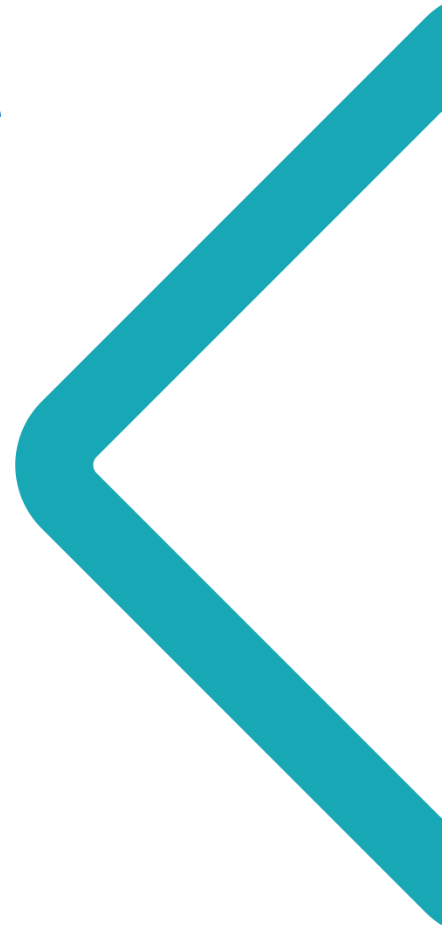
NHS
Cheshire and Merseyside

NHS Cheshire and Merseyside Integrated Care Board



System Primary Care Committee

Terms of Reference

Document revision history

Date	Version	Revision	Comment	Author / Editor
January 2022	1.0	Initial ToRs		Ben Vinter
25.8.2022	1.1		Revisions following first meeting of System Primary Care Committee	Christopher Leese
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1. Introduction

The System Primary Care Committee (the Committee) is established by the Board of NHS Cheshire and Merseyside (the Board) as a Committee of the Board and in accordance with its Constitution, Standing Orders, Standing Financial Instructions and its Scheme of Reservation and Delegation (SORD).

These Terms of Reference (ToR), will 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.

2. Purpose

The Committee has been established to enable collective decision-making on review, planning, procurement, commissioning and management of primary care services in relation to primary medical services, community pharmacy, primary dental and primary (General Practice) ophthalmic services in accordance with the ICB's statutory commissioning responsibilities across Cheshire and Merseyside and its functions exercised under delegated authority from NHS England. In performing its role, the Committee will exercise its functions in accordance with the delegation agreement entered into between NHS Cheshire and Merseyside and NHS England (NHSE).[1]

The Committee will also provide oversight and assurance to the Board of the effective planning and provision of primary care services across Cheshire and Merseyside.

Providing assurance involves:

- **Triangulating multiple sources** of appropriate internal and external information, including:
  - data analysis and contract performance intelligence
  - patients', service users' and carers' reports, surveys, complaints, and concerns
  - evidence from key system leaders
  - other intelligence agreed to be important and reliable.

- **Remedial action:** Where assurance cannot be provided in part or in full, to provide the Board with details of remedial actions being taken and or being recommended.

- **Considering efficacy and efficiency:** Things are not only in place, but the right things are being done in the right way to achieve the right objectives, which support the ICS aims.

The functions of the Committee are undertaken in line with NHS Cheshire and Merseyside desire to promote an increase quality, efficiency, productivity, and value for money and to remove administrative barriers.

[1] https://www.cheshireandmerseyside.nhs.uk/media/cyknidfl/cm-primary-care-and-dental-delegation-agreement-2023-final-version-issued-230323.pdf

3. Authority

The Board of NHS Cheshire and Merseyside has delegated authority to the Committee as set out in these Terms of Reference and the ICB SORD, and which may be amended from time to time. Delegations are in line with the ICBs functions within the ICB Constitution and NHS Act 2006 (Annex One) and its delegated functions from NHSE (Annex Two). The Committee is also subject to any directions made by NHSE or by the Secretary of State for Health and Social Care.

