



**South West London**  
**Merton Clinical Commissioning Group**

## Report to the Merton Clinical Commissioning Group Governing Body

**Date of Meeting: Thursday 21<sup>st</sup> March 2013**

**Agenda No: 6.6**

**ATTACHMENT 08**

<b>Title of Document:</b> Revised terms of reference	<b>Purpose of Report:</b> For Ratification
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<b>Executive Summary:</b> The revised terms of reference listed below have been reviewed and approved by the individual Committees and groups, and are presented to the Governing Body for ratification.	
<b>Key sections for particular note (paragraph/page), areas of concern etc:</b>  Board Committees <ul style="list-style-type: none"> <li>- Merton Clinical Quality Committee</li> <li>- Finance Committee</li> <li>- Charitable Funds Committee</li> </ul> <p style="margin-left: 40px;">The Charitable Fund Committee is a joint Committee with Sutton CCG.</p> Other Groups <ul style="list-style-type: none"> <li>- Executive Management Team</li> </ul>	
<b>Recommendation(s):</b> The Merton Clinical Commissioning Group Governing Body is requested to ratify the terms of reference attached.	

<p><b>Committees which have previously discussed/agreed the report:</b>  Merton Clinical Quality Committee  Finance Committee  Executive Management Team</p>
<p><b>Financial Implications:</b>  Shared responsibility across Sutton and Merton CCGs for Charitable Funds</p>
<p><b>Implications for the Sutton and Merton Board or Joint PCT Boards:</b>  Financial accountability</p>
<p><b>Other Implications:</b> (including patient and public involvement/Legal/Governance/  Risk/ Diversity/ Staffing)  N/A</p>
<p><b>Equality Analysis:</b>  N/A</p>
<p><b>Information Privacy Issues:</b>  N/A</p>
<p><b>Communication Plan:</b> (including any implications under the Freedom of Information  Act or NHS Constitution)   The approved Terms of Reference will be added to the MCCG Constitution.</p>



Merton Clinical Commissioning Group

# **NHS Merton Clinical Commissioning Group**

## **Governing Body Clinical Quality Committee**

### **Terms of Reference**

#### **1. Introduction**

The Clinical Quality Committee (the Committee) is established in accordance with the Clinical Commissioning Group's Constitution, Standing Orders and Schemes of Delegation. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the Clinical Commissioning Group's Constitution and Standing Orders.

#### **2. Authority**

The Committee is directly accountable to the Governing Body and is authorised to investigate any activity within its Terms of Reference.

The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the committee.

The Committee is authorised to request funding from the CFO for outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### **3. Membership**

The Committee shall be appointed by the Clinical Commissioning Group from amongst its Governing Body and/or staff and executives.

Members:

- Lay Member (Patient and Public Engagement) of the Governing Body (Chair)
- Nurse Member of the Governing Body (Deputy Chair)
- Director of Commissioning
- Director for Quality
- Clinical Locality Leads (all three to attend)
- Director of Public Health
- Patient Representative

The following members of staff may be asked to attend the meetings:

- Chief Officer (as and when required)
- Chief Finance Officer (as and when required to advise on matters that have significant financial implications)



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- Senior Representatives of the Commissioning Support Services (or body that undertakes that function) and the Acute Commissioning Unit.
- Medicines Management Clinical Lead

Members of the Governing Body, and/or staff and executives may be invited to attend those meetings in which the Committee will consider areas of risk or operation that are their responsibility.

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate frank and open discussion of particular matters.

### **4. Secretary**

The Committee will be supported secretarially by a senior member of the Business Support team, whose duties in this respect shall include:

- Agreement of Agenda with the Chair and attendees and collation of papers
- Taking the minutes and keeping a record of matters arising and issues to be carried forward

### **5. Quorum**

The meeting will be quorate when five members are present, with at least two of those present to be clinical members, and one being a member of the CCG Executive Management team.

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

The Committee will meet monthly. The Governing Body reserves the right to call a meeting at any time (with appropriate notice) if an urgent matter arises.

A notice period of at least 14 days shall be given before the Committee meets. The Agenda and supporting papers will be circulated seven days prior to the meeting.

The CCG Chair and Accountable Officer should be invited to attend at least annually, to discuss with the Committee the process for assurance that supports the Quality and Safety plan.

