

## Primary Care Contracts Sub-Committee

### TERMS OF REFERENCE

<p><b>Status</b></p>	<ol style="list-style-type: none"> <li>1. The Board of the ICB has established the Finance Performance and Investment Committee (the “FPIC”) and, in turn, the Primary Care Contracts Sub-Committee (“the subcommittee”) has been formally established as a sub-committee of the FPIC.</li> <li>2. These Terms of Reference set out the membership, the remit, responsibilities and reporting arrangements of the subcommittee and may only be changed with the approval of the FPIC and the Board. Additionally, the membership of the subcommittee must be approved by the Chair of the Board.</li> <li>3. The subcommittee and all of its members are bound by the ICB’s Constitution, Standing Orders, Standing Financial Instructions, policies and procedures of the ICB.</li> </ol>
<p><b>Authority</b></p>	<ol style="list-style-type: none"> <li>4. The subcommittee is authorised by the Board to take all necessary actions to fulfil the remit described within these terms of reference, including obtaining professional (including legal) advice, commissioning reports and creating groups. The subcommittee will follow the processes described by the Board for commissioning any professional advice.</li> <li>5. The subcommittee does not have the authority to delegate any functions delegated to it. However, the subcommittee may establish groups (e.g. working, advisory or task and finish groups), which do not have any decision-making powers but may inform the work of the subcommittee. Such groups must operate under terms of reference approved by the subcommittee, and these must reflect appropriate arrangements for the management of conflicts of interest.</li> </ol>
<p><b>Purpose</b></p>	<ol style="list-style-type: none"> <li>6. The subcommittee is established to provide oversight of the ICB’s primary care contracting functions and to make decisions on the review and procurement of primary care services in North East London and other direct commissioning under delegated authority from NHS England.</li> </ol>
<p><b>Responsibilities of the subcommittee</b></p>	<ol style="list-style-type: none"> <li>7. The role of the subcommittee shall be to carry out the functions relating to the commissioning and management of primary medical care services in accordance with the agreement entered into between NHS England and the ICB (<b>‘the Delegation Agreement’</b>), which can be found at <b>Annex 1.</b><sup>1</sup></li> <li>8. Specific matters delegated to the subcommittee (including any matters delegated by NHS England to the ICB) are set out in the ICB’s operational scheme of delegation [for Primary Care], which is [in the Handbook.] The</li> </ol>

<sup>1</sup> For primary medical services, see Schedule 2A in particular.

subcommittee is authorised by the ICB to take decisions in relation to those matters.

9. This includes the following:

- (a) Overseeing arrangements for ensuring effective primary medical services contract management.
- (b) Overseeing the design and commissioning of any enhanced services.
- (c) Overseeing the design and offer local incentive schemes as an alternative to the Quality Outcomes Framework (QOF) or enhanced services.
- (d) Overseeing the development of commissioning proposals for urgent care for out of area registered patients, ensuring compliance with any mandated guidance in relation to the design and commissioning of these services.
- (e) Oversee the development of plans regarding the primary medical services provide landscape, and taking decisions in relation to:
  - Establishing new primary medical services providers.
  - Approving practice mergers and closures.
  - Dispersing patient lists.
  - Agreeing boundary variations.
  - The procurement/award of new contracts (subject to financial limits).
- (f) Overseeing arrangements for commissioning PCN Contract Direct Enhanced Services.
- (g) Overseeing arrangements for commissioning ancillary support services.
- (h) Overseeing arrangements for managing primary medical services providers providing inadequate standards of care.
- (i) Making decisions on discretionary payments and discretionary support (e.g. returner/retainer schemes).

**Key duties relating the exercise of the subcommittee's functions**

10. Where such functions have been delegated to the ICB by NHS England, as set out in the Delegation Agreement, the subcommittee shall ensure that it adheres to the agreement at all times and the requirements of any assurance arrangements made by NHS England.

11. The Delegation Agreement imposes wide-ranging contractual obligations and refers to relevant guidance documents, policy and expectations, and

	<p>Mandated Guidance issued by NHS England from time-to-time.<sup>2</sup> In certain circumstances, decisions may require the approval of the ICB's Chief Executive Office or Chief Finance Officer and require approval of NHS England in accordance with the delegated financial limits set out in the delegation agreement.<sup>3</sup></p>
<p><b>Collaboration and Alignment with Wider System Primary Care Governance</b></p>	<p>12. The subcommittee will work closely with:</p> <ul style="list-style-type: none"> <li>(a) The Primary Care Collaborative and any groups it establishes.</li> <li>(b) Governance structures in the seven places, which have a remit over primary care, in the context of the financial framework.</li> </ul> <p>This shall include the ability to ask those governance structures to support it in the exercise of its functions and to receive recommendations from them in order to inform decisions, as appropriate.</p>
<p><b>Chairing arrangements</b></p>	<p>13. The subcommittee will be chaired by the Chief Finance and Performance Officer or nominated deputy appointed on account of their specific knowledge, skills and experiences making them suitable to chair the subcommittee and will agree the subcommittee's agenda and ensure that its work and discussions meet the objectives set out in these terms of reference.</p> <p>14. Subcommittee members may appoint a Vice Chair from amongst the members. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the subcommittee will be responsible for deciding the appropriate course of action.</p>
<p><b>Membership</b></p>	<p>15. The subcommittee members shall be appointed by the Board in accordance with the ICB Constitution and the Chair of the ICB will approve the membership of the subcommittee.</p> <p>16. The subcommittee shall have 5 members as follows:</p> <ul style="list-style-type: none"> <li>(a) Chief Finance and Performance Officer or nominated deputy (<b>Chair</b>)</li> <li>(b) Chief Medical Officer or nominated clinical deputy</li> <li>(c) Chief Nurse Officer or nominated quality clinical deputy</li> <li>(d) Managing Director of Primary Care</li> <li>(e) Associate Non-Executive Member</li> </ul>
<p><b>Participants</b></p>	<p>17. Only members of the subcommittee have the right to attend meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the subcommittee.</p>

<sup>2</sup> See Schedule 9 of the Delegation Agreement.