The duties of the Committee will be driven by the organisation's strategic objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

The Committee is authorised by the Board to:

- investigate and approve any activity as outlined within its terms of reference
- 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) within its remit as outlined in these terms of reference
- commission any reports it deems necessary to help fulfil its obligations
- 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
- establish sub-committees in order to undertake any of the functions of the Committee were considered appropriate and/or necessary by the Committee. The Committee has the authority to agree the Terms of Reference of these sub-committees, including approving any decision making authority that is normally reserved to the Committee and that can be delegated to and undertaken by the sub-committee and its members, in accordance with the ICB's constitution, standing orders, standing financial instructions, SORD and OSORD. This authority will be outlined within a decision making matrix, approved by and overseen by the Committee. Decisions undertaken by these sub-committees will be reported back to the Committee
- approve named positions within the ICB with the delegated authority to undertake any of the functions of the Committee were considered appropriate and/or necessary by the Committee, in accordance with the ICB's constitution, standing orders, standing financial instructions, SORD and OSORD. This authority will be outlined within a decision making matrix, approved by and overseen by the Committee. Decisions undertaken by these individuals for and on behalf of the Committee will be reported back to the Committee
- establish task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups
- commission, review and approve policies where they are explicitly related to areas within the remit of the Committee as outlined within the TOR, or where specifically delegated to the Committee by the ICB Board.

4. Role and Responsibilities of the Committee

In carrying out its role, the Committee will work alongside any of its established sub-committees where decision making authority has been delegated. These sub-committees will also provide regular reports to the Committee outlining what activity and decision have been undertaken.

The Committee will provide regular assurance updates to the Board in relation to activities and items within its remit, as well as provide the Board with any items for escalation.

Commissioning of Primary (GP) Medical Services
The Committee shall approve decisions on the review, planning, procurement, commissioning and management of primary medical (GP) services, subject to any decision-making authority that is delegated by the Committee to sub-committees.

The Committee shall establish nine sub-committees across the nine Places of Cheshire and Merseyside to undertake any of the functions, responsibilities and decisions of the Committee relating to primary medical care services considered appropriate and/or necessary to be taken at Place level. The Committee will agree the Terms of Reference of these sub-committees, including approving any decision making authority. Such decision making authority will be outlined within a decision making matrix, approved by and overseen by the Committee.

The Committee shall oversee, coordinate and promote alignment of the functions exercised amongst the nine Places of Cheshire and Merseyside relating to the commissioning of primary medical (GP) services (the ICB's statutory functions under the NHS Act 2006 and the functions delegated from NHS England). This includes the following:

- develop a system-wide Primary Care Strategy including implementing the GP Forward View, or successor, through robust contractual arrangements with general practices and appropriate developmental support.
- review and consider the aggregate position of agreed service specifications and contractual proposals for all NHS C&M commissioned services from primary care providers
- develop outline framework/ expectations in regard to GMS, PMS and APMS contracts (including the oversight and monitoring of contracts, approving material contractual action such as removing a contract)
- Oversee the system obligations in relation to the Delegation Agreement with NHS England and the Policy and Guidance Manual and other directed enhanced service type national regulatory frameworks as centrally mandated.
- oversee the strategic direction for newly designed enhanced services and agree new specifications where appropriate
- Performance monitoring, oversight and assurance on agreed schemes and services, and compliance to NHSE; escalating issues on to NHSE in line with first level Delegation
- making recommendations related to alignment of decisions on 'discretionary' payment in Place (e.g., returner/retainer schemes).
- co-ordinate a common approach to the commissioning, contracting and delivery of primary care services
- manage the overall budget for commissioning of primary care services, including delegated rents and rates in line with Premises Directions.

- Overseeing delivery of national primary medical services policy at system level and ensuring compliance at place level.

Commissioning of Community Pharmacy
The Committee shall:
- develop outline framework/ expectations in regard to Community Pharmacy essential, advanced and national enhanced services, including associated budgets, quality assurance and all existing NHSEI functions.
- develop and agree local discretionary/ non-core schemes.
- oversee national Community Pharmacy policy at system / local level.