### **7. Remit and responsibilities of the committee**

The duties of the Committee are categorised as follows:

- 7.1 Seek assurance that Merton CCG commissioned services are being delivered in a high quality, safe manner, including against criteria set by the Care Quality Commission, Monitor and other regulatory bodies.
- 7.2 Oversee the performance of Merton CCG commissioned services, taking into account performance against Key Performance Indicators and the NHS and Public Health Outcomes Frameworks, with a focus on areas rated Red or where there has been deterioration in performance.



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- 7.3 Challenge, scrutinise and ensure that exception reports, action plans and risk assessments submitted by the Commissioning Support Service (or body that undertakes the function), Joint Commissioning Unit, Locality Commissioning Groups and subgroups include robust mitigating actions and controls that would effectively address identified risk.
- 7.4 Review information including staff survey data, as well as, patient experience surveys, PALS queries and complaints to identify potential risks and issues.
- 7.5 Have oversight of the process and compliance issues concerning Serious Untoward Incidents (SUIs); Central Alert Systems (CAS); National Reporting; and being informed of all Never Events and informing the governing body of any escalation or sensitive issues in good time.
- 7.6 To receive and review reports relating to Safeguarding Adults and Children including Serious Case Reviews.
- 7.7 Receive and scrutinise independent investigation reports relating to patient safety issues and agree publication plans.
- 7.8 Ensure a clear escalation process, including appropriate trigger points, is in place to enable appropriate engagement of external bodies on areas of concern.
- 7.9 Provide assurance that Merton CCG commissioned services, and jointly commissioned services, are being delivered in a high quality and safe manner, ensuring that quality sits at the heart of everything the clinical commissioning group does.
- 7.10 Oversee and be assured that providers of commissioned services and jointly commissioned services manage risk appropriately and have robust mechanisms in place to effectively address clinical governance issues.
- 7.11 Oversee and promote its general duty to improve the quality of primary care so as to improve the quality of services.
- 7.12 To receive reports to be assurance that clinical guidance and standards have been considered and implemented where appropriate.

The minutes of all meetings of the Committee shall be formally recorded and submitted, together with recommendations where appropriate, to the Governing Body. The submission to the Governing Body shall include details of any matters in respect of where actions or improvements are needed. This will include details of any evidence of potentially Serious Untoward Incidents and Never Events, other serious provider or commissioner failings or any other important matters. To the extent that such matters arise, the Chair of the Committee shall present details to a meeting of the Governing Body in addition to the submission of the minutes.

The Committee will report annually to the Governing Body in respect of the fulfilment of its functions with these terms of reference. Such report shall include, but not be limited to, functions undertaken in relation to the effectiveness of risk management within the CCG; the



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managements of serious quality and safety incidents and any pertinent matters in respect of which the Committee has been engaged.

The CCG's annual report shall contain a section describing the work of the Committee in discharging its responsibilities.

### **Review**

The terms of reference for the Committee shall be reviewed by the Governing Body after six months and at least on an annual basis thereafter. This will take into account any new guidance and relevant codes of conduct / good governance practice.

### **Policy and best practice**

- The Committee will at all times apply best practice in decision making processes as laid out in the Constitution, in accordance with national guidelines and generally accepted standards of good corporate governance.
- The Committee will have full authority to request funding to commission any reports or surveys it deems necessary to help it fulfill its obligations
- The Committee will work with similar committees from neighbouring CCGs as appropriate

### **Conduct of the Committee**

The Committee will:

- Observe the highest standards of propriety involving impartiality integrity and objectivity in relation to the quality and safety of commissioned services and the management of the bodies concerned;
- Be accountable to Parliament, to users of services, to individual citizens, and to staff for the activities of the bodies concerned, for their quality and safety and the extent to which key performance indicators and objectives have been met;
- Comply fully with the principles of the Citizen's Charter and the Code of Practice on Access to Government Information, in accordance with Government policy on openness; and
- Bear in mind the necessity of keeping comprehensive written records, in line with general good practice in corporate governance.



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### Finance Committee Terms of Reference

#### 1. Introduction

1.1 The Finance Committee (the Committee) is established by the Governing Body to ensure a robust financial strategy is in place and to oversee the organisation-wide system of financial management. It will work alongside the Audit Committee to ensure financial probity in the CCG.

