

SHIP CLUSTER BOARD: ESTABLISHMENT AND GOVERNANCE ARRANGEMENTS

Introduction

This paper:

- reminds Cluster Board members of the policy context for the establishment of PCT clusters
- confirms that the four SHIP PCT Boards have formally approved proposals to establish a SHIP Cluster Board and associated governance arrangements as set out in the paper 'SHIP Cluster Governance Arrangements'
- informs the SHIP Cluster Board about progress with the development of governance arrangements
- seeks approval for Standing Orders and Committee Terms of Reference.
- updates the Board on work to approve SFIs based on the national model.

Policy context

The publication of '*Equity and excellence: Liberating the NHS*', and associated policy documents; the '*Operating Framework for the NHS in England 2011/12*'; and the '*PCT Cluster Implementation Guidance*' have resulted in a range of policy and organisational changes.

The '*Operating Framework for the NHS in England 2011/12*' set out how Primary Care Trusts (PCTs) would be expected to meet the challenges set out in the White Paper and its associated policy documents and the '*PCT Cluster Implementation Guidance*' set how existing PCTs would be retained as statutory organisations in order not to add further to disruption from reorganisation. It also stated that there would be a consolidation of management capacity, with single executive teams each managing a cluster of PCTs. These new clusters would not be statutory bodies, nor were they to be permanent features of the landscape, but they would be necessary to sustain PCT capability and enable the creation of the new system.

The creation of clusters is intended to:

- sustain management capacity, and a clear line of accountability, and provide greater security for the delivery of current PCT functions in terms of statutory duties, quality, finance, performance, QIPP and NHS Constitution requirements through to March 2013;
- provide space for developing GP Commissioning Consortia to operate effectively;

- provide a basis for the development of commissioning support arrangements, allowing current commissioners and new entrants to develop a range of commissioning support solutions from which consortia and the NHS Commissioning Board can secure expert support;
- similarly, provide space for new arrangements with local authorities, and particularly Health and Wellbeing Boards to develop;
- provide a mechanism to enable high quality NHS staff to move to new roles in consortia, commissioning support arrangements and the NHS Commissioning Board, including minimising unnecessary redundancy costs; and
- support the provider reform element of the transition particularly in terms of ensuring progress with the FT pipeline through commissioning plans.

SHIP Cluster Governance Arrangements

A paper setting out proposals for how best to configure governance arrangements for (PCTs) in the SHIP area (NHS Southampton City, NHS Hampshire, Isle of Wight NHS PCT and NHS Portsmouth) has been presented to, and approved by, the four PCT Boards separately at their public Board meetings.

The four PCT Boards have agreed to establish a joint committee (Cluster Board) with their PCT partners in the SHIP area, as required by national direction, working under a specified scheme of delegation. This is predicated on the basis that each of the PCT Boards maximises the responsibilities and functions it delegates to the Cluster Board, whilst ensuring these are consistent with the continuing requirement to meet its legal obligations in the interim or until legislation dictates.

The underpinning principle for the efficient and effective operation of the Cluster arrangements will be that, although the PCT Boards will retain statutory accountability for such matters during the transitional period, the PCT Boards will formally delegate:

- operational/operating functions to a SHIP Cluster Board, as a joint Committee of the PCT Boards, supported by the SHIP Cluster Executive Team
- responsibility for commissioning to the SHIP Cluster Board
- responsibility for provider functions should, in the case of the Isle of Wight, be delegated to a provider committee of the Isle of Wight PCT until April 2012 when it is envisaged provider services will have attained independent provider trust status.

PCT Cluster accountability

The South Central Strategic Health Authority as produced a document which sets out the key areas of work for which PCT clusters will be held accountable during 2011/12. It will form the basis of an agreement between each PCT Cluster Chief Executive and Board, and the SHA. A copy of the agreement is attached at Appendix 1.

Creating a new framework for governance

The paper 'SHIP Cluster Governance Arrangements' made it clear that considerable adjustments would need to be made to each PCTs' corporate governance frameworks (Standing Orders, Standing Financial Instructions and Scheme of Delegation) in order to ensure compliance with the Secretary of State's requirements relating to the establishment of cluster working, and with the continuing demands of existing legislation. This work will continue and the necessary papers will be presented to each PCT for consideration and approval in due course. Standing Orders and Standing Financial Instructions have been or will be developed for the SHIP Cluster.

a) Standing Orders

Draft Standing Orders have been developed and are presented for approval at Appendix 2.

b) Standing Financial Instructions

Draft Standing Financial Instructions are being developed and will be presented for approval as soon as possible. These will be based on the national model template.

Board Meetings Calendar

A Board calendar setting out the dates of meetings; deadlines for papers; date, time and venue of all cluster board meetings; membership and quoracy arrangements; and administrative support and other contact details will be developed and published widely.

Board Business Schedule

A schedule of forward business will be developed for the Cluster Board and, over the coming weeks, for each of its committees. This will be mapped against the work needed to support the delivery of national objectives (finance and performance expectations) and local business arrangements.

