

**RATIFIED minutes of the meetings in common of:
NHS Bassetlaw CCG Audit Committee
NHS Nottingham and Nottinghamshire CCG Audit and Governance Committee
held on
19/05/2022, 10:00-10:45
Via MS Teams**

Members present Bassetlaw CCG:

Sue Sunderland Non-Executive Director (Chair)
Sam Senior Non-Executive Director

Members present Nottingham and Nottinghamshire CCG:

Sue Sunderland Non-Executive Director (Chair)
Eleri de Gilbert Non-Executive Director
Jon Towler Non-Executive Director

In attendance Bassetlaw CCG:

Michele Godley Deputy Chief Finance Officer

In attendance Nottingham and Nottinghamshire CCG:

Lucy Branson Associate Director of Governance
Sian Gascoigne Head of Corporate Assurance
Andrew Morton Operational Director of Finance
Stuart Poynor Chief Finance Officer
Jo Simmonds Head of Corporate Governance
Sue Wass Corporate Governance Officer (minutes)

In attendance:

Claire Page Client Manager, 360 Assurance
Richard Walton Director, KPMG
Kevin Watkins Client Manager, 360 Assurance

Apologies Bassetlaw CCG:

None

Apologies Nottingham and Nottinghamshire CCG:

None

Introductory Items

AG 22 017 Welcome and apologies
AC22038

Sue Sunderland welcomed everyone to the meeting in common of the Audit and Governance Committees of Bassetlaw CCG and Nottingham and Nottinghamshire CCG, which was held via MS Teams.

Apologies were noted as above.

**AG 22 018 /
AC22039**

Confirmation of quoracy

The meetings were declared quorate for both CCGs.

**AG 22 019 /
AC22040**

Declaration of interest for any item on the agenda

No interests were noted on any item on the agenda.

Sue Sunderland reminded members of their responsibility to highlight any interests should they transpire as a result of discussions during the meeting.

**AG 22 020 /
AC22041**

Management of any real or perceived conflicts of interest

This item was not required, as no interests were declared.

**AG 22 021 /
AC22042**

Minutes from the Committee in Common meeting held on 3 March 2022

The minutes of the meeting in common held on 3 March 2022 were agreed as an accurate record of the discussions held.

**AG 22 022 /
AC22043**

Action log and matters arising from the meeting held on 3 March 2022

All actions were agreed as completed and there were no other matters arising.

ICS Transition Arrangements

**AG 22 023 /
AC22044**

Due Diligence Update

Lucy Branson presented this item and highlighted the following key points:

- a) As part of the national ICB establishment and CCG closedown guidance, CCGs are required to ensure that appropriate due diligence is undertaken to ensure the safe transfer of staff and property from CCGs to ICBs, and to underpin the preparation of the legal instruments required for transfer, abolition, and establishment.
- b) As previously reported, NHS Nottingham and Nottinghamshire CCG and NHS Bassetlaw CCG have worked together to develop a comprehensive due diligence plan in line with the national guidance and a joint Due Diligence Task and Finish Group has been established to oversee delivery of the plan.
- c) Nottingham and Nottinghamshire is predominantly a level 2 system, with the two CCGs 'lifting and shifting' in entirety to the new ICB, which means there is a lower level of risk to the transfer.
- d) Members were advised that Nottingham and Nottinghamshire had also been identified as a level 4 system, due to a single staff transfer from a non-CCG organisation being confirmed. Level 4 considerations sit outside of the CCGs' responsibilities, and as such, would not be addressed further at the meeting.
- e) All work had been completed in line with the national due diligence checklist, which covers the actions required to close down the CCGs, identify the staff and property to transfer to the ICB and any liabilities that the ICB needs to be made aware of, and to ensure the preservation of corporate memory during the transition.

- f) A number of ICB establishment activities had also been included within the programme of work, such as establishment of a new financial ledger for the ICB; however, the establishment activities that were being covered elsewhere in the ICS Transition Programme, such as development of the ICB's constitution, had been excluded to avoid any potential duplication and/or confusion.
- g) The due diligence activities had now concluded, albeit that some areas, such as the staff list, will need to be kept under review and updated until the point of transfer. The output of this work was presented for the Committees' review and a summary of key findings had been provided for this purpose in the report.
- h) Following confirmation from the Committees that a robust process had been undertaken and assurance received via this report, the Accountable Officers of both CCGs would complete and submit a letter to the ICB Chair Designate or ICB Chief Executive Designate, as appropriate. The NHS England Regional Director would also be informed.
- i) A number of closedown activities would remain ongoing or need to be handed over to the ICB for completion. The Due Diligence Task and Finish Group will continue to be in effect until all the actions on the checklist are successfully completed. The responsibility for overseeing any residual work will transfer to the ICB Audit and Risk Committee.

