

NHS South West London CCG
Standing Orders

DRAFT

Document management

Revision history

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Reviewers

This document must be reviewed by the following people:

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Approved by

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Name	Signature	Title	Date	Version

Standing Orders

1. Statutory Framework and Status

1.1. Introduction

These Standing Orders have been drawn up to regulate the proceedings of the NHS South West London Clinical Commissioning Group ("CCG") so that the CCG can fulfil its obligations, as set out largely in the 2006 Act, as amended by the 2012 Act and related regulations. They are effective from the date the CCG is established. For the purposes of the day to day running of the CCG, the statutory South West London CCG Governing Body will be known as the South West London Governing Body (hereby known as the Governing Body).

- 1.1.1. The Standing Orders, together with the CCG's Scheme of Reservation and Delegation and the CCG's Prime Financial Policies, provide a procedural framework within which the CCG discharges its business. They set out:
- I. the arrangements for conducting the business of the CCG;
 - II. the appointment of Member Representatives;
 - III. the procedure to be followed at meetings of the CCG, the Governing Body and any committees or sub-committees of the CCG or Governing Body;
 - IV. the process to delegate powers; and
 - V. the declaration of interests and standards of conduct.

- 1.1.2. These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate of any relevant guidance.

- 1.1.3. The Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies have effect as if incorporated into the CCG's Constitution. Members, employees, members of the Governing Body, members of the Governing Body's committees and sub-committees, members of the CCG's committees and sub-committees. Persons working on behalf of the CCG should be aware of the existence of these documents and, where necessary, be familiar with their detailed provisions. Failure to comply with the Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies may be regarded as a disciplinary matter that could result in dismissal.

1.2. Schedule of matters reserved to the CCG and the Scheme of Reservation and Delegation

- 1.2.1. The 2006 Act (as amended by the 2012 Act) provides the CCG with powers to delegate the CCG's functions and those of the Governing Body to certain bodies (such as committees) and certain persons. The CCG has decided that certain decisions may only be exercised by the Governing Body. These decisions and also those delegated are contained in the CCG's Scheme of Reservation and Delegation.

2. The Clinical Commissioning Group: Composition Of Membership, Key Roles and Appointment Process

2.1. Composition of Membership

Annex XX of the CCG's Constitution provides details of the membership of the CCG.

2.2. Eligibility

Providers of primary medical services to a registered list of patients under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract, will be eligible to apply for membership of the CCG.

2.3. Application for Membership

Membership will be transferred initially from the existing six CCGs who are part of the SWL CCG merger (Kingston, Richmond, Merton, Wandsworth, Croydon and Sutton).

Post merger - No Practice shall become a Member of the CCG unless that Practice:

- is eligible to become a Member in accordance with paragraph 2.2 above;
- has completed the application form for membership;
- has had its application approved by NHS England; and
- (following approval of the application in accordance with point (c)) has been entered into the Register of Members set out at 3.1.3 of the Constitution.

2.4. Role of Members

- 2.4.1. Members have the right to:
- i. Nominate a Member Representative;
 - ii. Attend via their Member Representative membership meetings; and
 - iii. Elect a lead GP for the Borough and an additional Borough level clinical lead.

2.4.2. Cessation of Membership

2.4.2.1. A member ceases to be a member if that member represents a contract held by a sole practitioner and he/she:

2.4.2.1.1. they are no longer eligible for membership through non-compliance with paragraph 3.2 above

2.4.2.1.2. that member represents a contract held by a sole practitioner and he/she:

2.4.2.1.3. dies;

2.4.2.1.4. is declared bankrupt;

2.4.2.1.5. ceases to be registered as a medical practitioner;

2.4.2.1.6. enters into partnership with any other medical practitioner, except where that medical practitioner or the partnership is an existing Member;

2.4.2.1.7. may have received conditions from the performers panel, but they may put into place arrangements for the contract to remain in place;

2.4.2.1.8. If the contract is still in existence, despite the performers list status of the single-handed contract holder, then that practice would not cease to be a member.

2.4.2.2. that Member is two or more individuals practising in partnership and:

I. the conditions in Section 86(2) of the 2006 Act are no longer satisfied.

That Member is a company limited by shares and:

a. the conditions in Section 86(3) of the 2006 Act are no longer satisfied; or

b. in respect of that company any one of the following occurs:

i. a resolution is passed for voluntary winding up by reason of insolvency;

ii. a winding up order is granted;

iii. a resolution by its directors or members is passed to apply for an administration order;

iv. an administrator is appointed under the Insolvency Act 1986;

v. a receiver or an administrative receiver is appointed over any of its assets or income;

vi. a statutory demand is issued under the Insolvency Act 1986 which is not discharged before it is advertised; or

vii. it is unable to pay its debts as they fall due as determined by section 123 of the Insolvency Act 1986;

c. the Practice ceases to be eligible for membership;

d. that Practice merges with any other practice, unless that other practice is an existing Member (and for the avoidance of doubt where two Practices that are Members merge they shall be one Member thereafter for the purposes of this Constitution); or

- e. a Notice of Termination is served on the Member by NHS England or other relevant regulating body.

2.4.2.3. The CCG shall notify NHS England in the event that it becomes aware that any Member Practice no longer meets the requirements of paragraph 3.2 or is proposing to merge with another Member Practice or a Member Practice of another Clinical Commissioning Group and shall propose any such amendments to this Constitution under the terms of paragraph 1.4 as are appropriate to reflect the circumstances.