Committees

Across SHIP, it has been agreed that each PCT Board will establish a new core committee structure, comprising three sub-committees:

- a Cluster Board (as a joint sub-committee with PCTs in SHIP)
- an Audit Committee
- a Remuneration Committee

The Cluster Board will also establish two NED-led sub-committees:

- Audit Committee (x4 Audit Committee Chairs)
- Remuneration Committee (x4 Remuneration Committee Chairs)

In addition, the Cluster Board will also establish sub-committees covering:

- Corporate Business, covering general executive, assurance and legal compliance matters
- Clinical Governance, covering patient safety and quality; and
- Board of Clinical Commissioners, covering common commissioning strategies and approaches

It is further recommended that the Cluster Board establishes GPCC committees as sub-committees of the Board in order to provide emergent GPCCs with direct access and line of accountability to it.

a) *Committee Chart*

A committee chart is attached as Appendix 3.

b) *Committee Terms of Reference*

Terms of reference have been drafted for the following Cluster Board committees:

- Audit
- Remuneration
- Clinical Governance
- Board of Clinical Commissioners
- Corporate Business
- GPCC committee (template)

These are attached as Appendices 4a to 4f. It is proposed that the draft Terms of Reference are approved by the Cluster Board for consideration and further development by the individual Committees at their first meetings and revised Terms of Reference are submitted to the Cluster Board for final approval.

c) *Committee Calendar*

A committee calendar setting out the dates of meetings; deadlines for papers; date, time and venue of meetings; membership; quoracy; and administrative support will be developed and published widely.

d) *Committee Business Schedule*

A schedule of forward business will be developed for each committee.

House Style Manual

Under clustering arrangements, each individual PCT retains its own name and NHS logo. These should continue to be used on correspondence and communication that relate only to that individual PCT. When Southampton City PCT, Hampshire PCT, Isle of Wight PCT and Portsmouth City tPCT are working together they are to be known as the **SHIP PCT Cluster**.

Recent Department of Health guidance states “that if more than two PCTs are forming a cluster the national NHS logo should be used with any approved cluster name as a title. Explanatory text should be added to any communications to ensure accountability is clearly understood”.

It is considered that all communication by the SHIP PCT Cluster – written, verbal, electronic – should adhere to the following communications principles - they should be clear, cost-effective, straightforward, modern, accessible, honest and respectful.

A House Style Manual is being developed for use within the SHIP Cluster, which will include templates for:

- letters
- emails
- compliment slips
- business cards
- Cluster Board papers
- agendas
- minutes.

It is considered important that documents and communications likely to have a wide circulation within the SHIP area (e.g. reports, minutes of meetings, discussion papers, emails) and all documents and communications being sent to external stakeholders (e.g. letters, minutes, reports, board papers, emails) adhere to the house style. This assures readers that the document is clearly from the NHS, and specifically from the SHIP Cluster.

Business Management Standards

‘Best practice’ business management standards will be applied to all Cluster Board and Committee meetings.

Board & Committee Manual

The Board and Committee Manual will comprise all legal, statutory and best practice documentation, including:

- Accountability Agreement (with SHA)
- Establishment Agreement
- Standing Orders
- Standing Financial Instructions
- Scheme of Reservation and Delegation for the Cluster Board
- Committee Terms of Reference
- Executive Director portfolio information
- Cluster profile

This manual will be compiled and made available in electronic form shortly and will be circulated in hard copy form (as requested) to all Cluster Board members and the Cluster executive team.

Assurance Framework and Risk Register

It is proposed that each organisation 'completes' as soon as possible a baseline Assurance Framework and Strategic Risk Register (AF&SRR) in order to compile a cluster-wide AF&SRR. This will be based on existing documentation. All relevant national and SHA guidance will be used in order to ensure that the composite AF&SRR complies with the requirements of A Grade status.

An audit of risk policies and strategies will be undertaken to ensure that risk issues are identified, escalated, managed and reviewed at appropriate locations and by appropriate individuals across the new and emerging NHS landscape within the Cluster.

Policy Profile & Audit

It is expected that there will be single policies developed for the cluster on a number of relevant issues. The identification of key policies required by the cluster will be undertaken and a transition timetable developed. The cluster will make best use of intranets and electronic sources of distribution.

Audit & Actions Programme

The Audit Committee will oversee all actions relating to internal audit programmes and external assessments taking place across the cluster. It is proposed that a single centralised system is adopted to merge all actions (outstanding or otherwise) in order to service the Audit Committee effectively. It is also intended that this register provides a means through which other actions (ie, those not captured via individual audit programmes or risk registers) can be monitored during transition.

Clinical & Safety Policy

Work will be undertaken as a priority to review whether existing systems deployed currently by PCTs can be aggregated to provide the Cluster with single forms of assurance on safeguarding and patient safety issues. Whilst seeking to ensure effective and appropriate forms of assurance for cluster working, no changes will be pursued that hinder or disable reporting and management arrangements until any aggregated system can be formulated, agreed and constituted. Until then, the Cluster Board and its committees will be asked as appropriate to review assurances compiled on an individual PCT basis.

Other governance processes

A number of other processes and procedures that require adherence to strict governance protocols are currently managed in different ways by the Cluster's member PCTs. A number of have already been identified as of concern by cluster NEDs during the governance consultation process and cover such matters as primary care contractor performance panels, complaints and freedom of information requests. Others relate to the responsibilities of nominated individuals (Caldicott Guardian, senior decision maker on DoL issues). Discussions will be held with

directors, nominated directors and portfolio holders to determine the most appropriate means to manage these responsibilities and provide any required governance support to them.

