NHS South Reading Clinical Commissioning Group

Constitution

Part I

PARTIES TO THIS CONSTITUTION

The Primary Care Practices (the "Members") whose names, signatures and addresses are set out in Appendix 1 (the "Register of Members") agree this Constitution.

CONTEXT AND PURPOSE

1. The Health and Social Care Act 2012 ('HSCA') establishes clinical commissioning groups made up of general practices.

2. The Members are coming together to form an interim consortium to act as a shadow clinical commissioning group known as South Reading CCG.

3. The Members have agreed to work together as the South Reading CCG in accordance with this Constitution, and to work with other CCGs in Federation in accordance with the terms of the Federation Agreement in Appendix 2, to act as shadow commissioners to assist each of the Primary Care Trusts (those which are linked to the Federation Agreement) through the Accountability Agreement in order to enable them to fulfil their commissioning duties. The Members intend that the South Reading CCG will become a fully authorised statutory public clinical commissioning group in due course.

4. This Constitution sets out how the South Reading CCG will fulfil its duties and how it intends that it will fulfil its statutory duties once it becomes a fully authorised CCG. Such duties include:

    - Commissioning certain health services where the NHS Commissioning Board is not under a duty to do so that meet the reasonable needs of all people registered with Member practices and people usually resident within the Geography (defined in paragraph 6 below) who are not registered with a Member; and
    - Commissioning of emergency care for anyone present in the Geography;

    consistently with the discharge by the Secretary of State and the NHS Commissioning Board of their duty to promote a comprehensive health service, and with the objectives and requirements placed on the NHS Commissioning Board through the mandate published by the Secretary of State before the start of each financial year.

5. The Members will review the effectiveness of this Constitution before they apply to become a fully authorised statutory public clinical commissioning group ("CCG") and will amend it as necessary to improve its effectiveness and to reflect Department of Health policy, relevant Regulations, Directions of the Secretary of State for Health and/or the NHS Commissioning Board, and any guidance or requirements of authorisation stipulated by the NHS Commissioning Board.

GEOGRAPHICAL AREA

6. The geographical area covered by the CCG will be the Lower layer Super Output Areas as set out in Appendix 3 (the "Geography").

COMMENCEMENT AND DURATION

7. This Constitution will commence on the date the first Members sign it and will continue in force until it is terminated by the last of the Members of it, or otherwise in accordance with this Constitution.

NATURE AND ORGANISATION OF THE CCG

8. The CCG is a clinically led membership organisation and will become a fully authorised statutory public body.

9. The CCG will establish a governing body (the "Governing Body") which shall fulfil its statutory responsibilities under the HSCA and such other functions as are delegated to it by the CCG, which shall include the powers and authority to lead the CCG and to set its strategic direction.

10. The Members will follow the lead set by the Governing Body, which will have the responsibilities and powers set out in paragraph 38 below.

11. The Members will exercise their constitutional rights and fulfil their statutory responsibilities in respect of the CCG through a Council of Members. Each Member will appoint an appropriately qualified and competent member of its practice to be its representative on the Council of Members.

12. The Council of Members will appoint, through selection and election, members of the Governing Body and will have the power to amend this Constitution pursuant to paragraph 5 above (subject to the authorisation of the NHS Commissioning Board once the CCG has become authorised by it). A complete list of matters reserved for the Council of Members is set out in paragraph 23 below.

13. The Governing Body will comprise:

- At least 5 GPs (one of whom will be the Chair);
- at least one registered nurse;
- at least one secondary care doctor;
- two lay members (one of whom will be responsible for audit, remuneration and conflict of interests matters, and the other for championing patient and public participation matters);
- one Practice Manager
- the Accountable Officer;
- the Chief Financial Officer;

Their method of appointment, terms of office and roles will be as set out in Appendix 8.

As the Chair of the CCG will be a GP the Deputy-Chair will be the Lay Member with responsibility for audit, remuneration and conflict of interest matters.

The Operations Director will be a non-voting member of the Governing Body.

