

**NHS Gloucestershire
Integrated Care Board**

**Primary Care & Direct
Commissioning Committee
Terms of Reference**

v1.0
1st July 2022

1. Introduction

- 1.1 The Primary Care & Direct Commissioning Committee, PC&DC (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution and in accordance with Delegations made under section 65Z5 of the 2006 NHS Act¹ as amended by the Health Bill 2021.
- 1.2 NHS England has delegated authority to the ICB for the commissioning of primary care. Part 1 of Schedule 2A (Primary Medical Services)² sets provision regarding the carrying out of those Delegated Functions relating to Primary Medical Services, being in summary:
- decisions in relation to the commissioning and management of Primary Medical Services;
 - planning Primary Medical Services in the Area, including carrying out needs assessments;
 - undertaking reviews of Primary Medical Services in respect of the Area;
 - management of the Delegated Funds in the Area;
 - co-ordinating a common approach to the commissioning and delivery of Primary Medical Services with other health and social care bodies in respect of the Area where appropriate; and
 - such other ancillary activities that are necessary in order to exercise the Delegated Functions.
- 1.3 The committee acknowledges that, in addition to the statutory duties set out in Part 1 Schedule 2A (Primary Medical Services) that it already complies with, it must comply with the following as regards primary care:
- a) duty to consult with Local Medical Committees³ and other stakeholders in accordance with the duty of public involvement and consultation under section 14Z2 of the NHS Act;*
- 1.4 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.5 Committee members including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.

¹ See Part 1, Health Bill 2021 s.60 Joint working and delegation arrangements

² The National Health Service (Personal Medical Services Agreements) Regulations 2015

³ Consultation to include Local Pharmacy Committee, Local Optical Committee and Local Dental Committee when delegated authority extends to Pharmacy, Optometry and Dental services.

2. Purpose

- 2.1 The purpose of the Committee is to manage the delivery of those elements of the primary care healthcare services delegated by NHS England to the ICB. The aim will be to deliver to the people of Gloucestershire, on behalf of the ICB, services that are of high quality, clinically effective and safe, within available resources. This will be delivered through a culture of openness supported by sound governance arrangements.
- 2.2 The Committee is currently responsible for the commissioning of primary care. NHS England may at some point delegate authority to the ICB for the commissioning of primary dental services, primary pharmacy and ophthalmic services. The Primary Care and Direct Commissioning Committee will at the point of delegation of these services to the ICB, review its terms of reference and include these services within its committee remit.

3. Delegated Authority

- 3.1 The purpose of the Committee is to manage the delivery of those elements of the primary care healthcare services delegated by NHS England to the ICB. The aim will be to deliver to the people of Gloucestershire, on behalf of the ICB, services that are of high quality, clinically effective and safe, within available resources. This will be delivered through a culture of openness supported by sound governance arrangements
- 3.2 The PC&DC Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.
- 3.3 The PC&DC Committee is authorised by the Integrated Care Board to:
- 3.3.1 Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference;
- 3.3.2 Commission any reports it deems necessary to help fulfil its obligations;
- 3.3.3 Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice.

3.3.4 The PC&DC Committee holds only those powers as delegated in these Terms of Reference as determined by the ICB Board.

4. Membership

4.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

4.2 The Board will appoint the six committee members:

- Committee Chair: shall be an Independent Non-Executive Director of the ICB who is not the Chair of the Audit Committee;
- Committee Vice-Chair: Independent Non-Executive Director of the ICB with a remit for Quality;
- Chief Executive Officer or Deputy CEO of the ICB;
- ICB Chief Medical Officer;
- ICB Chief Nursing Officer;
- ICB Chief Financial Officer;

4.3 Members will possess between them knowledge, skills and experience in primary care development and contracting, patient safety and quality and technical or specialist issues pertinent to the ICB's business (such as dentistry, optometry and pharmacy). When determining the membership of the Committee, active consideration will be made to diversity and equality.

4.4 Membership will be reviewed, and other individuals may be invited to become members of the Committee as and when appropriate to meet the needs of the agenda.

4.5 Attendees and other Participants

4.5.1 Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Director of Primary Care & Place;
- Deputy Director of Primary Care and Place (Primary Care Development);
- Citizen Member;
- Head of Primary Care Contracting;
- Councillor, Gloucestershire County Council.

- 4.5.2 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter, including representatives from the primary care estates, workforce developments and the Training Hub.
- 4.5.3 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 4.5.4 If the membership of the Committee includes the Deputy CEO rather than the CEO, then the Chief Executive should be invited to attend the meeting at least annually.

4.6 Attendance

- 4.6.1 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

5. **Quoracy**

- 5.1 For a meeting to be quorate a minimum of four members must be present at the meeting including:

- One Independent Non-Executive Director of the ICB;
- Chief Financial Officer or their nominated deputy.

- 5.2 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

- 5.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

6. **Quoracy**

- 6.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

6.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

7. Frequency and Notice of Meetings

7.1 The Committee shall meet up to six times a year. The Chair of the Committee may convene additional meetings as required.

7.2 Meetings of the Committee shall:

7.2.1 Be held in public; and

7.2.2 The Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

7.2.3 In accordance with the Standing Orders, the Committee may meet virtually when necessary, and members attending using electronic means such as telephone or videoconferencing shall be counted towards the quorum.

8. Committee Secretariat

8.1 The Committee shall be supported with a secretariat function provided by the Corporate Governance Team. The Governance Team shall ensure that:

8.1.1 The agenda and papers are prepared and distributed in accordance with the Standing Orders at least five (5) working days before the meeting, having been agreed by the Chair with the support of the relevant Executive Lead – Director of Primary Care & Place;

8.1.2 Attendance by members of the committee is monitored and reported annually as part of the Annual Governance Statement (contained within the Annual Report);

8.1.3 Records of members' appointments and renewal dates are maintained, and the Board is prompted to renew membership and identify new members where necessary;

- 8.1.4 Good quality minutes are taken and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept;
- 8.1.5 The Chair is supported to prepare and deliver reports to the Board;
- 8.1.6 The Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 8.1.7 Action points are taken forward between meetings and progress against those actions is monitored.
- 8.2 All members or attendees at the Committee are required to declare any potential or actual conflict of interest before items are discussed. There will be a standing agenda item at the beginning of each meeting for this purpose. Even if an interest has been recorded in the register of interests, it must still be declared in meetings where matters relating to that interest are records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.

9. Remit and Responsibilities of the Committee

- 9.1 In accordance with its statutory powers under section 65Z5 of the NHS Act, NHS England has delegated the exercise of the Delegated Functions to the ICB to empower it to commission Primary Care Services for the people of Gloucestershire.
- 9.2 Each Integrated Care Board Committee will have a remit which encompasses two primary areas of responsibility:
 - 9.2.1 The Committee will exercise the delegated authority of the Board to execute assurance against a sub-set of its statutory duties and functions. It will retain oversight of progress against the Integrated Care Board's strategic priorities through the developing partnership and integrated working of its members. This balanced approach will ensure that the governance focus of the Committee spans both current performance and risk as well as strategic development and system effectiveness. Committees will have a core membership spanning both areas of its responsibility, which can be enhanced as required by the addition of co-opted attendees or participants who are invited to contribute to the debate and deliberation of the Committee. The decision on the use of co-opted attendees or participants rests with the Chair of the Committee.
- 9.3 The role of the Primary Care Commissioning Committee shall be to carry out delegated functions that are related to the commissioning of primary medical

services from NHS England to the ICB as set out in Schedule 2A (Primary Medical Services). This includes delegated responsibility for the following:

- 9.3.1 The award of GMS, PMS and APMS contracts. This includes: the design of PMS and APMS contracts; and monitoring of contracts;
 - 9.3.2 Locally defined and designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
 - 9.3.3 Making decision regarding local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
 - 9.3.4 Reviewing, analysing, and providing constructive challenge regarding primary care performance, including requesting both remedial and preventative programmes of work and individual action plans.
 - 9.3.5 Procurement of new practice provision;
 - 9.3.6 Discretionary payment (e.g., returner/retainer schemes);
 - 9.3.7 Approving practice mergers;
 - 9.3.8 Primary Care Estates Strategy;
 - 9.3.9 Premises improvement grants and capital developments;
 - 9.3.10 Contractual action such as issuing breach/remedial notices and removing a contract; and
 - 9.3.11 Reporting details of 22a – i to the ICB.
- 9.4 The Committee shall also have oversight of the landscape, development plans and performance/usage of digital information system (notably clinical/patient information systems) and other technology, uptake of and compliance with local and national digital transformation and integration programmes, and the adoption of innovative medical technology.
- 9.5 Primary Care Networks (PCNs)
- 9.5.1 PCNs shall be accountable to the PC&DC Committee.

- 9.5.2 The Committee shall review the ICB plans for the management of the Network Contract Directed Enhances Services, including plans for re-commissioning these services annually where appropriate.
- 9.5.3 The Committee shall receive assurances that the planning of Primary Care Networks in Gloucestershire complies with published specifications and guidance including:
- Maintain or establish identified Network Areas to support the local population in the Area;
 - Review any waived PCN list size requirements wherever possible and appropriate to best support the local population in the Area;
 - Ensure that each PCN has at all times an accountable Clinical Director;
 - Align each PCN with an ICB that would best support delivery of services to the local population in the Area;
 - Collaborate and work with other ICBs as appropriate to agree which ICB will be the lead ICB for the PCN.
- 9.5.4 The Committee shall receive assurances that the planning of Primary Care Networks in Gloucestershire complies with published specifications and guidance including maintaining or establishing identified Network Areas to support the local population in the area.
- 9.5.5 The Committee shall receive highlight reports regarding the activities of Primary Care Networks, including PCN transformation and improvement plan progress, shared risks and issues, and interaction with individual member practices and Integrated Locality Partnerships (ILPs).
- 9.6 Financial Accountability
- 9.6.1 The Committee's authority for procuring services is covered in the ICB Scheme of Reservation and Delegation and Standing Financial Instructions.
- 9.7 The Committee shall refresh the Primary Care Strategy for Gloucestershire and report on and make recommendations to the ICB on the following:
- Primary Medical Care Strategy for Gloucestershire;
 - Planning primary medical care services in Gloucestershire (including needs assessment);
 - Performance management of primary care services and contracts.
- 9.8 The Committee may delegate some tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance

arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest. The Committee may not delegate the procurement of services to any individual or sub-committee.

- 9.9 The Committee shall be structured to address two core parts: statutory functions, and the transformational agenda which will link with the Clinical Programmes Approach and interface with, but not oversee, ILPs.
- 9.10 The Committee shall receive information regarding the allocation of operational and transformation funding provided to individual practices and PCNs, both capital and revenue, and similarly shall receive information on the use of those funds relative to the achievement of agreed objectives. The Committee shall hold practices and PCNs to account for value for money and other pertinent metrics regarding any such funding. Such monitoring and accountability notably includes, but may not be limited to, all items listed under sections 9.3 and 9.4 of these Terms of Reference.

10. Relationship with the ICB and other groups / committees / boards

- 10.1 The Committee has delegated authority for the commissioning of some primary care services as outlined in section 7.2, a-l.
- 10.2 The Committee shall make recommendations to the ICB for the primary care services and functions listed at section 7, 1-2,
- 10.3 The ICB Primary Care Operational Group (PCOG) shall undertake the operational management, implementation and oversight of the nationally defined primary medical care contracts and the primary medical care workstreams. In addition, the PCOG will also monitor complaints and quality.
- 10.4 The Primary Care Operational Group will act as a sub-committee and shall report to the Committee and submit the minutes of their meetings to the Committee for review.
- 10.5 The Primary Care Operational Group shall provide a timely summary highlight report of primary care planning, performance (operational and financial), quality and transformation activities for review by the PC&DC Committee

11. Policy and Best Practise

- 11.1 The Committee has delegated authority for the commissioning of some primary care services as outlined in section 7.2, a-l.

11.2 When considering matters, the Committee should take into account the following:

- All statutory requirements applicable to the ICB;
- NHS England requirements and standards;
- Best professional practice and standards, e.g. CIPD;
- Emerging risks and issues;
- Relevant Business Information and Data analyses.

11.3 In exercising the Delegated Functions, the Committee must have due regard to the Guidance set out at Schedule 9 and such other guidance as may be issued by NHS England from time to time, including on the Primary Care Guidance web page.

11.4 The Committee will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within its terms of reference and within a limit determined by the Chief Financial Officer. The Committee shall have regard to current good practice, policies and guidance from NHSE&I, the ICS and other relevant bodies.

12. Monitoring and Reporting

12.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities

12.2 The minutes of each meeting of the Committee shall be formally recorded and retained by the Integrated Care Board. The minutes shall be submitted to the Board of the ICS.

12.3 The Chair will provide assurance reports to the Board after each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

12.4 The Committee will provide an annual report to the Board to describe how it has fulfilled its terms of reference, details on progress and a summary of key achievements in delivering its responsibilities.

12.5 The Committee will undertake an annual committee effectiveness review using the existing template model.

13. Conduct of the Committee

- 13.1 Members will be expected to conduct business in line with the ICB values and objectives
- 13.2 Members of, and those attending the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.
- 13.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
- 13.4 Conflicts of interests: In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team and submitted to the PC&DC Committee at each meeting and to the Board annually. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

14. Conduct of the Committee

- 14.1 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 Board for approval.