officer shall not be held by the same individual. At least one of these posts must be held by a clinical member of one of the member practices.

21.5 The Chair of the Audit and Remuneration Committees could be the Vice Chair of the Governing Body but would be precluded from being its Chairman.

21.6 Where the Chairman is a lay member of the Governing Body, an alternative lay member will be required to Chair the Remuneration Committee. It is not possible for the Chair of the CCG to also be the Chair of the Remuneration Committee.

21.7 The Accountable Officer, Chief Finance Officer, Secondary Care Specialist Doctor, Registered Nurse (Chief Nurse) or the Lay member with the lead role in overseeing key elements of financial management and audit may NOT be the Chair of the governing body.

21.8 The Chair of the governing body may also be the Clinical Leader of the CCG, where the role is performed by the individual recognised as the leading clinician. Where the role of the Accountable Officer is also performed by a clinician, the CCG shall formally identify one of them to be known as the Clinical Leader. Confirmation of the appointed roles of officers within the CCG will be formally recorded within minutes of a public Board meeting and will be appended as an addendum to this constitution.

21.9 The Vice Chairman deputises for the Chair of the Governing Body where he / she has a conflict of interest or is otherwise unable to act.

22 Accountable officer (Chief Officer / Chief Clinical Officer)

22.1 The Governing Body will select and appoint an Accountable Officer following ratification by the NHS Commissioning Board.

22.2 The individual who takes on the Accountable Officer role will be proposed by the

CCG and appointed to this role by the NHS Commissioning Board referred to in 13.2 above). In circumstances where the Accountable Officer role is undertaken by the Lead Clinician they will be known as the Chief Clinical Officer. When a manager undertakes the role, the individual will be known as the Chief Officer. In circumstances where a CCG chooses to appoint a clinician to the Chair of the governing body and nominate a clinician for the role of the accountable officer (to be appointed by the NHS Commissioning Board), then the CCG should identify one of them to be known as the Clinical Leader. Confirmation of the appointed roles of officers within the CCG will be formally recorded within minutes of a public Board meeting and will be appended as an addendum to this constitution.

22.3 The Accountable Officer will have specific responsibilities for ensuring that the CCG complies with its financial duties, promotes quality improvements and demonstrates value for money.

22.4 The Accountable Officer has ultimate responsibility for the delivery of services in accordance with required standards, which includes ensuring that there is a process in place to reduce health inequalities in access to and the outcome from healthcare. This will be managed via the Patient Safety and Quality Committee. The Accountable Officer must be either,

- A GP who is a member of the CCG (who shall be known as the Chief Clinical Officer);
- An employee of the CCG or any member of the CCG (who shall be known as the Chief Officer); or
- In the case of a joint appointment, an employee of any member of any of the groups in question or any member of those groups.

22.5 Where the Accountable Officers a clinician, in addition to the Accountable Officer's general duties (working in partnership with a senior manager) they will take the lead in interactions with stakeholders, including the NHS Commissioning Board.

Where the Accountable Officer is a not a clinician from the member practices, then the chair of the Governing Body must be elected from the clinical members.

14.6. In the event of short-term absence (up to approximately one month), the Chief Nurse, Chief Finance Officer or Chief Operating Officer will deputise for the Accountable Officer according to their areas of expertise. If the Accountable Officer is absent or the post is vacant for more than one continuous month, the Board will appoint an interim Accountable Officer with the agreement of NHS England.

23 GP MEMBERS

23.1 The appointment process for the GP members of the Governing Body will be conducted in accordance with the process and principles set out in schedule 2 of this Constitution.

23.2 The duty of all Governing Body members is to commission services on behalf of the population of the CCG.

24 LAY MEMBERS

24.1 The Governing Body will nominate at least two lay members who should ideally be residents of the area covered by the CCG or be able to demonstrate how they are otherwise able to bring that perspective to the Governing Body.

24.2 Both lay members shall have a good understanding of the operation of the Governing Body and of good governance practices. One lay member will have a lead role in overseeing key elements of governance. This member will have recent financial and audit experience and will act as Chairman of both the Audit and Remunerations Committees.

24.3 One lay member will have expertise and knowledge of the local community and will have a lead role in championing public and patient involvement.

24.4 One of the lay members will undertake the role of Vice Chairman of the Governing Body.

24.5 The term of office of lay members will be 3 years, after which the post will be subject to reappointment.

24.6 The lay members will be appointed in accordance with the procedures set out in schedule 3 to this Constitution.

25 SECONDARY CARE SPECIALIST AND BOARD NURSE

25.1 One member shall be a doctor who is a secondary care specialist who has a high level of professional expertise and knowledge. This member will bring an understanding of patient care in the hospital setting.

25.2 One member shall be a registered nurse who will bring a broader view from the nursing perspective, on health and care issues, and especially the contribution of nursing to patient care.

25.3 The Board Nurse appointed to the Governing Body shall be accountable for patient safety and will provide regular reports to the National Reporting and Learning system. The Board Nurse shall be responsible for Safeguarding (including both the Local Safeguarding Children Board and the Safeguarding Adult's Board). This role therefore includes close co-operation and liaison with the Local Authority on these matters.

25.4 The secondary care specialist and Board Nurse shall be appointed in accordance with national guidance applicable at the time of the appointment and procedures set out in schedule 3 to this Constitution.

26 Chief Operating Officer & Chief Finance Officer

26.1 The Chief Operating Officer is the CCGs most senior manager responsible for the day to day running of the CCG in circumstances when the CCG has a Chief Clinical Officer (i.e. its clinical leader undertakes the accountable officer role).

26.2 The Chief Finance Officer, whilst a member of the Executive team, is also a member of the Governing Body who has an appropriate recognised accounting qualification.

26.3 The role of the Chief Finance Officer is to provide financial advice to the CCG and to supervise the financial control and accounting systems.

26.4 Where the CCG has a Chief Clinical Officer (hence a clinician who undertakes the Accountable Officer role) and they decide to appoint a single individual to undertake the combined roles of the Chief Operating Officer and Chief Finance Officer, this officer shall be known as the Chief Finance and Operating Officer. Confirmation of the appointed roles of officers within the CCG will be formally recorded within minutes of a public Board meeting and will be appended as an addendum to this constitution.

27 Accountability and rules of engagement with Member Practices

27.1 General

- The CCG is a membership organisation and will act as an agent of its member practices listed in Schedule 1.
- This change in status and culture will be underpinned by a number of bilateral accountability measures detailed in section 11.

27.2 Regular Meetings

- In addition to the AGM referred to in Paragraph 11.8, there will be at least two other CCG meetings for all member practices that do not have the public in attendance.

27.3 Survey of Practices

- The Governing Body will undertake an annual survey of its member practices to obtain feedback on levels of satisfaction and perceived engagement with the commissioning process.
- The report will be discussed at one of the CCG's public Governing Body meetings.

27.4 Power of Recall

- The GP members of the Governing Body will be appointed in accordance with the process set out in Schedule 2.
- Safeguards must exist to guard against the possibility of the Governing Body becoming out of touch with the views and needs of its member practices.
- A Power of Recall therefore forms part of the Constitution. This will allow the GP members to be recalled following an AGM called by at least 75% of the CCG's constituent GPs, provided that the response rate is at least 50% of eligible GPs.