<sup>3</sup> See Schedule 5 of the Delegation Agreement.

## Meetings Quoracy and Decisions

18. The Associate Medical Director will have a standing invitation to attend.
19. Representatives from Healthwatch, Local Medical Committee (Londonwide and Barking & Dagenham and Havering), Local Dental Committee, Local Optometry Committee and Local Pharmacy Committee will have standing invitations to attend meetings of the subcommittee.
20. The subcommittee may invite a range of Senior Managers to attend meetings to support the subcommittee in discharging its responsibilities.

21. The subcommittee will operate in accordance with the ICB's governance framework, as set out in its Constitution and Handbook and wider ICB policies and procedures, except as otherwise provided below:

### Scheduling meetings

22. The subcommittee shall ordinarily meet on a bi-monthly basis, with six meetings each financial year. Additional meetings may be convened on an exceptional basis at the discretion of the Chair.
23. The Board, Chair, Chief Executive or FPIC may ask the subcommittee to convene further meetings to discuss particular issues on which they want the subcommittee's advice.

### Quoracy

24. For a meeting to be quorate there must be three members present, which must include:
  - (a) Either the Chair or Vice Chair;
  - (b) One clinician
  - (c) One Chief Officer or nominated deputy;
25. If any member of the subcommittee has been disqualified from participating on an item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
26. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

### Voting

27. Decisions will be taken in accordance with the Standing Orders. The subcommittee will ordinarily reach conclusions by consensus. When this is not possible, the Chair may call a vote. Only members of the subcommittee may vote. Each member is allowed one vote and a simple majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the subcommittee will hold the casting vote. The result of the vote will be recorded in the minutes.

### Papers and notice

28. A minimum of five clear working days' notice is required of the date and time of a meeting. Notice of all meetings shall comprise venue, time and date of the meeting, together with an agenda of items to be discussed. Supporting papers must be distributed at least five clear working days ahead of the meeting.
29. On occasion it may be necessary to arrange urgent meetings at shorter notice. In these circumstances the Chair will give as much notice as possible to members. Urgent papers shall be permitted in exceptional circumstances at the discretion of the Chair.

#### Virtual attendance

30. It is for the Chair to decide whether or not the subcommittee will meet virtually by means of telephone, video or other electronic means. Where a meeting is not held virtually, the Chair may nevertheless agree that individual members may attend virtually. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. How a person has attended a meeting shall be specified in the meeting minutes.

#### Recordings of meetings

31. Except with the permission of the Chair, no person admitted to a meeting of the subcommittee shall be permitted to record the proceedings in any manner whatsoever, other than in writing

#### Confidential information

32. Where confidential information is presented to the subcommittee, all those who are present will ensure that they treat that information appropriately in light of any confidentiality requirements and information governance principles.

#### Meeting minutes

33. The minutes of a meeting will be formally taken in the form of key points of debate, actions and decisions and a draft copy circulated to the members of the subcommittee together with the action log as soon after the meeting as practicable. The minutes shall be submitted for agreement at the next meeting where they shall be signed by the Chair.

#### Governance support

34. Governance support to the subcommittee will be provided by the ICB's governance team.

#### Conflicts of interest

35. Conflicts of interest will be managed in accordance with the policies and procedures of the ICB and those contained in the Handbook and shall be consistent with the statutory duties contained in the National Health Service Act 2006 and any statutory guidance issued by NHS England.

## Behaviours and Conduct

36. Members will be expected to behave and conduct business in accordance with:
  - (a) The ICB's policies and procedures including its Constitution, Standing Orders and Standards of Business Conduct Policy; which sets out the expected behaviours that all members of the Board and its committees will uphold whilst undertaking ICB business;
  - (b) The NHS Constitution;
  - (c) The Nolan Principles;
37. Members must demonstrably consider equality diversity and inclusion implications of the decisions they make.

## Accountability and Reporting

38. The subcommittee is accountable to the FPIC and shall report to the FPIC on how it discharges its responsibilities.
39. The subcommittee will submit copies of its minutes and a report to the FPIC following each of its meetings.
40. The subcommittee will provide the FPIC with an annual report. The report will summarise its conclusions from the work it has done during the year.

## Review

41. The subcommittee will review its effectiveness at least annually.
42. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the FPIC and the Board for approval.
43. It is acknowledged that overtime the particulars of the Delegation Agreement will updated in order that the ICB takes delegated responsibility the further functions related to wider primary care services (i.e. Pharmaceutical Services, Dental and General Ophthalmic Services). Over the longer term, it is expected that the ICB becomes responsible under statute for such services. At each juncture, the ICB will review its governance accordingly.

**Date of approval:** 31 May 2023

**Date of review** 1 April 2024

**Version:** 1.1