14. The Governing Body will appoint a Management Team (the "MT") to manage the day to day operations of the CCG, which will include the procurement of management support and other matters set out in paragraph 51 below.

15. The Governing Body will also establish an Audit Committee (which will be chaired by a lay member of one of the Federation CCGs), a Remuneration Committee and a Quality Committee. The Governing Body will work in Federation with other CCGs in committee in accordance with the terms of the Federation Agreement as set out in Appendix 2.

VISION, VALUES AND PURPOSE

16. The CCG's vision is: Working with patients and partners to improve the health of our local community through both innovation and evidenced best practice, within available resources.

17. The CCG's values are:

Openness, transparency and responsiveness

Clinical leadership – commissioning is more effective when it is clinically led

Patients – involving and listening to patients and carers is essential to successful commissioning and delivery of services

New ideas – being innovative and challenging the established norms, being open to new ideas and giving people freedom to develop them.

Collectivism - every member of the CCG holds collective and individual responsibility for ensuring successful commissioning by each practice, locality and the consortium as a whole, regardless of their role.

Partnerships – developing strong partnerships based on mutual respect and shared responsibility that delivers real and continuous improvements

Sustainability – accepting that we have a responsibility to live within our means.

Quality - adopting a collaborative approach with member practices to provide high quality primary care and commission safe, high quality services

18. The purpose of the CCG is to commission improving health and other services for its population in its Geography and for patients registered with Members' practices. The CCG will fulfil its purpose and strive to achieve its vision by:

- Both independently, and as a party to the Federation Agreement, discharging its statutory obligations, adhering to Department of Health policy and assisting and supporting the NHS Commissioning Board in relation to its duty to improve the quality of primary medical services, obtaining advice as appropriate;
- Securing effective and relevant clinical engagement in decision making including in decision making processes used to procure services;
- Promoting involvement of the Members in all that it does independently and as a member of the Federation and by each Member appointing a lead to participate in the work of the Council of Members;
- Adopting a collaborative approach within the local health system with patients, the public and other stakeholders both within and outside the existing Federation of CCGs;
- Playing a full role in the local Health and Wellbeing Board, including co-operating in the preparation of the joint strategic needs assessment and agreeing a joint Health and Wellbeing Strategy;
- Promoting integration of both health services with other health services and health services with health-related and social care services where the CCG considers that this would improve the quality of services or reduce inequalities;
- Promoting equality and patient empowerment through a comprehensive and effective patient (including carers and representatives) and public engagement strategy;
- Enabling patients to make choices;
- Promoting the NHS Constitution and awareness of it amongst patients, staff and members of the public;
- Promoting education, training, innovation and use of research amongst its Members and current and prospective members of staff;
- Co-coordinating and planning for demand, financial and investment needs of the CCG;
- Keeping proper accounts and records and submitting to audit;
- Preparing and publishing an annual report;
- Setting strategic goals that require CCG to continuously strive for improvements in patient outcomes;
- Planning the commissioning of improving healthcare services for its population;
- Creating and implementing operational plans to deliver the strategic goals set by the CCG;
- Celebrating and rewarding success in delivery of strategic objectives at every level;
- Holding Members to account;
- Taking responsibility for CCG-wide projects, pilots and development of certain key areas that are approved by the governing body;
- Establishing links and sharing ideas, resource and expertise with partners including other clinical commissioning groups, where appropriate;
- Achieving financial break-even; and
- Adopting and upholding the CCG's values.

19. In accordance with section 14L(2)(b) of the National Health Service Act 2006, the CCG will at all times observe generally accepted principles of good governance in the way it conducts business. These include:

- The highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;
- The Good Governance Standard for Public Services;
- The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles (summarised at Appendix 6);
- The seven key principles of the NHS Constitution; and
- Meeting its public sector equality duty under the Equality Act 2010.

