

HSI21/008

GOVERNING BODY

Title of paper	Governance Framework for the NHS Hampshire, Southampton and Isle of Wight CCG Governing Body		
Agenda item	11	Date of meeting	28 April 2021
Director lead	Fiona Howarth, Chief of Staff		
Clinical lead (if applicable)	Nicola Decker, Clinical Leader		
Author	Ian Corless, Board Secretary and Governance Workstream Lead, Future Ways of Working Technical Group – supported by governance team members from across Hampshire, Southampton and Isle of Wight.		

Purpose	For decision	<input checked="" type="checkbox"/>
	To ratify	<input type="checkbox"/>
	To discuss	<input type="checkbox"/>
	To note/receive	<input checked="" type="checkbox"/>

Link to strategic objective	The strategic objectives of the NHS Hampshire, Southampton and Isle CCG are in development
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Executive Summary
<p>The purpose of this paper is to provide the Governing Body an overview of the corporate governance framework for the NHS Hampshire, Southampton and Isle of Wight Clinical Commissioning Group (CCG). The paper:</p> <ul style="list-style-type: none"> References and signposts Governing Body members to key governance documents which were developed and approved by our predecessor organisations, members and NHS England prior to the formal establishment of the new organisation. Outlines work in progress to operationalise the work of the Governing Body and Committees set out in our Constitution. Seeks approval by or requests the Governing Body to ratify specific documents including policies and terms of reference and membership of non-statutory committees

Recommendations	<p>The Governing Body is asked to:</p> <ul style="list-style-type: none"> • Note that the NHS Hampshire, Southampton and Isle of Wight CCG was authorised on 1 April 2021. • Note the CCG Constitution, as formally approved by Members and NHS England, and associated documentation contained with the Governance Handbook. • Note the closure of the Future Ways of Working Programme, subject to formal review by the Audit and Risk Committee. • Note the establishment of the Governing Body and the Terms of Reference for the statutory Committees, as set out in the Constitution. • Approve the Terms of Reference for the Quality, Performance and Finance Committee • Note and confirm the membership of and attendees at meetings of the Governing Body and its Committees, as set out in this paper. • Confirm the appointment of individuals to fulfil the range of statutory roles which are required to have a named member of the Governing Body, as set out in this paper. • Note the progress in developing the Risk Management Framework for Hampshire, Southampton and Isle of Wight CCG, and the associated reviews to be undertaken by the Audit and Risk Committee. • Note the progress in developing the Policy Management Framework for Hampshire, Southampton and Isle of Wight CCG. • Approve the document ‘Policies and Procedural Documents – Development and Management Policy’, for adoption across the CCG.
Publication	Include on public website ✓

Please provide details on the impact of following aspects	
Equality and quality impact assessment	A full impact equality impact assessment (EIAs) was completed for the creation of the Hampshire, Southampton and Isle of Wight CCG as part of the formal merger application process. Detailed EIAs to be undertaken for specific developments, including the range of CCG policies.
Patient and stakeholder engagement	Feedback sought from patient and community groups, member practices, partners and other stakeholders which both informed the development of the case for change and was shared in detail with the predecessor Boards and Governing Bodies to inform their decisions in September and through to March 2021.
Financial and resource implications / impact	Whilst there is a cost of change, there is an anticipated benefit with financial implications of undertaking work and other activities (e.g. procurement) at scale.

Legal implications	The formal application to merge was approved by NHS England under the Health and Care Act 2012, with all conditions satisfied. The CCG was authorised on 1 April 2021.
Principal risk(s) relating to this paper	<p>The Future Ways of Working Programme has been managing a detailed risk register with monthly reporting to the programme board.</p> <p>The first meeting of the CCG Audit and Risk Committee to be held on 12 May 2021 will receive and review Future Ways of Working (CCG Reform) Programme Closure Report, and receive assurance that all risks, issues and actions have been transferred to the new organisation, in line with previous plans.</p>
Key committees / groups where evidence supporting this paper has been considered.	<p>Predecessor CCG Board and Governing Body meetings</p> <p>Future Ways of Working Programme Board and Technical Steering Group</p> <p>The Audit Committees of all of the merging CCGs met in common on 16 March 2021 and recommended that the merger was ready to proceed having considered due diligence, transfer orders, an advisory internal audit report and an assessment of readiness to go live.</p>