Commissioning of Dental Services
The Committee shall:
- develop outline framework/ expectations in regard to the national general dental, community, personal dental and orthodontic contracting, overseeing the central contracting function is discharged in line with the Dental Policy Book and national rules/frameworks
- responsible for overseeing national dental policy at ICB system and local level
- develop and agree local improvement schemes to support delivery of the national contract and policy asks.

Commissioning of Optometry
The Committee shall:
- develop outline framework/ expectations in regard to the national general ophthalmic services (GOS) contractual regulations and policy
- Responsible for overseeing national GOS policy at ICB system and local level
- Develop and agree local improvement schemes to support delivery of the national contract and policy asks.

Additional responsibilities. The Committees additional responsibilities include:
- support Primary Care development across Cheshire & Merseyside including oversight of:
  - primary care networks (PCNs) ongoing development as the foundations of out-of-hospital care and building blocks of place-based partnerships
  - Workforce, resilience and sustainability
  - Maximisation of GP Contract opportunities such as ARRS (Additional roles) and QOF outcomes
- plan, including needs assessment, for primary care services across Cheshire & Merseyside and to support planning at scale for primary care
- have oversight of the development of an integrated Estates programme across Cheshire & Merseyside and at local level using flexibilities available through PCN arrangements, mixed estates with other partners, premises improvement grants and capital investment monies
- to consolidate risk reviews of primary care services, aggregating findings and supporting solutions/ mitigations at places
- to ensure contract proposals achieve health improvement and value for money
- to oversee quality and safety of services delivered in primary care – receiving regular reports from the ICB Quality and Performance Committee and Finance, Investment and Our Resources Committee providing updates and assurance on primary care related quality, finance and performance issues

- ensure that conflicts of interest have been mitigated in line with the NHS C&M Conflicts of Interest Policy, and all actions/ decisions involving consultation with Committee members or GPs will record any declarations of interest.
- ratifying time limited Place based recommendations related to this committee's remit or determining to 'call-in' such a recommendation and provide an alternative course of action.

Risk Management. The Committee will also ensure the appropriate management of risks in relation to primary care; receiving regular reporting of primary care related Corporate Risks, and relevant Board Assurance Framework (BAF) risk – these will include reference to relevant Place Delivery Assurance risks – both strategic and corporate as per NHS C&M Risk Management Strategy.

5. Membership & Attendance

The Committee members drawn from the Board of NHS Cheshire and Merseyside shall be appointed by the Board in accordance with the ICB Constitution. Committee members drawn from outside of the Board of NHS Cheshire and Merseyside shall be appointed by the Committee, in line with the approved membership outlined within the TOR.

The membership shall consist of the following voting members:
- at least two ICB Non Executive Member (Chair)
- at least one ICB Partner Member (1 to be the Deputy Chair)
- ICB Assistant Chief Executive (or Deputy)
- Associate Director of Primary Care
- ICB Director of Nursing & Care
- ICB Director of Finance
- ICB Medical Director (or Associate Medical Director for Primary Care)
- Independent GP
- at least one Place Director or designated individual from Place.

In attendance by invitation (non-voting):
- Healthwatch nominated representative
- Public Health representative
- Local Medical Committee (LMC) representative
- Pharmaceutical Services Regulations Committee (PSRC) representative
- LOC (Local Optical Committee) representative
- LDC (Local Dental Committee) representation
- LPC (Local Pharmacy Committee) representation
- Membership of other Professional Groups to be agreed/discussed further dependant on agenda item.

All Committee members may appoint a deputy to represent them at meetings of the Committee. Committee members should inform the Chair of their intention to nominate a deputy to attend/act on their behalf and any such deputy should be suitably briefed and suitably qualified (in the case of clinical members).

The Committee may also request attendance by appropriate individuals to present agenda items and/or advise the Committee on particular issues.