27.5 Responsibilities of Member Practices

The responsibilities of member practices to the CCG are set out in Schedule 5.

27.6 Memorandum of Agreement

- The effective participation of each member practice will be essential in developing and sustaining high quality commissioning arrangements.

- A Memorandum of Agreement between localities and the CCG will be put in place as a means of clarifying the expectations and obligations of both parties. This will be reviewed no less than every two years by the CCG Board and the localities to ensure it remains relevant and fit for purpose.

- Minutes of locality meetings will be received for information and monitoring by the Clinical Executive Group (CEG) on a monthly basis to facilitate communication between the CEG and localities

28 Devolved commissioning structures

28.1 The CCG is able to delegate any of its functions, decision making powers and associated budgets to devolved commissioning structures which may include locality sub-committees.

28.2 The details of any devolved locality commissioning arrangements are detailed in Schedule 5.

28.3 Responsibilities of localities have also been summarised in Schedule 5.

28.4 The terms and detail of any such delegation will form part of the CCG's Schemes of Delegation and Standing Financial Instructions.

28.5 Each participating locality shall have access to a management budget in accordance with their voting share ratio.

28.6 The CCG Governing Body shall prepare and submit a budget at the beginning of each financial year to the Participating localities.

29 Joint working with other CCGs

29.1 Basildon and Brentwood CCG recognises the importance of working collaboratively with other CCGs to achieve whole health economy service improvements and addressing the wider health inequalities within a local population. The CCG will work with neighbouring CCGs to maintain and develop a range of collaborative arrangements, to be agreed by the Governing Body as required.

29.2 For additional information on how the CCG will work with other CCGs, refer to section 20, role of the Governing Body.

30 Conflict of interest

30.1 The CCG will abide by the national Code of Conduct for managing conflicts of interest[10]. A definition of "conflict of interest" is:

"*A conflict between the private interests and the official responsibilities of a person in a position of trust*". A conflict of private interest (or duty) and public duty arises where a member has any interest which might influence, or be perceived as being capable of influencing, his or her judgement even unconsciously.

If a member has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the CCG, the member shall disclose that interest to the Governing Body as soon as he becomes aware of it.

30.2 A Conflict of Interest may include but shall not be limited to:

- A Member of the Governing Body or any of its sub-committees holding partnership in, employment in, directorship or trusteeship of or majority or controlling shareholdings in or other significant associations with any Provider.
- A Member of the Governing Body or its sub committees holding simultaneous office in both a Local Medical Committee and the Clinical Commissioning Group on completion of the transition stage of development/after April 2013.
- Any interest the Member of or its sub-committees if registered with the General Medical Council (GMC) would be required to declare in accordance with paragraph 55 of the GMC's publication "Management for Doctors or any successor code" including the referral of any patient by a member to a Provider or the Governing Body or its sub-committees in which the member has a Conflict of Interest.
- Any interest that the Member of the Governing Body or its sub-committees if registered with the Nursing and Midwifery Council (NMC) would be required to declare in accordance with paragraph 7 of the NMC's publication Code of Professional Conduct or any successor code including the referral of any patient by a member to a Provider in which the member has a Conflict of Interest.

[10] Code of Conduct: Managing conflicts of interest where GP practices are potential providers of CCG-commissioned services NHS Commissioning Governing Body publication July 2012.

- Any other interest whatsoever that should be dutifully declared under The Health and Social Care Act 2012 and guidance issued by Department of Health from time to time.
- 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);
- where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories

30.3 If in doubt, the individual concerned should assume that a potential conflict of interest exists.

31 Declaration of conflict of interest

31.1 Individuals contracted to work on behalf of the group or otherwise providing services or facilities to the group will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest in accordance with the guidance set out in this constitution. This requirement will be written into their contract for services.

31.2 As required by section 14O of the 2006 Act, as inserted by section 25 of the 2012 Act, the clinical commissioning group will make arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the group will be taken and seen to be taken without any possibility of the influence of external or private interest.

31.3 Where an individual, i.e. an employee, group member, member of the governing body, or a member of a committee or a sub-committee of the group or its governing body has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the group considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution.

31.4 The CCG shall maintain a specific Conflict of Interest Policy to guide staff in identifying and subsequently acting appropriately to address any conflict of interest.

31.5 The Accountable Officer of the Clinical Commissioning Group shall maintain one or more registers of interest of all Members of the CCG, the Governing Body or its committees / sub-committees and its employees recording all declarations of

Conflicts of Interest in the forms set out in Schedule 6.

31.6 The Accountable Officer will write to all member practices annually seeking confirmation of any changes which have not otherwise been reported. The Accountable Officer will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interests or potential conflict of interests, to ensure the integrity of the group's decision making processes, in accordance with the full detail of the CCG Conflict of Interest Policy.

31.7 The register of interests shall be kept by the Governing Body and shall be made available on written request. The register of interest will be available for regular review by the CCG Internal Auditors.

31.8 Any Member of the Governing Body or its sub-committees subject to a Conflict of Interest or to any change in circumstances which may bring to light a potential future Conflict of Interest or any previous or current Conflict of Interest shall:

- declare the nature and extent of any Conflicts of Interest (including any benefit already or expected to be received) to the Accountable Officer for inclusion on the register, in the form set out in Schedule 6 prior to any relevant discussion regarding any specification for or award of the goods or services to which the Conflict of Interest relates; within 28 days of appointment or as soon as such Conflict of Interest becomes apparent whichever is the sooner;
- declare the nature and extent of any Conflict of Interest at the beginning of any meeting in which relevant discussion regarding any specification for or award of the goods or services to which the Conflict of Interest relates;
- if the Member of the Governing Body or its sub-committees seeks to refer a patient to a Provider he/she must declare the nature of any Conflict of Interest to the patient and note the nature of the Conflict of Interest related to any referral on the patient's medical record as suggested by Paragraph 76 of GMC's Good Medical Practice code; and
- be refrained from discussing or voting on any matters related to such Conflict of Interest unless the Accountable Officer deems that the Conflict of Interest is not a prejudicial conflict of interest.

31.9 All invitations to tender or contract issued by the Clinical Commissioning Group shall require any tendered or potential contractor to declare any Conflicts of Interest within 28 days in the form set out in Schedule 6.

31.10 Interests which are relevant and material include:

- Partnership (e.g. in a general practice which will benefit from the proposal) or employment in a professional partnership e.g. Limited Liability Partnership;
- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies)
- Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- Any connection with a voluntary or other organisation contracting to provide NHS services;

- Research funding/grants that may be received by an individual or their department.

32 Failure to disclose conflict of interest

32.1 Failure to disclose any Conflict of Interest by any Member of the Governing Body may result in the disqualification of that Member by special resolution of the Governing Body under the disqualification provisions detailed in paragraph 10.9.

32.2 Failure to disclose any Conflict of Interest by any member of the Governing Body regarding a bid from a potential Provider, will not necessarily render any decision made by the Governing Body or its properly constituted sub committees as invalid. Although the Governing Body shall reserve the right to declare any such contract invalid or impose such requirements or conditions upon that Member or any contract to which the Conflict of Interest pertains, as it sees fit.

33 Transparency in procuring services

33.1 The group recognises the importance in making decisions about the services it procures in a way that does not call into question the motives behind the procurement decision that has been made. The group will procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers.