GOVERNANCE FRAMEWORK

NHS HAMPSHIRE, SOUTHAMPTON AND ISLE OF WIGHT CCG

GOVERNING BODY MEETING (APRIL 2021)

1. PURPOSE

- 1.1 The purpose of this paper is to provide the Governing Body an overview of the corporate governance framework for the NHS Hampshire, Southampton and Isle of Wight Clinical Commissioning Group (CCG). The paper:
- References and signposts Governing Body members to key governance documents which were developed and approved by our predecessor organisations, members and NHS England prior to the formal establishment of the new organisation.
 - Outlines work in progress to operationalise the work of the Governing Body and Committees set out in our Constitution.
 - Seeks approval by or requests the Governing Body to ratify specific documents including policies and terms of reference and membership of non-statutory committees.

2. BACKGROUND

- 2.1 CCGs were established in 2013 and have statutory responsibility for commissioning services for the population they serve. At that time eight CCGs served the population living in Hampshire and Isle of Wight. Our primary objectives have been to improve the health and wellbeing of the populations we serve, and to ensure residents have access to high quality healthcare when they need it.
- 2.2 In line with national policy, the health and care system in Hampshire and Isle of Wight has been designated as an Integrated Care System. This will further enable shared leadership and collaboration in order to deliver improvements for residents. Collaboration is key to successfully achieving our objectives, and significant strides forward have been made. In recent years, local CCGs have worked increasingly closely together and increasingly closely with local authorities, with NHS providers and with other partners to deliver our shared goals.
- 2.3 Building on these close working arrangements, North Hampshire CCG, West Hampshire CCG, Southampton City CCG, Isle of Wight CCG, Fareham & Gosport CCG and South Eastern Hampshire CCG concluded that coming together to form one CCG is the appropriate next step to accelerate progress.

- 2.4 In September 2020 the CCGs agreed to submit a formal application to establish a single CCG for Hampshire, Southampton and Isle of Wight following thorough consideration of feedback from stakeholders and a detailed discussion of the case for change. This change is designed to deliver **benefits for patients and residents, benefits for primary care, and benefits for health and care partners**. Conditional approval was subsequently granted by NHS England for the establishment of NHS Hampshire, Southampton and Isle of Wight CCG on 1 April 2021
- 2.5 The mobilisation phase of the merger was overseen by the Future Ways of Working Programme Board with membership drawn from clinical, managerial and lay/non-executive governing body/board members from across the CCGs. This was supported by a project which ensures that the legal and technical requirements for establishing a CCG were in place for 1 April 2021. The Programme incorporated the following components:
- Governance
 - HR
 - Finance
 - Digital
 - Commissioning Support Services
 - Design
 - People
 - Communications and engagement
- 2.6 Documentation and reporting of assessments and processes submitted to CCG Audit Committees (which met in common) and constituent CCG governing bodies in March 2021 demonstrated the readiness of the new CCG to go-live on **1 April 2021**. All Boards and Governing Bodies were assured of the actions taken and agreed to enact the dissolution of NHS West Hampshire CCG on 31 March 2021 to form the NHS Hampshire, Southampton and Isle of Wight CCG on 1 April 2021.
- 2.7 NHS England provided written confirmation that the conditions of merger been met and due diligence completed including:
- Approval of the CCG's constitution
 - Appointment to all statutory Governing Body roles
 - The appointment of a joint Accountable Officer for the new NHS Hampshire, Southampton and Isle of Wight CCG and NHS Portsmouth CCG
- 2.8 The first meeting of the CCG Audit and Risk Committee to be held on 12 May 2021 will receive and review Future Ways of Working (CCG Reform) Programme Closure Report, and receive assurance that all risks, issues and actions have been transferred to the new organisation, in line with previous plans.

3. CONSTITUTION AND RELATED DOCUMENTS

3.1 CCGs are clinically-led membership organisations made up of general practices. The Members of the CCG are responsible for determining the governing arrangements for the CCG, including arrangements for clinical leadership, which are set out in the Constitution.