Individual Funding Request Policy

Previous interest has been shown by the Individual Funding Request (IFR) team currently servicing Hampshire and Southampton, to extend this service to include Portsmouth and the Isle of Wight. IFR administration would, therefore, be provided centrally. A transition plan is required to ensure that a single policy is adopted which retains the flexibility to meet the needs of 'Not normally purchased' treatments in each locality as there is currently no uniformity across the cluster. It is proposed that the single centralised administrative function be provided by the current Hampshire team across the cluster by 1 September 2011. A single team would ensure consistent approaches to funding requests across the cluster and strong governance arrangements for this important and sometimes contentious area of commissioning activity.

GP Commissioning Consortia governance development

It is proposed that a governance profile is developed for each GP Commissioning Consortia. This will be designed to ensure that consortia begin to think about and work to basic governance standards and provide an initial form assurance to the Cluster Board that governance matters are being addressed in a consistent manner. This governance profile should be seen as emerging and will need to be adapted to suit the needs of individual GPCCs and national requirements relating to registration but, in the first instance, will cover:

- Accountability Agreement
- Statement on financial procedures
- Consortia Committee Chart
- Consortia committee memberships
- Consortia Business Calendar.
- Committee ToRs
- Consortia map and locality profile

It is proposed that the Director of Corporate Affairs provides business support services and general governance advice to emerging consortia.

Legal Services

The SHIP Cluster will need to determine how best to obtain legal services. There are currently a number of firms providing services to PCTs across the cluster, including Capsticks, Bevan Britten and Beachcrofts. Whilst specialist advice on specific matters may still need to be obtained from particular solicitors, it is often effective to build single relationships with a single firm on general legal matters. This develops improved levels of understanding and intelligence. It is proposed to review legal arrangements across the cluster to this effect. As it is planned that the Cluster will be disbanded in 2013, it is not intended to follow a formal tendering process for legal services and, instead, the cluster will develop these arrangements on an ad hoc basis. As a result, in order to ensure that legal costs are managed, it is likely that

requests for general legal advice will be channelled through an approved point within the Corporate Affairs Directorate.

Business Resilience Plan

The development of the Cluster represents a programme of considerable change within the local NHS. Whilst this programme will yield opportunities for more effective joint working and build stronger support arrangements, it will be important to ensure that resilience plans are reviewed and remodelled in a single form to reflect cluster working and potential business continuity risks.

Recommendations

The SHIP Cluster Board is asked to;

- **Accept** this report and **comment on** the development of governance arrangements
- **Approve** the Standing Orders
- **Accept** arrangements for the development of the Standing Financial Instructions
- **Approve** the revised Board committee structure
- **Approve** the draft Terms of Reference for referral to individual Committees for consideration and further development at their first meetings and to receive revised Terms of Reference for final approval at a future meeting of the Cluster Board.

PCT cluster accountability

This document sets out the key areas of work for which PCT clusters will be held accountable during 2011/12. It will form the basis of an agreement between each PCT Cluster Chief Executive and Board, and the SHA.

In each case the Cluster will be expected to work closely with the SHA and key partners to meet these accountabilities. This list is not intended to be exhaustive – the document is the start of a process to achieve an effective transition and a smooth handover of responsibilities during the second half of 2011-12.

Finance, performance and QIPP

- Ensure each PCT within the Cluster meets its statutory duty to break even and leaves no legacy debt at the end of 2011-12;
- Deliver the 2011/12 Operating Plan for each PCT and meet performance targets;
- Agree and apply a governance and performance management framework with emerging GP Commissioning Consortia (GPCC);
- Make required reductions in running costs
- Ensure QIPP requirements for 11-12 are understood across the Cluster, and agree with local GPCCs, Local Authorities, and other stakeholders a single QIPP plan to 2014/15 across the cluster
- Ensure GPCCs agree their own QIPP plan for 2011/12 and understand which elements they are leading on;
- Lead the QRO planning and contracting round for 2012/13 working alongside GPCCs.

