

# **BNSSG CCG Governing Body Meeting**

**Date: Tuesday 1st May 2018**

**Time: 1.30pm**

**Location: The Winter Gardens Pavilions, Weston College, 2 Royal Parade, Weston Super Mare BS23 1AJ**

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## **Agenda item: 11.2**

### **Committee Terms of Reference**

**Report Author: Jeanette George, Director of Corporate Services (Interim)**

**Report Sponsor: Sarah Truelove, Deputy Chief Executive and Chief Finance Officer**

#### **1. Purpose**

The purpose of this paper is to present terms of reference for Committees for approval.

#### **2. Recommendations**

The Bristol, North Somerset and South Gloucestershire Governing Body is asked to review and approve terms of reference for the:

- Commissioning Executive
- Quality Committee
- Strategic Finance Committee

#### **3. Background**

In 2017 the Bristol, North Somerset and South Gloucestershire Governing Bodies aligned their governance arrangements as a next step in the transition to a single commissioning voice and meetings in common and joint committees were established.

As agreed with Governing Bodies, internal auditors undertook an audit of the aligned governance arrangements. The overall objective of this audit was to provide assurance to each CCG as to the soundness of the high level governance arrangements in place for 2017-18 and to inform consideration of the governance arrangements for the merged CCG.

The auditors recorded satisfactory assurance of aligned governance arrangements and the Audit Governance and Risk Committee's meeting-in-common agreed that recommendations should be taken into account in drafting proposed merged governance arrangements and terms of reference for Committees. Best practice suggested by auditors to further strengthen corporate governance arrangements has been adopted where possible within the resources

available and a commitment given to consider further development in line with these recommendations in the future.

The outcome of the audit of aligned governance arrangements and proposed governance arrangements for the merged organisation were presented to the BNSSG CCG Governing Bodies meeting-in-common in March 2018 for comment. The Governing Bodies agreed that the draft terms of reference should be presented to the new committees for review prior to being considered by the BNSSG Governing Body for approval.

#### 4. Merged Governance Structure and Committee Terms of Reference

Governance arrangements for the merged CCG builds on the governance arrangements that were put in place to align the three CCGs as agreed with the individual CCG Governing Bodies who met in-common throughout most of 2017/18.

Merged governance arrangements have also taken account of:

- the final version of the merged CCG constitution as agreed with the GP practice membership, BNSSG Governing Bodies and NHS England.
- the clinical leadership model as agreed with the GP membership
- the roles of independent clinical and lay members as agreed by the BNSSG Governing Bodies in January 2018
- feedback from NHS England (NHSE) and other stakeholders in relation to the establishment of a Primary Care Commissioning Committee to support the delegation of primary care commissioning.

Appendix 1 shows a schematic of the proposed structure and appendix 2 shows a summary of key role and responsibilities based on the constitution for BNSSG CCG.

The table below provides an update on progress on the review of terms of reference by committees, noting key considerations and specific changes agreed to the proposed terms of reference.

| Committee                           | Update on progress   |
|-------------------------------------|--|
| Remuneration Committee              | Due to meet 09/05/18 and will consider their terms of reference at this time.  |
| Audit Governance and Risk Committee | Due to meet on 24/05/18 and will consider their terms of reference at this time.   |
| Commissioning Executive             | The Commissioning Executive considered the terms of reference on 25/03/18 and 05/04/18. Minor typographical amends were made to the draft considered by the Governing Bodies meeting in common.  |
| Quality Committee                   | The Joint Quality Committee met on 22/03/18 and considered the terms of reference, recommending a change to quoracy arrangements. The Quality Committee for the merged organisation met on 19/04/18 to consider the terms of reference and recommended that all Clinical Care Pathway and Corporate leads be able to attend the Committee for areas relevant to their areas. |

| <b>Committee</b>                     | <b>Update on progress</b>  |
|--------------------------------------|--|
| Strategic Finance Committee          | The Joint Strategic Finance Committee met on the 27/03/18. The future Chair of this Committee was also present and provided comments. Assurance of proposals for capital expenditure and implementation of capital projects and strategic financial risks added to remit and responsibilities. The Strategic Finance Committee for the merged organisation met on 19/04/18 to approve these changes. |
| Primary Care Commissioning Committee | This Committee is due to meet on 24/04/18 and will consider their terms of reference at this time.   |
| Patient and Public Involvement Forum | This Forum is due to meet on 14/05/18 and will consider their terms of reference at this time.   |

Terms of reference for the following Committees are presented for review and approval by the Governing Body.

Terms of reference for the following Committees are presented for approval by the Governing Body:

- Commissioning Executive – Appendix 3
- Quality Committee – Appendix 4
- Strategic Finance Committee – Appendix 5

The remainder of the terms of reference will be presented to the Governing Body for approval once reviewed by Committees.

## 5. Financial resource implications

Implementation of aligned governance arrangements reduced operating costs (for example in hiring venues and servicing meetings). Merged governance arrangements are expected to reduce costs further particularly in relation to pay costs.

## 6. Legal implications

Aligned governance arrangements were based on the models of good governance established for NHS organisations, including guidance on in-common and joint committees. Legal advice on the merged governance structure has been taken to ensure that the arrangements meet statutory requirements.

## 7. Risk implications

A key risk that was identified through engagement on aligned governance arrangements was that the local voice of CCG areas may be lost. This has been mitigated by:

- Building on local clinical leadership groups and establishing an area/locality structures.
- Ensuring strong clinical representation on the BNSSG Commissioning Executive from across the BNSSG area.
- Maintaining the patient and public engagement forums for each area with these reporting to the BNSSG Patient and Public Involvement Forum
- Adopting a principle of subsidiarity where decision making is delegated to the lowest appropriate level, whilst ensuring unified leadership and a shared BNSSG vision, strategy and prioritisation process informs the CCGs work.

## 8. Implications for health inequalities and equalities (Black and Other Minority Ethnic/Disability/Age Issues)

Promoting equality and addressing health inequalities are at the heart of the CCGs values. The CCG is required to:

- Give due regard to the need to eliminate discrimination, harassment and victimisation, to advance equality of opportunity, and to foster good relations between people who share a relevant protected characteristic (as cited under the Equality Act 2010) and those who do not share it; and
- Give regard to the need to reduce inequalities between patients in access to, and outcomes from healthcare services and to ensure services are provided in an integrated way where this might reduce health inequalities.

The intention is to establish a governance structure that supports the delivery of these core values.

## 9. Consultation and Communication including Public Involvement

The development of this governance structure has not involved local people, patients or carers. Executive Directors have been consulted on the development of these draft terms of reference and they have been shared with Committee members and attendees for committees as reported earlier in this paper.

## 10. Appendices

- Appendix 1 - Schematic of the proposed governance structure
- Appendix 2 - Summary of key roles and responsibilities
- Appendix 3 – Terms of reference - Commissioning Executive
- Appendix 4 - Terms of reference - Quality Committee
- Appendix 5 - Terms of reference - Strategic Finance Committee

## Glossary of terms and abbreviations

|                      |  |
|----------------------|--|
| Corporate Governance | Systems and processes for ensuring proper accountability, probity and openness in the conduct of an organisation's business. Corporate Governance is a core responsibility of all NHS organisations.   |
| Internal auditing    | Internal auditing is an independent, objective assurance and consulting activity designed to add value and improve an organization's operations. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. |