2.4.2.4. Membership of the CCG is not transferable and any proposed changes to the membership (including those arising from a merger of Member practices) shall be subject to the approval of NHS England. 3.4.4. In the instance of practice mergers or practice splits, the new practice(s) will automatically be entitled to become Members of the CCG and the list of practices at Appendix B will be amended accordingly.

2.4.3. Disputes

2.4.3.1. Any dispute between a practice and the CCG in respect of eligibility for membership of the Group will follow the Dispute Resolution Procedure (seexx).

2.4.4. Roles and Responsibilities

2.4.4.1. Member Representatives

- i. Each Member shall nominate one (1) Member Representative who is either a GP partner or salaried GP of that Practice. The name of the Member Representative must be submitted in writing to the Borough Committee;
- ii. Each Member may remove and replace their Member Representative at any time, by notice in writing to the Borough level committee;
- iii. For the avoidance of doubt, the Borough Committee shall be entitled to treat any Member Representative as having the continuing authority given to him until it is notified in writing of the removal of that Member Representative in accordance with paragraph 2.6.1.2, and any provision of the Constitution that requires delivery or notification to a Member shall be deemed to have been satisfied if delivery or notification is made to or served on the relevant Member Representative.

2.4.4.2. Each Member Practice will act in accordance with the Constitution.

2.5. All Members of the Governing Body

Each member (whether voting or non-voting) of the Governing Body should share responsibility as part of a team to ensure that the CCG exercises its functions effectively, efficiently and economically, with good governance and in accordance with the terms of the Constitution. Each should bring their unique perspective, informed by their expertise and experience.

2.6. The Chair of the Governing Body (voting member)

- 2.6.1. The Chair of the Governing Body is responsible for:
- I. leading the Governing Body, ensuring it remains continuously able to discharge its duties and responsibilities as set out in this Constitution;
 - II. building and developing the Governing Body and its individual members;
 - III. ensuring that the CCG has proper Constitutional and governance arrangements in place;
 - IV. ensuring that, through the appropriate support, information and evidence, the Governing Body is able to discharge its duties;
 - V. supporting the Accountable Officer in discharging the responsibilities of the organisation;
 - VI. contributing to building a shared vision of the aims, values and culture of the organisation;
 - VII. leading and influencing to achieve clinical and organisational change to enable the CCG to deliver its commissioning responsibilities;
 - VIII. overseeing governance and particularly ensuring that the Governing Body and the wider CCG behaves with the utmost transparency and responsiveness at all times;
 - IX. ensuring that public and patients' views are heard and their expectations understood and, where appropriate as far as possible, met;
 - X. ensuring that the organisation is able to account to its local patients, stakeholders and NHS England; and

- XI. ensuring that the CCG builds and maintains effective relationships, particularly with the individuals involved in overview and scrutiny from the relevant local authority(ies).

2.6.2. Where the Chair of the Governing Body is also the senior clinical voice of the CCG they will take the lead in interactions with stakeholders, including NHS England:

- i. The Chair, Deputy Chair and Clinical Vice Chair shall be appointed by the Governing Body;
- ii. The Chair shall be a GP if the Accountable Officer is not a GP and the Deputy Chair shall be a Lay Member if the Chair is a GP;
- iii. The Deputy Chair shall take the Chair's role for discussions and decisions involving a conflict of interest for the Chair or where he or she is otherwise unable to act;
- iv. The Vice Clinical Chair will act on behalf of the Chair when they are absent (notwithstanding paragraph 2.6.2 iii) and in order to provide additional capacity to the Chair;
- v. The Chair, Deputy Chair and Vice Chair may be removed from office by a week's written notice to all voting members, the Governing Body has the authority to remove the post holder by 75% majority vote of a quorate meeting or by the direct intervention of the Secretary of State.

2.6.3. Nomination and election to the Chair of the CCG

2.6.3.1. For the purposes of the new SWL CCG Chair anyone who is transferred into the new Governing Body as a GP Borough Chair will be eligible. The CCG Chair will be nominated and elected from this group (a candidate is unable to vote for themselves in this process).

2.6.3.2. When the Chair has been appointed s/he will be replaced at a Borough level by a local membership elected GP to represent that Borough on the Governing Body.

2.6.3.3. After the initial appointment, the Chair (who may reapply or the role) will be nominated and elected from within the seven GPs who are members of the Governing Body at that time (excluding those that have expressed an interest).

2.6.3.4. Tenure – The initial tenure of the GP elected to be CCG Chair will be the same as the longest remaining tenure of the other six currently elected GP

leads ((i.e if GP leads A, B &C have tenures of 1,2 and 3 years respectively. The Chair's tenure will be for 3 years). This excludes the newly elected GP Borough Lead who will take over Borough representation from the elected Chair)). The new election or selection procedures will apply from the end of this existing term and will apply according to the standing orders. Terms will be for three years with no limit on reappointment.

2.6.4. Removal of the CCG Chair

2.6.4.1. grounds for removal from office: material failure to comply with the terms of this constitution or a vote of no confidence by the elected GP Borough Leads. A vote of no confidence must be carried by a 2/3rd (66%) majority of GP Borough Leads.

2.7. Deputy Chair and Vice Clinical Chair of the Governing Body (voting member)

2.7.1. The Deputy Chair will be the Audit and Governance lay member.

2.7.2. The Deputy Chair will assume responsibility for the Chair when the Chair is absent or cannot participate in discussions due to a declared conflict of interest.

2.7.3. From April 2020 appointment to this post will be filled through a transfer of an existing lay member from within the six CCGs in SWL on the existing term – at the end of the initial term appointment will be by application, shortlist, interview.