33.2 The group will publish a Procurement Strategy approved by its governing body which will ensure that:

a) all relevant clinicians (not just members of the group) and potential providers, together with local members of the public, are engaged in the decision-making processes used to procure services;
b) service redesign and procurement processes are conducted in an open, transparent, non-discriminatory and fair way

33.3 Copies of this Procurement Strategy will be available on the group's website

33.4 Where the CCG may develop / procure shared services and support to enable the discharge of its statutory and operational functions, the CCG will ensure that these arrangements have been assured through BDU business review or equivalent process and that this will be documented within the SLA / Memorandum of Understanding (MoU) or MoA with the assured support provider.

34 Transparency, ways of working and standing orders

General

34.1 The group will publish annually a commissioning plan and an annual report, presenting the group's annual report to a public meeting.

34.2 Key communications issued by the group, including the notices of procurements, public consultations, governing body meeting dates, times, venues, and certain

papers will be published on the group's website.

34.3 The group may use other means of communication, including circulating information by post, or making information available in venues or services accessible to the public.

34.4 The BBCCG will clearly establish strategic organisational objectives which will form the basis of a Governing Body Assurance Framework programme to manage all CCG risks, including clinical, financial, corporate, information, and research governance risks that may impact on the delivery of strategic objectives including the CCG Commissioning strategy, plans and the QIPP. The process for managing risk is set out within the CCG Standing Financial Instructions.

Standing Orders

34.5 This constitution is also informed by a number of documents which provide further details on how the group will operate. They are the group's:

- ***Standing orders*** – which sets out the arrangements for meetings and the appointment processes to elect the group's representatives and appoint to the group's committees, including the governing body;
- ***Scheme of reservation and delegation*** – which sets out those decisions that are reserved for the membership as a whole and those decisions that are the responsibilities of the group's governing body, the governing body's committees and sub-committees, the group's committees and sub-committees, individual members and employees;
- ***Standing Financial Instructions*** – which sets out the arrangements for managing the group's financial affairs.

35 Termination of membership of the clinical commissioning group

35.1 A Member practice ceases to be a Member where that practice no longer satisfies the criteria of membership as set out in paragraph 6 herein.

35.2 The Member practice shall give written notice to the NHS Commissioning Board and the Governing Body as soon as practicable in the event of any of the circumstances which may give rise to termination of membership, together with a formal request that his membership is terminated.

35.3 The NHS Commissioning Board shall be entitled to terminate a practice's membership of the Clinical Commissioning Group, if it becomes aware of any of the circumstances as set out in this section 27 and as applicable to any current Member practice.

A practice's membership of the CCG can only be terminated by the NHS Commissioning Board.

35.4 Any Member practice, if served with a notice of termination of membership by the NHS Commissioning Board shall have the right of appeal against that decision by application to the NHS Commissioning Board.

35.5 The decision of the NHS Commissioning Board on consultation with the Clinical Commissioning Group, Local Medical Committee and any other relevant party shall be final.

36 Public and patient involvement in commissioning of health services

36.1 The CCG has an engagement plan setting out the various ways in which the organisation will engage with its patients, community, partner organisations and other stakeholders.

36.2 Each locality will deliver relevant elements of the strategy and in particular make arrangements to involve individuals to whom services are being or may be provided in the commissioning process. Each locality shall be committed to ensuring all of its commissioning proposals are overseen by relevant stakeholders, including patient engagement group or committee (where in place), prior to implementation.

36.3 The engagement plan establishes the systems and processes for monitoring and acting on patient feedback, including complaints, and identifying quality including safety issues. The Patient Safety & Quality Committee is the Governing Body delegated sub-committee responsible for ensuring quality and reviewing systems and process relating to quality and safety issues on a regular basis.

36.4 The CCG has established a complaints policy for handling complaints in accordance with the statutory framework for complaints handling.

36.5 Specifically, our patients will be involved;

- In the identification of local health needs via the development of the Joint Strategic Needs Assessment in conjunction with the Essex CC Health and Wellbeing Governing Body;
- In the planning of commissioning arrangements by the consortium;
- In the development and consideration of proposals by the CCG for changes to the commissioning arrangements where the proposals would have a significant impact on the manner in which the health services are delivered to the individuals or the range of health services available to them; and
- In decisions of the CCG affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.
- In the monitoring of services commissioned by the CCG.

37 Responsibilities to external bodies and agencies

37.1 The CCG shall, in line with any relevant statutory obligations, ensure that its plans are shaped and informed by the Health and Wellbeing Governing Body's strategy and priorities.

37.2 The CCG will play a full and active involvement in the Health and Wellbeing Governing Body, including attendance at meetings and contributing to the development of the local Health and Wellbeing Strategy.

37.3 The CCG shall develop relationships across South Essex to develop plans for the wider transformation of services.

37.4 The CCG will explore the possibility of developing integrated care arrangements including the pooling of budgets with local partners where this is deemed in the best interests of the people of Basildon and Brentwood and is in line with regulation including section 75 agreements.

37.5 The CCG will comply with any relevant conditions set out by the National Commissioning Governing Body as a requirement of authorisation.

38 Employment, remuneration and expenses

38.1 In accordance with paragraph 11.1, the Governing Body shall be permitted to employ or engage the services of any individual if it reasonably believes that the employment or engagement of such an individual shall be of benefit to the CCG as a whole.

38.2 A Remuneration Committee shall be established to make recommendations about appropriate remuneration and terms of service for members of the Governing Body as per section 32.

38.3 The CCG will publish details of remuneration paid to members (in each locality) in its annual report.

38.4 The group recognises that its most valuable asset is its people. It will seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the group.

38.5 The group will seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It will ensure that its employment practices are designed to promote diversity and to treat all individuals equally.

38.6 The group will ensure that it employs suitably qualified and experienced staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the group. All staff will be made aware of this constitution, the commissioning strategy and the relevant internal management and control systems which relate to their field of work.

38.7 The group will 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 will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters

38.8 The group will 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.

38.9 The group will ensure that employees' behaviour reflects the values, aims and principles set out above.

38.10 The group will ensure that it complies with all aspects of employment law.

38.11 The group will ensure that its employees have access to such expert advice and training opportunities as they may require in order to exercise their responsibilities effectively.

38.12 The group will adopt a Code of Conduct for staff and will maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have means through which their concerns can be voiced.

38.13 Copies of this Code of Conduct, together with the other policies and procedures outlined in this chapter, will be available on the group's website

39 Audit Committee

39.1 In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and the Higgs report, the governing body has appointed an Audit Committee established and constituted to provide the CCG Governing Body with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the CCG Governing Body and reviewed on a periodic basis.

39.2 The Audit Committee will be chaired by the Lay Member with lead responsibility for governance referred to in Paragraph 16.2.

39.3 Other members of the Audit Committee shall be agreed by the chair of the audit committee.

39.4 Schedule 9 of the Constitution provides some background to and the Terms of Reference of the Audit Committee, its role, responsibilities and how such a committee will operate.

39.5 The CCG Scheme of Delegation defines the authority delegated from the CCG Governing Body to the Audit Committee.

40 Remuneration Committee

40.1 In line with the requirements of the NHS Codes of Conduct and Accountability, Remuneration and Terms of Service Committee has been appointed by the governing body.

