

**EXTRAORDINARY GOVERNING BODY MEETING IN PUBLIC
BOARDROOM, FRANCIS CRICK HOUSE
TUESDAY 19 MAY 2015**

Present: Dr Darin Seiger (DS) GP Chair
Paul Bevan (PBe) Lay Member Governance
Peter Boylan (PB) Director of Nursing & Quality
Dr. Chris Bunch (CB) Secondary Care Doctor
Dr. Matthew Davies (MD) Clinical Executive Director for Strategy
Dr. Tom Evans (TE) Clinical Executive Director for Acute Trusts (South)
Christina Edwards (CE) Lay Member - Deputy Governing Body Chair
Roz Horton (RH) Lay Member – Patient & Public Engagement
Kathryn Moody (KM) Director of Contracting & Procurement
James Murray (JM) Interim Chief Finance Officer
Dr Raf Poggi (RaP) Clinical Executive Director for Joint Commissioning &
Community Providers
Stuart Rees (SR) Interim Accountable Officer
Janet Soo-Chung (JSC) Interim Deputy CEO & Director of Strategy &
Primary Care
Kevin Thomas (KT) Lay Member - Governance
Rosemary Yule (RY) Lay Member – Governance

In attendance: Marianne Phillips (MP) Corporate Secretary
Helen Potton (HP) Interim Chief Operating Officer

1. Welcome and Introductions

DS welcomed those convened to the Extraordinary Governing Body Meeting in Public. Due notice had been given in line with the Constitution and the meeting was quorate.

2. Apologies for Absence

Apologies were received from Dr Az Ali, Clinical Executive Director for Acute Trusts (North).

3. Declarations of Interest

There were no declarations of interest made by those convened.

Items for Discussion / Approval

4. Annual Report and Accounts 2014/15

PGB-15-54

HP introduced the final draft of the Annual Report and welcomed comments from the Governing Body.

The Governing Body noted that the report needed to highlight future priorities; refer to the NHS Five Year Forward View; expand on the Primary Care Joint Commissioning responsibilities taken on by the CCG; and expand on the departure of Ben Gowland as Accountable Officer in the Accountable Officer's or GP Chair's forewords.

In relation to the Remuneration Committee, there was a discrepancy in the number of meetings held and the membership which needed to be rectified and on page 45 of the report it incorrectly stated a three year unexpired term. The target surplus the CCG must achieve in 2015/16 has increased to 1% and this needed to be reflected.

The remuneration tables were discussed with PB's remuneration noted as being split between two CCGs (Nene and Corby). The payments for loss of office need to be specified and the Governing Body discussed the need for such decisions made by the Remuneration Committee to be reported to the Governing Body. It was noted that the governance of the CCG is being reviewed.

It was agreed that where possible tables should be simplified to make them more reader friendly and that on page 18 the use of two decimal places was incorrect. The Pensions information will be updated in a note to the accounts. The number of Member Practices was queried and this will be reviewed to ensure accuracy.

The CCG was authorised with 13 conditions and 2 directions and needs to be amended in the Member's report.

CE's title should be amended to Deputy Chair & Lay Member for Quality and CB's title should be consistent throughout.

It was agreed that a note should be added in relation to the data provided by external sources (for example NHS Property Services) since assurance on the accuracy of this information has been requested but may not be forthcoming.

Subject to all of the amendments noted above, the Governing Body commended HP on a largely improved Annual Report and approved the delegation of authority to the Chair of the Audit Committee to sign off the final version to be submitted.

Each Governing Body Member further confirmed that so far as each member is aware, there is no relevant audit information of which the NHS body's audit is unaware, and that he/she has taken all steps that ought to have been taken as a director/member in order to make himself aware of any relevant audit information and to establish that the entity's auditor is aware of that information.

5. Nene CCG Constitution

PGB-15-55

HP explained that as a result of the twice yearly opportunity to make amendments to the CCG's Constitution, a review had been undertaken to update the Constitution to reflect the changes necessary.