3.2 The CCG constitution was developed in recent months in accordance with statutory guidance, with the oversight of the Future Ways of Working Programme, comprising the Clinical Chairs of the predecessor CCGs, non-executive/lay member representatives and executive directors. As well as technical advice from the Governance Team and NHS England governance specialists, significant engagement was undertaken in developing the Constitution with member practices, which included:

- CCG wide conversations between Clinical Chairs and general practice over last summer, which saw an increase in the number of GPs appointed to the governing body
- Responses to a survey at the point of deciding to proceed with the merger and creation of the new CCG in September, the feedback from which informed the decision of the Governing Bodies and shaped the priorities for the programme
- The work of the GPs who worked as part of the task and finish groups building the Board sub-committees, which ensured we were able to balance the legal requirements with how our general practice can work to shape the priorities and actions of the CCG.
- The contribution of GPs to the Terms of Reference for the Primary Care Commissioning Committee where we worked in partnership with Clinical Chairs, Clinical Directors, the Wessex Local Medical Committees and NHS England governance advisors to review in more detail the membership of the Committee – to ensure one attendee from each of the five local teams (Clinical Director or Managing Director) in response to feedback, which strengthens the local insight informing the committee.
- Individual responses to emails circulated to practices in February and March where we shared the final draft Constitution, sought support for the document and invited thoughts, which enabled us to clarify further the role of CCG Clinical Leader (GP) as the Deputy Chair of the CCG Governing Body. A final online Q&A session was hosted on 30 March 2021 for members to formally adopt the Constitution.

3.3 The valuable feedback received since last summer has shaped the Constitution which gives us the governance foundations for the new organisation. This will support our vision to adapt and improve integration as an NHS and in partnership working our communities.

3.4 The CCG was authorised on 1 April 2021 and the [Constitution](#) published on the CCG website. The constitution can only be varied in two circumstances:

- where the CCG applies to NHS England and that application is granted; and
- where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.

3.5 The Accountable Officer may periodically propose amendments to the constitution which shall be considered and approved by the Governing Body unless:

- Changes are thought to have a material impact
- Changes are proposed to the reserved powers of the members
- At least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval

3.6 This Constitution is also informed by a number of documents which provide further details on how the CCG will operate. The Standing Orders and Delegated Financial Authority Limits form part of the Constitution, with other documents collated in the Governance Handbook. They are:

- **Standing Orders** – which set out the arrangements for meetings as well as the selection and appointment processes for members of the CCG Governing Body (including Committees).
- **Scheme of Reservation and Delegation** – which sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG, the Governing Body, and Local Teams.
- **Standing Financial Instructions** – which set out the arrangements for managing the CCG's financial affairs.
- **Delegated Financial Authority Limits** – which set out the delegated limits for financial commitments on behalf of the CCG.
- **The CCG Governance Handbook** – which includes:
 - Standards of Business Conduct and Managing Conflicts of Interest Policy – which includes the arrangements the CCG has made for the management of conflicts of interest.
 - The Scheme of Reservation and Delegation.
 - Terms of reference for any non-statutory CCG Committees.
 - Standing Financial Instructions

3.7 [The CCG Governance Handbook](#) is published on the CCG website. It is a 'living document' and will be updated on a regular basis as new policies are approved and new structures and processes are implemented.

3.8 **The Governing Body is asked to:**

- **Note that the NHS Hampshire, Southampton and Isle of Wight CCG was authorised on 1 April 2021.**
- **Note the CCG Constitution, as formally approved by Members and NHS England, and associated documentation contained with the Governance Handbook.**
- **Note the closure of the Future Ways of Working Programme, subject to formal review by the Audit and Risk Committee.**

4. GOVERNING BODY AND COMMITTEES

4.1 At the centre of the CCG's governance framework is the **Governing Body** which is accountable for the performance of the NHS within Hampshire, Southampton and Isle of Wight. The principal tasks of the Governing Body are to:

- Ensure good corporate and clinical governance throughout the local healthcare system
- Set the strategic direction for the CCG
- Provide public leadership for the transformation of the NHS and the local healthcare system and uphold the best principles and values within the public sector
- Review the performance of the CCG in achieving nationally and locally set objectives
- Receive and review the reports of activities carried out by the CCG

4.2 The National Health Service (Clinical Commissioning Groups) Regulations 2012 set out a minimum membership requirement of the Governing Body of:

- The Chair (who in Hampshire, Southampton and Isle of Wight CCG shall be the Independent Member referred to in 4.3 below)
- The Accountable Officer (who shall be the same individual who fulfils the role of Chief Executive for the CCG)
- The Chief Finance Officer
- A Secondary Care Specialist
- A Registered Nurse (who shall be the same individual who fulfils the role of Chief Nursing Officer for the CCG)
- Two Lay Members:
 - one who has qualifications expertise or experience to enable them to lead on finance and audit matters
 - one who has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions from the perspective of patients and the public

4.3 The CCG has agreed the following additional members:

- CCG Clinical Leader – appointed to be the senior clinical voice of members.
- Five Clinical Directors – clinicians who lead each of the five Local Teams.
- An Independent Member of the Governing Body who will be known as the Independent Chair
- A third Lay Member who is the chair of the Primary Care Commissioning Committee

4.4 In carrying out its duties and tasks all members of the Governing Body are jointly and equally responsible for its decisions and actions. **Non-executive directors** (Independent Chair, Lay Members, and Secondary Care Specialist) have, however, a specific contribution to make in bringing an external perspective to the Governing

Body's consideration and in being able to question and challenge the executive directors and clinical leaders from a position of independence and detachment. Non-executive directors do not however, represent any particular interest of patient group or local community.

4.5 The Governing Body maintains the following statutory or mandated Committees to carry out specific governance functions:

- The **Audit and Risk Committee** – this Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.
- The **Remuneration Committee** – this Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.
- The **Primary Care Commissioning Committee** – this Committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to the Governing Body and to NHS England.

The terms of reference for these Committees **form part of the CCG Constitution**.

4.6 The Governing Body may establish other Committees and Sub-Committees of the CCG, which operate under terms of reference and membership agreed by Governing Body. Appropriate reporting and assurance mechanisms must be developed as part of agreeing terms of reference for Committees and Sub-Committees.

4.7 It is recommended to establish a **Quality, Performance and Finance Committee** in order to provides an assurance function for the CCG Governing Body and takes a holistic approach in relation to quality, operational and financial performance, and to lead on discussions around specific services/procurements for across the CCG, in line with the Scheme of Reservation and Delegation. Proposed terms of reference are given as **Appendix 1**, which were developed following engagement as part of the Future Ways of Working Programme, drawing on best practice from predecessor organisations.

4.8 The first meeting of the Quality, Performance and Finance Committee is scheduled for 26 May 2021.

4.9 **The Governing Body is asked to:**

- **Note the establishment of the Governing Body and the Terms of Reference for the statutory Committees, as set out in the Constitution.**
- **Approve the Terms of Reference for the Quality, Performance and Finance Committee**

5. LOCAL TEAMS

- 5.1 In order to keep strong local clinical voices, the CCG has been designed with five Local Teams, with member practices aligned to one of the following areas:
- Isle of Wight
 - North and Mid Hampshire
 - South East Hampshire
 - South West Hampshire
 - Southampton City
- 5.2 Each Local Team is accountable for improving health outcomes, service quality and NHS performance for the local population, and for the allocated population budget. The Local Team also has responsibility for supporting local primary care and Primary Care Network development, for engagement with and acting as the interface with member practices and working in a more integrated way with local authority partners.
- 5.3 With this accountability and responsibility comes authority to act. Local Teams will develop an annual operating plan which is signed off by the Governing Body. Local Teams have the resources and are empowered with delegated decision-making authority (captured in a scheme of delegation): there are high levels of delegation and local control.
- 5.4 Each Local Team comprises clinicians and managers who work together to meet the needs of the local population. The Local Team is led by a Clinical Director and a Managing Director, and is supported by a Non-executive Adviser. The Clinical Directors who lead the five Local Teams are members of the CCG Governing Body, which will ensure a strong connection between the Governing Body and the Local Teams, including the Primary Care Commissioning Committee and the Quality, Performance and Finance Committee. In their Governing Body roles the Clinical Directors, individually and collectively bring their clinical perspective and input to all of the work of the CCG.
- 5.5 Each Local Team is refining an Operational and Delivery Group structure, which reports and provides assurance to the CCG Governing Body and Committees, and these are being designed in conjunction with the development of the Hampshire and Isle of Wight Integrated Care System. Complementing the Local Teams, a sub-structure covering mental health services and children's services is being refreshed. Details of these groups and structures will be provided to a future meeting of the Governing Body.