20. The CCG will further demonstrate its accountability to its Members, local people, stakeholders and the NHS Commissioning Board in a number of ways, including by:

- Publishing this Constitution;
- Appointing independent lay members and non GP clinicians to its Governing Body;
- Holding meetings of its Governing Body in public (except where the group considers that it would not be in the public interest in relation to all or part of a meeting);
- Publishing annually a commissioning plan; and
- Complying with local authority health overview and scrutiny requirements.

THE COUNCIL OF PRACTICES

21. Pursuant to paragraph 11 above, each Member will appoint an appropriately qualified and competent member representative to the Council of Practices. Each Member may change its representative from time to time, on prior written notice to the Operational Leadership Team.

In the event of a personal conflict of the member representative in relation to any matter of discussion at the Council of Practices, the member practice shall have the right to provide an alternative temporary member representative in their place.

Members are not limited to representation at the Council of Practices in order to support succession planning. Where a member is to intending to send more than one representative to a meeting, this should be notified in advance to the Chair of the Council of Practices. The Chair of the Council of Practices retains to right to refuse such requests and to request a review of this clause should is impede the meeting from conducting its business.

The Board will recommend to the Council of Practices a GP Board Member to chair the Council of Practices.

22. In participating in the Council of Practices, each Member representative will:

Promote the success of the CCG for the benefit of the membership as a whole by:

- Acting within the powers set out in this Constitution;
- Exercising independent judgment and reasonable care, skill and diligence;
- Declaring any interest of his/her Member in any proposed transaction or arrangement being considered by the CCG;
- Being open and transparent and operating transparently and in accordance with the Conflict of Interests Policy implemented by the CCG;
- Not accept benefits or gratuities from third parties;
- Co-operating in the reasonable provision of information to support the CCG's functions;
- Ensuring compliance with the confidentiality obligations as set out in paragraphs 64-67 below;

Actively participate in and contribute to the productive, effective and efficient operation of the CCG by;

- Participation in developing and enacting the Commissioning Plan;
- Sharing such knowledge and information as is appropriate from time to time including referral data and prescribing data;
- Using specialist knowledge and skills as required and as appropriate to address commissioning issues faced by the Clinical Commissioning Group;
- Agreeing to review activity and budgets as specified from time to time and agree on and implement any action required;
- Agreeing to work with other CCGs as appropriate;
- Abiding with agreements made between the Members on delivery of quality and activity, particularly in line with any proposed 'quality premium';
- Assisting in hospital data validation;
- Assisting in the identification of areas of appropriate reductions in referrals and procedures of limited clinical value, within the context of service re-design and care pathways;

Assist in the analysis, development and implementation of patient pathways within the local health system with a view to improving services in a cost effective manner, sensitive to the implications for existing services including;

- Engaging in the exploration of innovative and alternative models of healthcare provision;
- Agreeing to and implementing new pathways to deliver the Commissioning Plan;
- Assisting in defining new systems of working and local commissioning structures in line with emerging policy.

See section 57 for persistent failure to engage with the requirements of 22 above.

MATTERS RESERVED TO THE COUNCIL OF PRACTICES

23. The following matters require the prior approval by at least 75% of those votes cast at a meeting of the Council of Practices and no action may be taken by the Governing Body without such approval (except calling a meeting of the Council of Practices, or circulating a written resolution requesting such approval for Members to vote on):

- Applying to the NHS Commissioning Board to:
    - amend this Constitution, except to the extent that such amendments are required by law or Regulations;
    - change the vision or values of the CCG or doing anything that is inconsistent with them;
    - change the Geography;
    - change the name of the CCG;
    - merge with any other clinical commissioning group;
    - remove any Member for any reason other than those set out in paragraph 58 below (for example a Member breaching the policy for managing conflicts of interests, for failing to comply with decisions of the Governing Body or for consistent and/or flagrant breaches of this Constitution).
- Approval of the annual operational plan, the commissioning strategy/plan (including a market landscape analysis of the impact of the plan on providers), the procurement strategy and the Annual Report which are recommended by the Governing Body;
- Entering into certified externally financed development agreements; and
- Extension of terms of members of Governing Body in exceptional circumstances.
- Removal of a Governing Body member subject to the requirements detailed in Appendix 4.