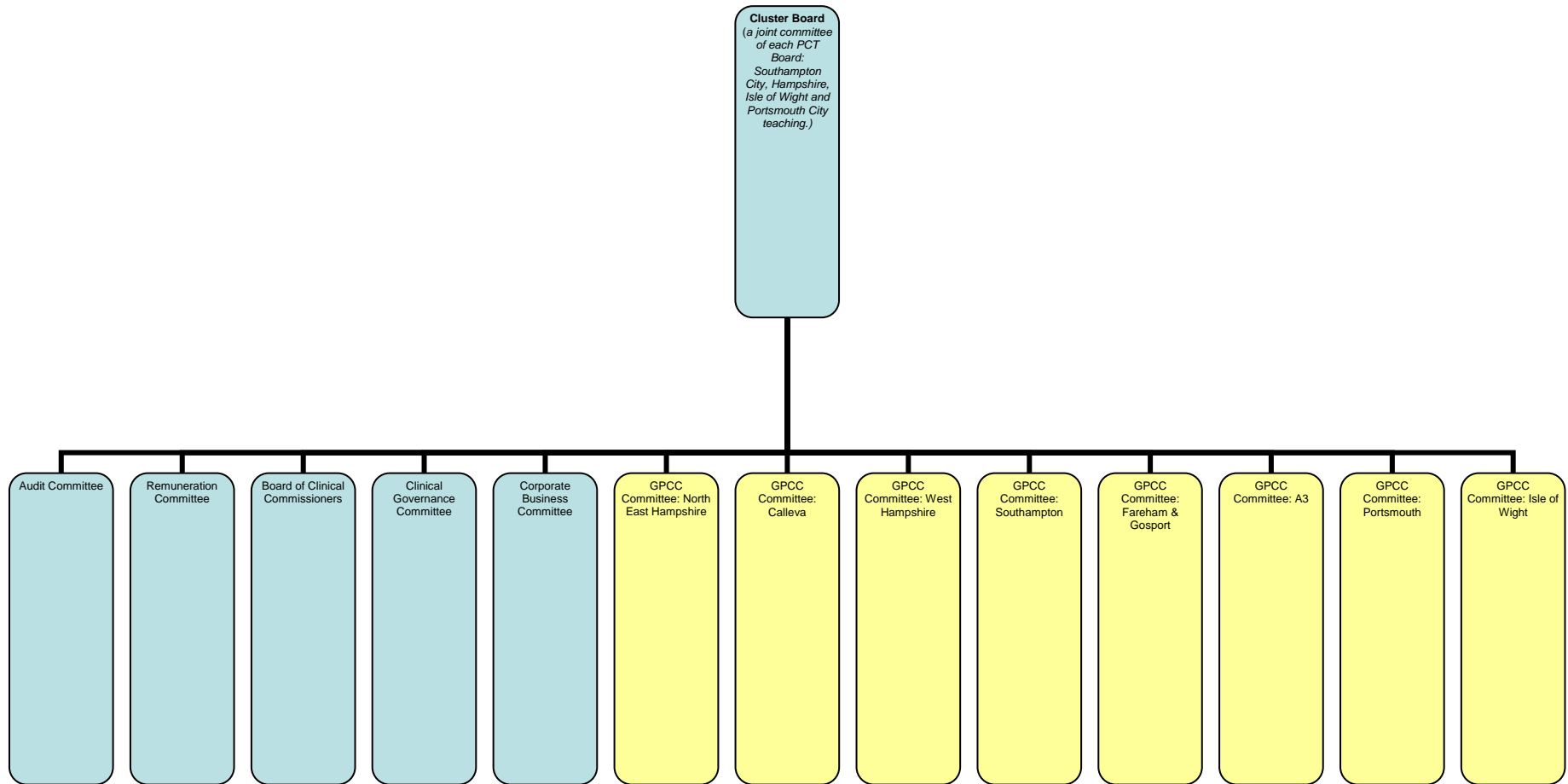
Reform

- Support all emerging GPCC to be pathfinders by Sept 2011, in full shadow working mode by 1 April 2012, and ready for authorisation at that point wherever possible;
- Ensure commissioning support services are developed to serve consortia within the cluster area;
- Ensure effective mechanisms are in place for the patient voice to be heard by the commissioning system, and promote 'no decision about me, without me'
- Work with local authorities and the SHA to establish shadow Health and Wellbeing Boards during 2011-12
- Prepare for the transfer of specific commissioning functions to the NHS Commissioning Board – primary care commissioning, prison health, and specialised commissioning and military health;
- Work with NHS Trusts to support their trajectory through the FT pipeline as set out in the 31st March Tripartite Formal Agreements;
- Consult on, and implement, the Safe and Sustainable service recommendations covering trauma, vascular surgery and stroke services to achieve best outcomes;
- plan a future model for public health delivery and a staged transfer of responsibility for public health services to local Councils

Governance

- put in place effective and efficient governance mechanisms, spanning their constituent Boards;
- ensure clear mechanisms for quality assurance are in place during transition, supported by visible clinical leadership
- ensure appropriate staffing structures are in place to deliver the key programmes of work, with a continued focus on leadership development and appropriate support for these staff through the transition.

OUTLINE CORE COMMITTEE STRUCTURE for the SHIP CLUSTER



CLUSTER AUDIT COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION

1. The Cluster Audit Committee is established as a Non-executive committee of the SHIP PCT Cluster Board, a joint Committee of the PCT Boards, and has those executive powers specifically delegated to it by the Board within the Cluster Board Scheme of Delegation and in these Terms of Reference, which will be reviewed annually by the Cluster Board.

2. PURPOSE

- 2.1 The purpose of the Committee is to provide the Cluster Board with an assurance and scrutiny function.

3. RESPONSIBILITIES

- 3.1 The responsibilities of the Committee are to:
 - assist the Cluster Board in delivering its responsibilities for the stewardship of funds within its control
 - ensure an appropriate level of control is in place through the development of the Audit programme for member PCTs as appropriate and through the management of the Assurance Framework/Strategic Risk Register for the Cluster Board
 - work to develop common approaches to audit management and reduce to a minimum the range and number of audit matters that should be dealt with by PCT Audit Committees
 - liaise with the Audit Committees of the individual PCT Boards.
 - <...item...>
 - <...item...>
 - <...item...>

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the SHIP PCT Cluster Board's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.

Appendix 4a

- 4.3 The Committee will ensure that it reports to the SHIP PCT Cluster Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the Board'.

5 MEMBERSHIP, QUORUM AND ATTENDANCE

- 5.1 The Committee will have the following membership:
- x4 PCT Board Audit Committee Chairs.
- 5.2 The Chair will be a PCT Board Audit Committee Chair appointed by the Cluster Board, or, in their absence, as deputising chair, one of the Cluster Audit Committee members nominated by the Cluster Audit Committee Chair.
- 5.3 The meetings will be quorate when there are 3 members present, one of whom shall be the Committee Chair or the nominated deputising chair.
- 5.4 The Committee must be quorate when any decisions are made or votes taken.
- 5.5 The Cluster Director of Finance & Performance and the Director of Corporate Affairs will normally be present. The Cluster Chief Executive and other Cluster Executive Directors may be invited to attend when the Committee is considering matters that fall within the area of responsibility for that Director.
- 5.6 Representatives of External Audit, Internal Audit and the Local Counter Fraud Service may be invited to attend for specific items with the prior agreement of the Chair or the nominated deputising chair.
- 5.7 Others may be invited to attend for specific items with the prior agreement of the Chair or the nominated deputising chair.