6. **MEMBERSHIP AND APPOINTMENTS**

Governing Body

- 6.1 The following appointments have been made to the CCG Governing Body, with photos and profiles given as **Appendix 2**:

<i>Margaret Scott</i>	<i>Independent Chair</i>
Julie Dawes	Chief Nursing Officer [Registered Nurse]
Nicola Decker	CCG Clinical Leader [GP]
Simon Garlick	Non-executive Director [Lay Member, Governance]
Judy Gillow	Non-executive Director [Lay Member, Patient and Public Involvement]
Karl Graham	Clinical Director, South West Hampshire [GP]
Zaid Hirmiz	Clinical Director, South East Hampshire [GP]
Charlotte Hutchings	Clinical Director, North and Mid Hampshire [GP]
Michele Legg	Clinical Director, Isle of Wight [GP]
Maggie MacIsaac	Chief Executive
Edward Palfrey	Non-executive Director [Secondary Care Specialist]
Roshan Patel	Chief Finance Officer
Matt Stevens	Non-executive Director [Lay Member, Primary Care Commissioning]
Sarah Young	Clinical Director, Southampton City [GP]

- 6.2 All statutory and non-statutory roles have been appointed to, along with all key executive appointments with all appointees commencing by mid May 2021.
- 6.3 All statutory roles were in post by 1 April 2021, with the exception of the Registered Nurse. The Registered Nurse Governing Body role will be covered Stephanie Ramsey for the period from 1 April 2021 to the commencement of Julie Dawes. Stephanie Ramsey is the Managing Director of the Southampton Local Team and had been the registered nurse for Southampton City CCG.
- 6.4 The CCG Governing Body will regularly invite the following individuals to attend any or all of its meetings as attendees:

CCG / Integrated Care System Executive Directors

Paul Gray	Executive Director of Strategy and Transformation
Tessa Harvey	Executive Director of Performance
Fiona Howarth	Chief of Staff
Helen Ives	Executive Director of Workforce
Emma McKinney	Director of Communications and Engagement
Derek Sandeman	Chief Medical Officer

The appointment of the Executive Director of Health Improvement and Place is on pause and under review.

Managing Directors of the Local Teams

Ruth Colburn-Jackson	North and Mid Hampshire
To be appointed	South West Hampshire
Stephanie Ramsey	Southampton
Alison Smith	Isle of Wight
Sara Tiller	South East Hampshire

Other

Simon Bryant	Director of Public Health, Hampshire and Isle of Wight
Debbie Chase	Director of Public Health, Southampton
To be advised	Healthwatch Representative(s)

- 6.5 The Governing Body will be held in public at least four times per annum but there is provision for a monthly meeting, to include briefings, seminars and private meetings (for commercial in confidence matters). A copy of the Corporate Calendar 2021/22 listing dates of meetings is given as **Appendix 3**

Audit and Risk Committee

- 6.6 The following appointments have been made to the Audit and Risk Committee, in line with the Terms of Reference set out in the Constitution:

Simon Garlick	Non-executive Director [Lay Member, Governance] (Chair)
Judy Gillow	Non-executive Director [Lay Member, Patient and Public Involvement]
Edward Palfrey	Non-executive Director [Secondary Care Specialist]
Matt Stevens	Non-executive Director [Lay Member, Primary Care Commissioning]

- 6.7 The Terms of Reference enables the Committee to invite management and other stakeholders to attend. These are not listed in this paper.
- 6.8 The Audit and Risk Committee will be held six times per annum, **with the first meeting scheduled for 12 May 2021** and an early June meeting required to review the audited annual report and accounts prior to approval by the Governing Body. A copy of the Corporate Calendar 2021/22 listing dates of meetings is given as **Appendix 3**.

Primary Care Commissioning Committee

- 6.9 The following appointments have been made to the Primary Care Commissioning Committee, in line with the Terms of Reference set out in the Constitution:

Matt Stevens	Non-executive Director [Lay Member, Primary Care Commissioning] (Chair)
Julie Dawes	Chief Nursing Officer
Nicola Decker	CCG Clinical Leader

Judy Gillow	Non-executive Director [Lay Member, Patient and Public Involvement] (<i>Deputy Chair</i>)
Maggie MacIsaac	Chief Executive (or deputised by Executive Director of Health Improvement and Place)
Roshan Patel	Chief Finance Officer
To be appointed	CCG Lead Clinical Director for Primary Care
To be appointed	Hampshire and Isle of Wight Integrated Care System Primary Care Director Lead