The following points were raised in discussion:

- j) Members queried the implications of the issue relating to the intellectual property rights for the e-healthscope system. It was noted that this was an historic issue that was being discussed at the time of the CCG merger in 2020; however, the response to the pandemic had halted progress. It was understood that other data sharing platforms were being introduced as part of the move to system reporting requirements that would reduce reliance on the e-healthscope system. The issue was low risk and would be resolved within the new data and digital function of the ICB.
- k) Members queried the process for the development, public consultation, and alignment of clinical policies for the ICB. It was noted that a plan had been produced based on legal advice; however, for the short term a difference in policy position would exist for the ICB. To allow time for necessary conversations to be held with other ICB systems and for public consultation, the timeframe for the completion of this work was noted as the end of the calendar year, which is considered to be a reasonable in light of the move to new statutory arrangements.
- l) Members queried whether there were plans to set up a committee similar to the East Midlands Affiliated Commissioning Committee once it was disestablished. Although a commensurate arrangement would not be established, it was noted that East Midlands-wide joint working arrangements would need to be established to progress areas of work such as specialised commissioning. The Chair of the Affiliated Commissioning Committee had undertaken an exercise on key lessons learnt during his tenure, which would be used to inform joint working arrangements moving forward.
- m) Members welcomed the ongoing review of risks on the two CCGs' operational risk registers that was being undertaken and it was confirmed that the outcome of this review was scheduled to be brought to the next meeting in common for

- consideration ahead of handover to the ICB.
- n) Members sought confirmation that appropriate actions for the two 'displaced' employees that were not covered by the employment commitment were being taken forward proactively; and it was confirmed they were.
 - o) Members sought confirmation that the Nottingham and Nottinghamshire CCG's Remuneration and Terms of Service Committee had no outstanding responsibility regarding the two outstanding cases listed for employment tribunal; it was confirmed the position remained unchanged since last reported in both cases.
 - p) Regarding the manual transfer of Bassetlaw CCG staff to the Electronic Staff Record (ESR) System, members sought assurance that there was a robust process in place to undertake this action. It was confirmed there was and that an associated staff communication plan was in place.
 - q) Members queried whether the required actions had been taken to ensure that those individuals that would be leaving the CCGs ahead of transfer were ended on the payroll system. Governing Body members whose terms of office would end at the time of the organisations being disestablished were highlighted as an example. It was confirmed that a process was in place to ensure that all relevant termination forms would be processed for 30 June 2022.
 - r) Members queried why there were no quality risks flagged by Bassetlaw CCG. It was noted that the risks flagged in the due diligence return were only for the most significant risks and other risks would be captured in the risk management arrangements, which would be brought to the next meeting.
 - s) Members noted the lease end date of December 2022 for the Gedling Civic Centre and queried whether it was still the ICB's plan to vacate this office space. and it was noted that confirmation would be sought from the Associate Director of Estates and reported back at the next Committee meeting in common.
 - t) Members were reminded that internal audit were routine attendees at the Task and Finish Group meetings to provide an independent view of the robustness of the Due Diligence Plan and its delivery. An internal audit report on the transition arrangements including due diligence aspects had been received by the Committees in January 2022 and further updates had been provided since this time via internal audit progress reports to the Committees.
 - u) Noting the new requirement to produce CCG annual reports for the period April-June 2022 in addition to the three-month accounts, the External Auditor queried whether there was any risk to meeting these requirements. It was felt that the risk of non-completion was low, due to the continuity of staff in the ICB; noting that further guidance on exact requirements was awaited.
 - v) Members acknowledged the significant amount of work that had been undertaken by colleagues across both CCGs to deliver the due diligence requirements and wished to formally record their thanks to all contributors. Members agreed that a robust process had been undertaken.

The Committees:

- **CONFIRMED** that a comprehensive due diligence process had been undertaken by the CCGs to support the staff and property transfer into the Nottingham and Nottinghamshire ICB.
- **NOTED** the outcome of the due diligence review.

- **NOTED** that any residual actions relating to the close down of the CCGs would continue to be monitored and delivered by the Due Diligence Task and Finish Group, with oversight arrangements transferring to the ICB's Audit and Risk Committee from 1 July 2022.

ACTION:

Stuart Poynor to provide clarification of the lease end date for the Gedling Civic Centre at the next meeting in common.

Year End Reporting

AG 22 024 / Internal Audit Plan for April-June 2022

AC22045

Kevin Watkins presented this item and highlighted the following key points:

- The three-month plan had been drafted on the assumption that the focus would be on supporting transition. However, following the recent realise of guidance, the contingency time set aside in the plan would now be used to produce a Head of Internal Audit Opinion for the April-June 2022 period of CCG operation.

The following points were raised in discussion:

- Discussion regarding new financial controls would be taken offline with the External Auditor.
- Discussion regarding work to be included in the ICB's Internal Audit Plan regarding new guidance around spending controls would be taken offline with the ICB's Director of Finance Designate.

The Committees:

- **APPROVED** the Internal Audit Plan for April-June 2022, subject to the inclusion of the work to produce a Head of Internal Audit Opinion for April-June 2022.

Closing Items

AG 22 025 / Any other business

AC22046

There was no other business.

AG 22 026 / Key messages to escalate to the Governing Bodies

AC22047

Assurance that robust and comprehensive due diligence work had been completed.

AG 22 027 / Date of the next meeting:

AC22048

16/06/2022

Via MS Teams