6.0 FREQUENCY

- 6.1 Meetings will normally be held four times a year. Additional meetings can be called by the Cluster Audit Committee Chair.

7.0 MANAGEMENT

- 7.1 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.
- 7.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.
- 7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the SHIP Cluster Board meeting according to the nature of the business to be reported.
- 7.4 The Committee shall receive support services from the Director of Corporate Affairs.

Appendix 4a

7.5 The agenda and any papers shall normally be circulated to members 5 working days before the date of the meeting.

8.0 REPORTING ARRANGEMENTS

8.1. The Cluster Audit Committee will report to the SHIP PCT Cluster Board. The approved Minutes of the Committee will be submitted to the Board.

9.0 SUB-COMMITTEES

9.1 The following committees and sub-committees will report to the Committee:

- <...item...>

The minutes of the following meetings will also be received by the Committee:

- <...item...>

10.0 KEY RELATIONSHIPS

10.1 The Committee will establish and maintain relationships with the following key stakeholders:

- <...item...>
- <...item...>
- <...item...>

Date SHIP PCT Cluster Board Approved:

Date for Review:

Reviewed:

Date Revision Approved:

Draft 2

CLUSTER REMUNERATION COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION

1. The Cluster Remuneration Committee is established as a Non-executive committee of the SHIP PCT Cluster Board, a joint Committee of the PCT Boards, and has those executive powers specifically delegated to it by the Board within the Cluster Board Scheme of Delegation and in these Terms of Reference, which will be reviewed annually by the Cluster Board.

2. PURPOSE

- 2 The Committee will be the source of advice to the Cluster Board on matters relating to the employment and remuneration of the Cluster Board Executive.

3. RESPONSIBILITIES

- 3.1 The responsibilities of the Committee are to:
 - be the source of advice to the Cluster Board on setting pay for the Cluster Chief Executive and the Cluster Board Executive Team.
 - assist the Cluster Chair to evaluate the performance of the Cluster Chief Executive, and, through the Cluster Chief Executive, evaluate the performance of the Cluster Board Executive
 - scrutinise any termination payments, taking account of advice and guidance as appropriate, and in liaison with any 'grandparent' organization
 - via effective joint working, to minimize the range and number of issues which must be dealt with by individual PCT remuneration committees
 - liaise with the Remuneration Committees of the individual PCT Boards.
 - <...item...>
 - <...item...>
 - <...item...>

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the SHIP PCT Cluster Board's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.

Appendix 4b

- 4.3 The Committee will ensure that it reports to the SHIP PCT Cluster Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the Board'.

5 MEMBERSHIP, QUORUM AND ATTENDANCE

- 5.1 The Committee will have the following membership:
- x4 PCT Board Remuneration Committee Chairs.
- 5.2 The Chair will be the PCT Cluster Chair, or, in their absence, one of the Cluster Remuneration Committee members nominated by the PCT Cluster Chair.
- 5.3 The meetings will be quorate when there are 3 members present, of whom there should be the Remuneration Committee Chair or, as deputising chair, the nominated Remuneration Committee member present.
- 5.4 The Committee must be quorate when any decisions are made or votes taken.
- 5.5 The Cluster Chief Executive and Cluster Director of Human Resources will normally be present. Other Cluster Executive Directors may be invited to attend when the Committee is considering matters that fall within the area of responsibility for that Director.
- 5.6 Others may be invited to attend for specific items with the prior agreement of the Chair or the nominated deputising Chair.

6.0 FREQUENCY

- 6.1 Meetings will normally be held four times a year. Additional meetings can be called by the PCT Cluster Chair.

7.0 MANAGEMENT

- 7.1 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.
- 7.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.
- 7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the SHIP Cluster Board meeting according to the nature of the business to be reported.
- 7.4 The Committee shall receive support services from the Director of Corporate Affairs.
- 7.5 The agenda and any papers shall normally be circulated to members 5 working days before the date of the meeting.

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8.0 REPORTING ARRANGEMENTS

8.1. The Cluster Remuneration Committee will report to the SHIP PCT Cluster Board. The approved Minutes of the Committee will be submitted to the Board.

9.0 SUB-COMMITTEES

9.1 The following committees and sub-committees will report to the Committee:

- <...item...>

The minutes of the following meetings will also be received by the Committee:

- <...item...>

10.0 KEY RELATIONSHIPS

10.1 The Committee will establish and maintain relationships with the following key stakeholders:

- <...item...>
- <...item...>
- <...item...>

Date SHIP PCT Cluster Board Approved:

Date for Review:

Reviewed:

Date Revision Approved:

Draft 2

CLUSTER CLINICAL GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1 CONSTITUTION

1. The Cluster Clinical Governance Committee is established as an executive committee of the SHIP PCT Cluster Board, a joint Committee of the PCT Boards, and has those executive powers specifically delegated to it by the Board within the Cluster Board Scheme of Delegation and in these Terms of Reference, which will be reviewed annually by the Cluster Board.

2. PURPOSE

- 2.1 The purpose of the Committee is to provide the Cluster Board with an assurance and scrutiny function in relation to patient safety and quality.