Attendees
Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

Meetings of the Committee may also be attended by other individuals, by the agreement of the Chair, who are not members of the Committee for all or part of a meeting as and when appropriate.

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.

6. Meetings

Leadership
The Committee is Chaired by an ICB Non Executive Member of the Board.

Committee members may appoint a Deputy Chair drawn from its voting membership.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Quorum
A meeting of the Committee is quorate if the following are present:

- at least five Committee members in total, including;
  - at least one ICB Non Executive Member or ICB Partner Member
  - at least one Clinically qualified Member
  - at least two ICB Directors (or their nominated deputies).

If the named Chair, or Deputy Chair, are both unable to attend a meeting, and the meeting is required to proceed on the agreed date, then an alternative suitably experienced ICB Non-Executive Member will be asked Chair the meeting. Where these quorum requirements are unable to be met the meeting date will be rearranged.

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.

If on an occasion a Committee meeting is due to start but the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken. Alternatively, the meeting can be called to a halt and an agreement reached to rearrange an additional meeting.

Decision-making and voting
Decisions will be taken in accordance with the Standing Orders and within the authority as delegated to the Committee, and as outlined within the ICBs SORD and Standing Financial Instructions.

The Committee will ordinarily make decisions by consensus. Where this is not possible, the Chair may call a vote.

Only voting members, as identified in the “Membership” section of these terms of reference, may cast a vote. Each member is allowed one vote and a majority will be conclusive on any matter.

A person attending a meeting as a deputy of a Committee member shall have the same right to vote as the Committee member they are representing.

In accordance with ICB policy, no member (or deputy) with a conflict of interest in an item of business will be allowed to vote on that item.

Where there is a split vote, with no clear majority, the Chair will have the casting vote.
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. Decisions will be recorded and formally minuted and ratified at a subsequent formal meeting of the Committee.

Frequency
The Committee will normally meet in private. However, on occasions due to commercial, legal or employee sensitivities for certain some agenda items the meeting may be held in private for all or part, to be agreed by the Chair depending on advice received and agenda item to be discussed. Due process in relation to Patient Consultation requirements should be considered when making this decision.

The Committee will normally meet up to six times each year and arrangements and notice for calling meetings are set out in the ICB Standing Orders. Additional meetings may take place as required.

The Board, ICB Chair, Committee Chair, or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Papers for the meeting will be issued ideally one week in advance of the date the meeting is due to take place and no later than 4 working days.

Administrative Support
The Committee shall be supported with a secretariat function. Which will include ensuring that:

- the agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead

- attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
- Records of declarations of conflicts of interest, members' appointments and renewal dates are retained and the Board is prompted to renew membership and identify new members where necessary
- good quality minutes are taken in accordance with the ICB standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- the Chair is supported to prepare and deliver reports to the Board
- the Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- action points are taken forward between meetings.

Accountability and Reporting Arrangements
The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the Committee secretary and approved minutes and a key issues report submitted to the Board, following each of its meetings, which will draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Committee will also provide a key issues report to each of the place-based primary care sub-committees of the Committee and will receive an equivalent report from each of the place-based primary care committees.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

The outputs of the group may be reported to NHSE/supporting assurance, awareness and interaction.

7. Behaviours & Conduct

Members will be expected to conduct business in line with the ICB value s and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

All members shall comply with the ICB's Managing Conflicts of Interest Policy at all times. In accordance with the ICB's policy on managing conflicts of interest, Committee members should:
- inform the chair of any interests they hold which relate to the business of the Committee.
- inform the chair of any previously agreed treatment of the potential conflict / conflict of interest.
- abide by the chair's ruling on the treatment of conflicts / potential conflicts of interest in relation to ongoing involvement in the work of the Committee.

- inform the chair of any conflicts / potential conflicts of interest in any item of business to be discussed at a meeting. This should be done in advance of the meeting wherever possible.
- declare conflicts / potential conflicts of interest in any item of business to be discussed at a meeting under the standing "declaration of interest" item.
- abide by the chair's decision on appropriate treatment of a conflicts / potential conflict of interest in any business to be discussed at a meeting.