40.2 The Committee shall be comprised exclusively of Lay Members, who are independent of the management of the CCG. The committee is accountable to the governing body.

40.3 Any remuneration as above may take any mutually acceptable form and may or may not also include any arrangements in connection with the payment of a pension, allowance or death, sickness, disability benefits to or in respect of that individual, as the Committee thinks fit.

40.4 The purpose of the Committee will be to advise the CCG Governing Body about appropriate remuneration and terms of service for the Governing Body including:

- All aspects of salary (including any performance-related elements/bonuses).
- Provisions for other benefits, including pensions and cars.
- Arrangements for termination of employment and other contractual terms.

40.5 All final matters for decision on remuneration will lie with the Governing Body.

40.6 Remuneration of lay members will be carried out in accordance with Department of Health guidance issued from time to time and will not be decided upon by the remuneration committee as established by this constitution due to potential conflict of interest. Any decisions made will be fully documented and approved by the Governing Body.

40.7 Schedule 9 of the Constitution provides some background to and the Terms of Reference of the Remuneration Committee, its role, responsibilities and how such a committee will operate including remuneration of lay members. The Terms of Reference of the Remuneration Committee is reviewed and approved by the Governing Body annually.

40.8 The CCG Scheme of Delegation defines the authority delegated from the CCG Governing Body to the Audit Committee.

41 Dispute resolution

41.1 If a dispute arises between the CCG and a member practice or between member practices, then all parties are required to follow the Dispute Resolution Procedures detailed in Schedule 7.

42 Confidentiality

42.1 The expression “Confidential Information” as used in this Constitution means any information which any Board Member may have or acquired in relation to the Clinical Commissioning Group or another Member and/or is marked confidential and is in addition to any statutory, professional or other duty of confidence to which the Member is subject including but not limited to the NHS Code of Confidentiality, the Data Protection Act 1988, Caldicott and Safe Havens, the Access to Health Records Act 1990, the Human Rights Act 1998 and the Computer Misuse Act 1990; General Medical Council (2000) Confidentiality: Protecting and Providing Information; and the BMA (1999) Confidentiality and Disclosure of Health Information guidance.

43 Variation

43.1 This Constitution may be extended or varied by the agreement or consent of at least 75% of responding current member practices (as set out in Schedule 1). Changes will be subject to an application to NHS England (in either May or November each year), as determined by national guidance at the time.

43.2 This Constitution may be varied without agreement or consent if the variation is

deemed necessary as a result of any enactment, law or regulation, or Direction of the Secretary of State.

44 Notices

44.1 Any notice or other communication required to be given to the Clinical Commissioning Group shall be in writing and shall be delivered by hand or sent by pre-paid first-class post or other next working day delivery service at its principal place of business, or sent by fax to the Clinical Commissioning Group's main fax number.

44.2 Any notice or communication shall be deemed to have been received if delivered by hand, on signature of a delivery receipt, or if sent by fax, at 9.00 am on the next Business Day after transmission, or otherwise at 9.00 am on the second Business Day after posting or at the time recorded by the delivery service.

45 Distribution

45.1 For transparency, the CCG has made this constitution and other key documentation available to patients and the public in the following ways:

- Hard copies available for inspection or collection at our headquarters or the local health premises;
- Hard copies available upon request by post (to the head office address) or by email to bbccg.contacts@nhs.net
- Electronic copies will be available for download on our internet site or upon request to the aforementioned email address.

46 Schedule 1 - list of member practices of the Clinical Commissioning Group

The membership of the CCG are from the Brentwood, South Essex Managed Care, Arterial and Partnership /BIC localities and the associated practices.. The member practices are:

Arterial

Dr Butler & Partners	Western Road Surgery, 41 Western Road, Billericay, CM12 9D
Dr Dabas	The New Surgery, 27 Stock Road, Billericay, CM12 0AH
Dr Cockcroft & Partners	The Billericay Medical Practice, Stock Road, Billericay, CM12 0BJ
Dr Rasheed	93 Chapel Street, Billericay, CM12 9LR
Dr Mitchel & Partners	Ballards Walk Surgery, 49 Ballards Walk, Basildon, SS15 5HL
Dr AnMaskara	Dipple Medical Centre, East Wing Wickford Avenue Pitsea SS13 3HQ
Dr T Nasah	Dipple Medical Centre, South Wing, Wickford Aveune, Pitsea, SS13 3HQ
Dr Dabas	Queens Park Surgery, 24 The Pantiles, Billericay, CM12 0UA
Dr Din	The Oakdin Surgery, 58 Laindon Road, Billericay, CM12 9LD
Dr N. Sarfraz	South Green Surgery, 14-18 Grange Road, Billericay, CM11 2RE

Dr M Sims	Dipple Medical Centre, West Wing, Wickford Avenue, Pitsea, SS13 3HQ
Dr J Arayomi	Dipple Medical Centre, West Wing, Wickford Avenue, Pitsea, SS13 3HQ
Dr S Basu	Surgery, 32 Knights, Basildon, SS15 5LE
Dr F Hlordzi (0.5 Practice with Dr Ogunbiyi)	Clayhill Medical Practice, Southview Road, Vange, SS16 4HD

Brentwood

Dr Woolterton & Partners	Beechwood Surgery, Pastoral Way, Brentwood, CM14 5WF
Dr Hildebrand & Partners	The Tile House, 33 Shenfield Road, Brentwood, CM15 8AQ
Dr Ward & Partners	The Surgery, Mount Avenue, Shenfield, CM13 2NL
Dr Naeem & Partners	The New Surgery, 8 Shenfield Road, Brentwood, CM15 8AB
Dr Ainsworth & Partners	Rockleigh Court Surgery, 136 Hutton Road, Shenfield, CM15 8NN
Dr Emond & Partners	The New Folly, Bell Mead, High Street, Ingatestone, CM4 OFA
Dr M Hunt	The Highwood Surgery, Highwood Hospital Site, Geary Drive, Brentwood,

	CM15 9DY
Dr N Butler & Partners	Deal Tree Health Centre Blackmore Road Doddinghurst CM15 OHU
Brambles Surgery	PMS Brambles Practice, Highwood Hospital, Geary Drive, Brentwood CM14 4FZ

SEMC

Dr NewAnichebe	Aegis Medical Centre, 568 Whitmore Way, Basildon SS14 2ER
Shotgate Practice	Shotgate Surgery, 340 Southend Road, Shotgate, Wickford, SS11 8QS
Dr Rai	Swanwood Partnership, 2 Market Avenue, Wickford, SS12 0AG
Wickford Health Centre	Wickford PMS Practice, Wickford Health Centre, 2 Market Road, Wickford SS12 0AG
The Gore Surgery	The Gore PMS Practice, 69 The Gore, Basildon SS14 2DD
Dr Salako & Partner	Langdon Hills Medical Practice, Nightingales, Langdon Hills, Basildon, SS16 6SA
Southview Park Surgery	Southview Park, London Road, Vange, SS16 4QX
Dr Ogunbiyi & Partner - (0.5 Practice with Dr F Hlordzi)	Clayhill Medical Practice, Southview Road, Vange, SS16 4HD
Robert Frew Medical Centre	The Robert Frew Medical Centre, Silva Island Way,

	Salcott Crescent, Wickford, SS12 9NR
London Road Surgery	The London Road Surgery, 64 London Road, Wickford, SS12 0AN