MEETINGS OF THE COUNCIL OF PRACTICES

AGM

25. The CCG will hold an annual general meeting (an "AGM") once a year. The AGM will be in public and a matter of public record. The CCG Chair or Vice Chair will chair the AGM.

26. The matters to be considered at the AGM will be sent out in the notice, but will include:

- Consideration and (if thought appropriate) approval of the CCG's annual report, accounts, annual operating plan and commissioning strategy;
- Consideration of an annual report describing all public consultations undertaken by the CCG, the findings and the actions it has taken as a result;
- Confirmation of the appointment of auditors; and
- The transaction of any other business included in the notice.

26. The Council of Members will meet at least six times per year.

27. An annual schedule of meetings will be agreed by the Council of Members but in exceptional circumstances the Governing Body, or 40% of Member representatives may call an extraordinary meeting of the Council of Members at any time by giving all of the Members at least 14 days notice. The Council of Practices Chair or the CCG Chair or Vice Chair will chair general meetings.

28. Where the agenda for a general meeting of the Council of Practices includes an item requiring a decision by the Members on any matter reserved to the Council of Practices, that general meeting shall be in public and the arrangements discussed in paragraphs 42, 44, 45 and 49 shall apply.

29. Every notice calling any meeting will specify the place, date and time of the meeting and the nature of business to be transacted at it and any resolution proposed to be passed must be set out in full. Notice must be given to each Member representative and to each member of the Governing Body. The agenda will be drawn up by the Chair and circulated to all Members at least 2 days before the scheduled meeting.

30. Accidental omission to give notice of a meeting to, or the non-receipt of notice by any person entitled to receive notice will not invalidate proceedings at a meeting.

31. All Member representatives and members of the Governing Body may speak at a general meeting. Other attendees may ask questions by invitation of the Chair.

32. At least 75% of those entitled to vote on the business to be transacted, each being a Member representative or his/her proxy will be a quorum.

33. No business other than the appointment of a chair will be transacted if those attending a meeting do not constitute a quorum.

34. Voting rights: Every Member will have one vote. In the case of equality of votes, the Chair will be entitled to a casting vote.

35. Proxies may only be validly appointed by a notice in writing (a “proxy notice”) that states the name of the Member representative appointing the proxy, the name of the person appointed as proxy and the meeting for which that proxy is appointed. Such proxy notice must be signed by the Member representative appointing the proxy and delivered to the Chair at least 48 hours before the relevant meeting.

36. A resolution in writing approved by 75% of those entitled to vote will be as valid and effectual as if it had been passed at a meeting that was duly convened and held.

THE GOVERNING BODY

37. In pursuit of the purpose in paragraph 18, the CCG will establish the Governing Body and delegate to it the power to develop the strategic direction of the CCG and to conduct the overall management of the CCG, on such terms as the Council of Members will determine (having taken account of all relevant statutory requirements and Department of Health guidance).