As well as complying with requirements around declaring and managing potential conflicts of interest, Committee members should:
- comply with the ICB's policies on standards of business conduct which include upholding the Nolan Principles of Public Life
- attend meetings, having read all papers beforehand
- arrange an appropriate deputy to attend on their behalf, if necessary
- act as 'champions', disseminating information and good practice as appropriate
- comply with the ICB's administrative arrangements to support the Committee around identifying agenda items for discussion, the submission of reports etc.

Equality diversity and inclusion

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

8. Review

The Committee will review its effectiveness at least annually

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

Annex One: Statutory Framework

The Health and Care Act 2022 amends the NHS Act 2006 by inserting the following provisions:

13YB Directions in respect of functions relating to provision of services
(1) NHS England may by direction provide for any of its relevant functions to be exercised by one or more integrated care boards.
(2) In this section "relevant function" means—
(a) any function of NHS England under section 3B(1) (commissioning functions);
(b) any function of NHS England, not within paragraph (a), that relates to the provision of—
(i) primary medical services,
(ii) primary dental services,
(iii) primary ophthalmic services, or
(iv) services that may be provided as pharmaceutical services, or as local pharmaceutical services, under Part 7;
(c) any function of NHS England by virtue of section 7A or 7B (exercise of Secretary of State's public health functions);
(d) any other functions of NHS England so far as exercisable in connection with any functions within paragraphs (a) to (c).

82B Duty of integrated care boards to arrange primary medical services
(1) Each integrated care board must exercise its powers so as to secure the provision of primary medical services to such extent as it considers necessary to meet the reasonable requirements of the persons for whom it has responsibility.
(2) For the purposes of this section an integrated care board has responsibility for— (a) the group of people for whom it has core responsibility (see section 14Z31), and (b) such other people as may be prescribed (whether generally or in relation to a prescribed service).

In exercising its functions, NHS C&M must comply with the statutory duties set out in NHS Act, as amended by the Health and Care Act 2022, including:

Having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 1989 and section 14Z32 of the 2009 Act);
Exercising its functions effectively, efficiently, and economically (section 14Z33 of the 2006 Act);

- section 14Z34 (improvement in quality of services),
- section 14Z35 (reducing inequalities),
- section 14Z38 (obtaining appropriate advice),
- section 14Z40 (duty in respect of research),
- section 14Z43 (duty to have regard to effect of decisions)
- section 14Z44 (public involvement and consultation),
- sections 223GB to 223N (financial duties), and
- section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).

In addition, NHS C&M will follow the Procurement, Patient Choice and Competition (no2) Regulations 2013 and any subsequent procurement legislation that applies to the ICB.

Annex Two: Schedule 1 – Delegated Functions

A. Decisions in relation to the commissioning, procurement, and management of Primary Medical Services Contracts, including but not limited to the following activities:

- decisions in relation to Enhanced Services
- decisions in relation to Local Incentive Schemes (including the design of such schemes)
- decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices
- decisions about 'discretionary' payments
- decisions about commissioning urgent care (including home visits as required) for out of area registered patients.

B. The approval of practice mergers
C. Planning primary medical care services in the Area, including carrying out needs assessments
D. Undertaking reviews of primary medical care services in the Area
E. Decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions, and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list)
F. Management of the Delegated Funds in the Area
G. Premises Costs Directions functions
H. Co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and
I. Such other ancillary activities as are necessary in order to exercise the Delegated Functions.

SCHEDULE 2 – RESERVED FUNCTIONS OF NHSE

A. Management of the national performers list
B. Management of the revalidation and appraisal process
C. Administration of payments in circumstances where a performer is suspended and related performers list management activities
D. Capital Expenditure functions
E. Public Health Section 7A functions under the NHS Act
F. Functions in relation to complaints management
G. Decisions in relation to the Prime Minister's Challenge Fund; and
H. Such other ancillary activities that are necessary in order to exercise the Reserved Functions.