#### 2. Authority

2.1 The Committee is authorised by the Governing Body to pursue any activity within these Terms of Reference and within the Scheme of Reservation and Delegation, including (without limiting the generality of the foregoing) to:

- a) seek any information it requires from CCG employees, in line with its responsibility under these terms of references and the Scheme of Reservation and Delegation
- b) require all CCG employees to co-operate with any reasonable request made by the Committee, in line with its responsibility under these terms of references and the Scheme of Reservation and Delegation
- c) review and investigate any matter within its remit and grants freedom of access to the CCG's records, documentation and employees. The Committee must have due regard for the Information Policies of the CCG, regarding personal health information and the CCG's duty of care to their employees when exercising its authority.

#### 3. Remit and responsibilities of the Committee

3.1 The remit and responsibilities of the Committee are to:

- a) Keep under review strategic and operational financial plans and the current and forecast financial position of the CCG
- b) Oversee the arrangements in place for the allocation of resources and the scrutiny of all expenditure. This will include actual and forecast expenditure and activity on commissioning contracts.
- c) Consider and review the financial report to be presented to the Governing Body, incorporating financial performance against budget, financial risk analysis, forecasts and robustness of underlying assumptions.
- d) Provide assurance to the Governing Body and the Audit Committee of the completeness and accuracy of the financial information provided to the Governing Body.
- e) Consider and review any external financial monitoring returns and commentary.
- f) Ensure any financial improvement plan is monitored and reviewed and appropriate actions are taken.
- g) Review by exception performance report summaries and consider performance issues in so far as they impact on financial resource.
- h) Receive a monthly report on the progress of the QIPP plan
- i) Review, scrutinise and recommend business cases to the Governing Body.
- j) Review and agree or ratify procurement decisions as appropriate in accordance with Prime Financial Policies and the Scheme of Delegation and recommend to the Governing Body.
- k) Approve thresholds above which quotations or formal tenders should be obtained.

- l) Review and approve tender waivers or seek tenders from firms not on approved lists and ensure these are reported to the Audit Committee.
- m) Where appropriate refer issues to other committees of the Governing Body.

#### **4. Membership**

The Committee shall be appointed by the Governing Body and will consist of:

Members:

- The Chair who is a Lay Member and Chair of the Audit Committee
- Lay Member
- The Chair of the Governing Body
- 2 x GP Clinical governing body members
- The Chief Officer
- The Chief Finance Officer

In attendance:

- A Locality Lead representative from Member Practices, as determined locally

If the Chief Officer or Chief Finance Officer are unable to attend then a suitable delegate with appropriate authority should attend in their place. The executive lead officer for the Committee is the Chief Finance Officer.

All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person participating in this way shall be deemed to be present in person at the meeting and shall consequently be counted in a quorum.

#### **5. Quorum**

The meeting will be quorate when 2 Members are present, together with the Committee Chair and Chief Finance Officer, or representative, also present.

#### **6. Reporting Procedures**

Formal minutes of meetings shall be recorded and will go to the Governing Body.

#### **7. Declarations of Interest**

If any member has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the committee consideration has been completed. All members will be expected to adhere to and comply with any relevant policy; including but not exclusive to Declarations of Interest and Anti-Bribery.

#### **8. Attendance and Administration**

In addition to the standing members of the Committee, any other Director or co-opted Governing Body Member may attend with the agreement of the Chair of the Governing Body.

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

Meetings shall be held monthly. A notice period of at least 7 days shall be given.

#### **10. Review**

These Terms of Reference will be reviewed after six months and on an annual basis thereafter. Any resulting changes to the terms of reference should be approved by the Governing Body



**Merton Clinical Commissioning Group**

**Executive Management Team - Terms of Reference**

**1. Aim and Purpose**

These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Executive Management Team (EMT).

**2. Authority**

The MT is authorised by the Governing Body to pursue any activity within these Terms of Reference and within the Scheme of Reservation and Delegation, including (without limiting the generality of the foregoing) to:

- a) Seek any information it requires from CCG employees, in line with its responsibility under these terms of references and the Scheme of Reservation and Delegation.
- b) Require all CCG employees to co-operate with any reasonable request made by the EMT, in line with its responsibility under these terms of references and the Scheme of Reservation and Delegation.
- c) Review and investigate any matter within its remit and grants freedom of access to the CCG records, documentation and employees.
- d) To set up any joint working arrangements with other bodies.
- e) To establish sub-group to deliver its objectives.