3. RESPONSIBILITIES

- 3.1 The responsibilities of the Committee are:
 - To provide an assurance to the Cluster Board on all matters concerning duties, obligations and responsibilities relating to patient safety and quality.

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the SHIP PCT Cluster Board's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.
- 4.3 The Committee will ensure that it reports to the SHIP PCT Cluster Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the Board'.

5 MEMBERSHIP, QUORUM AND ATTENDANCE

- 5.1 The Committee will have the following membership:
 - Cluster Medical Director
 - Cluster Director of Nursing
 - Cluster Director for Commissioning Development
 - Cluster Director of Human Resources
 - Cluster Director of Corporate Affairs

Appendix 4d

- Cluster Board Director of Public Health
- Nominated/Aligned Directors
- X4 Non-Executive Directors.

- 5.2 The Chair will be the Clinical Governance Committee Chair appointed by the Cluster Board, or, in their absence, one of the Cluster Clinical Governance Committee members nominated by the Cluster Clinical Governance Committee Chair.
- 5.3 The meetings will be quorate when there are at least one half of the members appointed present, of whom there should be the Clinical Governance Committee Chair or the nominated Clinical Governance Committee member Chair present.
- 5.4 The Committee must be quorate when any decisions are made or votes taken.
- 5.5 Others may be invited to attend for specific items with the prior agreement of the Chair or the nominated Clinical Governance Committee member Chair.

6.0 FREQUENCY

- 6.1 Meetings will normally be held six times a year. Additional meetings can be called by the PCT Cluster Chair.

7.0 MANAGEMENT

- 7.1 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.
- 7.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.
- 7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the SHIP Cluster Board meeting according to the nature of the business to be reported.
- 7.4 The Committee shall receive support services from the Director of Corporate Affairs.
- 7.5 The agenda and any papers shall normally be circulated to members 5 working days before the date of the meeting.

8.0 REPORTING ARRANGEMENTS

- 8.1. The Cluster Clinical Governance Committee will report to the SHIP PCT Cluster Board. The approved Minutes of the Committee will be submitted to the Board.

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9.0 SUB-COMMITTEES

9.1 The following committees and sub-committees will report to the Committee:

- A

The minutes of the following meetings will also be received by the Committee:

- A

10.0 KEY RELATIONSHIPS

10.1 The Committee will establish and maintain relationships with the following key stakeholders:

- A
- A
- A
- A

Date SHIP PCT Cluster Board Approved:

Date for Review:

Reviewed:

Date Revision Approved:

Draft 1

BOARD OF CLINICAL COMMISSIONERS

TERMS OF REFERENCE

1 CONSTITUTION

1. The Board of Clinical Commissioners is established as an executive committee of the SHIP PCT Cluster Board, a joint Committee of the PCT Boards, and has those executive powers specifically delegated to it by the Board within the Cluster Board Scheme of Delegation and in these Terms of Reference, which will be reviewed annually by the Cluster Board.

2. PURPOSE

- 2.1 The purpose of the Committee is to:
 - approve -
 - common commissioning strategies and approaches
 - advise on or approve matters relating to -
 - specialist services commissioning
 - primary care contracting
 - promote -
 - clinical and wider stakeholder engagement in commissioning
 - good practice in clinical commissioning

3. RESPONSIBILITIES

- 3.1 The responsibilities of the Committee are to:
 - ensure there are no conflicts of interest imposed on its members when decisions or advice are sought on commissioning matters
 - work with and support GPCCs to manage and account for their responsibilities under local Accountability Agreements
 - work with the emerging Health and Well-Being Boards to ensure the effective transition to GP Commissioning by ensuring close working with partners, stakeholders and the third sector to deliver the joint commissioning agenda
 - work with and support the National Commissioning Board on appropriate commissioning matters
 - maximise clinical engagement in commissioning and QRO plans.
 - provide a forum for decisions relating to clinical networks.
 - <...item...>
 - <...item...>
 - <...item...>

Appendix 4d

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the SHIP PCT Cluster Board's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.
- 4.3 The Committee will ensure that it reports to the SHIP PCT Cluster Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the Board'.

5 MEMBERSHIP, QUORUM AND ATTENDANCE

- 5.1 The Committee will have two parts. The second part will be held as required by the chair or deputising chair and will consider matters relating to primary care contracting. The first part will consider all other matters. The membership and quoracy arrangements for these two parts will differ.
- 5.2 Part I membership:
 - Cluster Chief Executive (Chair)
 - Cluster Director of Finance & Performance
 - Cluster Director for Commissioning Development
 - Cluster Medical Director
 - Cluster Director of Nursing
 - Executive lead for specialist commissioning
 - Cluster Nominated Director x8
 - GPCC executive representative x 8
 - Cluster Board Director(s) of Public Health (*to be agreed*)
- 5.3 Part II membership:
 - Cluster Chief Executive (Chair)
 - Cluster Director of Finance & Performance
 - Cluster Director for Commissioning Development
 - Cluster Medical Director
 - Cluster Director of Nursing
 - Executive lead for primary care contracting
 - Cluster Nominated Director x8
 - Cluster Board Director(s) of Public Health (*to be agreed*)
- 5.4 The Clinical Commissioning Committee Chair (the Chair) will be appointed by the Cluster Board. In the absence of the Chair, one of the Cluster Clinical Commissioning Committee members nominated by the Chair shall deputise for him or her.
- 5.5 The Committee will receive advice as required and directed by the Chair or deputising Chair from any executive director of the Cluster. Others may be invited to attend for specific items with the prior agreement of the Chair or the nominated Chair.
- 5.6 Part I meetings will be quorate when there is (i) at least one half of the

Appendix 4d

members appointed present, of whom there should be the Clinical Commissioning Committee Chair or deputy, three nominated directors and three GPCC executive representatives present; and (ii) at least one representative (or a nominated deputy agreed in advance with the committee chair) of each of the 8 GPCC areas.