Partnership and BIC

Dr Chajed & Partners	Kingswood Medical Centre, Clayhill Road, Basildon, SS16 5AD
Dr Marshall & Partners	The Health Centre, Laindon, Basildon, SS15 5TR
Dr M Aslam	Murree Medical Centre 201 Rectory Road Pitsea SS13 1AJ
Dr Kamdar	Rose Villa Surgery 6 Rectory Park Drive Pitsea Basildon SS13 3DW
Noak Bridge Medical Centre	Bridge Street Noak Bridge Basildon SS15 4EZ
Fryerns Medical Centre	Peterborough Way Craylands Basildon SS14 3SS
Dr H S Rao	Dipple Medical Centre, West Wing Wickford Avenue Pitsea SS13 3HQ
Dr W Degun & Partners	93 The Knares Lee Chapel South Basildon SS16 5SB
Dr B B Jas & Partner	The Surgery 48 Matching Green Basildon SS14 2PB
Dr K K Abraham & Partner	Felmores Centre Felmores

	Basildon SS13 1PN
Dr J J Mampilly	The Surgery Felmores Centre Felmores Basildon SS13 1PN

47 Schedule 2 – appointment of General Practitioners to serve as members of the Governing Body of Basildon and Brentwood Clinical Commissioning Group

Background

- The provisions of the Health and Social Care Act 2012 require the formation of GP led Clinical Commissioning Groups (CCGs).
- GP leaders with the requisite skills and a mandate from their colleagues locally, will need to work closely with member practices, the NHS England and other agencies to oversee the successful transfer of commissioning responsibilities to CCGs.

The Appointment Process

- The appointment of GPs to serve as members of the Governing Body of a CCG must be conducted fairly through an election process
- GP appointment to the Governing Body is from elections undertaken at locality level. The CCG will oversee these elections.
- The appointment process of each of the BBCCG localities must operate within the principles set out below

The process below applies equally to each of the localities.

Key Principles

Who is eligible to apply?

- Any GP working in one of BBCCG's member practices, irrespective of their contractual status, (partner, salaried or locum) will be eligible to apply.
- Governing Body representatives are drawn from each of the localities within the BBCCG and applicants for Governing Body roles are be elected from within the locality in which they are based.
- Each locality has one voting Governing Body member for every 25,000 registered patients so the number of available Governing Body roles for each locality will vary from time to time according to the size of the locality.
- The application process will be publicised as widely as possible.
- The CCG will ensure that all eligible GPs are contacted individually.
- The application process will run for a period of between two and four weeks.

Defining the Electorate

- The CCG management team will contact member practices to ascertain the names of all GPs working with them, including any GPs on maternity/paternity/sick leave as at a date agreed with the CCG.
- This list of GPs will constitute the list of eligible applicants within that locality.

Application Process

The CCG management team, on behalf of the locality lead, will write to all eligible GPs seeking applications.

Returning Officer

The CCG will nominate a Returning Officer who locality members agree to be sufficiently impartial to the outcome of the voting process.

Election Process

If the number of applicants exceeds the number of vacant posts, an election will be necessary. Ballot papers will be issued by the CCG management team under the scrutiny of the Returning Officer to all GPs that form part of the agreed electorate, together with supporting statements from the applicants. In localities each GP has one vote to elect a locality member.

Any salaried partner or locum GP working in a member practice of that locality will be entitled to vote For the purposes of voting, a locum should have worked periodically for a member practice for a period of 12 months or more or be otherwise deemed by the Governing Body to have an enduring local presence within the CCG area.

The papers will list the names of each of the applicants and the electorate will be asked to vote for their preferred candidates, with one vote for each Board place available (1 seat per 25,000 registered patients). The successful candidates will be selected by simple majority.

Ballot papers must be returned to the Returning Officer by the date stated. A period of between two and four weeks will be allowed for the return of completed ballot papers.

Any ballot papers received after the deadline or not completed in accordance with the instructions on the reverse of the ballot paper will be invalid.

Counting the Result

- The total votes for each candidate will be counted by the Returning Officer.
- Election of successful candidates will be by simple majority
- The Returning Officer will communicate the results to the nominated locality lead.
- The results will then be communicated to the eligible candidates and electorate by the Returning Officer via the management team of the CCG.

Tenure of Governing Body Posts

Once elected, Governing Body members can serve up to 3 years. Locality elections will be staggered throughout the 3-year period to ensure some consistency of Governing Body members, with each locality in turn conducting elections every 9 months. During the first 3 years of the CCG the tenure of Governing Body members may be less than 3 years in order

to ensure that each locality is given the opportunity to re-select Governing Body members as the organisation takes shape. The timetable for Governing Body elections from November 2015 is therefore as follows:

November 2015	-	Arterial
November 2016	-	BIC
August 2016	-	Partnership
May 2017	-	SEMC
January 2018	-	Brentwood

48 Schedule 3 – proxy form

[NAME AND ADDRESS OF GOVERNING BODY MEMBER]

Before completing this form, please read the explanatory notes overleaf.

I being a Governing Body member of the BBCCG appoint the Chairman of the Governing Body meeting or (see note 3)

[INSERT NAME OF PROXY]

As my proxy to attend, speak and vote on my behalf at the Governing Body Meeting of the BBCCG to be held on [DATE] at [TIME] and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is give, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	FOR	AGAINST
[**ORDINARY BUSINESS]**		
1. [INSERT TEXT OF RESOLUTION]		
2. [INSERT TEXT OF RESOLUTION]		
3. [INSERT TEXT OF RESOLUTION]		
[SPECIAL BUSINESS]		
4. [INSERT TEXT OF RESOLUTION]		
5. [INSERT TEXT OF RESOLUTION]		

Signature	Date

Notes to the proxy form

- As a Governing Body member of the CCG you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the CCG. You can only appoint a proxy using the procedures set out in these notes.

- Appointment of a proxy does not preclude you from attending the Governing Body meeting and voting in person. If you have appointed a proxy and attend the Governing Body meeting in person, your proxy appointment will automatically be terminated.

- A proxy does not need to be a Governing Body member of the CCG but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Governing Body meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

- To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Governing Body meeting

- To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to the Governing Body of the CCG at Phoenix House, Christopher Martin Road, Basildon and
  - Received by the Governing Body of the CCG prior to commencement of the meeting.

- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

- As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by email to the Chair before the meeting commences.

- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the Governing Body meeting.

- You may not use any electronic address provided in this proxy form to communicate with the CCG for any purposes other than those expressly stated.

49 Schedule 4 – devolved commissioning structures

NHS Basildon & Brentwood CCG

Schedule 5 - Devolved Commissioning Structures

Background

Whereas, the Basildon and Brentwood NHS CCG is a Federated CCG of four Consortia.

Whereas, the 4 Consortia had agreed to come together to commission services pursuant to the NHS Health and Social Act 2012.

Whereas, there are local variations as to the commissioning needs of the patients' populations in these localities.

Whereas, practices engagements are crucial to the successful commissioning activities and can only be ensured through locality functions.

It is resolved and agreed:

The Governing Body of the CCG shall be the decision making body of the organisation, with delivery of agreed strategies mostly taking place within the localities.

The 4 localities shall be as stated below any amendment, addition, variation to the nature and composition of the locality shall only be valid by approval of the CCG Governing Body.