6.10 The Terms of Reference enables the Committee to invite management and other stakeholders to attend. These are not all listed in this paper but the following are highlighted for the Governing Body's information:

Judy Venables	Non-executive Adviser, North and Mid Hampshire
One attendee	From each Local Team (Clinical Director or Managing Director)
	<ul style="list-style-type: none"> ○ Isle of Wight – Michele Legg or Alison Smith ○ North and Mid Hampshire – Charlotte Hutchings or Ruth Colburn-Jackson ○ South East Hampshire – Zaid Hirmiz or Sara Tiller ○ South West Hampshire – Karl Graham or Managing Director to be appointed ○ Southampton – Sarah Young or Stephanie Ramsey

6.11 The Primary Care Commissioning Committee will be held in public six times per annum, **with the first meeting scheduled for 19 May 2021**. A copy of the Corporate Calendar 2021/22 listing dates of meetings is given as **Appendix 3**.

Remuneration Committee

6.12 The following appointments have been made to the Primary Care Commissioning Committee, in line with the Terms of Reference set out in the Constitution:

Judy Gillow	Non-executive Director [Lay Member, Patient and Public Involvement] (Chair)
Edward Palfrey	Non-executive Director [Secondary Care Specialist]
Matt Stevens	Non-executive Director [Lay Member, Primary Care Commissioning]

6.13 The Terms of Reference enables the Committee to invite management and other experts and advisers to attend. These are not all listed in this paper but the following are highlighted for the Governing Body's information:

Martyn Davies	Non-executive Adviser, Isle of Wight
Margaret Scott	Independent Chair

- 6.14 The Remuneration Committee is required to be held at least once per year, with the first meeting held on 7 April 2021. The frequency of meetings of the Committee is to be determined in dialogue with the Committee Chair is expected to take place within a two week period prior to formal meetings of the CCG Governing Body.

Quality, Performance and Finance Committee

- 6.15 Subject to the approval of the Terms of Reference by the Governing Body at this meeting, the following appointments will be made to the Quality, Performance and Finance Committee:

Edward Palfrey	Non-executive Director [Secondary Care Specialist] (Chair)
Julie Dawes	Chief Nursing Officer
Nicola Decker	CCG Clinical Leader
Judy Gillow	Non-executive Director [Lay Member, Patient and Public Involvement] (<i>Deputy Chair</i>)
Paul Gray	Executive Director of Strategy and Transformation
Tessa Harvey	Executive Director of Performance
Roshan Patel	Chief Finance Officer
Simon Garlick	Non-executive Director [Lay Member, Governance]
Derek Sandeman	Chief Medical Officer
Matt Stevens	Non-executive Director [Lay Member, Primary Care Commissioning]
One attendee	From each Local Team (Clinical Director or Managing Director) <ul style="list-style-type: none">○ Isle of Wight – Michele Legg or Alison Smith○ North and Mid Hampshire – Charlotte Hutchings or Ruth Colburn-Jackson○ South East Hampshire – Zaid Hirmiz or Sara Tiller○ South West Hampshire – Karl Graham or Managing Director to be appointed○ Southampton – Sarah Young or Stephanie Ramsey

- 6.16 The Terms of Reference enables the Committee to invite management and other stakeholders to attend. These are not listed in this paper
- 6.17 The Quality, Performance and Finance Committee will be held at least six times per annum, **with the first meeting scheduled for 26 May 2021**. A copy of the Corporate Calendar 2021/22 listing dates of meetings is given as **Appendix 3**.

Other Statutory / Mandated Roles for Governing Body Leads

- 6.18 There are a number of statutory roles which are required to have a named member of the Governing Body, identified for external stakeholders, members of staff and members of public. At the time of writing these are highlighted as follows:

<i>Caldicott Guardian</i>	Julie Dawes, Chief Nursing Officer
<i>Conflicts of Interest Guardian</i>	Simon Garlick, Non-executive Director (Governance)
<i>Emergency Planning Resilience and Response</i>	
* Accountable Emergency Officer	Maggie MacIsaac, Chief Executive
* Non-Executive Director	Simon Garlick
<i>Freedom to Speak Up Guardian</i>	Judy Gillow, Non-executive Director (Patient and Public Involvement)
<i>Senior Information Risk Owner</i>	Roshan Patel, Chief Finance Officer
<i>Wellbeing Guardian</i>	Matt Stevens, Non-executive Director (Primary Care)

