

Primary Care Contracts Sub-Committee

TERMS OF REFERENCE

Status	<ol style="list-style-type: none">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 sub-committee”) has been formally established as a sub-committee of the FPIC.2. These Terms of Reference set out the membership, the remit, responsibilities and reporting arrangements of the sub-committee and may only be changed with the approval of the FPIC and the Board. Additionally, the membership of the sub-committee must be approved by the Chair of the Board.3. The sub-committee and all of its members are bound by the ICB’s Constitution, Standing Orders, Standing Financial Instructions, policies and procedures of the ICB.
Authority	<ol style="list-style-type: none">4. The sub-committee 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 sub-committee will follow the processes described by the Board for commissioning any professional advice.5. The sub-committee does not have the authority to delegate any functions delegated to it. However, the sub-committee 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 sub-committee. Such groups must operate under terms of reference approved by the sub-committee, and these must reflect appropriate arrangements for the management of conflicts of interest.
Purpose and responsibilities	<ol style="list-style-type: none">6. The role of the sub-committee shall be to oversee the exercise of functions relating to primary care, primarily as relates to contracting and financial matters.7. The specific matters delegated to the sub-committee are set out in the ICB’s Operational Scheme of Delegation for Primary Care, which is in the Handbook and is available at this link. The sub-committee is authorised by the ICB to take decisions in relation to those matters described in the scheme of delegation and summarised below:<ol style="list-style-type: none">(a) Oversight of all financial operations and decisions in relation to primary care services, within the ICB’s area.

- (b) Planning the Primary Medical Services Provider landscape in the ICB's area.
- (c) Managing the Primary Medical Services contracts and the performance of Primary Medical Services Providers (including making decisions in relation to the management of those who are poorly performing).
- (d) Planning and making decisions in relation to the commissioning and management of Primary Dental Services, including by carrying out needs assessments.
- (e) Undertaking reviews of the Primary Dental Services in the ICB's area and planning the dental provider landscape.
- (f) Making decisions in relation to the management of poorly performing Dental Services providers.
- (g) Establishing appropriate contractual arrangements with acute providers to commission acute dental services.
- (h) Awarding new contracts for prescribed dental services.
- (i) Making decisions in relation to the management and provision of local Primary Ophthalmic Services, including by assuming responsibility for the award of new Primary Ophthalmic Services Contracts.
- (j) Overseeing the performance of each of the relevant Primary Ophthalmic Services Contracts.
- (k) Overseeing compliance of those who are party to Local Pharmaceutical Services Contracts with the terms of those contracts.
- (l) Supporting the implementation and delivery of all elements of the Community Pharmacy Contractual Framework.
- (m) Making decisions on how the ICB's individual allocation for PODs is spent.

Key duties relating the exercise of the sub-committee's functions

8. Financial management in relation to primary care will be assured through the sub-committee, which may escalate matters to FPIC on the advice of the Chief Finance and Performance Officer. Where appropriate, the sub-committee may refer matters relating to Pharmacy, Ophthalmology and Dental services ('PODs') for discussion at the POD Commissioning Oversight Group ('COG').
9. The sub-committee's assurance responsibilities will be facilitated by:
 - (a) Attendance of the Managing Director for Primary Care at meetings of the sub-committee.
 - (b) Written summary reports from the Managing Director for Primary Care which shall be provided to the sub-committee on a quarterly basis. Such reports shall focus on areas of risk, and key points of debate, actions and decisions taken within the forum of COG or otherwise in relation to PODS.
 - (c) Reports or other outputs which are shared with the sub-committee by COG.

Collaboration and Alignment with Wider System Primary Care Governance

10. The ICB's responsibilities relating to primary care have been delegated to it by NHS England in reliance on section 65Z5 of the NHS Act 2006 and in accordance with the Primary Care Delegation Agreement. The sub-committee 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 on the ICB and refers to relevant guidance documents, policy and expectations, and Mandated Guidance issued by NHS England from time-to-time.¹ In certain circumstances, decisions may require the approval of the ICB's Chief Executive Office or Chief Finance and Performance Officer and require approval of NHS England in accordance with the financial limits set out in the Delegation Agreement, which includes where a matter in relation to the Delegated Functions is *novel contentious or repercussive*². The sub-committee will ensure that it takes advice on any matter where these requirements may apply and escalate matters as appropriate.
12. In relation to PODS, the sub-committee shall also take into account any advice, guidance or recommendations made by COG.
13. The sub-committee will work closely with:
 - (a) The Primary Care Collaborative and any groups it establishes.
 - (b) Governance structures in the seven places, which have a remit over primary care, in the context of the financial framework.

¹ See Schedule 9 of the Delegation Agreement.

² See Schedule 5 of the Delegation Agreement.

	<ul style="list-style-type: none"> (c) COG and any other governance structures established for the purposes of PODS in London. (d) The NEL Primary Care Quality Group. (e) The Primary Care Delivery Group <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>Chairing arrangements</p>	<ul style="list-style-type: none"> 14. The sub-committee will be chaired by the Independent Clinical Chair who is appointed on account of their specific knowledge, skills and experiences making them suitable to chair the sub-committee and will agree the sub-committee's agenda and ensure that its work and discussions meet the objectives set out in these terms of reference. 15. Sub-committee 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 sub-committee will be responsible for deciding the appropriate course of action.
<p>Membership</p>	<ul style="list-style-type: none"> 16. The sub-committee 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 sub-committee. 17. The sub-committee shall have 8 members as follows: <ul style="list-style-type: none"> (a) Independent Clinical Chair (Chair) (b) Non-Executive Member of the ICB Board (Vice Chair) (c) Chief Finance and Performance Officer or nominated deputy (d) Chief Medical Officer or nominated clinical deputy (e) Chief Nursing Officer or nominated quality clinical deputy (f) Managing Director of Primary Care (g) Associate Medical Director of Primary Care (h) A Place Director, on behalf of the Place Based Partnerships
<p>Participants</p>	<ul style="list-style-type: none"> 18. Only members of the sub-committee 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 sub-committee. 19. The following will have a standing invitation to attend meetings of the sub-committee: <ul style="list-style-type: none"> (a) Representatives from Healthwatch and the Local Medical Committee (London-wide and Barking & Dagenham and

Meetings Quoracy and Decisions

Havering), Local Dental Committee, Local Optical Committee and Local Pharmaceutical Committee.

20. The sub-committee may, invite others to attend meetings to support the sub-committee in discharging its responsibilities (e.g. Senior Managers, members of the POD Commissioning Team, members of COG).

21. The sub-committee 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 sub-committee 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 sub-committee to convene further meetings to discuss particular issues on which they want the sub-committee's advice.

Quoracy

24. For a meeting to be quorate there must be four members present, which must include:

- (a) Either the Chair or Vice Chair;
- (b) One Clinician

25. If any member of the sub-committee 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 sub-committee will ordinarily reach conclusions by consensus. When this is not possible, the Chair may call a vote. Only members of the sub-committee 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 sub-committee 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 also 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 virtual meeting by email or MS teams shall be permitted in exceptional circumstances (i.e. remedial action) at the discretion of the Chair.

Virtual attendance

30. It is for the Chair to decide whether or not the sub-committee 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.

Admissions of the public

31. The Chair shall determine, at their discretion, whether a meeting or part of a meeting shall be held in public or otherwise. It is anticipated that six meetings each year will be open to the public.
32. The Chair shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the business shall be conducted without interruption and disruption.
33. A person may be invited by the Chair to contribute their views on a particular item or to ask questions in relation to agenda items. However, attendance shall not confer a right to speak at the meeting.
34. Matters to be dealt with by a meeting following the exclusion of representatives of the press and other members of the public shall be confidential to the members of the Sub-Committee and others in attendance.
35. There shall be a section on the agenda for public questions to the committee, which shall be in line with the ICB's agreed procedure as set out on our website [here](#).

Recordings of meetings

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

Confidential information

37. Where confidential information is presented to the sub-committee, all those who are present will ensure that they treat that information appropriately in light of any confidentiality requirements and information governance principles. This includes any information governance

requirements expected of the ICB under the Delegation Agreement (e.g. clauses 17 and 21) and the MOU (e.g. clause 22).

Meeting minutes

38. 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 sub-committee 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

39. Governance support to the sub-committee will be provided by the ICB's governance team.

Conflicts of interest

40. 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.

41. The ICB acknowledges that it shall comply with sections 17 and 23 of the MOU which, in summary, requires the ICB to:

- (a) Openly declare conflicts of interest in any decision-making forum convened for the purposes of making a decision under the provisions of the MOU.
- (b) Comply with relevant guidance and maintain a publicly available register of interests in respect of all persons making decisions concerning the functions set out in the MOU.

Behaviours and Conduct

42. 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;

43. Members must demonstrably consider equality diversity and inclusion implications of the decisions they make.

Accountability and Reporting

44. The sub-committee is accountable to the FPIC and shall report to the FPIC on how it discharges its responsibilities.



Review	45. The sub-committee will submit copies of its minutes and a report to the FPIC following each of its meetings.
	46. The sub-committee will provide the FPIC with an annual report. The report will summarise its conclusions from the work it has done during the year.
	47. The sub-committee will review its effectiveness at least annually or more frequently if required.
	48. 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.

Date of approval: 31 January 2024

Date of review 1 April 2025

Version: 2.0

Annex 1 – Key Documents

Delegation Agreement	https://northeastlondon.icb.nhs.uk/wp-content/uploads/2023/07/NEL-Primary-Care-and-Dental-Delegation-Agreement-FINAL.pdf
Memorandum of Understanding (PODS), including the Terms of Reference for the Commissioning Oversight Group	<div style="text-align: center;">  MOU POD Services London.pdf </div> <div style="text-align: center; margin-top: 20px;">  London POD Commissioning Ove </div>
London Operating Model for PODS	[insert]
Link to the Operational Scheme of Delegation for Primary Care	https://intranet.northeastlondon.icb.nhs.uk/wp-content/uploads/2024/02/Appx-4.2-Operational-Scheme-of-Reservation-and-Delegation-for-Primary-Care.pdf