38. The Governing Body will discharge its statutory duties and functions delegated to it by:

- Leading the CCG and secure effective clinical engagement in its business and decision making in accordance with statutory obligations;
- Commissioning support services from appropriately qualified and experienced professionals to enable the CCG to fulfil its statutory duties;
- Working in Federation with other CCGs and collaborate with them to procure and commission certain services within the scope of the Federation Agreement;
- Recommending to the Council of Practices a commissioning strategy/plan (setting the strategic direction of the CCG) and an annual operating plan (to meet statutory obligations and implement the commissioning strategy);
- Publishing annually the Commissioning Plan approved by the Council of Practices and submit a copy to the NHS Commissioning Board and to the relevant Health and Wellbeing Board;
- Preparing, in consultation with the relevant Health and Wellbeing Board and in accordance with such Directions given by the NHS Commissioning Board, recommend to the Council of Members and publish an Annual Report in every financial year except its first financial year setting out how the CCG discharged its functions in the previous financial year;
- Publishing and submitting a copy of the Annual Report to the NHS Commissioning Board and hold a meeting for the purpose of presenting the report to members of the public;
- Overseeing the delivery of the annual operating plan and commissioning strategy, once they have been approved by the Council of Practices;
- Approving a procurement strategy and ensuring its publication;
- Holding each member of the Governing Body and each Member of the CCG to account for the delivery of the annual operating plan and commissioning strategy;
- Ensuring that its capital resource use in a financial year does not exceed the amount specified by Direction of the NHS Commissioning Board;
- Ensuring that its revenue resource use in a financial year does not exceed the amount specified by Direction of the NHS Commissioning Board;
- Promoting the dynamic and pro-active involvement of Members to secure improvements in commissioning of health care and other services and in the business of the CCG;
- Taking into account the views of Members when making decisions;
- Promoting the NHS Constitution (which is summarised at Appendix 7);
- Engaging in a collaborative approach within the local health system with patients, the public and other stakeholders;
- Engaging with the relevant Health and Wellbeing Board/s and nominate a member of the Governing Body to act as the CCG's representative on it;
- Pro-actively engaging with the local HealthWatch;
- Appointing and ensuring the effectiveness of an Audit Committee, a Remuneration Committee and a Quality Committee;
- Ensuring that the CCG achieves financial break-even;
- Publishing an explanation of how it has spent any quality payments made to it;
- Appointing and ensuring the effectiveness of an Operational Leadership Team;
- Monitoring and ensuring that the CCG meets all statutory, financial and quality requirements imposed upon it whether by law, Regulations, official guidance, policy provisions or otherwise;
- Establishing systems and processes to implement effective corporate, clinical, financial, information and research governance and for the management of conflicts and probity issues;

- Establishing systems and processes to ensure public assets are secure;
- Discharging such functions as are imposed by the Secretary of State in Regulations from time to time; and
- Overseeing the development, implementation and on-going review of all policies required to underpin all of the above in this paragraph 38.

39. The Governing Body may delegate any of its functions to any member, employee, committee or sub-committee, provided the terms of any such delegation are set out clearly in a scheme of delegation that includes standing orders and standing financial instructions which are made available publically.

40. Any committee and sub-committee established by the Governing Body (including those relating to Audit, Remuneration and any other Federation committee or sub-committee) will have terms of reference and will have at least one member of the Governing Body in attendance to be quorate.

MEETINGS OF THE GOVERNING BODY

41. The Governing Body will meet in public not less than four times per year.

42. The Chair may determine that certain items need to be discussed in private in line with the requirements of guidance and the law (for example staff discipline, or confidential information relating to patients). Such items will be decided in a private part of the Governing Body meeting, from which the public will be excluded.

43. The date, time and venue of the meetings will be made public with at least 14 days notice. The agenda and all papers required for the meeting will be made public at least 7 days before the meeting. Notice, the agenda and all papers required for the meeting must be given to each Member representative and to each member of the Governing Body at least 7 days before the meeting. The following bodies may also be notified: the CCG's auditor, the Chair of the Health and Wellbeing Board and the local HealthWatch.

44. The agenda will be agreed between the Accountable Officer and the Chair.

45. Members of the public will be allowed to ask questions at specified times, but may not contribute to discussion unless invited by the Chair.

46. The Governing Body may make any arrangements it considers appropriate to enable those attending a meeting to listen and contribute and to exercise their rights and vote.

47. The quorum will be as follows: (A) for normal business of the CCG, it will be 7, at least 4 of whom are practising clinicians; (B) for decisions relating to the ratification of any award of a contract to a provider where the GP Board Members have a shared conflict of interest, it will be simple majority of those without of a conflict. The only decision the Governing Body can take if a meeting is not quorate is to call a special general meeting of the Council of Members.

48. Voting: Each member of the Governing Body will have one vote. If the number of votes for or against a proposal is equal, the Chair will have a casting vote. All decisions will be made on at least a majority vote.