Whilst working in full Shadow until 31<sup>st</sup> March 2013, the Executive Management Team is required to comply with:

- The NHS SW London Standing Orders and Standing Financial Instructions
- the NHS SW London Conflict of Interest Policy
- the section of the NHS SW London Scheme of Delegation which refers to committees

From 1 April 2013 the Executive Management Team is required to comply with:

- the CCG's Standing Orders and Standing Financial Instructions
- the CCG's Conflict of Interest Policy
- the section of the CCG's Scheme of Delegation which refers to committees

**3. Duties**

The Executive Management Team (EMT) is the operational group, whose purpose is to fulfil the responsibilities of the CCG and to enable the development and delivery of corporate direction.

The EMT will:

- Appraise and lead the debate on strategic issues facing the CCG and provide expert advice to the Governing Body.
- Appraise how these issues should be managed and led within the organisation.

- Consider corporate issues relating to national policy and local priorities, and agree leadership responsibility and arrangements for delivery as appropriate.
- Oversee overall operational management of the CCG.
- Ensure that EMT actions are defined and timescale for delivery and reporting is agreed.
- Ensure business of the CCG is conducted in accordance with Standing Orders (SOs) and Standing Financial Instructions (SFIs).
- Establish and review the assurance framework for the CCG to ensure that risks are assessed and managed.
- Appraise priorities and risks across directorates and organisations and identify options for resolution/mitigation including the Commissioning Support Unit.
- Appraise and monitor performance of the CCG corporately in accordance with Key Performance Indicators and the NHS Outcomes Framework.
- Identify key actions and timescales arising from performance appraisal.
- Identify and implement remedial plans as appropriate to address variances in performance, health outcomes and inequalities.
- Prepare and review plans in respect of the application and delivery of available financial resources, develop budgets for approval by the Governing Body and scrutinises expenditure.

#### **4. Items for inclusion on Agendas**

- Operational issues – day to day running of the CCG.
- Appraisal and debate of strategic issues facing the CCG.
- Consideration of how issues should be managed and led within the organisation and provision of advice to the Governing Body.
- Pre-approval and preparation of papers relating to CCG strategy including application of financial resources, draft business cases, CSP etc.
- Papers that require decision/shaping in order to progress.
- Papers that shape operational process – development of CCG policies and procures.
- Proposals to set up working groups or joint working arrangements in order to deliver objectives.

#### **5. Membership and Quoracy**

The membership of the EMT will comprise:

- Chief Officer
- Chief Financial Officer
- Director of Commissioning and Planning
- Director of Quality
- 3 x Locality Clinical Leads
- Director of Public Health (in attendance)
- Executive Assistant

The meeting will be chaired by the Chief Officer. The Locality Leads and Clinical Reference Group Leads will attend the monthly QIPP review. In addition the LCL will attend Executive meetings in rotation to allow a minimum of 2 GPs at each Executive Team meeting. The meeting will be quorate if attended by 4 members, including 2 GPs and 1 Executive Director, one of which must be the Chief Officer or the Chief Finance Officer.

#### **6. Attendance**

The Locality Leads will be expected to attend the QIPP meeting plus one other EMT per month. All other Members are expected to maintain regular attendance at meetings. If circumstances make this impossible, this will be addressed by the Chair with the

individual member concerned and alternative arrangements will be determined. If the representative from any area is unable to attend then apologies are expected prior to the meetings.

Additional members may be required to attend on an ad hoc basis subject to relevant items being on the agenda. This will be agreed with the Chair.

**7. Frequency**

The EMT will meet weekly with one meeting dedicated to QIPP to oversee the operational delivery and performance of all aspects of commissioning responsibilities within Merton.

Meetings will be held on Wednesday mornings 9.00 – 11.00 am.

**8. Reporting**

The Chief Officer will report to the Governing Body on the CCG's progress and agenda. Any documentation requiring formal sign off is to be presented to the Governing Body on behalf of the EMT by the nominated representative.

**9. Conduct of the committee**

The Committee will conduct its business in accordance with the codes of conduct set out for all Governing Body members and good governance practice as laid out in the Constitution.

**10. Administration**

The Agenda for meetings and supporting papers will be distributed two working days in advance of the meetings to allow time for members' due consideration of issues.