2.7.4. The term will be 3 years.

2.7.5. The Governing Body may also appoint a Vice Clinical Chair to act on behalf of the Chair when they are absent (notwithstanding paragraph 2.7.2) and in order to provide additional capacity to the Chair.

2.8. Elected GP Borough leads on the Governing Body (voting members)

2.8.1. The governing body will have a membership elected GP representative for each Borough.

2.8.2. The elected GP Borough Leads will, collectively, provide the clinical leadership for the CCG. Working with the chair and other Governing Body members they are responsible for helping to set the vision, culture and values of the organisation.

2.8.3. They are responsible for decisions relating to the commissioning of services and for ensuring that the organisation is clinically led throughout.

- 2.8.4. Elected Borough leads have an active role in the management and operation of the CCG. As members of the CCG's Governing Body, they bring their unique understanding of the CCG's member practices to the discussion and decision making of the governing body. Borough leads will Chair the local borough level committees of the CCG and take on delegated responsibility per the scheme of delegation. The leads will represent the views of the local committee and its member practices to the governing body.
- 2.8.5. Their role includes leading on a portfolio of agreed responsibilities across areas potentially including: finance; quality & safety; SRO for clinical pathways and areas such as primary care; communications/engagement/Patient and Public Involvement; lead on pathway developments and service redesign; and effective governance and assurance.
- 2.8.6. The elected GP Borough Leads will be elected by the borough level membership they represent.
- 2.8.7. Initially, these roles will be filled by the existing (prior to April 2020) Chairs of the six SWL CCGs until the end of their current tenures. At the end of their initial tenures, appointment will be by selection and election through the locally (Borough level) agreed election process of the members.
- 2.8.8. After the end of the initial tenure, subsequent tenures will be for 3 years.
- 2.8.9. The GP representative must be a GP working within the borough they represent.
- 2.8.10. An Elected GP Borough Committee lead may be removed from the role by a local membership vote of no-confidence.

2.9. Role of the Accountable Officer (voting member)

- 2.9.1. The Accountable Officer of the CCG is a member of the Governing Body.
- 2.9.2. The accountable officer of a CCG is charged with ensuring that their CCG complies with its:
- 2.9.2.1. duty to exercise its functions effectively, efficiently and economically;

- 2.9.2.2. duty to exercise its functions with a view to securing continuous improvement in the quality of services provided to individuals for, or in connection with, the prevention, diagnosis or treatment of illness;
 - 2.9.2.3. financial obligations, including information requests;
 - 2.9.2.4. obligations relating to accounting and auditing;
 - 2.9.2.5. duty to provide information to the NHS Commissioning Board, following requests from Secretary of State; and
 - 2.9.2.6. obligations under any other provision of the NHS Act 2006 Act specified by the Board for these purposes.
 - 2.9.2.7. performs its functions in a way which provides good value for money.
- 2.9.3. The accountable officer is responsible for ensuring that the CCG fulfils its duties to exercise its functions effectively, efficiently and economically thus ensuring improvement in the quality of services and the health of the local population whilst maintaining value for money.
- 2.9.4. The accountable officer will, at all times, ensure that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management systems.
- 2.9.5. The accountable officer, working closely with the Chair of the governing body, will ensure that proper constitutional, governance and development arrangements are put in place to assure the members (through the governing body) of the organisation's ongoing capability and capacity to meet its duties and responsibilities. This will include arrangements for the ongoing development of its members and staff.

2.10. Removal of the Accountable Office

- 2.10.1. Grounds for removal from office: material failure to comply with the terms of this constitution and/or as reasonably determined by the CCG Chair and in accordance with the contract of employment.

2.11. Role of the Chief Finance Officer (voting member)

- 2.11.1. The Chief Financial Officer should be 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. The role of the Chief Finance Officer is:

- 2.11.1.1. To be the Governing Body's professional expert on finance and ensure through robust systems and processes the regularity and propriety of expenditure is fully discharged;
- 2.11.1.2. make appropriate arrangements to support, monitor and report on the CCG's finances; oversee robust audit and governance arrangements leading to propriety in the use of CCG resources;
- 2.11.1.3. be able to advise the Governing Body on the effective, efficient and economic use of its allocation to remain within that allocation and deliver required financial targets and duties; and
- 2.11.1.4. produce the financial statements for audit and publication in accordance with statutory requirements to demonstrate effective stewardship of public money and accountability to tax payers.

2.12. Lay Members (voting members)

2.12.1. Lay Member Roles:

The CCG will have three lay members:

- I. One Lay member, who will be the Audit Committee Chair, must have qualifications expertise or experience to enable them to lead on finance, governance and audit matters. The Audit Committee Chair must be a qualified accountant and a member of one of the CCAB bodies;
- II. A second Lay Member, who will be the Lay Member for Public and Patient Engagement, and who has demonstrable knowledge and experience about the CCG area enabling them to express an informed view about discharge of the CCG functions associated with the involvement of the public voice in SW London; and
- III. A third Lay Member, who will be the Finance Chair, and has the qualifications, expertise or experience to express informed views on finance, planning, commercial and procurement matters within the NHS. It is desirable for this Lay Member to be CCAB qualified.

1.1.2. Associate Lay Members (non-voting)

The Governing Body has the flexibility to appoint up to two associate lay members if required, in order to manage the business. These posts will not be appointed to at the setup of the CCG and will only be appointed to if required.

Any appointed Associate Lay Members will be non-voting and will not be formal members of the Governing Body.