49. The Governing Body must make, keep and make available to Members and the public:
- Minutes of all AGMs, meetings of the Governing Body and meetings of the Council of Members that take place in public;
- The Register of Members and Member representatives;
- A register of interests in accordance with Appendix 5 below.

THE MANAGEMENT TEAM

50. The Governing Body will propose to the Council of Members the Management Team (the "MT") and it's Terms of Reference.

51. The MT will have the power to manage the day to day business of the CCG and will be accountable to the Governing Body in respect of this. In particular, the MT will be responsible for:

- Recommending to the Governing Body the annual operating plan that has been designed to implement the commissioning strategy recommended by the Governing Body and approved by the Council of Members;
- Implementing the annual Commissioning Plan once approved;
- Implementing the annual operating plan once approved;
- Maintaining a close working relationship with the Governing Body and the Members;
- Negotiating, entering into and managing contracts with third parties;
- Monitoring performance and carry out regular reviews of contracts entered into with third parties;
- Ensuring the CCG obtains best value from those contracts entered into with third parties;
- Securing and aligning the necessary managerial and clinical resources to bring about reform and improve quality in line with the commissioning strategy;
- Securing clinical engagement in its work;
- Managing day to day risks;
- Managing relationship with provider(s) of Commissioning Support Services;
- Ensuring that it secures sufficient commissioning support to be able to fulfil its functions;
- Publishing information about health services on the CCG website and through other media;
- Ensuring the CCG operates in a manner that is safe and legally compliant, including taking appropriate professional advice where necessary.

THE CCG's EMPLOYMENT RESPONSIBILITIES

52. The CCG recognises that its most valuable asset is its people. It will seek to enhance their skills and experience, is committed to their development in all ways relevant to the work of the CCG and will seek to set an example of best practice as an employer.

53. The CCG will adopt a Code of Conduct policy for staff and will maintain and promote effective whistle blowing procedures to ensure that concerned staff have means through which their concerns can be voiced. Copies of this Code of Conduct policy, together with the other policies and procedures outlined in this chapter, will be available on the group's website once this is established.

MEMBERS JOINING AND LEAVING THE CCG

54. Any provider of primary medical services, as defined in the Act at Chapter A2, Section 14A(4), within the Geography is eligible to become a Member and if such body wishes to become a Member, it will make a written application to the Governing Body, confirming that it is willing to enter into and abide by this Constitution.

55. Membership is not transferable.

56. No body will become a Member unless:

- Its membership is required by order of the NHS Commissioning Board; or
- It is eligible and has made a written application in accordance with paragraph 54;
- Its application has been approved by the Governing Body and a vote by 75% of Members;
- It has signed their adherence to this Constitution; and
- It has been entered into the Register of Members.

57. A Member will cease to be a Member:

- if ordered by the NHS Commissioning Board;
- if (before the CCG is authorised) ordered by the Council of Members whether by reason of being in breach of the Primary Care Contract, this Constitution, or for any other substantial reason;
- if the Member gives at least twelve months prior written notice to the Governing Body of its intention to cease being a Member, such notice period to expire of necessity at the end of the relevant financial year;
- Is a company limited by shares and:
    - The conditions in section 86(3) of the NHS Act 2006 are no longer satisfied, or
    - Suffers an insolvency event including the passing of a resolution for voluntary winding up for reason of insolvency, a winding up order being granted, the passing of a resolution to apply for an administration order; an administrator being appointed, statutory demand being issued or that it is unable to pay its debts as they fall due, all under the Insolvency Act 1986;
- The Member ceases to be eligible for membership under the HSCA; or
- The Member merges with another Member, such that they become one Member.
- Any Member who breaches the constitution by consistently failing to engage with the activities required as outlined in section 22 will be required to make representation to the council of practices justifying its non compliance. The council of Members will make a majority decision of 75% of its membership as to whether the Member should be asked to cease to become a Member..