A 'Locality' is a defined group of GP Practices, within a specific geographic area that are members of the CCG and are recognised as a locality. Schedule 1 of this constitution sets out the current member practices of the CCG and defined the localities to which they belong. The process for GP Practices to join a locality is subject to the governance arrangements set out within this constitution. Localities are accountable to the CCG Governing Body

- Arterial
- Brentwood
- Partnership and BIC
- South Essex Managed Care (SEMC)

In the performance of any obligation devolved to a locality, the overriding objective shall be in furtherance of assisting the CCG of its statutory functions and this obligation shall override any other local considerations.

To assist the locality to achieve its functions, localities shall have residual right to appoint following consultation with the CCG Governing Body any person or persons to carry out its delegated function. Staff would be formally employed or contracted by the CCG but be line managed by locality leads.

In the main this means that the CCG delegates responsibilities to the localities may include (but not limited to) the following:

- Agreeing with the Governing Body a local plan for delivering the targets and priorities of the CCG
- Accountability for delivery of the local plan
- Commissioning of services in agreement with the CCG Governing Body.
- Engaging with member practices (for which each locality will have access to a budget to pay for clinical time, meeting venues, etc.)
- Engaging with the local community and patients
- Managing the Prescribing Budgets
- Managing the level of practice referrals to hospital and the referral management processes

The Role of the CCG and the Governing Body

The CCG has ultimate responsibility and accountability for the delivery of its obligations and achievement of nationally set targets. Whilst the delivery of some of this may be devolved to localities, the accountability of the CCG cannot be devolved and therefore remains with the CCG. The CCG is accountable to the NHS Commissioning Board and the Department of Health. The CCG Governing Body is responsible for approving the Scheme of Delegation, SFI and SOs and ensuring compliance with them. However, in line with national policy, the CCG is a member led organisation and would endeavour to ensure the widest possible engagement of clinical members in making these decisions.

Among other key functions, the CCG Governing Body will:

- Have over-arching corporate responsibility for the management of the organisation and delivery of national requirements.
- Establish and agree governance policies and processes for the organisation.
- Deliver statutory duties, managing CCG wide financial risk.
- Agree overarching priorities and targets for the QIPP plan
- Agree the staffing structure and engage staff
- Agree a management budget for each locality to support its engagement activities.
- Provide 'Umbrella' engagement functions, managing relationships with NHSCB, HWB, other CCGs etc.
- Enable and support locality groups - including the provision of information to monitor activity and targets.
- Identify and spread good practice and encourage collaborative working.

The Role of the Localities

Localities will have the relationship with their practices and be in best position to influence clinical change to make any changes necessary to implement proposals agreed. In the case of practices that do not engage with the locality, the locality will have the option of passing this aspect onto the CCG to deal with.

Localities will agree a local delivery plan with the Governing Body which sets out plans for the year. Any additional proposals from the Localities for service developments, investments or other changes will be presented to the CCG Governing Body (or relevant sub-committee) for agreement.

Any over spend of individual practices shall normally initially be identified and managed within localities and localities would agree with their practices timelines in terms of how this would be achieved, within the over-arching CCG plan for managing budgets. Once again a locality will be at liberty to escalate this to the CCG at any time if it wishes, and the CCG retains the right to intervene at any stage if required. This means that the CCG retains the right to intervene in circumstances where the locality actions to recover the overspend are not achieving or are not expected to achieve the desired result.

Localities will be responsible for undertaking the following functions on behalf of the CCG Governing Body (here categorised against the 6 domains of authorisation):

1. QIPP delivery

- Locality members' delivery against agreed actions
- Regular analysis of commissioning activity/spend, taking or recommending to the CCG Governing Body any remedial actions
- Monitoring prescribing spend and ensuring delivery of the QIPP initiatives
- Generating ideas for new schemes, clinical pathways, refinement of proposals, etc.

2. Peer Review

- locality lead to receive, interpret and disseminate activity and financial reports across the group
- plans to address specific areas of relevant variation
- Referral management systems are in place and being used by all practices

3. Patient engagement

- delivery of the relevant elements of the CCG's engagement plan, including developing patient groups, PPGs, newsletters, attendance at patient group meetings, etc.
- using patient feedback to influence service development, e.g. Patient Choices feedback, complaints,

4. Other Engagement

- Governing Body member participation – GPs, practice managers, nurses, etc. taking on regular or ad hoc roles (locality members can take part in Governing Body activities without being Governing Body members)
- engaging with all member practices, locality meetings, practice visits, development support or addressing performance issues, etc.
- engaging with local H&WBB developments – sub groups developing the JSNA and borough council activities

5. Financial management

- Developing a spending plan for the locality management budget
- Compliance with Standing Orders / SFI's
- Participate in any relevant external/internal audit within the agreed timeframe

Locality Management Allowance The CCG is responsible for the overheads associated with managing the CCG in the delivery of its obligations, however, annually Localities will receive a devolved budget or 'locality management allowance' based on a cost per patient to be used for overheads associated with the delivery of Locality functions on behalf of the CCG. Funding will be made available to Localities through a dedicated cost centre budget, administered by the CCG, providing the expenditure falls within the allocated budget and is used to deliver the agreed objectives. One or two nominated leads of each locality will be designated budget holders to approve transactions. All transactions must be in line with the Standing Financial Instructions and procurement rules of the CCG.

The Role of GP Practices

The CCG is made up of its member GP Practices and these are an integral part of the CCG, sharing responsibility for delivering primary care services to their local community as well as participating in the delivery of locality functions.

Individual GP Practices will be involved in the following activities (this is not an exhaustive list):

- Sign up to the 'ethos' of their locality group and CCG
- Active involvement with the CCG and locality group, promoting innovation and service developments
- Share good practice and promote the highest quality services
- Following the clinical pathways and referral protocols agreed by the CCG (except in individual cases where there are justified clinical reasons for not doing this).
- Participating in and delivering, as far as possible, the clinical and cost effective strategies agreed by the CCG, through its QIPP plans agreed at CCG level.
- Initiate/participate in audits
- Management of their own referrals and prescribing
- Internal and intra-practice peer review
- Sharing appropriate referral, prescribing and emergency admissions data.
- Establishing a practice reference group or equivalent means of obtaining the views and experiences of patients and carers.
- Responding in a timely manner to reasonable information requests from the CCG.

Individual GP Practices will only be responsible for the management of their Practice within their contractual arrangements agreed with the NHS Commissioning Board and will not therefore act in a silo capacity in delivering CCG objectives as this will be managed only at locality level in which the GP Practices will participate.

50 Schedule 5 – member, governing body member, committee and sub-committee member and employee declaration form: financial and other interests

This form is required to be completed in accordance with Basildon & Brentwood CCG's Constitution.

Notes:

Within 28 days of a relevant event, CCG members, the members of its governing body, members of its committees or sub-committees (including those of its governing body) and employees need to register their financial and other interests.

If any assistance is required in order to complete this form, then the member or employee should contact the Head of Corporate Governance.

The completed form should be sent by both email and signed hard copy to the Head of Corporate Governance.

Any changes to interests declared must also be registered within 28 days of the relevant event by completing and submitting a new declaration form.

The register will be published as set out in the CCG's Conflict of Interest Policy or otherwise made accessible to members of the public on request.