5.7 Part II meetings will be quorate when there is at least one half of the members appointed present, of whom there should be the Clinical Commissioning Committee Chair or deputy and three nominated directors present.

5.8 The Committee must be quorate when any decisions are made or votes taken.

6.0 FREQUENCY

6.1 Meetings will normally be held every calendar month (x12). Additional meetings can be called by the Chair of the Board of Clinical Commissioners or nominated deputy.

7.0 MANAGEMENT

7.1 Decisions will generally be made on the basis of consensus. In certain circumstances, it may be necessary for all members to vote - normally by a show of hands.

7.2 In the case of an equality of votes, the chair or nominated deputy shall have a second vote which will be the casting vote.

7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the SHIP Cluster Board meeting according to the nature of the business to be reported.

7.4 The Committee shall receive support services from the Director of Corporate Affairs.

7.5 The agenda and any papers shall normally be circulated to members 5 working days before the date of the meeting.

8.0 REPORTING ARRANGEMENTS

8.1 The Board of Clinical Commissioners will report to the SHIP PCT Cluster Board. The approved Minutes of the Committee will be submitted to the Board.

9.0 SUB-COMMITTEES

9.1 The following committees and sub-committees will report to the Committee:

- <...item...>

The minutes of these meetings will also be received by the Committee. In addition, the Committee shall receive minutes from:

- <...item...>

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10.0 KEY RELATIONSHIPS

10.1 The Committee will establish and maintain relationships with the following key stakeholders:

- <...item...>
- <...item...>
- <...item...>

Date SHIP PCT Cluster Board Approved:

Date for Review: December 2011

Reviewed:

Date Revision Approved:

Draft 4

draft

CLUSTER CORPORATE BUSINESS COMMITTEE TERMS OF REFERENCE

1 CONSTITUTION

1. The Cluster Corporate Business Committee is established as an executive committee of the SHIP PCT Cluster Board, a joint Committee of the PCT Boards, and has those executive powers specifically delegated to it by the Board within the Cluster Board Scheme of Delegation and in these Terms of Reference, which will be reviewed annually by the Cluster Board.

2. PURPOSE

- 2.1 The purpose of the Committee is to provide an assurance and scrutiny function in relation to the governance arrangements for ensuring that PCTs are able to meet their statutory duties.

3. RESPONSIBILITIES

- 3.1 The responsibilities of the Committee are:
 - to provide assurance to the Cluster Board with regard to controls, risk management systems and to ensure that the constituent PCTs discharge their statutory duties.
 - <...item...>
 - <...item...>
 - <...item...>
 - <...item...>

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the SHIP PCT Cluster Board's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.
- 4.3 The Committee will ensure that it reports to the SHIP PCT Cluster Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the Board'.

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5 MEMBERSHIP, QUORUM AND ATTENDANCE

5.1 The Committee will have the following membership:

- Cluster Chief Executive
- Cluster Director of Finance
- Cluster Medical Director
- Cluster Director of Nursing
- Cluster Director of Human Resources
- Cluster Director of Corporate Affairs
- Cluster Board Director of Public Health
- X4 Non-executive Directors (not PCT or Audit Chairs).

5.2 The Chair will be the Cluster Chief Executive, or, in their absence, one of the Cluster Corporate Business Committee members nominated by the Cluster Chief Executive.

5.3 The meetings will be quorate when there are at least one half of the members appointed in attendance, of whom there should be present the Cluster Chief Executive or, as deputising chair, the nominated Corporate Business Committee member Chair; and a Non-executive Director.

5.4 The Committee must be quorate when any decisions are made or votes taken.

5.5 Others may be invited to attend for specific items with the prior agreement of the Chair or the nominated Chair.

6.0 FREQUENCY

6.1 Meetings will normally be held four times a year. Additional meetings can be called by the Corporate Business Committee Chair.

7.0 MANAGEMENT

7.1 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.

7.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.

7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the SHIP Cluster Board meeting according to the nature of the business to be reported.

7.4 The Committee shall receive support services from the Director of Corporate Affairs.

7.5 The agenda and any papers shall normally be circulated to members 5 working days before the date of the meeting.

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8.0 REPORTING ARRANGEMENTS

8.1. The Cluster Corporate Business Committee will report to the SHIP PCT Cluster Board. The approved Minutes of the Committee will be submitted to the Board.

9.0 SUB-COMMITTEES

9.1 The following committees and sub-committees will report to the Committee:

- <...item...>

The minutes of the following meetings will also be received by the Committee:

- <...item...>

10.0 KEY RELATIONSHIPS

10.1 The Committee will establish and maintain relationships with the following key stakeholders:

- <...item...>
- <...item...>
- <...item...>

Date SHIP PCT Cluster Board Approved:

Date for Review:

Reviewed:

Date Revision Approved:

Draft 2

<...NAME ...><GPCC COMMITTEE>

TERMS OF REFERENCE

1 CONSTITUTION

1. The Committee is a combined non-executive and executive sub-committee of the SHIP Cluster Board. It has those executive powers specifically delegated to it by the Cluster Board within the Scheme of Delegation and in these Terms of Reference, which will be reviewed by the Cluster Board to the schedule set out below.