Role of Lay members to be added

2.12.2. Initially these roles will be filled by individuals from the existing lay members of the six SWL CCGs prior to April 2020 until the end of their current tenure. After this date lay members will be appointed through an application, shortlist and interview process:

- i. They will be suitably qualified and have local knowledge of SW London
- ii. Lay members will be appointed by the Governing Body following open advertisement and successful interview on the recommendation of the Chair
- iii. Term of office: 3 years
- iv. Eligibility for reappointment: there will be no limit on reappointment subject to demonstration of continuing competence.

2.13. The Registered Nurse (voting member)

2.13.1. The Role of the Registered Nurse – to be added

2.13.2. Initially the Registered Nurse will be appointed from within the existing registered nurse members of the six SWL CCGs prior to April 2020. After this date the registered nurse member will be appointed through an application, shortlist and interview process

2.13.3. Within the defined geography of the SWL CCG, the Registered Nurse will NOT be an employee or member (including shareholder) of, or a partner in, any of the following: a person who is a “provider of primary medical services” for the purposes of Chapter A2 of the 2006 Act; or a body which provides any “relevant service” to a person for whom the CCG has responsibility (regulation 12(1) CCG Regulations 2012)

2.14. The secondary care specialist doctor (voting member)

2.14.1. Role of the secondary care dr to be added

2.14.1.1. Initially the secondary care specialist doctor will be appointed from within the existing secondary care specialist doctor members of the six SWL CCGs prior to April 2020. After this date the secondary care specialist doctor member will be appointed through an application, shortlist and interview process

2.14.1.2. The secondary care specialist doctor will NOT be an employee or member (including shareholder) of, or a partner in, any of the following: a person who is a “provider of primary medical services” for the purposes of Chapter A2 of the 2006 Act; or a body which provides any “relevant service” to a person for whom the CCG has responsibility (regulation 12(1) CCG Regulations 2012)

2.15. Other attendees of Governing Body meetings

2.15.1. Other Executive Directors of the CCG will attend as non-voting members of the Governing Body in order to provide specialist knowledge and opinion to the discussions. Other CCG employees or members may attend as invited.

2.15.2. There will be two patient voice representatives on the Governing Body who will be nominated by the PPSEG.

2.16. Termination:

2.16.1. For all posts grounds for removal from office - material failure to comply with the terms of this Constitution. Bringing the organisation into disrepute and/or as reasonably determined by the Chair of the Governing Body. Notice of termination in these circumstances will be given by the Chair.

2.16.2. Notice period, in circumstances of resignation: six months written notice by the role holder to the Chair.

2.17. Selection and election process for all directly elected Borough members of the Governing Body.

When the Borough needs to elect a member to the Governing Body, the process will be managed at a local level by the Borough-based lead manager.

2.17.1. Nomination

Any eligible person may nominate themselves or any member of the membership, no seconder is required. A nominated person must then make an application to the CCG for the role.

2.17.2. Selection

- I. Applications will be assessed by a panel, convened by the Governing Body, to assess them against the essential criteria within the person specification. This panel will include a member of the LMC (if willing) as an observer. The panel will normally

comprise three members (two members of the Governing Body and an independent member [who shall not work for the CCG or be a member of the CCG]).

- II. The panel will decide whether or not a person's candidature meets the essential criteria and will, therefore, be put to the electorate. All notes from the panel and pertaining to the interview will be securely stored for two weeks before being destroyed unless an appeal had been lodged within five calendar days.
- III. If the panel decides that a person does not meet the minimum requirement and will not be put to the electorate then:
 - a. All members of the panel must be in agreement;
 - b. The LMC observer's opinion must be noted (if present);
 - c. The unsuccessful candidate will be given the opportunity to have a full debrief from the Chair of the panel as to why they have been unsuccessful. If there are development areas the CCG will offer a support package to assist the candidate in the future; and
 - d. The unsuccessful candidate may appeal the decision of the panel or the process of the interview within five calendar days.

2.17.3. Election

- I. To ensure a proper mandate for all elected members an election will be held of the local Borough level membership no matter the number of candidates
- II. A person will be elected provided that they receive a simple majority (The highest number of votes cast for any one candidate) of the votes cast.
- III. The LMC will have the right to observe any part of the appointment process to ensure objectivity.
- IV. Ballots may be held electronically, by post or in person according to local arrangements.
- V. In the event of a tie, the CCG Chair will have the casting vote.

2.17.4. Remuneration

- 2.17.4.1. Roles will be funded via an agreed salary remunerated based on the number of sessions worked. Job descriptions for each elected role are available on the website and specify the minimum number of sessions / days required.

2.17.4.2. Remuneration will be reviewed periodically by the remuneration committee.

2.17.5. Elected members may give six months' notice to retire but are expected to serve full terms (or full years if a part term).

2.17.6. Where a member leaves office part way through a year, the Governing Body may convene an election or co-opt a member to the Governing Body for the remainder of the year. Any such co-option must be reported to the membership.

2.18. Joint Appointments with other organisations

2.18.1. The CCG will seek to establish joint appointments with other organisations where it is best able to fulfil commissioning functions.

2.18.2. All joint appointments will be supported by a memorandum of understanding between the organisations who are party to these joint appointments.

3. Meetings of The Clinical Commissioning Group

3.1. Annual General Meeting (AGM)

3.1.1. The CCG shall hold an AGM of the Members:

3.1.1.1. once in each year provided that not more than fifteen (15) months shall elapse between the date of one AGM and that of the next;

3.1.1.2. on a Business Day; and

3.1.1.3. at such a time and place (within reason) as the Governing Body shall determine.

3.1.2. A minimum of eight weeks notice will be given for the meeting.

3.1.3. The agenda for the AGM will be agreed by the Governing Body. In advance of the Governing Body considering agenda items of inclusion, GP Borough Leads will seek local membership views on agenda items for inclusion on the AGM agenda. The items will be discussed and agreed by the Governing Body before formally being placed on the agenda. Inclusion of items on the agenda is at the sole discretion of the Governing Body. The Governing Body may nominate the Chair to finalise the agenda.

3.1.4. Agenda items must be submitted five weeks in advance of the date of the meeting.

3.1.5. The matters to be discussed at the AGM shall be set out in the notice, and shall without limitation include the presentation and consideration of:

- 3.1.5.1. the Annual Accounts;
- 3.1.5.2. the Annual Report;
- 3.1.5.3. the Annual Plan; and
- 3.1.5.4. the transaction of any other business included in the notice convening the meeting.

3.1.6. Minutes of all AGMs will be a matter of public record.

3.1.7. The AGM shall be open to the public.

3.2. Extraordinary General Meeting of the CCG

3.2.1. The CCG may hold an Extraordinary General Meeting as Necessary.

3.2.2. CCG members may call for an EGM. This will be done via the local Borough membership arrangements and the elected GP Borough Lead. An EGM must be supported by XX% of the SWL CCG membership. The request must be put in writing to the CCG Chair, which must include details of the business to be transacted at that meeting; on receipt of which the CCG will discuss with the Governing Body members and a meeting will be convened.

3.3. Membership Meetings

3.3.1. The membership has agreed by signing off the Constitution and Standing Orders that the process for local membership meetings will be agreed at a Borough level.

3.3.2. The membership will meet at Borough level at least two times per year. At least six weeks' notice will be given for these meetings.

3.3.3. At Borough level, members may meet as often at locality level as required.

3.3.4. It is expected that local arrangements at Borough level will be made for membership engagement, this will include seeking the views of the members on items to be discussed. The local GP Lead will have final discretion over the agenda.

3.3.5. Ad-hoc Borough level membership meetings may be called to deal with urgent business. Reasonable notice of these meetings must be given in advance and any resolution or motion to be discussed in that meeting must be advertised.

3.3.6. Notice of meetings

Every notice calling a Membership Meeting must:

- I. specify the place, day and time of the meeting and the general nature of the business to be transacted;
- II. set out in full any resolution to be passed;
- III. be given to all Member Representatives in writing (or electronic form)
- IV. notice periods will be as set out in 3.3.2; and
- V. papers will be circulated no later than five working days in advance.

3.3.7. Chair of a meeting

The locally elected Borough GP or their representative will Chair Borough level Membership Meetings, unless other local arrangements have been agreed by the membership. The Chair of the CCG will Chair SW London wide membership meetings.

If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair or Vice Chair, if present, shall preside. If these individuals are disqualified from participating, a Chair shall be appointed by the membership for that meeting or item.

3.3.8. Chair's ruling

The decision of the Chair of the membership meeting 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.

3.3.9. Attendance and speaking at Membership Meetings

- I. The Chair may make whatever arrangements s/he considers appropriate to enable those attending a membership Meeting to listen and contribute including to exercise their rights to speak or vote;
- II. Member Representatives may participate in Meetings by telephone or by the use of video conferencing facilities and/or webcam, where such facilities are available (subject to prior approval of the Chair). Participation in a meeting in any of these manners shall be deemed to constitute presence in person at the meeting;
- III. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting;
- IV. Any Member Representative may speak at a membership Meeting; and
- V. Other public attendees may only ask questions at Membership Meetings or at the AGM by invitation of the Chair.

3.3.10. Quorum

- I. For either Borough Level Membership or CCG Membership meetings, 50% of all practices must be present for the meeting to be quorate.
- II. No business other than the appointment of the Chair of the meeting is to be transacted at a Membership Meeting if the persons attending do not constitute a quorum.

3.3.11. Decision Making

3.3.11.1. At any Membership Meeting, a resolution put to a vote of the meeting shall be decided on a show of hands unless a poll is duly demanded (before or on determination of the result of the show of hands). A poll may be demanded by:

- I. the Chair of the meeting;
- II. at least two Member Representatives present or via proxy entitled to vote at the meeting; or

3.3.11.2. The Chair of the meeting may also demand a poll before a resolution is put to the vote on a show of hands.

3.3.11.3. At Membership Meetings resolutions shall be put to the vote by the Chair of the meeting and there shall be no requirement for the resolution to be proposed or seconded by any person.

3.3.11.4. Unless a poll is duly demanded and the demand is not withdrawn, and a declaration by the Chair at a Membership Meeting that a resolution has on a show of hands been carried or lost, an entry into the minutes of the meeting shall be conclusive evidence of the fact.

3.3.11.5. On a show of hands, each member practice will have one vote.

3.3.11.6. Every question put to a vote at a Membership Meeting shall be determined by a majority of the votes of those Member Representatives present and voting on the question. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote.

3.3.11.7. Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

3.3.12. Proxy Notices

- a. Proxies for a Member Representative may only validly be appointed by a notice in writing (a "proxy notice") which:
- b. states the name and address of the Member Representative appointing the proxy;

- c. identifies the person appointed to be that Member Representative's proxy and the membership Meeting (or the AGM) in relation to which that person is appointed;
- d. is signed by or on behalf of the Member Representative appointing the proxy, or is authenticated by the relevant Member; and
- e. is delivered to the Meeting in accordance with this Constitution and any instructions contained in the notice of the Membership Meeting to which they relate.