Members, governing body members, committee and sub-committee members and employees completing this declaration form must provide sufficient detail of each interest so that a member of the public would be able to understand clearly the sort of financial or other interest that person has and the circumstances in which a conflict of interest with the business or running of the CCG might arise.

If in doubt as to whether a conflict or potential conflict of interests could arise, a declaration of the interests should be made.

Interests that must be declared:

1. Roles and responsibilities held within member practices;

2. Directorships, including non-executive directorships, held in private companies or PLCs;

3. Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the CCG;

4. Shareholdings (more than 5%) of companies in the field of health and social care;

5. Positions of authority in an organisation (e.g. charity or voluntary organisation) in the field of health and social care;

6. Any connection with a voluntary or other organisation contracting for NHS services;

7. Research funding/grants that may be received by the individual or any organisation they have an interest or role in;

8. Any other role or relationship which the public could perceive would impair or otherwise influence the individual's judgement or actions in their role within the CCG whether such interests are those of the individual themselves or of a family member, close friend or other acquaintance of the individual.

Declaration:

Name:		
Position within the CCG:		
Interests:		
Types of Interest	**Details**	**Personal interest or that of a family member, close friend or other acquaintance?**
Roles and responsibilities held within member practices		
Directorships including non-executive directorships, held in private companies or PLCs		
Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the CCG		
Shareholdings (more than 5%) of companies in the field of health and social care		
Positions of authority in an organisation (e.g. charity or voluntary organisation) in the field of health and social care		
Any connection with a voluntary or other organisation contracting for NHS services		
Research funding/grants that may be received by the individual or any organisation they have an interest or role in		
[Other specific interests?]		
Any other role or relationship which the public could perceive would impair or otherwise influence the individual's judgement or actions in their role within the		

CCG		

To the best of my knowledge and belief, the above information is complete and correct. I undertake to update as necessary the information provided and to review the accuracy of the information provided regularly and no longer than annually. I give my consent for the information to be used for the purposes described in Basildon & Brentwood CCG Constitution and published accordingly.

Name: _____

Signature: _____

Dated: _____

51 Schedule 6 – dispute resolution procedures

Background

It is almost inevitable that on occasions practices will disagree with decisions made by their commissioning group or in some cases, actions taken by other practices that impact on them. It is important that all practices have the ability to appeal against any such decisions and have the right to request that any dispute is resolved by means of an agreed Dispute Resolution Procedure that forms part of the commissioning group's constitution.

The arrangements to deal with disputes arising from the new commissioning responsibilities will follow closely existing procedures which involve a three staged process.

Stage 1: The Informal Process

Informal resolution helps develop and sustain a partnership approach between practices and between practices and commissioning groups.

Each party may involve the LMC at this stage in either an advisory or mediation role.

It is a requirement that the Informal Process must have been exhausted before either party is able to escalate the dispute to Stage 2: The Local Dispute Resolution Panel.

Stage 2: The Formal Local Process

In cases where either party remains dissatisfied with the outcome of Stage 1, then they have the right to request Formal Local Dispute Resolution in writing, including grounds for the request to the Accountable Office of the commissioning group.

Other than in cases, which in the opinion of the Accountable Officer and following consultation with the LMC, are considered to be frivolous or vexatious, a Local Dispute Resolution Panel (LDRP) will be convened to hear the dispute and make a determination.

Members of the LDRP

The Panel will consist of:

- A clinical member of the Governing Body of another commissioning group.
- A GP conciliator (from a Panel to be established by the LMCs).
- An LMC representative (from a different part of Essex), or
- For Lay members, a representative from a professional body of their choosing
- Panel Secretary (non-voting).

The Panel will agree its own Chairman.

The Hearing

The hearing will be held within 20 working days of the request being lodged. At least 7 working days' notice of the hearing date will be given to all participants.

Documentation

All relevant documentation will be provided to all parties and panel members at least 5 working days before the hearing.

Procedure at the LDRP Hearing

The discussion of the Panel will remain confidential. The Panel Secretary will keep a record of the hearing.

The Appellant will be asked to present their case. Members of the Panel will be given the opportunity to ask any questions relevant to the case.

The Respondent will be asked to present their response. Members of the Panel will be given the opportunity to ask any questions relevant to the case.

The Appellant and the Respondent will then withdraw.

Following the presentation of the facts the Panel will deliberate and reach a decision on the case based on a majority of the voting panel members.

The Panel Chair will notify both parties of the decision including any recommendations in writing within 7 days after the hearing.

If either party disputes the decision of the LDRP and the decision relates directly to provisions in its GMS/PMS contract, then it may refer the matter to the Family Health Services Appeal Unit (FHSAU) of the NHS Litigation Authority in line with relevant NHS Regulations, for dispute resolution under the "NHS Dispute Resolution Procedure".

Stage 3: Appeal to The Secretary of State through the FHSAU – NHS Dispute Resolution Procedure

Written requests must be directed to the FHSAU, 1 Trevelyan Square, Boar Lane, Leeds, LS1 6AE within three years beginning on the date on which the matter giving rise to the dispute happened or should reasonably have come to the attention of the party wishing to refer the dispute.

Disputes should be addressed directly to the FHSAU and must include:

- The names and addresses of the parties to the dispute.
- A copy of the contract.
- A brief statement describing the nature and circumstances of the dispute.

Inter Practice Disputes

It is envisaged that the Stage 2 Formal Process will be used in the main to deal with disputes between individual practices and commissioning groups.

In cases where the dispute is between practices and it is an issue that warrants formal dispute resolution, then the same process and timescales will apply.

The only proposed change is that the LMC representative on the LDRP will be a representative from an LMC outside of South Essex. It is extremely unlikely that any disputes between practices will be appropriate for referral to the Secretary of State for determination as detailed in Stage 3.

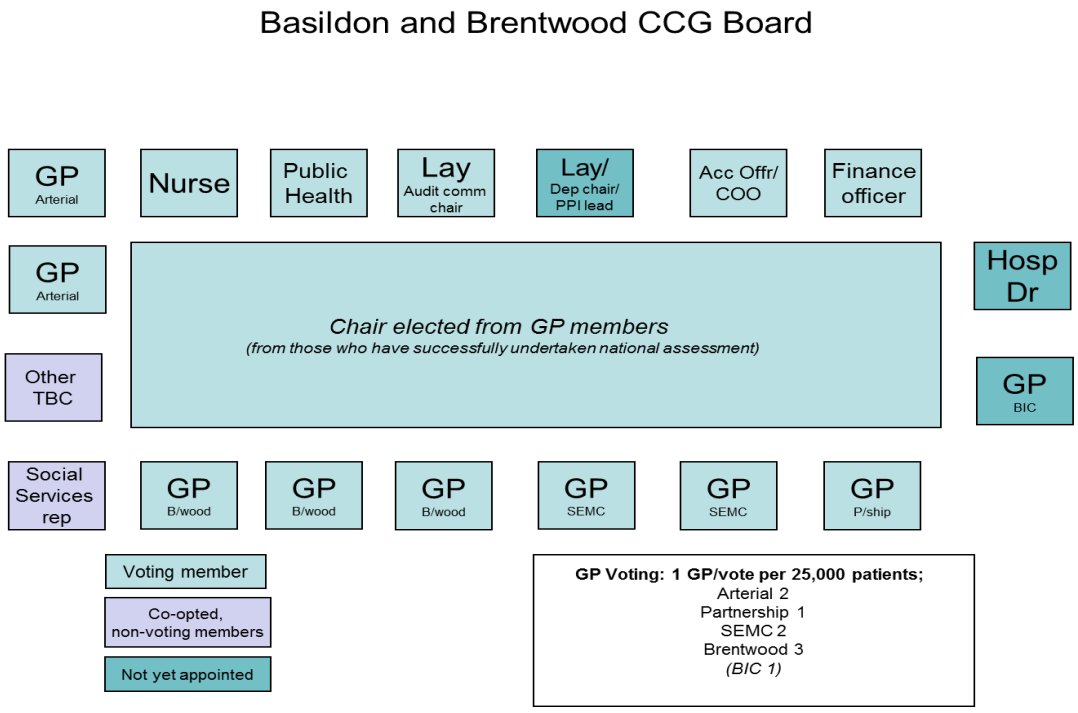
52 Schedule 7 – approval of standing financial instructions, standing orders and scheme of delegation