Non-executive Advisers

6.19 Non-executive Advisers have been appointed to support Local Teams, working with the Clinical Director and Managing Directors. These are confirmed as follows:

Inger Bird	South East Hampshire
Martyn Davies	Isle of Wight
Suki Sitaram	Southampton
Judy Venables	North and Mid Hampshire
To be appointed	South West Hampshire

6.20 The Governing Body is asked to:

- **Note and confirm the membership of and attendees at meetings of the Governing Body and its Committees, as set out above.**
- **Confirm the appointment of individuals to fulfil the range of statutory roles which are required to have a named member of the Governing Body, as set out above.**

7. RISK MANAGEMENT

7.1 Risk Management is an essential governance function of CCGs which is subject to internal audit on a yearly basis. Each of the merging CCGs currently has their own processes for identifying, reviewing, monitoring and escalating risks. A review, collation and streamlining of these processes will support the development of a risk management programme for the merged CCG.

Risk Management Policy

7.2 The Risk Management Policy for the new CCG will set out how organisational risks are identified, reported and managed. This document is often supplemented by a Risk Management Framework and/or Procedure. A Risk Management Policy for the merged CCG is currently being finalised with a view to have this policy reviewed by the Audit and Risk Committee on 12 May 2021 and then ratified by the Governing Body at the following Governing Body meeting.

Risk Registers

- 7.3 A comprehensive review of the predecessor CCG risk registers is being carried out in order to determine which risks will be closed or transferred to the new organisation. This will include reconciliation of similar risks in order to minimise duplication and ensure that all risks added to the new CCG's risk registers are relevant to the new CCG. This process is dependent on the establishment of directorate structures which will dictate how risk registers are organised and owned.
- 7.4 The Audit and Risk Committee will review transferred risks at the next meeting on 12 May 2021. This will support the work to consolidate risk registers across the merged CCG.

Governing Body Assurance Framework (GBAF)

- 7.5 The Governing Body Assurance Framework (GBAF) sets out the CCG's risks against its strategic objectives. The GBAF is owned at Governing Body level by the Executive Team and regularly reviewed by the Governing Body and Audit and Risk Committee. As the GBAF is linked with the organisational objectives, it is not possible to transfer the existing documents to the new CCG. As an interim measure while the merged CCG's objectives are refined, a review of the constituent GBAFs is being carried out in order to identify where the identified risks overlap and can therefore be carried over to the new CCG. This will be reviewed by the Audit Committee on 12 May 2021.

Risk Management Systems

- 7.6 Risk management systems allow organisations to keep all activity and information related to the management of risk on one, easily accessible platform. Ideally, the system should be user friendly, cost effective and able to be tailored to our CCG's needs.
- 7.7 Currently, each predecessor CCG uses different methods for managing risk registers, as set out below.

CCG	System	Contract End
North Hampshire CCG	Datix	20/04/2021
Fareham & Gosport and South Eastern Hampshire CCGs	Pentana	31/3/2021
Isle of Wight CCG	Excel	n/a
West Hampshire CCG	Datix	29/04/2021
Southampton CCG	Excel	n/a

*Note: the Pentana contract is hosted by Portsmouth CCG which has made a decision not to renew the contract, interim solution on MS Excel is currently in place.

- 7.8 A decision has been taken by the CCG Executive to support the use of Datix across the merged CCG. Discussions with Datix are ongoing in order to expedite this process and minimise any costs associated with double running systems as much as possible.

7.9 The Governing Body is asked to note the progress in developing the Risk Management Framework for Hampshire, Southampton and Isle of Wight CCG, and the associated reviews to be undertaken by the Audit and Risk Committee.

8. POLICIES AND POLICY MANAGEMENT

8.1 Policies and procedural documents are a key component of the Hampshire, Southampton and Isle of Wight CCG corporate governance framework and risk management system, which keep the organisation and its staff safe, protect the same from challenge, reputational damage and claim for redress.

8.2 The CCG uses policies and procedures to enable staff working for, and with us, to do so in a way that is efficient, consistent, safe and in keeping with our values, objectives and purpose.