58. Any Member wishing to challenge a decision under paragraph 57 by the CCG undertakes to use best endeavours to resolve conflicts at a local level under local

NHS dispute resolution provisions, with escalation to the NHS Commissioning Board only taking place as a last resort and only after all relevant local dispute resolution provisions have been exhausted in the first instance.

STANDARDS OF BUSINESS CONDUCT AND MANAGING CONFLICTS OF INTEREST

59. Employees, Members, representatives on the Council of Members and members of the Governing Body (and its committees) will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should act in good faith and in the interests of the CCG and should follow the *Seven Principles of Public Life*, set out by the Committee on Standards in Public Life (the Nolan Principles) as set out in Appendix 6. They must comply with the group's policy on business conduct, including the requirements set out in the policy for managing conflicts of interest. This policy will be available on the CCG's website once established, and is appended to this Constitution at Appendix 5.

60. Individuals contracted to work on behalf of the CCG or otherwise providing services or facilities to the CCG will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services.

EMPLOYMENT, REMUNERATION AND EXPENSES

61. The Remuneration Committee will set and review the salaries, sessional rates, fees, allowances (including pension allowances) and expenses for employees and any other persons providing services to the CCG save for the members of the Governing Body, taking into account national guidance, the management cost cap and, benchmarked information of other clinical commissioning groups.

62. Remuneration details of any Governing Body members will be published as part of the annual accounts with a breakdown of expenses.

PATIENT AND PUBLIC INVOLVEMENT

63. The CCG will make arrangements to secure public involvement in the planning, development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements by:

- working in partnership with patients and the local community to secure the best care for them;
- adapting engagement activities to meet the specific needs of the different patient groups and communities;
- publishing information about health services on the CCG's website and through other media;
- encouraging and acting on feedback;

and the Governing Body will monitor how the CCG does this and report to the Council of Members on compliance against this statement of principles.

CONFIDENTIALITY

64. In this paragraph 64 the expression Confidential Information means any information that any Member may have or acquire in relation to the CCG or another Member but excludes information that:

- Is or becomes public knowledge other than as a result of it being disclosed in breach of this paragraph;
- A Member can show to the reasonable satisfaction of the other Members was known to it before it became a Member and that it was not under any duty of confidence in respect of the information;
- A Member can show to the reasonable satisfaction of the other Members that it discovered the information from a source not connected with its membership of the CCG and the source was not under any obligation of confidence in respect of the information; or
- The Members agree in writing is not confidential.

65. Each Member will keep all Confidential Information confidential and will not use or disclose it except:

- In accordance with any use permitted by the owner of the Confidential Information;
- To its professional advisers where necessary for a proper purpose connected with the operation of the CCG; or
- As required by law or regulation.

66. These obligations will continue without limit in time and will survive the expiry of membership of the CCG.

67. No Member will make or permit the making of any press release or other public statement concerning the CCG without the prior written approval of the MT.

NOTICES

68. A notice under this Constitution will be in English, in writing, for the attention of the Member representative to the address stated in the Register of Members from time to time and will be delivered personally or by first class post or to a recognised email address.

DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND PRIME FINANCIAL POLICIES

69. If for any reason any provision in this Constitution is not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances

around the non-compliance, will be reported to the next meeting of the Council of Members or Governing Body, which ever is earlier, for action or ratification. All Member representatives and staff have a duty to disclose any non-compliance to the Accountable Officer as soon as possible.

USE OF SEAL AND AUTHORISATION OF DOCUMENTS

CCG seal

70. The CCG may have a seal for executing documents where necessary. The following individuals or officers are authorised to authenticate its use by their signature:

- The Accountable Officer;
- The Chair of the Governing Body;
- The Chief Finance Officer;

71. The CCG will keep a record of the date and purpose of each occasion where the seal has been used and report these to the next available Audit Committee meeting.

Execution of a document by signature

72. The following individuals are authorised to execute a document on behalf of the CCG by their signature:

- The Accountable Officer;
- The Chairman of the Governing Body;
- The Chief Finance Officer; or