Name	Version	Document Date	Date of Governing Body Approval
Corporate Governance Manual (comprising Standing Orders, Standing Financial Instructions and Scheme of Delegation)	V1.0	February 2014	6th February 2014
Corporate Governance Manual (comprising Standing Orders, Standing Financial Instructions and Scheme of Delegation)	V2.0	6th July 2015	2nd July 2015

The above three documents define the financial regulation of the CCG. All documents were reviewed and approved by the Basildon and Brentwood CCG Governing Body.

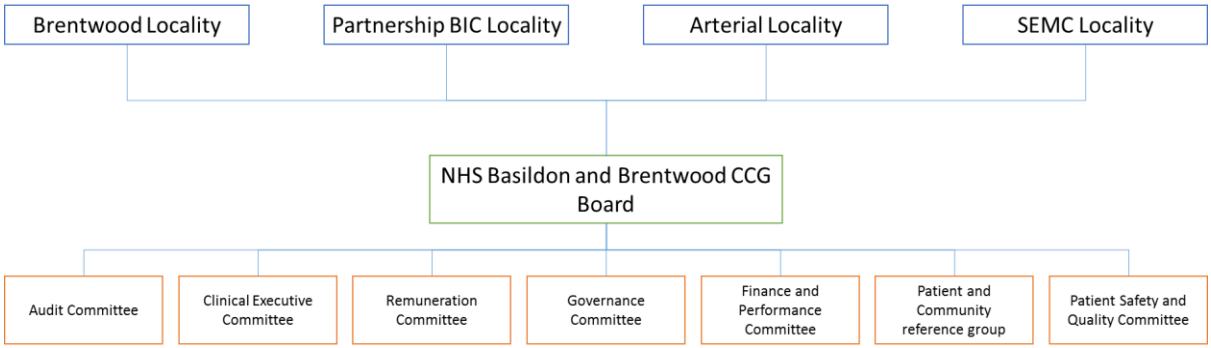
53 Schedule 8 – Clinical Commissioning Group Committee Structure

Basildon and Brentwood NHS CCG Governing Body



NHS Basildon and Brentwood CCG Committee Structures

[**NHS Basildon and Brentwood CCG structure**



The terms of reference for the Committees of the Governing Body are on the CCG website here:

http://basildonandbrentwoodccg.nhs.uk/about-us/constitution-and-terms-of-reference

54 Schedule 9 – Basildon and Brentwood NHS CCG etiquette protocols

- Prepare well for the meeting as your contribution is integral to the proceedings. If you are contributing a report, please send it in good time to meet the secretary's deadline to ensure that the papers are sent to all Members a week before the Committee meeting, and gives the Chair the opportunity to scrutinise what is to be included.

- You will also be expected to have read the papers so that the Meeting discussion can focus on key elements in order to make decisions. If you are presenting a paper, please assume that the Committee members have read it so your introduction should be concise and limited to the key points.

- Always remember to switch off your mobile phone and any other devices.

- Acknowledge any introductions or opening remarks with a brief recognition of the chair and other participants.

- Always address the chair when making your points and talk through the chair to the Committee members.

- Never interrupt anyone or talk over someone else – even if you disagree strongly. Note what has been said and return to it later with the chair's permission.

- Do not hold side conversations when someone else is talking.

- When speaking, be brief and ensure what you say is relevant.

- It is a serious breach of business etiquette to divulge information to others about a meeting. What has been discussed should be considered as confidential.

- Decisions by the Governing Body are final and can only be revisited in exceptional circumstance.

- The Governing Body is the Final arbiter on all issues, once the decision is reached it is critical for good governance that all members assist in its implementation.

- It is the responsibility of the Chair to maintain order, keep to allotted times, allow everyone to have their say, provide to focus to deliver successful outcomes, and to ensure the agenda meets the needs of good governance.

- It is the membership's responsibility to respect the role of Chair and to assist them in the delivery of the above. The underlying principles of the all the above business meeting etiquette pointers are good manners, courtesy and consideration. If these are adhered to, the changes of offence and misunderstanding are greatly reduced.

55 Schedule 10 – NHS constitution

The NHS Constitution sets out seven key principles that guide the NHS in all it does:

1 **the NHS provides a comprehensive service, available to all** - irrespective of gender, race, disability, age, sexual orientation, religion or belief. It has a duty to each and every individual that it serves and must respect their human rights. At the same time, it has a wider social duty to promote equality through the services it provides and to pay particular attention to groups or sections of society where improvements in health and life expectancy are not keeping pace with the rest of the population

2 **access to NHS services is based on clinical need, not an individual's ability to pay** - NHS services are free of charge, except in limited circumstances sanctioned by Parliament.

3 **the NHS aspires to the highest standards of excellence and professionalism** - in the provision of high-quality care that is safe, effective and focused on patient experience; in the planning and delivery of the clinical and other services it provides; in the people it employs and the education, training and development they receive; in the leadership and management of its organisations; and through its commitment to innovation and to the promotion and conduct of research to improve the current and future health and care of the population.

4 **NHS services must reflect the needs and preferences of patients, their families and their carers** - patients, with their families and carers, where appropriate, will be involved in and consulted on all decisions about their care and treatment.

5 **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 an integrated system of organisations and services bound together by the principles and values now reflected in the Constitution. The NHS is committed to working jointly with local authorities and a wide range of other private, public and third sector organisations at national and local level to provide and deliver improvements in health and well-being

6 **the NHS is committed to providing best value for taxpayers' money and the most cost-effective, fair and sustainable use of finite resources** - public funds for healthcare will be devoted solely to the benefit of the people that the NHS serves

7 **the NHS is accountable to the public, communities and patients that it serves** - the NHS is a national service funded through national taxation, and it is the Government which sets the framework for the NHS and which is accountable to Parliament for its operation. However, most decisions in the NHS, especially those about the treatment of individuals and the detailed organisation of services, are rightly taken by the local NHS and by patients with their clinicians. The system of responsibility and accountability for taking decisions in the NHS should be transparent and clear to the public, patients and staff. The Government will ensure that there is always a clear and up-to-date statement of NHS accountability for this purpose.

Source: *The NHS Constitution: The NHS belongs to us all* (March 2012)[11]

11 http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH_132961