Attention was drawn to the decision made by the Governing Body in 2014 in relation to advice that there should be no more than two Lay Members per assurance committee. KT formally requested that this be amended to allow for three Lay Members on the Audit & Risk Committee which will ensure resilience going forward. The Governing Body agreed that this was sensible and approved the addition to the Audit & Risk Committee Membership. The Terms of Reference included in the updated Constitution will be updated to ensure this is reflected in the submission to NHS England.

The Finance, QIPP and Contracting Committee (FQCC) Terms of Reference were discussed and the tabled version, approved by the FQCC was ratified, including the addition of a third Lay Member. The wording in relation to the Accountable Officer's attendance was discussed and it was agreed that it should be amended to show that the Accountable Officer may attend should they wish to do so.

The Patient Congress Terms of Reference included in the Constitution were noted to be incorrect and the Governing Body agreed that the version approved by the Patient Congress would be circulated via email after the meeting and that subject to any concerns, were approved to be submitted in the Constitution to NHS England.

The management of Conflicts of Interest was discussed and HP confirmed that more detail was contained within the Policy – due to be submitted for approval by the Audit & Risk Committee on 27th May 2015. Conflicts will need to be addressed much earlier in the production of papers, with authors being asked to consider how any conflicts will be managed and to record this in their papers. The Chair of each Committee will also have a Membership specific version of the Register of Interests. All verbal agreements in relation to the management of conflicts will need to be recorded and copied to the Chair of the Audit Committee as they will need to attest at the end of each financial year that conflicts have been managed appropriately.

The inclusion of the option to co-opt onto the Governing Body as well as the Committees of the Governing Body was discussed. The Governing Body noted that this was written into the Constitution to allow for such circumstances but was not intended to be regular practice.

The discrepancy between the Visions in the Annual report and the Constitution were discussed and it was agreed that the Vision should be amended to show that which was agreed as a result of the consultation. JSC and HP will review all strategy and plan documentation to ensure the Vision reads across consistently.

ACTION: JSC/HP

In addition, the four Values agreed through consultation – effective, compassionate, safe and supportive will be incorporated into the Constitution.

Two amendments will be made in relation to role titles: the removal of the Deputy CEO to the Director of Strategy & Primary Care's title to allow for flexibility; and that CB's role should consistently read as Secondary Care Doctor throughout.

The Governing Body ratified the amended Board of Directors and Joint Quality Committee Terms of Reference included in the Constitution.

HP will incorporate all the amendments made and re-circulate the revised Constitution to Governing Body Members ASAP.

ACTION: HP

6. Section 75 Partnership Framework Agreement – Delegation of Authority **PGB-15-56**

JSC explained that the Section 75 legislation allowed for the joint commissioning of services with Local Authorities and enabled the setup of pooled budgets. Following the agreement of the Better Care Fund the partnership framework had been reviewed to incorporate the provisions of the Better Care Fund and the delivery and implementation. Other areas of the agreement had also been reviewed and refreshed. It was noted that the agreement is legally binding and carries a 12 month notice period.

The Governing Body discussed the accountability and noted that whilst the Health & Social Care Executive (to whom authority will be delegated) will report to the Health and Wellbeing Board, the Executives are accountable to their own organisations respectively. JSC will ensure this is more clearly set out in the agreement.

ACTION: JSC

The need for respective organisations to provide assurance to each other was discussed, together with the management of conflicts of interest. JSC and HP will ensure this is built into the Conflicts of Interest Policy.

ACTION: JSC/HP

The location of the signed agreement was queried and it was agreed that this should be held by the Contracting Team.

Having fully discussed the Agreement and subject to the amendments stated above, the Governing Body approved the Section 75 Agreement. JSC will bring back the updated version for information at a future meeting.

ACTION: JSC

Any Other Business

7. Finance Update

JM updated the Governing Body on the requirement by NHS England to produce a 1% surplus for 2015/16 as opposed to the previously stated 0.5% surplus. This results in an additional £3.7m cost pressure for the CCG. In light of this, the financial plan has been amended and re-submitted to NHS England. The Plan will be reviewed by the Finance, QIPP and Contracting Committee next week and further updates will be provided through the Finance reports to the Governing Body.

There being no further business the meeting closed at 2.00pm.