Minutes will be kept of the proceedings and submitted for approval at of each EMT meeting.

The Minutes, Agenda and associated papers will be circulated to Members via e-mail.

**11. Review**

These Terms of Reference will be reviewed after six months and on an annual basis thereafter.



**Merton Clinical Commissioning Group**  
**Sutton and Merton Joint Charitable Funds Committee**  
**Draft Terms of Reference**

## **1. Introduction**

At a meeting of NHS South West London Primary Care Trusts Joint Board on September 14<sup>th</sup> 2012, it was agreed that the management of the Sutton and Merton Primary Care Trust Charitable Funds, would be transferred on the 1<sup>st</sup> April 2013 to a joint management arrangement between Sutton Clinical Commissioning Group, and Merton Clinical Commissioning Group.

The funds at 31 March 2012 had a value of £1.654 million per the attached audited accounts.

The Sutton and Merton Charitable Funds Committee (The Committee) will oversee the management, administration and accounting arrangements for funds held by the Sutton and Merton CCG for charitable purposes. The CCG has dual accountabilities for charitable funds held on trust to the Charity Commission and the Secretary of State.

## **2. Remit and Responsibilities of the Committee**

2.1 The remit and responsibilities of the Committee are to:

- Oversee the day to day management of Charitable Funds on behalf of the Governing Body
- Act as Trustees for the CCG's Trust Funds and identify, as appropriate, suitable vehicles for the investment of charitable funds. The Committee may make investment decisions relating to the ethical investment of funds.
- Take decisions on expenditure of the CCG's Trust funds. Requests for expenditure up to £500 can be made by a CCG manager and approved by the appropriate departmental or Functional Director. Requests over £500 must be approved by the whole Committee, subject to support by an appropriate Director.
- Identify potential sources of new or additional funds and grant approval for officers to act accordingly on the Committee's behalf in identifying fundraising opportunities.
- Ensure donated funds and assets are properly accounted for in accordance with the accounting standards set by the Charity Commission. The Committee will



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receive year to date income & expenditure reports from the Chief Finance Officer at each of its meetings.

- Ensure that the accounts of the Charitable Funds are subject to internal and external audit scrutiny and receive reports as appropriate. The Committee will require officers to act upon all audit recommendations where these have been agreed with auditors.
- Ensure that all administrative and governance procedures are reviewed, at least, annually or when external changes occur. Also, ensure the development of systems and processes to meet statutory accounting and governance standards.
- Ratify the formal transfer of charitable funds to independent NHS Providers (formerly integral elements of PCT corporate structure) which have achieved NHS Trust status. Such transfers only take place in accordance within the agreed Department of Health and Charity Commission regulatory framework.

### 3. Membership

3.1 The Committee shall consist of at least 1 Lay Member, the CCG Chief Finance Officer [or nominated representative] and at least 1 other Member of the CCG Governing Body from both Sutton CCG and Merton CCG. A Lay Member will be appointed as Chairman of the Committee.

3.2 For the Committee to be quorate, at least 1 Lay Member, the Chief Finance Officer (or nominated representative) and 1 other Member, must be in attendance from both Sutton CCG and Merton CCG.

3.3 If unable to attend, Lay Members are not required to nominate a substitute.

### 4. Invited members

4.1 Depending upon the Agenda and particular tasks, other members may be seconded as necessary to facilitate the work of the Charitable Funds Committee.

### 5. Accountability

5.1 The Charitable Funds Committee will report to the Governing Body

### 6. Reporting Procedures

6.1 Formal minutes of meetings shall be recorded and will go to the Governing Body.

### 7. Declarations of Interest

7.1 If any member has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until the Committee consideration has been



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completed. All members will be expected to adhere to and comply with any relevant policy; including but not exclusive to Declarations of Interest and Anti-Bribery.

**8. Frequency and notice of meetings**

- 8.1 The Committee will meet as necessary, with at least 3 meetings being convened per annum.
- 8.2 Before each meeting of the Charitable Funds Committee, a notice of the meeting specifying the business proposed to be transacted, and signed by a designated officer, shall normally be publicised as appropriate seven days prior to the meeting.

**9. Review**

- 9.1 These Terms of Reference will be reviewed after six months and on an annual basis thereafter. Any resulting changes to the terms of reference should be approved by the Governing Body.

[Date agreed]

DRAFT