8.3 The development, approval and monitoring of the use of our policies, also ensures that we meet statutory, legal and insurance requirements as well as best practice in relation to corporate and clinical governance.

8.4 As part of the governance and finance workstreams of the Future Ways of Working Programme, in preparation for the creation of the new organisation, a task was undertaken to collate all policies that were in place across Southampton City CCG, West Hampshire CCG and the Hampshire and Isle of Wight Partnership of CCGs.

8.5 As part of this work an exercise took place on each policy to review the following:

- If there was a policy in place at each CCG for each type (corporate, HR, financial, information governance, clinical) and, if so, to establish whether they were similar or differed significantly.
- The date of the last policy review or audit.
- To establish and highlight those policies which could and should be amended and adopted for the new organisation, in conjunction with professional/director leads.

8.6 The primary focus for detailed policy review prior to and for the establishment of the new organisation has been on the following:

- The [Standards of Business Conduct Policy and Conflicts of Interest Policy](#) is an amalgamation of the previous CCGs' policies, incorporating best practice and most recent internal audit recommendations. This was approved by the Audit Committees of the predecessor CCGs which met in common on the 16 March 2021 as it was required to be in place on 1 April, and published on the [website](#).

- The [Standing Financial Instructions](#) which detail the financial responsibilities, policies and procedures adopted by the CCG. They are designed to ensure that the CCG's financial transactions are carried out in accordance with the law and with Government policy in order to achieve probity, accuracy, economy, efficiency and effectiveness. This document was also approved by the Audit Committees of the predecessor CCGs which met in common on the 16 March 2021 as it was required to be in place on 1 April, and published on the [website](#).
- The preparation of a policy which provides a framework for the development, review and approval of CCG policies. The environment within which we operate is one of constant change, and we must be in a position to respond to the challenges posed by these changes. A document (given as **Appendix 4 - Policies and Procedural Documents – Development and Management Policy**) has been prepared, drawing on previous CCGs' policies and best practice and is presented to the Governing Body for approval. It seeks to ensure that our policies and procedures remain relevant by setting out our process for their development and management. Once approved it will then enable the governance team to co-ordinate the work on the next tranche of documents for review and ratification. A prioritisation process will take place over quarter 1, to ensure that policies are approved in a managed way, taking into account key risks, in conjunction with professional/director leads.

8.7 In the future, policies or procedural documents will be presented to the relevant CCG sub-committee or group for review prior to final approval by the CCG Executive Team (or similarly constituted group reporting to the Executive Team, such as a Corporate Governance Group / Policy Review Group).

8.8 The CCG Governing Body is responsible for the final ratification of policies for use within the CCG, and a regular report will be presented to the Governing Body, summarising progress made together with an overview of the policies to be ratified.

8.9 The Governing Body is asked to:

- **Note the progress in developing the Policy Management Framework for Hampshire, Southampton and Isle of Wight CCG.**
- **Approve the document 'Policies and Procedural Documents – Development and Management Policy', for adoption across the CCG.**

9. SUMMARY OF RECOMMENDATIONS

9.1 The Governing Body is asked to:

- **Note that the NHS Hampshire, Southampton and Isle of Wight CCG was authorised on 1 April 2021.**
- **Note the CCG Constitution, as formally approved by Members and NHS England, and associated documentation contained with the Governance Handbook.**
- **Note the closure of the Future Ways of Working Programme, subject to formal review by the Audit and Risk Committee.**
- **Note the establishment of the Governing Body and the Terms of Reference for the statutory Committees, as set out in the Constitution.**
- **Approve the Terms of Reference for the Quality, Performance and Finance Committee**
- **Note and confirm the membership of and attendees at meetings of the Governing Body and its Committees, as set out in this paper.**
- **Confirm the appointment of individuals to fulfil the range of statutory roles which are required to have a named member of the Governing Body, as set out in this paper.**
- **Note the progress in developing the Risk Management Framework for Hampshire, Southampton and Isle of Wight CCG, and the associated reviews to be undertaken by the Audit and Risk Committee.**
- **Note the progress in developing the Policy Management Framework for Hampshire, Southampton and Isle of Wight CCG.**
- **Approve the document ‘Policies and Procedural Documents – Development and Management Policy’, for adoption across the CCG.**

Ian Corless

Board Secretary

Governance Workstream Lead, Future Ways of Working Technical Group

20 April 2021