3.3.12.1. The Governing Body may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

3.3.12.2. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

3.3.12.3. Unless a proxy notice indicates otherwise, it must be treated as:

- I. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- II. appointing that person as a proxy in relation to any adjournment of the Membership Meeting to which it relates as well as the meeting itself.

3.3.13. Adjournment

3.3.13.1. If the persons attending a Membership Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

3.3.13.2. The Chair of the meeting may adjourn a Membership Meeting at which a quorum is present if:

- I. the meeting consents to an adjournment; or
- II. it appears to the Chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.

3.3.13.3. The Chair of the meeting must adjourn a Membership Meeting if directed to do so by a simple majority of the Member Representatives present at the meeting.

3.3.13.4. When adjourning a Membership Meeting, the Chair of the meeting must:

- I. either specify the time and place to which it is adjourned (preferably within five working days of the original meeting) or state that it is to continue at a time and place to be fixed by the Borough committee if it is a Borough meeting or the CCG Governing Body if it is a CCG wide meeting; and

- II. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

3.3.13.5. If the continuation of an adjourned meeting is to take place more than fourteen calendar days after it was adjourned, the Borough committee or CCG Governing Body must give at least fourteen calendar days' clear notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- I. to the same persons to whom notice of Membership Meeting is required to be given; and
- II. containing the same information which such notice is required to contain.

3.3.13.6. At an adjourned Membership Meeting only that business that formed the business to be transacted at the original meeting can be transacted.

3.4. Decision-making

The CCG's Constitution and Standing Orders, together with the Scheme of Reservation and Delegation, set out the governing structure for the exercise of the CCG's statutory functions.

Suspension of Standing Orders

3.4.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of these Standing Orders may be suspended at a Governing Body meeting, provided 50% of voting members are in agreement.

3.4.2. Any decision to suspend these Standing Orders together with the reasons for doing so shall be recorded in the minutes of the relevant meeting.

3.4.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committee for review of the reasonableness of the decision to suspend these Standing Orders.

3.5. Meetings of the Governing Body

3.5.1. Calling Meetings

3.5.1.1. The CCG Governing Body will meet a minimum of six times per annum. One meeting in each Borough.

3.5.1.2. Formal Governing Body meetings will be open to the public except where the CCG considers that it would not be in the public interest to permit members of the public to attend a meeting or part of a meeting.

3.5.1.3. A minimum of one month's advance notice will be given for all meetings of the Governing Body. Dates of public meetings will be advertised on the website:

3.5.1.4. The Chair or Deputy Chair can call a meeting at any time.

3.5.1.5. Any one, voting, Governing Body member, is able to call an extraordinary general meeting (EGM) of the Governing Body, where due process has been followed. In the first instance, Governing Body members should indicate their reasons for calling a meeting, and if supported by 50% of Governing Body voting members, the request must be put in writing to the CCG Chair, which must include details of the business to be transacted at that meeting; on receipt of which a meeting will be convened.

3.5.1.6. An EGM shall take place within 14 calendar days of the Governing Body receiving the request for the meeting to be held.

3.5.2. Agenda, supporting papers and business to be transacted

3.5.2.1. The Chair is responsible for drawing up the agenda for the CCG Governing Body meetings, but will be aided by CCG staff.

3.5.2.2. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the governance team at least 14 calendar days (i.e. excluding weekends and bank holidays) before the meeting takes place. The exception to this is where an EGM is required to be called at short notice.

3.5.2.3. Except in cases of urgency or where circumstances make it impracticable to do so, the agenda will be issued a minimum of five calendar days before the meeting.

- 3.5.2.4. Except in cases of urgency or where circumstances make it impracticable to do so papers will be issued a minimum of five calendar days before the meeting. At the discretion of the Chair, papers may be tabled where appropriate.
- 3.5.2.5. Agendas and papers for the public meetings of the CCG's Governing Body – including minutes and details about meeting dates, times and venues will be published on the CCG's website.
- 3.5.2.6. Items may be added to the agenda through agreed channels. In the first instance, if constituent members require an agenda item, it should propose it. If supported, it will be proposed to the CCG Chair for inclusion as a future agenda item.
- 3.5.2.7. For all other of the CCG's committees and sub-committees, including the Governing Body's committees and sub-committees, the details of how meetings are called are set out in the appropriate Terms of Reference

3.5.3. Chair of meeting

- 3.5.3.1. At any meeting of the Governing Body, the Chair of the CCG shall preside. If the Chair is absent from the meeting, the vice-Chair, if present, shall preside. If these members are not present, a person chosen by the members present, or by a majority of them, shall preside.
- 3.5.3.2. If the Chair is absent temporarily on the grounds of a declared conflict of interest the vice-Chair, if present, shall preside. If the Chair and vice Chair are absent, a person chosen by the members present, or by a majority of them, shall preside.

3.5.4. Chair's ruling

The decision of the Chair of the meeting 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.

3.5.5. Quorum

- 3.5.5.1. No business shall be transacted at a meeting unless at least 50% of Members, rounded up to the next whole number are represented to include at least 3 elected (clinical) member.

- 3.5.5.2. If the Chair or any member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest, that person shall no longer count towards the quorum.
- 3.5.5.3. A quorum must be present at a Governing Body meeting for any decision-making business to be attended to. Quorum will be 50% of voting members. A GP clinical majority must be ensured.
- 3.5.5.4. Where a quorum is not present, any decision-making business will be deferred until such time in the meeting that a quorum is in attendance, or held over until the next meeting, unless an EGM is called in the meantime for the transaction of that business.;
- 3.5.5.5. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interest, the Chair of the meeting shall consult with other Governing Body members on the action to be taken. This may include (such a position shall be recorded in the minutes of the meeting):
- i. deferring the discussion and/or the passing of a resolution. The meeting must then proceed to the next business item;
 - ii. requiring another of the CCG's committees or sub-committees (as appropriate) to progress the item of business, or if this is not possible;
 - iii. inviting on a temporary basis one or more of the following to make up the quorum so that the CCG can progress the item of business:
 1. member of the CCG who is an individual;
 2. an individual appointed by a member to act on their behalf (e.g. a deputy);
 3. a member of a relevant Health and Wellbeing Board; and
 4. senior officers of the CCG who do not have an interest to determine the issue.
 - iv. reducing the quorum to 40% of members present at the meeting, to include one clinical member.
- 3.5.5.6. If, during a meeting, it appears to the Chair that a quorum has ceased to exist, business will be suspended: If a quorum exists, the business will

proceed; if a quorum does not exist, the meeting will be dissolved and all remaining business will be adjourned to the next meeting.

3.5.6. Decision making

3.5.6.1. Generally it is expected that at the Governing Body's meetings, decisions will be reached by consensus. Should this not be possible then a vote of members by show of hands will be required, the process for which is set out below:

3.5.6.2. eligibility – voting members of the Governing Body may vote. Persons acting on behalf of an absent member of the Governing Body may vote at the discretion of the Chair

3.5.6.3. all eligible Governing Body members have a single vote. A majority vote will be taken as decisive. In the event of a tie, the Chair has the casting vote.

3.5.6.4. Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

3.5.6.5. For all of 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.

3.5.6.6. Decisions excluded from the process set out above will be any matter delegated by the Governing Body to a named individual, committee or sub-committee.

3.5.7. Emergency powers and urgent decisions

3.5.7.1. It is recognised that there will be times when urgent decisions are required. The Chair has the discretion to define urgent decisions.

3.5.7.2. In an emergency, where a decision must be made by the Governing Body before its next meeting, the powers and duties of the Governing Body may be exercised by the Chair (Emergency Action).

3.5.7.3. For this purpose "emergency" means circumstances in which the Governing Body will be unable to discharge its statutory functions or be

exposed to a significant level of risk if urgent action is not taken; or urgent action must be taken to prevent loss, damage or significant disadvantage to the CCG.

- 3.5.7.4. To ensure transparency, any urgent decisions will be recorded and notified in the minutes of the next regular meeting of the CCG Governing Body, and a log maintained for inspection by the Audit Committee.
- 3.5.7.5. If decisions have an immediate impact on the wider CCG and constituent members, the elected GP members will be informed at the earliest convenience, so information can be shared with Boroughs.
- 3.5.7.6. The Chair and/or the Accountable Officer have the authority to make an urgent decision without consultation with the committees or Governing Body. However, where possible, the Accountable Officer will always discuss decisions with the Chair, Deputy Chair, and in their absence will notify a Governing Body GP.
- 3.5.7.7. If Chair's action is required, the Chair will where possible consult with at least two other Governing Body representatives before confirming the action.
- 3.5.7.8. The emergency action functions of the Chair and Accountable Officer may be exercised by such other persons as the Chair and Accountable Officer may respectively nominate in writing.

3.5.8. Admission of the public and the press

- 3.5.8.1. To prevent disruption, discuss a confidential issue or where publicity on a matter would be prejudicial to the public interest, the CCG Chair or deputy Chair has the authority to exclude the press or public to a meeting.
- 3.5.8.2. The minutes, following exclusions, will be kept separately from the public meeting and only distributed to those individuals with whom the matter concerns.
- 3.5.8.3. Where the press or public are excluded, members, employees and committee members will not be permitted to disclose confidential

contents of papers or minutes, or content of any discussion at meetings on these topics, outside the CCG without express permission of the CCG's Governing Body.

3.5.9. Petitions

Where a petition has been received by the CCG, the Chair of the Governing Body shall include the petition as an item for the agenda of the next meeting of the Governing Body.

4. Appointment of Committees and Sub-Committees

4.1.1. The Governing Body may appoint committees and sub-committees of the CCG, subject to any regulations made by the Secretary of State, and make provision for the appointment of committees and sub-committees of the Governing Body. Where such committees and sub-committees of the CCG, or committees and sub-committees of the Governing Body, are appointed they will be listed within section these Standing Orders.

4.1.2. Other than where there are statutory requirements, such as in relation to the Audit Committee, Finance Committee or Remuneration Committee, the CCG shall determine the membership and Terms of Reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the CCG Governing Body.

4.1.3. The provisions of these Standing Orders shall apply where relevant to the operation of the Governing Body, the Governing Body's committees and sub-committees and all committees and sub-committees unless stated otherwise in the committee or sub-committee's Terms of Reference.

4.2. Delegation of Powers by Committees to Sub-committees

4.2.1. Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the CCG Governing Body.

4.3. Approval of Appointments to Committees and Sub-Committees

4.3.1. The CCG Governing Body shall approve the appointments to each of the committees and sub-committees which it has formally constituted. The remuneration committee shall agree such travelling or other allowances as it considers appropriate.

5. Duty To Report Non-Compliance with Standing Orders and Prime Financial Policies

5.1. If for any reason these 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 CCG and staff have a duty to disclose any non-compliance with these Standing Orders to the Accountable Officer as soon as possible.

6. Sealing and Signature of Documents

6.1. The CCG shall have a Seal. All deeds executed by the CCG shall unless otherwise so determined be signed by two duly authorised (voting/non-voting) members of the Governing Body. The Accountable Officer shall keep a register in which he/she, or another manager of the CCG authorised by him/her, shall enter a record of the sealing of every document.

6.2. Where any document will be a necessary step in legal proceedings on behalf of the CCG, it shall, unless any enactment otherwise requires or authorises; or the Accountable Officer specifically authorises another individual to handle the proceedings on their behalf, be signed by the Accountable Officer.

6.3. In land transactions, the signing of certain supporting documents will be delegated to managers and set out clearly in the Scheme of Reservation and Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

7. Overlap With Other Clinical Commissioning Group Policy Statements/ Procedures And Regulations

7.1. Policy statements: general principles

7.1.1. The CCG will from time to time agree and approve policy statements / procedures which will apply to all or specific groups of staff employed by the CCG. The decisions to approve such policies and procedures will be recorded in an appropriate CCG minute and will be deemed where appropriate to be an integral part of these Standing Orders.

8. Decision Making: The Governing Structure

8.1. Authority to act

8.1.1. The CCG is accountable for exercising the statutory functions of the CCG.

It may grant authority to act on its behalf to:

- I. any of its Members;
- II. the Governing Body;
- III. employees; and
- IV. a committee or sub-committee of the CCG.

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

- I. the CCG's Scheme of Reservation and Delegation; and
- II. for committees, their Terms of Reference.

8.2. Scheme of Reservation and Delegation

8.2.1. The CCG's Scheme of Reservation and Delegation sets out:

- I. those decisions that are reserved for the Membership as a whole;
- II. those decisions that are the responsibilities of the South West London CCG Governing Body (and its committees), the CCG's committees and sub-committees, individual members and employees.

The CCG remains accountable for all of its functions, including those that it has delegated.

8.3. General

8.3.1. In discharging functions of the CCG that have been delegated to them, the Governing Body, its committees and individuals must:

- I. comply with the CCG's principles of good governance;
- II. operate in accordance with the Scheme of Reservation and Delegation;
- III. comply with the Standing Orders;
- IV. comply with the CCG's arrangements for discharging its statutory duties; and
- V. where appropriate, ensure that Member practices have had the opportunity to contribute to the CCG's decision-making process;

Where a function or programme is being delivered at a cross South West London level the Senior Management Team Lead or Senior Responsible Officer has a responsibility to ensure all Boroughs views are taken into account regarding the delivery of that area of work.

The accountability of all SWL staff to exercise financial responsibility is set out in the SFIs. However, in addition to these accountabilities, SMT members and SROs must keep Borough Committees informed about the financial performance of relevant areas of work.

8.3.2. When discharging their delegated functions CCG committees must also operate in accordance with their approved Terms of Reference.

8.3.3. Where delegated responsibilities are being discharged collaboratively with any organisation other than a CCG or NHS England, the collaborative arrangements must:

- a. identify the roles and responsibilities of those groups who are working together;
- b. identify any pooled budgets and how these will be managed and reported in annual accounts;
- c. specify under which group's Scheme of Reservation and Delegation and supporting policies the collaborative working arrangements will operate;
- d. specify how the risks associated with the collaborative working arrangement will be managed between the respective parties
- e. identify how disputes will be resolved and the steps required to terminate the working arrangements; and
- f. specify how decisions are communicated to the collaborative partners.

9. Common to all meetings:

9.1. Record of attendance

9.1.1. The names and roles (and practices, as appropriate) of all members of the meeting present at the meeting shall be recorded in the minutes of the CCG's meetings. The names of all members of the Governing Body present shall be recorded in the minutes of the Governing Body meetings. The names of all members of the Governing Body's committees / sub-committees present shall be recorded in the minutes of the respective Governing Body committee / sub-committee meetings.

9.2. Minutes

9.2.1. For each meeting, an officer will be nominated to draft minutes. These will be reviewed by the Chair of the meeting, prior to distribution and publication.

9.2.2. Names of individuals and their roles will be recorded within the minutes.

9.2.3. Minutes will be confirmed as a true record through formal acknowledgment at the succeeding meeting that they are indeed a true reflection. Any amendments will be acknowledged and the minutes updated accordingly.

9.2.4. Where appropriate, minutes will be made available to constituent members through appropriate electronic means or accessible to the public on the website

10. Conduct of meetings

- 10.1.** The order of business at a meeting shall follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.
- 10.2.** A member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the meeting.
- 10.3.** All motions must relate to matters that are within or related to the functions of the CCG.
- 10.4.** Members shall not make derogatory personal references or use offensive expressions or improper language to any other member or any employee of the CCG.
- 10.5.** A member must speak to the subject under discussion. The Chair may call attention to any irrelevance, repetition, unbecoming language or other improper conduct on the part of a member and where the member persists in that conduct, may direct that member to cease speaking.
- 10.6.** A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, shall be final and shall not be open to debate.
- 10.7.** In the event of a disturbance which, in the opinion of the Chair, prevents the orderly conduct of business, the Chair may adjourn the meeting for such period as the Chair considers appropriate.
- 10.8.** If a member of the public interrupts the proceedings at any meeting, the Chair may suspend the meeting until that person has left the meeting; or may decide to hold the remainder of the meeting in private.