2. PURPOSE

- 2.1 The Committee will be the strategic commissioning body of the SHIP Cluster Board on matters relating to the < area > . Its purpose will be to:
 - develop and confirm the strategic commissioning priorities for the < area > and, thereby, the <... name ...> commissioning consortium;
 - oversee the development of strategic and operational plans to deliver national and local priorities and ensure appropriate underpinning infrastructure plans such as finance, IT, capital development and workforce are in place;
 - ensure processes are in place to track progress of all plans, ensure intended outcomes are achieved and risks managed effectively;
 - direct change and work programmes through the commissioning resource available to the Cluster and GPCC, both directly and indirectly; and
 - develop the <... name ...> GP Commissioning Consortium and ensure its authorisation by the National Commissioning Board by April 2013.

3. RESPONSIBILITIES

- 3.1 The responsibilities of the Committee are to:
 - oversee the development of the Cluster's Quality, Innovation and Productivity Plan (QIPP) including the Financial Strategy and annual Operating Plan, ensuring they fit with the GP Commissioning Consortium's strategic and clinical priorities;
 - oversee the development of the specific clinical strategies and supporting programmes;
 - monitor delivery of the QIPP, Financial Strategy and Operating Plan;

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- develop prioritisation criteria and business case processes to support strategic planning processes;
- prioritise commissioning proposals to ensure resources are used to focus on areas of highest priority and strategic fit;
- establish and monitor commissioning activities/projects on behalf of the Cluster Board;
- refer to the Cluster's Clinical Commissioning committee for review matters which impact on the effective working of neighbouring (emergent) GPCCs or other SHIP (emergent) GPCCs;
- manage the provider market in accordance with best and legal practice, developing and implementing policies and strategies to support this, such as procurement policy;
- develop mechanisms and ensure appropriate and meaningful engagement with patients and the public in the development and delivery of the Cluster's commissioning strategies and plans;
- promote patient choice and competition in developing the provider market whilst ensuring services deliver high quality and patient focused services;
- oversee the development and execution of mechanisms to deliver clinical engagement in setting overall strategic direction and in delivery;
- ensure commissioning strategies take into account evidence-based approaches and clinical- and cost-effectiveness, including best practice;
- oversee and direct utilisation of commissioning support to the development and delivery of all plans including utilisation of directly managed support and Cluster resource as well as other sources of support as required; and
- ensure commissioning plans appropriately cover national and regional policies and guidance.

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the Cluster's Standing Orders, Standing Financial Instructions and Scheme of Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.
- 4.3 The Committee will ensure that it reports to the Cluster Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the Board'.

5 MEMBERSHIP AND ATTENDANCE

- 5.1 The Committee will have the following membership:
 - x elected GPCC members
 - 1 Non Executive Directors of <..... PCT name>
 - Nominated Executive Director for the <.... area>
 - Chief financial officer for the <..... area>
 - Director of Public Health for <... name>
 - 1 officer of the <.... local authority ...>

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The Chair of Committee may also co-opt other members in consultation with the Committee. This may include:

- LINK/PPI/Health Watch representative
- Local authority council member(s)
- other clinical representatives of the GPCC or Cluster
- senior management leads for performance, contracting, organisational development and communication/engagement.

5.2 The Chair will be the elected Chair of the <..... consortia name,> or, in their absence, another GPCC Executive member identified by the Chair.

5.3 The meetings will be quorate when there are x members present, of whom there should be x GPCC Executive members, and 1 of either the Nominated Executive Director or the Chief Financial Officer

5.4 The Committee must be quorate when any decisions are made or votes taken.

5.5 Deputies may attend meetings in the absence of members but may not vote unless a formal acting up arrangement is in place.

5.6 Others may be invited to attend for specific items with the prior agreement of the Chair or the Nominated Director.

6.0 FREQUENCY

6.1 Meetings will normally be held monthly, with at least 10 meetings a year.

7.0 MANAGEMENT

7.1 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.

7.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.

7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the Cluster Board meeting according to the nature of the business to be reported.

7.4 The Committee shall receive advice / support services from the Cluster Board's Director of Corporate Affairs.

7.5 The agenda and any papers shall be circulated to members five working days before the date of the meeting.

8.0 REPORTING ARRANGEMENTS

The Committee will report to the SHIP Cluster Board. The Minutes of the Committee will be submitted to the SHIP Cluster Board.

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9.0 SUB-COMMITTEES

8.1 The following Sub-committees will report to the Committee:

- Integrated Commissioning Board
- Prioritisation Panel
- Individual Funding Request panels.
- <... item ...>

The minutes of the following Boards/Committees will also be received by the Committee:

- Specialised Commissioning Board
- Local Strategic Partnership
- Health & Wellbeing Board (tbc)
- SHIP Cluster Directors/GPCC Leads Group (tbc)
- <.....name.....> Commissioning Committee
- <... item ...>

10.0 KEY RELATIONSHIPS

The Committee will establish and maintain relationships with the following key stakeholders:

- SHIP Cluster Executive Group
- Health Overview and Scrutiny Committee / Panel
- Local Strategic Partnership
- Local Area Agreement Delivery Board
- <..... locality> Commissioning Committee
- <... item ...>

Date PCT Board Approved: tbc

Date for Review: December 2011

Reviewed:

Date Revision Approved: