



**Nottingham and  
Nottinghamshire**  
Integrated Care Board

# Governance Handbook

Version	Effective Date	Changes
1.0	1 July 2022	First version Governance Handbook on establishment of the ICB.
1.1	10 November 2022	Transfer of scrutiny responsibilities regarding research and patient and public engagement arrangements from the Quality and People Committee to the Strategic Planning and Integration Committee.
1.2	1 April 2023	Minor amendments made to some committee terms of reference following a stock-take of the governance arrangements.
1.3	1 June 2023	Minor amendments to Executive portfolios to following publication of NHS England guidance in relation to <i>Executive lead roles within integrated care boards</i> .

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## 1. Introduction

### 1.1 Establishment of the ICB and its Constitution

- 1.1.1 NHS Nottingham and Nottinghamshire Integrated Care Board (“the ICB”) was established by NHS England on 1 July 2022 by The Integrated Care Boards (Establishment) Order 2022.
- 1.1.2 The ICB has a **Constitution** that sets out the statutory framework that the ICB operates within and its arrangements for demonstrating accountability and transparency. It also sets out the ICB’s Board membership and associated appointment processes, arrangements for exercising the ICB’s functions and procedures for making decisions. Provisions for conflicts of interest management and required standards of business conduct are also included.
- 1.1.3 The ICB also has a set of **Standing Orders**, which form part of the Constitution and set out the:
  - (a) Arrangements and procedures for meetings of the ICB Board
  - (b) Processes to appoint committees and sub-committees of the Board.

### 1.2 Governance Handbook

- 1.2.1 This Governance Handbook, which sits alongside the ICB’s Constitution, brings together the following key documents:
  - (a) **Terms of Reference** – for all committees and sub-committees of the Board that exercise ICB functions and make decisions.
  - (b) **Standing Financial Instructions** – which set out the arrangements for managing the ICB’s financial affairs.
  - (c) **Scheme of Reservation and Delegation** – which sets out functions that are reserved to the Board, functions that have been delegated to an individual or to committees and sub-committees, and functions delegated to another body or bodies or to be exercised jointly with another body or bodies.
- 1.2.2 This Governance Handbook also includes further information in support of the ICB’s governance arrangements, including:
  - (a) A summary of the Board’s role and responsibilities, along with details of Executive director Portfolios.
  - (b) An up-to-date list of eligible providers of primary medical services as referenced at 3.6.2 of the ICB’s Constitution.

- (c) Guidance for members of the public in relation to the ICB's meetings that are held in public, including how members of the public can ask questions of the Board.
  - (d) The procedure for the consideration of petitions received by the ICB.
- 1.2.3 The ICB has developed a **Functions and Decisions Map**, which is a high-level structural chart that sets out where key decisions are taken or where functions are delegated to different parts of the system – it aims to be an easy-to-read version of the ICB's Scheme of Reservation and Delegation, designed to present the ICB's governance arrangements in a simple way. The ICB's Functions and Decisions Map is published in full on the ICB's website at [www.notts.icb.nhs.uk](http://www.notts.icb.nhs.uk).
- 1.2.4 The ICB has a suite of key policy documents, covering different aspects of its corporate and commissioning responsibilities. This includes its **Standards of Business Conduct Policy** (which incorporates the ICB's policy and procedures for the identification and management of conflicts of interest) and its **Policy for Public Involvement and Engagement** are published in full on the ICB's website at [www.notts.icb.nhs.uk](http://www.notts.icb.nhs.uk).

### 1.3 Review and amendment of the Governance Handbook

- 1.3.1 To ensure that this Governance Handbook remains up-to-date and relevant, the ICB's lead for governance will ensure that it is reviewed on an ongoing basis and at least annually to ensure it continues to support effective governance and decision-making.
- 1.3.2 The Board will approve all amendments to the Governance Handbook.

## 2. The Board – Roles and Responsibilities

The ICB is governed by a unitary Board, which means all Board members are collectively and corporately accountable for organisational performance.

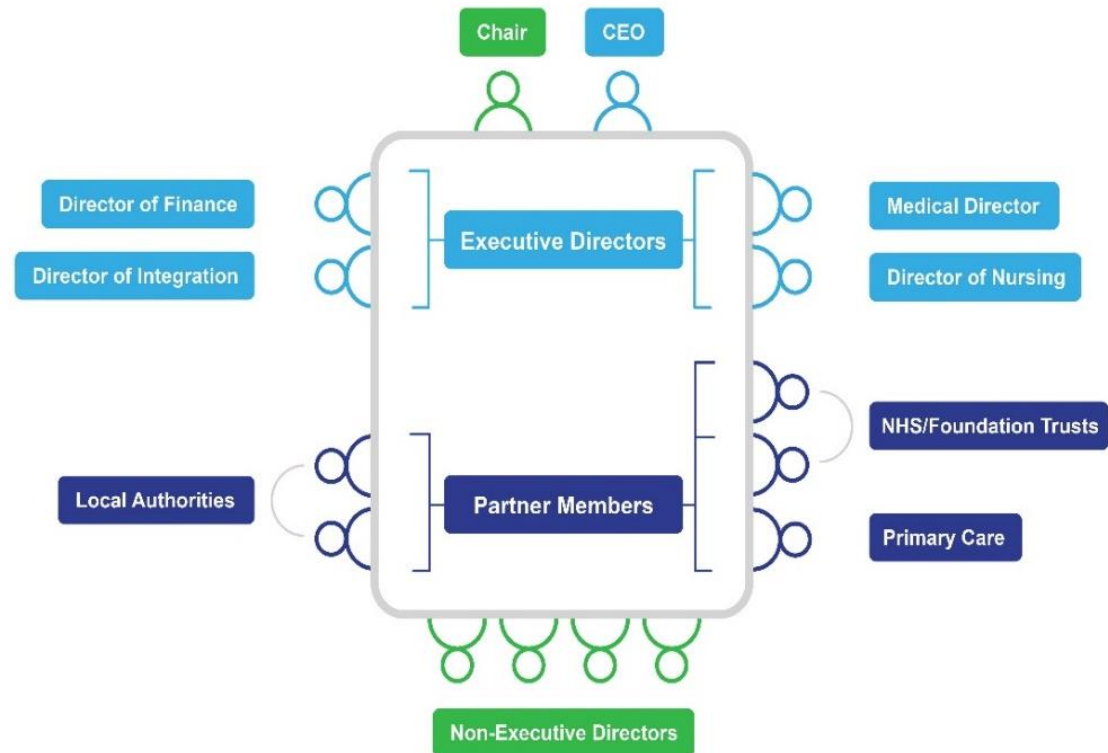
**Non-Executive members of the Board** – provide an independent view on the running of the organisation, bringing purposeful, constructive scrutiny and challenge to Board and committee discussions.

**Executive members of the Board** – manage the day-to-day responsibilities of the organisation.

**Partner members of the Board** – bring knowledge and a perspective from their relevant sectors to the work of the Board; these cover mental health, hospital, urgent and emergency care services, primary and community care, and social care.

**The Board is responsible for:**

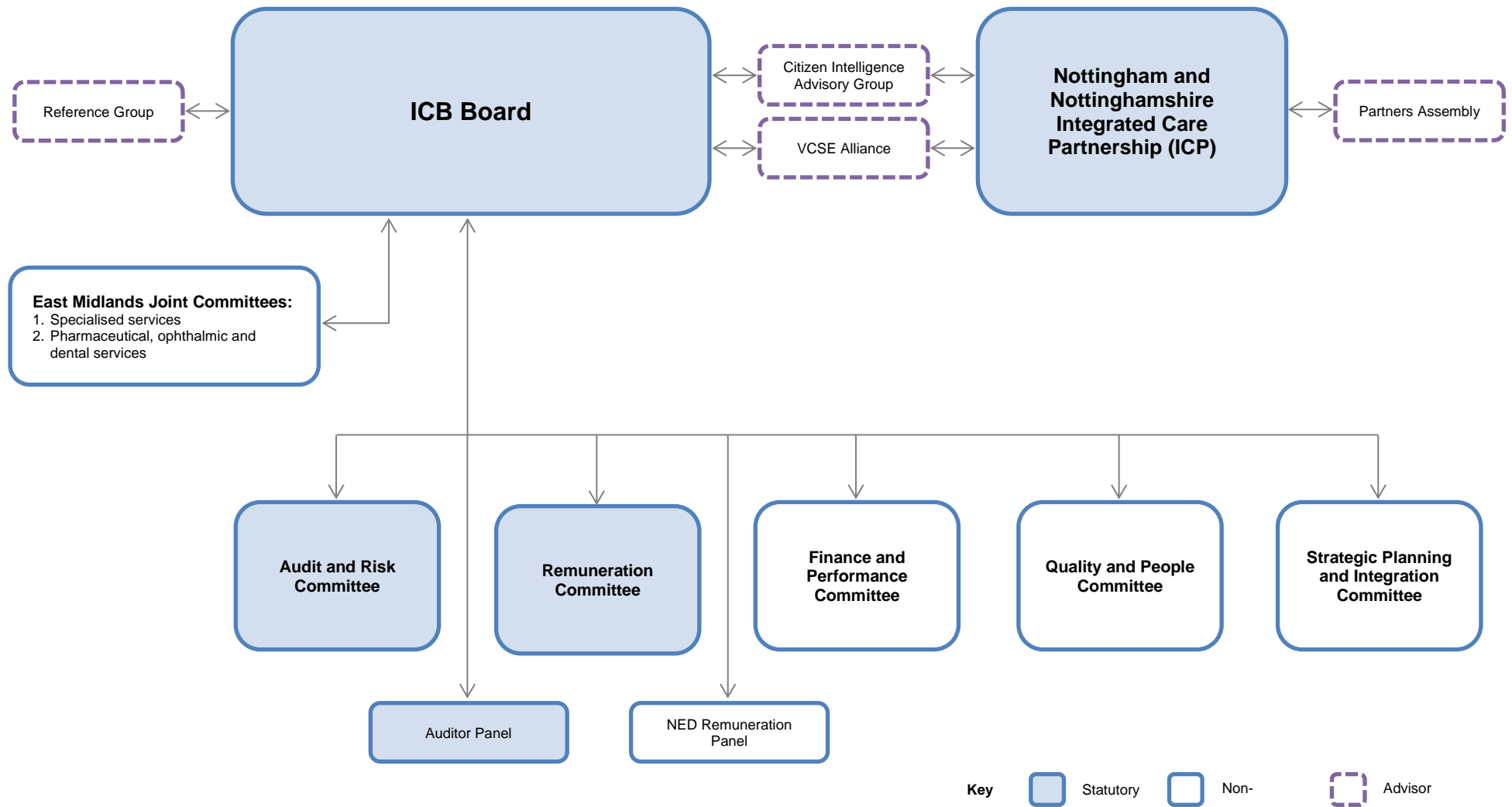
- Ensuring the ICB plays its role in achieving the four aims of the Integrated Care System:
  - i) Improve outcomes in population health and healthcare
  - ii) Tackle inequalities in outcomes, experience and access
  - iii) Enhance productivity and value for money
  - iv) Help the NHS support broader social and economic development.
- Formulating a plan for the organisation.
- Holding the organisation to account for the delivery of the plan; by being accountable for ensuring the organisation operates effectively and with openness, transparency and candour and by seeking assurance that systems of control are robust and reliable and that statutory duties are being met.
- Shaping a healthy culture for the organisation and the system through its interaction with system partners.



### 3. Executive Director Portfolios

Executive Director	Portfolio of responsibilities	
Chief Executive	<ul style="list-style-type: none"> <li>ICB Accountable Officer</li> </ul>	<ul style="list-style-type: none"> <li>Communications and engagement</li> </ul>
Director of Finance	<ul style="list-style-type: none"> <li>Deputy Chief Executive</li> <li>Financial planning and stewardship and resource allocation (including new payment mechanisms and risk sharing arrangements)</li> <li>Capital planning</li> <li>Operational planning</li> </ul>	<ul style="list-style-type: none"> <li>Performance and system oversight arrangements</li> <li>PMO</li> <li>Estates</li> <li>Social and economic development and environmental sustainability</li> <li>Audit and counter fraud arrangements</li> </ul>
Medical Director	<ul style="list-style-type: none"> <li>Health inequalities</li> <li>Preventative Care and Long-Term Conditions Management</li> <li>Clinical prioritisation and transformation</li> <li>JSNA</li> <li>Population health management and system intelligence</li> <li>Data, digital and technology</li> </ul>	<ul style="list-style-type: none"> <li>Medicines management</li> <li>Clinical and care professional leadership and engagement</li> <li>Research, evidence and evaluation</li> <li>Innovation</li> <li>Senior Information Risk Owner (SIRO)</li> </ul>
Director of Nursing	<ul style="list-style-type: none"> <li>Quality improvement and IPC</li> <li>Safeguarding</li> <li>Continuing healthcare and personalisation</li> <li>Special educational needs and disabilities (SEND)</li> <li>Learning disability and autism</li> <li>Down syndrome</li> </ul>	<ul style="list-style-type: none"> <li>Individual funding requests</li> <li>People and culture (including ICB HR and OD)</li> <li>Equality, diversity and inclusion</li> <li>Corporate governance, risk and assurance</li> <li>Information governance</li> <li>Caldicott Guardian</li> </ul>
Director of Integration	<ul style="list-style-type: none"> <li>Integrated care strategy and strategic planning (ICB five-year plan)</li> <li>Integration of health, social care and health-related services</li> <li>System development (primary care networks, place-based partnerships, provider collaborative and joint commissioning with local authorities)</li> <li>Outcomes based contracting</li> <li>Provider selection regime</li> <li>EPRR and Accountable Emergency Officer (AEO)</li> </ul>	<ul style="list-style-type: none"> <li>Commissioning hospital and other health services (including NHSE delegated functions) and strategic service change and development of new care models: <ul style="list-style-type: none"> <li>Urgent and emergency care</li> <li>Planned care, cancer and diagnostics services, and palliative care</li> <li>Mental health services</li> <li>Community services</li> <li>Maternity and neonatal services</li> <li>Children and young people services</li> <li>Primary care services (medical, dental, ophthalmic, pharmaceutical)</li> </ul> </li> </ul>

#### 4. ICB Board and Committee Structure





## 5. Audit and Risk Committee – Terms of Reference

<p><b>1. Purpose</b></p>	<p>The Audit and Risk Committee (“the Committee”) exists to:</p> <ul style="list-style-type: none"> <li>a) Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the ICB’s activities that supports the achievement of the organisation’s objectives.</li> <li>b) Provide the Board with an independent and objective view of the ICB’s financial systems, financial information and compliance with the laws, regulations and directions governing the ICB in as far as they relate to finance.</li> <li>c) Scrutinise every instance of non-compliance with the ICB’s Standing Orders, Scheme of Reservation and Delegation and Standing Financial Instructions and monitor compliance with the ICB’s Standards of Business Conduct Policy.</li> <li>d) Approve the ICB’s Annual Report and Accounts.</li> </ul> <p>The Committee is also responsible for overseeing the ICB’s compliance with the regulatory requirements for information governance, health and safety and emergency preparedness. The Committee will also monitor progress against the ICB’s overarching policy work programme.</p>
<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s Constitution. It is a statutory committee of, and accountable to, the Board.</p> <p>The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>d) Create sub-committees or task and finish groups to take forward specific programmes of work as considered necessary by the Committee’s membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of, or include, persons who are not Board members or ICB employees.</li> </ul>
<p><b>3. Duties</b></p>	<p><u><a href="#">Integrated governance, risk management and internal control</a></u></p> <p>The Committee will review the establishment and maintenance of an effective system of integrated governance, risk management</p>

	<p>and internal control across the whole of the ICB's activities, which supports the achievement of its objectives. The Committee will:</p> <ul style="list-style-type: none"> <li>a) Review the adequacy and effectiveness of the ICB's risk management arrangements and all risk and control related disclosure statements (including the annual governance statement) together with any accompanying head of internal audit opinion, external audit opinion or other appropriate independent assurances.</li> <li>b) Review the adequacy and effectiveness of the underlying assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements. This will include reviewing the outcome of the annual effectiveness assessment of all committees prior to consideration by the Board.</li> <li>c) Review of all instances of non-compliance with Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation.</li> <li>d) Review the reasonableness of the use of emergency powers for urgent decisions by the Chair of the ICB and Chief Executive on behalf of the Board and all instances where Standing Orders have been suspended.</li> <li>e) Review the reasonableness of the use of emergency powers for urgent decisions on behalf of the Strategic Planning and Integration Committee and Finance and Performance Committee.</li> <li>f) Approve and monitor compliance with standards of business conduct policies and any related reporting and self-certifications.</li> <li>g) Scrutinise compliance with legislative and regulatory requirements relating to information governance and the extent to which associated systems and processes are effective and embedded within the ICB.</li> <li>h) Monitor progress against the ICB's overarching Policy Work Programme.</li> </ul> <p>In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from Executives and managers, as appropriate.</p> <p>The Committee will use the Board Assurance Framework to guide its work and that of the audit and assurance functions that report to it.</p> <p><u><a href="#">Internal audit</a></u></p> <p>The Committee will approve arrangements for the provision of internal audit services.</p>
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	<p>The Committee will ensure that there is an effective internal audit function established by management that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Committee, ICB Chief Executive, ICB Chair and the Board. This will be achieved by:</p> <ul style="list-style-type: none"> <li>i) Considering the provision of the internal audit service and the costs involved; ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation.</li> <li>j) Reviewing and approving of the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the ICB (as identified in the Board Assurance Framework).</li> <li>k) Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise the use of audit resources.</li> <li>l) Monitoring the effectiveness of internal audit and completing an annual review.</li> </ul> <p><u>External audit</u></p> <p>The Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:</p> <ul style="list-style-type: none"> <li>m) Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan.</li> <li>n) Discussing with the external auditors their local evaluation of audit risks and assessment of the organisation and the impact on the audit fee.</li> <li>o) Reviewing all external audit reports, including the report to those charged with governance and any work undertaken outside of the audit plan, together with the appropriateness of management responses.</li> </ul> <p>The Committee will also ensure a cost-efficient external audit service.</p> <p><u>Counter fraud</u></p> <p>The Committee will approve arrangements for the provision of counter fraud, bribery and corruption services.</p> <p>The Committee will satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's standards and will review the outcomes of work in these areas. This will be achieved by:</p>
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	<p>p) Reviewing, approving and monitoring counter fraud work plans; receiving regular updates on counter fraud activity and monitoring the implementation of action plans.</p> <p>q) Ensuring that the counter fraud service submits an Annual Report, outlining key work undertaken during each financial year and progress in achieving the requirements of the Government Functional Standard 13 for counter fraud.</p> <p>The Committee will refer any suspicions of fraud, bribery and corruption to the NHS Counter Fraud Authority.</p> <p><u><a href="#">Financial reporting and stewardship</a></u></p> <p>r) The Committee will monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.</p> <p>s) The Committee will ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.</p> <p>t) The Committee will scrutinise the outcome of the annual review of the Standing Financial Instructions, recommending any amendments to the Board for approval.</p> <p>u) The Committee will:</p> <ul style="list-style-type: none"> <li>i) Be notified of any new bank accounts or changes to existing bank accounts, and any arrangements made with the ICB's bankers for accounts to be overdrawn.</li> <li>ii) Approve the use of procurement or other card services by the ICB, including the types of card services that should be allowed, the types of transactions that should be permitted, the individuals who should be issued with a card, and the overall credit and individual transaction limits to be associated with each card.</li> <li>iii) Monitor the actual use of card services against authorised uses.</li> <li>iv) Review all instances where competitive tendering requirements have been waived.</li> <li>v) Review the extent to which debt is being managed effectively.</li> <li>vi) Scrutinise any retrospective approvals to commit revenue expenditure.</li> <li>vii) Review all losses and special payments (including special severance payments).</li> </ul> <p><u><a href="#">Annual report and accounts</a></u></p> <p>v) The Committee will review and approve the annual report and accounts, focusing particularly on:</p>
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	<ul style="list-style-type: none"> <li>i) The wording in the annual governance statement and other disclosures.</li> <li>ii) Changes in, and compliance with, accounting policies, practices and estimation techniques.</li> <li>iii) Unadjusted mis-statements in the financial statements.</li> <li>iv) Significant judgements in preparation of the financial statements.</li> <li>v) Significant adjustments resulting from the audit.</li> <li>vi) Letters of representation.</li> <li>vii) Explanations for significant variances.</li> </ul> <p><a href="#"><u>Information governance</u></a></p> <p>w) The Committee will scrutinise compliance with legislative and regulatory requirements relating to information governance and the extent to which associated systems and processes are effective and embedded within the ICB. This will include oversight of the ICB's performance against the Data Security and Protection Toolkit (DSPT) standards.</p> <p><a href="#"><u>Other regulatory and mandatory requirements</u></a></p> <p>The Committee will also ensure the adequacy and effectiveness of the ICB's arrangements in relation to:</p> <ul style="list-style-type: none"> <li>x) The role of the ICB in respect of emergencies; overseeing the organisation's compliance against the requirements of the Civil Contingencies Act (2004) (CCA), the NHSE Emergency Preparedness, Resilience and Response (EPRR) Framework and any other mandated guidance pertaining to EPRR and business continuity.</li> <li>y) The statutory and mandatory requirements for health, safety, security and fire.</li> <li>z) The development and embedment of robust incident management processes, including ensuring that any 'lessons learnt' are routinely identified and appropriate actions are implemented to avoid reoccurrence.</li> <li>aa) The Committee will also review and approve policies specific to the Committee's remit.</li> <li>bb) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>4. Membership</b>	<p>The Committee's membership will be comprised of three Non-Executive Directors of the Board. Between them, the members will possess knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business.</p> <p><a href="#"><u>Attendees</u></a></p>

	<p>The following will be routine attendees at the Committee's meetings:</p> <ul style="list-style-type: none"> <li>a) Director of Finance (or a suitable deputy, as appropriate)</li> <li>b) Associate Director of Governance (or a suitable deputy, as appropriate)</li> <li>c) Internal Audit</li> <li>d) External Audit</li> </ul> <p>Other officers may be invited to attend meetings when the Committee is discussing areas of risk or operation that fall within their areas of responsibility. This will include:</p> <ul style="list-style-type: none"> <li>e) The Chief Executive being invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the annual governance statement.</li> <li>f) The Local Counter Fraud Specialist being invited to attend at least twice per year.</li> </ul> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<b>5. Chair and deputy</b>	<p>The Board will appoint a Non-Executive Director who has qualifications, expertise or experience to enable them to lead on finance and audit matters to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's membership will be nominated to deputise for that meeting.</p>
<b>6. Quorum</b>	<p>The Committee will be quorate with a minimum of two members present.</p> <p>If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the Board for a decision.</p>
<b>8. Meeting arrangements</b>	<p>The Committee will meet no less than six times per year at appropriate times in the reporting and audit cycle.</p> <p>The Head of Internal Audit and representatives from external audit have a right of direct access to the Chair of the Committee and may request a meeting if they consider that one is necessary. The Committee will meet privately with the internal and external auditors at least once during the year.</p>

	<p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>A summary of the meeting will be published on the ICB's website as part of the ICB Board papers. The ratified minutes will be made available on request, redacted as appropriate.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p>



	<ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>11. Reporting responsibilities and review of effectiveness</b>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ul style="list-style-type: none"> <li>a) Providing an assurance report to the Board following each of the Committee's meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention; and</li> <li>b) Providing an annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>12. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b> 1 July 2022 Updated 1 April 2023	<b>Status:</b> APPROVED	<b>Version:</b> 1.1	<b>Review Date:</b> 31 March 2024
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## 6. Auditor Panel – Terms of Reference

<p><b>1. Purpose and duties</b></p>	<p>The Auditor Panel (“the Panel”) exists to advise the Board on the selection and appointment of the organisation’s external auditor.</p> <p>This includes:</p> <ul style="list-style-type: none"> <li>a) Agreeing and overseeing a robust process for selecting the external auditors in line with the organisation’s normal procurement rules.</li> <li>b) Making a recommendation to the Board as to who should be appointed.</li> <li>c) Ensuring that any conflicts of interest are dealt with effectively.</li> <li>d) Advising the Board on the maintenance of an independent relationship with the appointed external auditor.</li> <li>e) Advising the Board (if asked) on whether or not any proposal from the external auditor to enter into a liability limitation agreement as part of the procurement process is fair and reasonable.</li> <li>f) Agreeing the ICB’s position regarding the purchase of non-audit services from the appointed external auditor</li> <li>g) Advising the Board on any decision about the removal or resignation of the external auditor.</li> </ul> <p>The Panel will monitor the quality of data that informs its work; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</p>
<p><b>2. Status</b></p>	<p>The Panel has been established by the Board in accordance with The Local Audit and Accountability Act 2014 (the Act). The Board has authorised the Panel to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Panel.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> </ul>
<p><b>3. Membership</b></p>	<p>The Panel’s membership will be comprised of three Non-Executive Directors of the Board.</p> <p><u><a href="#">Attendees</a></u></p> <p>Senior Managers may be invited to attend meetings of the Panel to support the Panel in discharging its responsibilities.</p>

<b>4. Chair and deputy</b>	<p>The Board will appoint a Non-Executive Director who has qualifications, expertise or experience to enable them to lead on finance and audit matters to be Chair of the Panel.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Panel's membership will be nominated to deputise for that meeting.</p>
<b>5. Quorum</b>	<p>The Panel will be quorate with a minimum of two members present.</p> <p>If any Panel member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>6. Decision-making arrangements</b>	<p>Panel members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the Board for a decision.</p>
<b>7. Meeting arrangements</b>	<p>The Panel shall agree the frequency and timing of meetings needed to allow it to discharge its responsibilities.</p> <p>The Panel may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Panel will apply, including those relating to the quorum (as set out in section 5 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Panel to be open to the public.</p> <p>Secretariat support will be provided to the Panel.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Panel.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>8. Minutes of meetings and reporting responsibilities</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Panel (this may be performed virtually due to the timings between meetings).</p> <p>The Panel will report in writing to the Board following each of its meetings in the form of a report from the Chair of the Panel.</p>

<b>9. Conflicts of interest management</b>	<p>In advance of any meeting of the Panel, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Panel will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Panel's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Panel's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>10. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b> 1 July 2022  Reviewed March 2023 – No changes required	<b>Status:</b> APPROVED	<b>Version:</b> 1.0	<b>Review Date:</b> 31 March 2024
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## 7. Remuneration Committee – Terms of Reference

<b>1. Purpose</b>	<p>The main purpose of the Remuneration Committee (“the Committee”) is to exercise the ICB’s functions as set out in paragraphs 18 to 20 of Schedule 1B to the NHS Act 2006 (as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022).</p> <p>The remit of the Committee excludes the remuneration, fees, allowances and other terms of appointment for the Chair of the ICB and for the non-executive members of the Board. These will be set by NHS England and the NED Remuneration Panel respectively.</p>
<b>2. Status</b>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s Constitution. It is a statutory committee of, and accountable to, the Board.</p> <p>The Board has authorised the Committee to:</p> <ol style="list-style-type: none"> <li>Investigate any activity within its terms of reference.</li> <li>Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</li> <li>Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>Create sub-committees or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee’s membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of or include persons who are not Board members or ICB employees.</li> </ol>
<b>3. Duties</b>	<ol style="list-style-type: none"> <li>Determine the remuneration, fees, allowances and other terms of appointment for Executive Directors and all other Very Senior Manager (VSM) appointments (substantive and fixed term). Remuneration proposals will be guided by the relevant national pay frameworks, ensuring that Very Senior Managers are fairly rewarded for their individual contribution to the organisation, whilst ensuring proper regard to the organisation’s circumstances and performance.</li> <li>Determine any allowances to be paid to other Board, committee and sub-committee members who are not employees (excluding Non-Executive Directors).</li> </ol>

	<ul style="list-style-type: none"> <li>c) Determine the remuneration, fees, allowances and other terms of appointment for any individuals engaged on a contract for service.</li> <li>d) Scrutinise and approve all proposed exit payments, ensuring that appropriate ICB policies and national guidance have been followed, and seeking HM Treasury pre-approval if required (which will be required for any proposed special severance payments).</li> <li>e) Oversee compliance with the requirements set out in the Equality Act 2010 (Specific Duties and Public Authorities) Regulations 2017, as necessary.</li> <li>f) Oversee arrangements for human resources management for all staff employed by the ICB.</li> <li>g) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>4. Membership</b>	<p>The Committee's membership will be comprised of four Non-Executive Directors of the Board, which includes the Chair of the ICB. The Chair of the Audit and Risk Committee cannot be a member of the Committee.</p> <p><u><a href="#">Attendees</a></u></p> <p>Senior Managers may be invited to attend meetings of the Committee to support the Committee in discharging its responsibilities (providing their own remuneration is not being discussed). This will include expert human resources advisors.</p>
<b>5. Chair and deputy</b>	<p>The Board will appoint a Non-Executive Director to be Chair of the Committee. The Chair of the ICB cannot be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's membership will be nominated to deputise for that meeting.</p>
<b>6. Quorum</b>	<p>The Committee will be quorate with a minimum of three members present.</p> <p>If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the</p>

	<p>Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) All members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>b) A decision will be passed if more votes are cast for it than against it.</li> <li>c) Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</li> </ul> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>The Committee will take proper account of National Agreements, for example Agenda for Change and relevant guidance issued by the Government, the Department of Health and Social Care and NHS England in reaching its determinations.</p>
<b>8. Meeting arrangements</b>	<p>The Committee will meet as required, with a minimum of two meetings per year.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings and reporting responsibilities</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee (this may be performed virtually due to the timings between meetings).</p> <p>The Committee will report in writing to the Board at least annually in the form of a report from the Chair of the Committee.</p>

<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>11. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis, but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b> 1 July 2022 (reviewed in March 2023 – no changes required)	<b>Status:</b> APPROVED	<b>Version:</b> 1.0	<b>Review Date:</b> 31 March 2024
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## 8. Human Resources Sub-Committee Terms of Reference

<b>1. Purpose</b>	The Human Resources Sub-Committee (“the Sub-Committee”) exists to ensure that rigorous and transparent employee policies, procedures and systems are in place and kept under review for all staff employed by the ICB.
<b>2. Status</b>	<p>The Sub-Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s Constitution. It is a sub-committee of, and accountable to, the Remuneration Committee.</p> <p>The Remuneration Committee has authorised the Sub-Committee to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Sub-Committee.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> </ul>
<b>3. Duties</b>	<ul style="list-style-type: none"> <li>a) Oversee the development and implementation of the ICB’s workforce and organisational development plans, including establishment of, and monitoring performance against, a set of key workforce indicators (including turnover, sickness, appraisals) and monitoring workforce demographics and performance against relevant equality standards.</li> <li>b) Ensure that the views and experiences of the ICB’s workforce, as highlighted by the annual staff survey, are appropriately responded to.</li> <li>c) Ensure effective arrangements are in place regarding staff engagement and communication with the ICB’s workforce, establishing appropriate links with staff groups/networks to ensure feedback is meaningfully considered.</li> <li>d) Approve off-payroll and consultancy appointments in line with the Scheme of Reservation and Delegation.</li> <li>e) Review and approve the organisation’s human resources policies.</li> <li>f) Oversee the identification and management of risks relating to the Sub-Committee’s remit.</li> <li>g) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>4. Membership</b>	<p>The Sub-Committee’s membership will be comprised of:</p> <ul style="list-style-type: none"> <li>a) Chief Executive</li> </ul>



	<ul style="list-style-type: none"> <li>b) Director of Finance</li> <li>c) Medical Director</li> <li>d) Director of Nursing</li> <li>e) Director of Integration</li> <li>f) Chief People Officer</li> <li>g) Director of Communications and Engagement</li> </ul> <p><u>Attendees</u></p> <p>The Sub-Committee may invite a range of Senior Managers to attend meetings to support the Sub-Committee in discharging its responsibilities. This will include expert human resources advisors. A member from the ICB's Staff Engagement Group or established staff networks may also be invited to ensure the staff voice is represented.</p>
<b>5. Chair and deputy</b>	<p>The Chief Executive will be Chair of the Sub-Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's membership will be nominated to deputise for that meeting.</p>
<b>6. Quorum</b>	<p>The Sub-Committee will be quorate with a minimum of three members present.</p> <p>To ensure that the quorum can be maintained, the managerial members of the Sub-Committee are able nominate a suitable deputy to attend a meeting of the Sub-Committee that they are unable to attend to speak and vote on their behalf. Sub-Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained.</p> <p>If any Sub-Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Sub-Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) All members of the Sub-Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>b) A decision will be passed if more votes are cast for it than against it.</li> </ul>

	<p>c) Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Sub-Committee will have a casting vote.</p> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p>
<b>8. Meeting arrangements</b>	<p>The Sub-Committee will meet on a quarterly basis.</p> <p>The Sub-Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Sub-Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Sub-Committee to be open to the public.</p> <p>Secretariat support will be provided to the Sub-Committee to ensure the day-to-day work of the Sub-Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Sub-Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Sub-Committee at the following meeting.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Sub-Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Sub-Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p>

	<p>The Chair of the Sub-Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Sub-Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Sub-Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>11. Reporting responsibilities and review of committee effectiveness</b>	<p>The Sub-Committee will provide assurance to the Remuneration Committee that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ul style="list-style-type: none"> <li>a) Providing bi-annual assurance reports to the Remuneration Committee; summarising the items discussed, decisions made and any specific areas of concern that warrant attention.</li> <li>b) Providing an annual report to the Remuneration Committee, summarising how the Sub-Committee has discharged its duties across the year, key achievements and any identified areas of required development. This report will be informed by the Sub-Committee's annual review of its effectiveness.</li> </ul>
<b>12. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Remuneration Committee for approval.</p>

<b>Issue Date:</b> 1 July 2022 Updated 1 April 2023	<b>Status:</b> APPROVED	<b>Version:</b> 1.1	<b>Review Date:</b> 31 March 2024
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## 9. NED Remuneration Panel – Terms of Reference

<b>1. Purpose and duties</b>	<p>The Non-Executive Director (NED) Remuneration Panel (“the Panel”) exists to set the remuneration, fees, allowances and other terms of appointment for the non-executive members of the Board.</p> <p>The remit of the Panel excludes the remuneration, fees, allowances and other terms of appointment for the Chair of the ICB, which will be set by NHS England.</p> <p>The Panel will monitor the quality of data that informs its work; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</p>
<b>2. Status</b>	<p>The Panel has been established by the Board in accordance with the ICB’s constitution. The Board has authorised the Panel to:</p> <ol style="list-style-type: none"> <li>Investigate any activity within its terms of reference.</li> <li>Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Panel.</li> <li>Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> </ol>
<b>3. Membership</b>	<p>The Panel’s membership will be comprised of the ICB Chair, a non-remunerated Partner Member of the Board and the ICB’s governance lead.</p> <p><u><a href="#">Attendees</a></u></p> <p>Senior Managers may be invited to attend meetings of the Panel to support the Panel in discharging its responsibilities. This will include expert human resources advisors.</p>
<b>4. Chair and deputy</b>	<p>The ICB Chair will be Chair of the Panel.</p> <p>Should the ICB Chair be unable to attend all or part of the meeting, then a further non-remunerated Partner Member will be invited to join the Panel’s membership and one of the non-remunerated Partner Members will be nominated to deputise for that meeting.</p>
<b>5. Quorum</b>	<p>The Panel will be quorate with a minimum of two members present.</p> <p>If any member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>6. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Panel members will be required, the process for which will be, as follows:</p>

	<p>a) All members of the Panel who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</p> <p>b) A decision will be passed if more votes are cast for it than against it.</p> <p>c) Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Panel will have a casting vote.</p> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>The Panel will take proper account of relevant guidance issued by the Government, the Department of Health and Social Care and NHS England in reaching its determinations.</p>
<b>7. Meeting arrangements</b>	<p>The Panel will meet as required.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 5 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Panel to be open to the public.</p> <p>Secretariat support will be provided to the Panel to ensure its work is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Panel.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>8. Minutes of meetings and reporting responsibilities</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Panel (this may be performed virtually due to the timings between meetings).</p> <p>The Panel will report in writing to the Board at least annually in the form of a report from the Chair of the Panel.</p>
<b>9. Conflicts of interest management</b>	<p>In advance of any meeting of the Panel, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring</p>

	<p>that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Panel will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>10. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis, but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b> 1 July 2022 Updated 1 April 2023	<b>Status:</b> APPROVED	<b>Version:</b> 1.1	<b>Review Date:</b> 31 March 2024
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## 10. Finance and Performance Committee – Terms of Reference

<p><b>1. Purpose</b></p>	<p>The Finance and Performance Committee (“the Committee”) exists to:</p> <ul style="list-style-type: none"> <li>a) Scrutinise arrangements for ensuring the delivery of the ICB’s statutory financial duties in line with sections 223GB to 223N of the NHS Act 2006 (as amended by the Health and Care Act 2022).</li> <li>b) Oversee the ICB’s performance management framework, including scrutiny of actions to: <ul style="list-style-type: none"> <li>i) Tackle health inequalities and deliver improved health outcomes; and</li> <li>ii) Address shortfalls in performance against national and local health targets and performance standards.</li> </ul> </li> </ul> <p>The Committee is also responsible for scrutinising the ICB’s arrangements and delivery in relation to operational planning, estates, environmental sustainability (including statutory duties as to climate change) and data and digital, ensuring continuous improvements in performance and outcomes. The Committee also oversees non-healthcare contracts.</p> <p>The remit of the Committee incorporates the relevant requirements set out within the Delegation Agreement between NHS England and the ICB (Primary Medical Services), insofar as they relate to finance, performance and estates.</p>
<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s constitution. It is a committee of, and accountable to, the Board. The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>d) Create sub-committees or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee’s membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of or include persons who are not Board members or ICB employees.</li> </ul>



### 3. Duties

- a) Oversee the development of robust joint financial plans with the ICB's partner NHS trusts and NHS foundation trusts and recommend these for approval by the Board; ensuring that plans clearly demonstrate the use of resources to improve outcomes and tackle health inequalities. This will include:
  - i) A plan to meet statutory financial duties, for inclusion within the joint five-year forward plan (the system financial strategy).
  - ii) A joint capital resource use plan.
- b) Ensure the ICB's annual budgets are prepared within the limits of available funds and recommend these for approval by the Board.
- c) Review and scrutinise delivery of the joint financial plans and the ICB's in-year budgetary position, ensuring that:
  - i) Required efficiencies are identified and delivered, including opportunities at system level where the scale of partners together and the ability to work across organisations can be leveraged.
  - ii) Robust action plans are developed in response to any material breaches.
  - iii) Monies designated for integration are used for that purpose.
  - iv) The ICB's expenditure in each financial year does not exceed the aggregate of any sums received within that financial year.
  - v) Local capital and revenue resource use for each financial year does not exceed the limits specified by NHS England.
  - vi) Any joint financial objectives set by NHS England for the ICB and its partner NHS trusts and NHS foundation trusts are achieved.
- d) Oversee arrangements for robust prioritisation of future capital resource use and the development of capital funding bids.
- e) Oversee a system-based approach to preparing the annual operational plan, ensuring alignment with national priorities and recommending this for approval by the Board.
- f) Oversee the ICB's performance management framework, including scrutiny of identified improvement plans to address shortfalls in performance against national and local health targets and performance standards.
- g) Review and scrutinise the ICB's performance against measures put in place to reduce inequalities between persons with respect to their ability to access health services,



	<p>and between patients with respect to the outcomes achieved for them by the provision of health services.</p> <p>h) Examine performance at system, organisation and place levels, focussing in detail on specific issues where performance is showing deterioration, or where there are issues of concern. Any areas of deteriorating performance that could compromise health outcomes or quality of service will be referred to the Quality and People Committee for scrutiny of potential harm and appropriate interventions.</p> <p>i) Scrutinise the extent to which system transformational change programmes are driving improvements in performance.</p> <p>j) Oversee the development of the ICS Digital and Data Strategy in line with the seven success measures within the 'What Good Looks Like' framework and recommend this for approval by the Board; ensuring the strategy is underpinned by a sustainable financial plan and scrutinising delivery against the approved plan.</p> <p>k) Ensure compliance to digital and data sharing standards across the system.</p> <p>l) Oversee the development of the ICS Green Plan in line with national guidance and targets and recommend this for approval by the Board; subsequently scrutinising net zero progress against the approved plan and overseeing an annual update to the plan considering:</p> <ul style="list-style-type: none"> <li>i) Progress made and the ability to increase or accelerate agreed actions</li> <li>ii) New initiatives generated by staff or partner organisations</li> <li>iii) Advancements in technology and other enablers</li> <li>iv) Likely increase in ambition and breadth of national carbon reduction initiatives and targets.</li> </ul> <p>m) Oversee the development of a system-wide estates strategy and recommend this for approval by the Board; subsequently scrutinising its delivery.</p> <p>n) Approve the ICB's estates plan for the GP practices within its area and scrutinise arrangements for ensuring that the GP practice premises estate is properly managed and maintained.</p> <p>o) Make decisions in relation to the Premises Costs Directions Functions (in relation to General Medical Services), in line with any associated guidance issued by the Secretary of State for Health and Care or NHS England.</p> <p>p) Approve ICB headquarters estate and lease arrangements.</p>
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	<p>q) Make decisions on resource allocations, procurement approaches and contract awards for non-healthcare services, in line with the Scheme of Reservation and Delegation (this excludes the appointment of the ICB's external auditor, which is completed in line with legislation by an Auditor Panel, convened for this purpose).</p> <p>r) Review and approve policies specific to the Committee's remit.</p> <p>s) Oversee the identification and management of risks relating to the Committee's remit.</p> <p>t) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</p>
<b>4. Membership</b>	<p>The Committee will have six members, comprised as follows:</p> <p><u><a href="#">Non-Executive Members</a></u></p> <p>a) Two Non-Executive Directors of the ICB Board.</p> <p>b) Two Non-Executive Directors nominated from the NHS trusts, NHS foundation trusts and social enterprise organisations (that are significant providers of NHS services) within the ICB's area.</p> <p><u><a href="#">Managerial Members</a></u></p> <p>c) Director of Finance</p> <p>d) Medical Director</p> <p><u><a href="#">Attendees</a></u></p> <p>The Committee may invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<b>5. Chair and deputy</b>	<p>The Board will appoint one of the ICB Non-Executive Directors to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's <u>ICB</u> non-executive membership will be nominated to deputise for that meeting.</p>
<b>6. Quorum</b>	<p>The Committee will be quorate with a minimum of three members, to include one Non-Executive Director of the ICB Board and one managerial member.</p> <p>To ensure that the quorum can be maintained, the managerial members of the Committee are able nominate a suitable deputy to attend a meeting of the Committee that they are unable to attend to</p>

	<p>speak and vote on their behalf. Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained.</p> <p>If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) All members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>b) A decision will be passed if more votes are cast for it than against it.</li> <li>c) Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</li> </ul> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>On occasion, the Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the scheduled meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.</p> <p>The powers which are delegated to the Committee, may for an urgent decision be exercised by the Chair of the Committee and the Director of Finance, subject to every effort having been made to consult with as many members of the Committee as possible in the given circumstances.</p> <p>The exercise of such powers by the Chair of the Committee and the Director of Finance will be reported to the next formal meeting of the Committee for formal ratification and to the Audit and Risk Committee for review of the reasonableness of the decision to use emergency powers.</p>
<b>8. Meeting arrangements</b>	<p>Meetings of the Committee will be scheduled on a monthly basis and the Committee will meet no less than ten times per year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p>

	<p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>A summary of the meeting will be published on the ICB's website as part of the ICB Board papers. The ratified minutes will be made available on request, redacted as appropriate.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ol style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be</li> </ol>

	<p>seen as detrimental to the Committee's decision-making arrangements.</p> <p>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</p> <p>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</p> <p>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</p>
<b>11. Reporting responsibilities and review of committee effectiveness</b>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <p>a) Providing an assurance report to the Board following each of the Committee's meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention.</p> <p>b) Providing an annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee's annual review of its effectiveness.</p> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>12. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b> 1 July 2022 Updated 1 April 2023	<b>Status:</b> APPROVED	<b>Version:</b> 1.1	<b>Review Date:</b> 31 March 2024
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## 11. Quality and People Committee – Terms of Reference

<b>1. Purpose</b>	<p>The Quality and People Committee (“the Committee”) exists to ensure that the ICB is:</p> <ul style="list-style-type: none"> <li>a) Meeting its statutory requirements with regard to continuous quality improvements and enabling a single understanding of and shared commitment to quality care across the system that is safe, effective, equitable, and that provides a personalised experience and improved outcomes.</li> <li>b) Developing robust arrangements with partners to support ‘one workforce’ by leading system development and implementation of the ICS People Plan.</li> </ul> <p>The Committee also scrutinises the robustness of safeguarding, medicines management and compliance with equality legislation (including the Public Sector Equality Duty). The remit of the Committee incorporates the relevant requirements set out within the Delegation Agreement between NHS England and the ICB (Primary Medical Services), insofar as they relate to quality and people.</p>
<b>2. Status</b>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s constitution. It is a committee of, and accountable to, the Board. The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>d) Create sub-committees or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee’s membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of or include persons who are not Board members or ICB employees.</li> </ul>
<b>3. Duties</b>	<ul style="list-style-type: none"> <li>a) Oversee the development of the ICB’s quality strategy and shared quality improvement priorities and plans, ensuring these have collective system ownership and are reflective of local quality challenges, focused on reducing inequalities in the quality of care.</li> </ul>

	<ul style="list-style-type: none"> <li>b) Scrutinise the effectiveness and sustained delivery of the quality strategy, improvement priorities and plans.</li> <li>c) Scrutinise arrangements in place to work with partners to support system quality management, combining quality planning, quality assurance and control, and quality improvement, ensuring system structures operate effectively with timely action being taken to address areas of concern.</li> <li>d) Scrutinise arrangements for ensuring that personalised care becomes 'business as usual' across the health and care system, ensuring delivery of national and local requirements.</li> <li>e) Scrutinise arrangements for safeguarding vulnerable adults and children in line with the ICB's statutory responsibilities.</li> <li>f) Ensure that the ICB's arrangements include effective and transparent mechanisms with regard to co-production, learning and improvement. This will include learning from incidents, never events and complaints.</li> <li>g) Scrutinise arrangements for ensuring the safe and effective management of medicines.</li> <li>h) Scrutinise arrangement for meeting the ICB's equality duties. This will include overseeing the development and implementation of equality improvement plans and the delivery of associated equality objectives.</li> <li>i) Oversee and scrutinise arrangements for the design, implementation and effectiveness of the ICS People Plan, which will include: <ul style="list-style-type: none"> <li>i) Ensuring partners are aligned across the ICS to develop and support the 'one workforce', including through closer collaboration across the health and care sector, and with local government, the voluntary and community sector and volunteers.</li> <li>ii) Scrutinising delivery of local strategic and operational people priorities.</li> <li>iii) Reviewing action being taken to protect the health and wellbeing of people working within the ICS footprint.</li> <li>iv) Monitoring leadership development, talent management and succession planning approaches in order to drive the culture, behaviours and outcomes needed for people working in the system and the local population.</li> <li>v) Overseeing plans to develop – and where required, grow – the 'one workforce' to meet future need, through new ways of working, technology and wider innovation to meet population health needs and to create flexible and rewarding career pathways for those working in the system.</li> </ul> </li> </ul>
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	<ul style="list-style-type: none"> <li>vi) Ensuring collaboration across system partners to support local social and economic growth and a vibrant local labour market.</li> <li>j) Review and approve policies specific to the Committee's remit.</li> <li>k) Oversee the identification and management of risks relating to the Committee's remit.</li> <li>l) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>4. Membership</b>	<p>The Committee will have six members, comprised as follows:</p> <p><u>Non-Executive Members</u></p> <ul style="list-style-type: none"> <li>a) Two Non-Executive Directors of the ICB Board.</li> <li>b) Two Non-Executive Directors nominated from the NHS trusts, NHS foundation trusts and social enterprise organisations (that are significant providers of NHS services) within the ICB's area.</li> </ul> <p><u>Managerial Members</u></p> <ul style="list-style-type: none"> <li>c) Director of Nursing</li> <li>d) Director of Integration</li> </ul> <p><u>Clinical Members</u></p> <ul style="list-style-type: none"> <li>e) Primary Care Partner Member</li> <li>f) Deputy Medical Director</li> </ul> <p><u>Attendees</u></p> <p>The Committee may invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<b>5. Chair and deputy</b>	<p>The Board will appoint one of the ICB Non-Executive Directors to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's ICB non-executive membership will be nominated to deputise for that meeting.</p>
<b>6. Quorum</b>	<p>The Committee will be quorate with a minimum of three members, to include one Non-Executive Director of the ICB Board and one managerial member.</p> <p>To ensure that the quorum can be maintained, the managerial members of the Committee are able nominate a suitable deputy to attend a meeting of the Committee that they are unable to attend to</p>



	<p>speak and vote on their behalf. Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained.</p> <p>If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) All members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>b) A decision will be passed if more votes are cast for it than against it.</li> <li>c) Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</li> </ul> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p>
<b>8. Meeting arrangements</b>	<p>Meetings of the Committee will be scheduled on a monthly basis and the Committee will meet no less than ten times per year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the</p>

	<p>meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair. Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>A summary of the meeting will be published on the ICB's website as part of the ICB Board papers. The ratified minutes will be made available on request, redacted as appropriate.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ol style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ol>
<b>11. Reporting responsibilities and review of committee effectiveness</b>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ol style="list-style-type: none"> <li>c) Providing an assurance report to the Board following each of the Committee's meetings; summarising the items discussed,</li> </ol>

	<p>decisions made and any specific areas of concern that warrant immediate Board attention.</p> <p>d) Providing an annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee's annual review of its effectiveness.</p> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>12. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b>	<b>Status:</b>	<b>Version:</b>	<b>Review Date:</b>
1 July 2022	APPROVED	1.2	31 March 2024
Updated 22 November 2022			
Updated 1 April 2023			

## 12. Strategic Planning and Integration Committee – Terms of Reference

<p><b>1. Purpose</b></p>	<p>The Strategic Planning and Integration Committee (“the Committee”) exists to exercise the ICB’s duties and powers to commission certain health services, as set out in sections 3 and 3A of the NHS Act 2006 (as amended by the Health and Care Act 2022), other than those explicitly delegated elsewhere. See <b>schedule 1</b> attached to these terms of reference for further details of the relevant health services.</p> <p>The remit of the Committee also incorporates the relevant requirements set out within the Delegation Agreement between NHS England and the ICB (Primary Medical Services), insofar as they relate to the planning, design and commissioning of primary medical services.</p> <p>In exercising these functions, the Committee will make strategic commissioning decisions in order to further the four aims of the ICS to: improve outcomes in population health and healthcare; tackle inequalities in outcomes, experience and access; enhance productivity and value for money; and help the NHS support broader social and economic development.</p> <p>When making decisions, the Committee will actively promote system development in line with the principles of subsidiarity and collaboration, and compliance with the general duties of ICBs as set out in sections 14Z32 to 14Z45 of the NHS Act 2006 (as amended), public sector equality duties, social value duties, the rules set out in NHS Provider Selection Regime (or existing procurement rules until the PSR comes into effect). See <b>schedule 1</b> attached to these terms of reference for further details of the general duties.</p> <p>The Committee will also oversee:</p> <ul style="list-style-type: none"> <li>a) Arrangements for developing the ICB’s Joint Forward Plan.</li> <li>b) Ongoing system developments, including development of proposals for onward approval by the Board regarding the delegation of functions to be exercised by, or jointly with partners, within a place or at scale, in line with secondary legislation and statutory guidance issued by NHS England.</li> <li>c) Development of applications to NHS England for further delegated functions.</li> </ul>
<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended) and the ICB’s Constitution. It is a committee of, and accountable to, the Board.</p> <p>The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> </ul>

	<ul style="list-style-type: none"> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>d) Create sub-committees or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of or include persons who are not Board members or ICB employees. Individuals appointed as members of any sub-committee or task and finish group that is established to exercise the ICB's commissioning functions will be subject to approval by the ICB Chair (in line with the membership approval requirements set out in section 4 of these terms of reference).</li> </ul>
<b>3. Duties</b>	<ul style="list-style-type: none"> <li>a) Oversee the development of the ICB's Joint Forward Plan, ensuring it is prepared with the ICB's partner NHS trusts and NHS foundation trusts in line with any directions or guidance issued by NHS England, and recommending this for approval by the Board.</li> <li>b) Steer the development of strategic commissioning proposals in order to ensure that integrated services are in place to deliver the ICS Outcomes Framework and the ambitions and shared priorities set out in the Integrated Care Strategy, Joint Local Health and Wellbeing Strategies, and the ICB's Joint Forward Plan. Strategic commissioning proposals will facilitate the transformation of services to tackle complex challenges, including: <ul style="list-style-type: none"> <li>i) Improving the health of children and young people.</li> <li>ii) Supporting people to stay well and independent.</li> <li>iii) Acting sooner to help those with preventable conditions.</li> <li>iv) Supporting those with long-term conditions or mental health issues.</li> <li>v) Caring for those with multiple needs as populations age.</li> <li>vi) Getting the best from collective resources so people get care as quickly as possible.</li> </ul> </li> <li>c) Ensure the ICB's statutory duties and regulatory assurance roles in considering proposals for service change and reconfiguration are effectively discharged.</li> </ul>

	<p>d) Make resource allocation decisions (regarding investment and disinvestment business cases in line with the financial limits set out within the Scheme of Reservation and Delegation). When making decisions, the Committee will consider strategic alignment, impact on health inequalities, clinical effectiveness, anticipated health benefit/ health gain, cost effectiveness and affordability.</p> <p>e) Make decisions in relation to the award of healthcare contracts (in line with the financial limits set out within the Scheme of Reservation and Delegation), ensuring compliance with existing procurement rules until the NHS Provider Selection Regime comes into effect.</p> <p>f) Oversee arrangements for the commissioning of primary medical services and for primary medical services contract management, including:</p> <ul style="list-style-type: none"> <li>i) The design of any enhanced services and local incentive schemes.</li> <li>ii) Urgent care services for out of area registered patients.</li> <li>iii) Establishing any new primary medical services providers in the area, in line with plans regarding the primary medical services provider landscape.</li> </ul> <p>g) Review and scrutinise regular updates regarding ongoing system development, including those relating to primary care networks, place-based partnerships, provider collaboratives, and joint and delegated commissioning arrangements.</p> <p>h) Scrutinise arrangements for public involvement and consultation in line with the ICB's statutory responsibilities. This will include:</p> <ul style="list-style-type: none"> <li>i) Overseeing the development and delivery of the ICB's public involvement and engagement strategy, ensuring the diversity of the population is effectively considered, including those who experience the greatest health inequalities.</li> <li>ii) Reviewing and scrutinising how people's voices and experiences across providers and partners are co-ordinated and heard.</li> </ul> <p>i) Scrutinise arrangements for ensuring the promotion of research as an essential function for continual improvement in health, well-being, high quality care and reducing health inequalities</p> <p>j) Oversee the development of proposals for ICB functions to be exercised by or jointly with any one or more other body (another ICB, an NHS trust, an NHS foundation trust, NHS England, a local authority, combined authority or any other prescribed body) under sections 65Z5 of the NHS Act 2006</p>
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	<p>(as amended) and recommend these for approval by the Board. Arrangements may involve the functions in question to be exercised by a joint committee and for the establishment of a pooled fund to fund those functions (under section 65Z6 of the 2006 Act).</p> <p>k) Oversee the development of proposals for the ICB to enter into partnership arrangements with one or more local authority under section 75 of the NHS Act 2006 (as amended) and recommend these for approval by the Board. These partnership arrangements will relate to the exercise of NHS functions and health-related functions, where the partnership arrangement is likely to lead to an improvement in the way these functions are exercised. Partnership arrangements may also include the establishment of a pooled fund made up of contributions from each partner.</p> <p>l) Review and scrutinise the impact of delegation agreements and partnership arrangements, ensuring they are delivering better outcomes, addressing health inequalities, sustaining joined-up, efficient and effective services and enhancing productivity.</p> <p>m) Oversee evaluation of the return on investment of funded healthcare services in terms of reduced health inequalities and improved health outcomes.</p> <p>n) Review an annual report on the work of the Individual Funding Request Panel.</p> <p>o) Review an annual report on the work of the Mental Health and Learning Disability Specialist Treatment/Funding Panel. This will include review and approval of the Panel's terms of reference on an annual basis.</p> <p>p) Review and approve policies specific to the Committee's remit and in line with the ICB's Scheme of Reservation and Delegation.</p> <p>q) Oversee the identification and management of risks relating to the Committee's remit.</p> <p>r) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</p>
<b>4. Membership</b>	<p>The Committee will have 11 members, comprised as follows:</p> <p><u><a href="#">Non-Executive Members</a></u></p> <p>a) Three Non-Executive Directors of the ICB Board</p> <p><u><a href="#">Clinical Members</a></u></p> <p>b) Medical Director</p> <p>c) Deputy Director of Nursing</p> <p>d) Independent GP Advisor</p>

	<p><u>Managerial Members</u></p> <ul style="list-style-type: none"> <li>e) Chief Executive</li> <li>f) Director of Integration</li> <li>g) Operational Director of Finance</li> <li>h) Health and social care commissioning representative from Nottingham City Council</li> <li>i) Health and social care commissioning representative from Nottinghamshire County Council</li> </ul> <p>All individuals appointed as members of the Committee are required to be approved by the ICB Chair due to the Committee's role in exercising ICB commissioning functions. The ICB Chair will not approve an individual to be a member of the Committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the individual's involvement with the private healthcare sector or otherwise.</p> <p><u>Attendees</u></p> <p>A representative from Healthwatch Nottingham and Nottinghamshire will have a standing invitation to attend meetings of the Committee.</p> <p>The Committee may also invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<b>5. Chair and deputy</b>	<p>The Board will appoint one of the ICB Non-Executive Directors to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's non-executive membership will be nominated to deputise for that meeting. In such circumstances, care will be taken to ensure that the Audit and Risk Committee Chair's role of Conflicts of Interest Guardian is not compromised.</p>
<b>6. Quorum</b>	<p>The Committee will be quorate with a minimum of five members, to include two non-executive members, one clinical member and one managerial member.</p> <p>To ensure that the quorum can be maintained, the Medical Director and Director of Integration are able nominate a suitable deputy to attend a meeting of the Committee that they are unable to attend to speak and vote on their behalf. In line with the requirement for the ICB Chair to approve all individuals appointed as members of the Committee, all deputies must be nominated and approved by the</p>



	<p>ICB Chair in advance of the meeting. Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained. Ad hoc deputy arrangements are not permitted.</p> <p>If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p> <p>For the sake of clarity, no person can act in more than one capacity when determining the quorum.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) All members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>b) A decision will be passed if more votes are cast for it than against it.</li> <li>c) Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</li> </ul> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>On occasion, the Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the scheduled meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.</p> <p>The powers which are delegated to the Committee, may for an urgent decision be exercised by the Chair of the Committee and the Chief Executive subject to every effort having been made to consult with as many members of the Committee as possible in the given circumstances.</p> <p>The exercise of such powers by the Chair of the Committee and the Chief Executive will be reported to the next formal meeting of the Committee for formal ratification and to the Audit and Risk Committee for review of the reasonableness of the decision to use emergency powers.</p>
<b>8. Meeting arrangements</b>	<p>Meetings of the Committee will be scheduled on a monthly basis and the Committee will meet, as a minimum, on a bi-monthly basis.</p>

	<p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means when necessary. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference) and those relating to meetings being open to the public and representatives of the press (as set out in section 9 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>A summary of the meeting will be published on the ICB's website as part of the ICB Board papers. The ratified minutes will be made available on request, redacted as appropriate.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee (or person presiding over the meeting) will determine how declared interests should be managed, which is likely to involve one the following actions:</p>

	<ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>11. Reporting responsibilities and review of committee effectiveness</b>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ul style="list-style-type: none"> <li>a) Providing an assurance report to the Board following each of the Committee's meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention.</li> <li>b) Providing an annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>12. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<b>Issue Date:</b> 1 July 2022 Updated 22 November 2022 Updated 1 April 2023	<b>Status:</b> APPROVED	<b>Version:</b> 1.2	<b>Review Date:</b> 31 March 2024
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## Schedule 1

<p><b>Duties of Integrated Care Boards (ICBs) to commission certain health services</b></p> <p>ICBs must arrange for the provision of the following to such extent as it considers necessary to meet the reasonable requirements of the people for whom it has responsibility:</p> <ul style="list-style-type: none"> <li>a) Hospital accommodation.</li> <li>b) Other accommodation for the purpose of any service provided under the NHS Act 2006 (as amended).</li> <li>c) Medical services other than primary medical services.</li> <li>d) Dental services other than primary dental services.</li> <li>e) Ophthalmic services other than primary ophthalmic services.</li> <li>f) Nursing and ambulance services.</li> <li>g) Such other services or facilities for the care of pregnant women, women who are breastfeeding and young children as the ICB considers are appropriate as part of the health service.</li> <li>h) Such other services or facilities for palliative care as the ICB considers are appropriate as part of the health service.</li> <li>i) Such other services or facilities for the prevention of illness, the care of persons suffering from illness and the after-care of persons who have suffered from illness as the ICB considers are appropriate as part of the health service.</li> <li>j) Such other services or facilities as are required for the diagnosis and treatment of illness.</li> </ul> <p><i>Note: ICBs' duties to arrange for the provision of services or facilities does not apply to the extent that NHS England has a duty to arrange for their provision, or another ICB has a duty to arrange for their provision.</i></p>	<p><b>Power of Integrated Care Boards to commission certain services</b></p> <p>ICBs may arrange for the provision of such services or facilities as it considers appropriate for the purposes of the health service that relate to securing improvement:</p> <ul style="list-style-type: none"> <li>a) In the physical and mental health of the people for whom it has responsibility.</li> <li>b) In the prevention, diagnosis and treatment of illness in those people.</li> </ul> <p><i>Note: ICBs may not arrange for the provision of a service or facility if NHS England has a duty to arrange for its provision.</i></p> <p><b>General duties of Integrated Care Boards</b></p> <ul style="list-style-type: none"> <li>a) Duty to promote NHS Constitution (section 14Z32)</li> <li>b) Duty as to effectiveness, efficiency and economy (section 14Z33)</li> <li>c) Duty as to improvement in quality of services (section 14Z34)</li> <li>d) Duties as to reducing inequalities (section 14Z35)</li> <li>e) Duty to promote involvement of each patient (section 14Z36)</li> <li>f) Duty as to patient choice (section 14Z37)</li> <li>g) Duty to obtain appropriate advice (section 14Z38)</li> <li>h) Duty to promote innovation (section 14Z39)</li> <li>i) Duty in respect of research (section 14Z40)</li> <li>j) Duty to promote education and training (section 14Z41)</li> <li>k) Duty to promote integration (section 14Z42)</li> <li>l) Duty to have regard to wider effect of decisions (section 14Z43)</li> <li>m) Duties as to climate change (section 14Z44)</li> <li>n) Public involvement and consultation by ICBs (section 14Z45)</li> </ul>
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### 13. Primary Medical Services Contracting Sub-Committee Terms of Reference

<b>1. Purpose</b>	<p>The Primary Medical Services Contracting Sub-Committee (“the Sub-Committee”) exists to exercise requirements set out within the Delegation Agreement between NHS England and the ICB (Primary Medical Services), insofar as they relate to contract management.</p>
<b>2. Status</b>	<p>The Sub-Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s Constitution. It is a sub-committee of, and accountable to, the Strategic Planning and Integration Committee. The Strategic Planning and Integration Committee has authorised the Sub-Committee to:</p> <ul style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> <li>b) Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Sub-Committee.</li> <li>c) Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> </ul>
<b>3. Duties</b>	<ul style="list-style-type: none"> <li>a) Oversee arrangements for ensuring effective primary medical services contract management</li> <li>b) Oversee the design of enhanced services and local incentive schemes and recommend these for approval by the Strategic Planning and Integration Committee, ensuring compliance with any relevant mandated guidance; overseeing the subsequent commissioning/re-commissioning arrangements.</li> <li>c) Make decisions in relation to any discretionary payments or discretionary support to be made to providers of primary medical services, ensuring compliance with any relevant mandated guidance.</li> <li>d) Oversee 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.</li> <li>e) Oversee the development of plans regarding the primary medical services provider landscape.</li> <li>f) Make decisions in relation to: <ul style="list-style-type: none"> <li>i) Award of new primary medical services contracts, in line with the ICB’s decision making limits as set out within the Delegation Agreement.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>i) Mergers and closures of primary medical services providers, ensuring all necessary consultation is undertaken and impact assessments completed.</li> <li>ii) Dispersing the patient lists of primary medical services providers.</li> <li>iii) Agreeing boundary changes and list closures of primary medical services providers.</li> <li>iv) Agreeing contract variations relating to GMS, PMS, and APMS contracts.</li> </ul> <p>g) Oversee arrangements for managing primary medical services providers providing inadequate standards of patient care.</p> <p>h) Oversee the commissioning of the Primary Care Network Contract Directed Enhanced Services, in line with published specifications and mandated guidance.</p> <p>i) Oversee arrangements for commissioning ancillary support services.</p> <p>j) Oversee the identification and management of risks relating to the Sub-Committee's remit.</p> <p>k) Monitor the quality of data that informs the work of the Sub-Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</p>
<b>4. Membership</b>	<p>The Sub-Committee's membership will be comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Independent GP Advisor</li> <li>b) Associate Director of Primary Care</li> <li>c) Deputy Director of Nursing</li> <li>d) Operational Director of Finance</li> <li>e) Locality Directors for Bassetlaw and Mid-Nottinghamshire, Nottingham City and South Nottinghamshire</li> </ul> <p>All individuals appointed as members of the Sub-Committee are required to be approved by the ICB Chair due to the Sub-Committee's role in exercising ICB commissioning functions. The ICB Chair will not approve an individual to be a member of the Sub-Committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the individual's involvement with the private healthcare sector or otherwise.</p> <p><u><a href="#">Attendees</a></u></p> <p>Representatives from Healthwatch Nottingham and Nottinghamshire and the Nottinghamshire Local Medical Committee will have standing invitations to attend meetings of the Sub-Committee.</p>

	<p>The Sub-Committee may invite a range of Senior Managers to attend meetings to support the Sub-Committee in discharging its responsibilities.</p>
<b>5. Chair and deputy</b>	<p>The Independent GP Advisor will be Chair of the Sub-Committee. In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Sub-Committee's membership will be nominated to deputise for that meeting.</p>
<b>6. Quorum</b>	<p>The Sub-Committee will be quorate with a minimum of three members present.</p> <p>To ensure that the quorum can be maintained, the Associate Director of Primary Care, Deputy Director of Nursing, Operational Director of Finance and Locality Directors are able nominate a suitable deputy to attend a meeting of the Sub-Committee that they are unable to attend to speak and vote on their behalf. In line with the requirement for the ICB Chair to approve all individuals appointed as members of the Sub-Committee, all deputies must be nominated and approved by the ICB Chair in advance of the meeting. Sub-Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained. Ad hoc deputy arrangements are not permitted.</p> <p>If any Sub-Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>7. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Sub-Committee members will be required, the process for which will be, as follows:</p> <ol style="list-style-type: none"> <li>All members of the Sub-Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>A decision will be passed if more votes are cast for it than against it.</li> <li>Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Sub-Committee will have a casting vote.</li> </ol> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p>



<b>8. Meeting arrangements</b>	<p>Meetings of the Sub-Committee will be scheduled on a monthly basis and the Sub-Committee will meet no less than ten times per year.</p> <p>The Sub-Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Sub-Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Sub-Committee to be open to the public.</p> <p>Secretariat support will be provided to the Sub-Committee to ensure the day-to-day work of the Sub-Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Sub-Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Sub-Committee at the following meeting. The ratified minutes of the meeting will be made available to the public on request, redacted as appropriate.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Sub-Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Sub-Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Sub-Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p>



	<ul style="list-style-type: none"> <li>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Sub-Committee's decision-making arrangements.</li> <li>b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Sub-Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>11. Reporting responsibilities and review of committee effectiveness</b>	<p>The Sub-Committee will provide assurance to the Strategic Planning and Integration Committee that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ul style="list-style-type: none"> <li>a) Providing an assurance report to the Strategic Planning and Integration Committee following each of the Sub-Committee's meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant the attention of the Strategic Planning and Integration Committee.</li> <li>b) Providing an annual report to the Strategic Planning and Integration Committee, summarising how the Sub-Committee has discharged its duties across the year, key achievements and any identified areas of required development. This report will be informed by the Sub-Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Strategic Planning and Integration Committee approval, will be the subject of a separate report.</p>
<b>12. Review of terms of reference</b>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>An early review of these terms of reference may be required during the ICB's first year of operation, as wider system working arrangements evolve.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Strategic Planning and Integration Committee for approval.</p>

<b>Issue Date:</b> 1 July 2022 Updated 1 April 2023	<b>Status:</b> APPROVED	<b>Version:</b> 1.1	<b>Review Date:</b> 31 March 2024
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## 14. List of primary medical services providers

The following provides an up-to-date list of the eligible providers of primary medical services within the ICB Area for the purpose of nominating the Primary Care Partner Member of the ICB Board, as referenced at 3.6.2 of the ICB's constitution.

No.	Practice Code	Practice Name	Postcode
1.	C84065	Abbey Medical Centre	NG9 2QP
2.	C84037	Abbey Medical Group	NG21 0RB
3.	C84679	Acorn Medical Practice	NG18 1QA
4.	C84067	Ashfield House (Annesley)	NG17 9JB
5.	C84091	Aspley Medical Centre	NG8 5RU
6.	C84693	Bakersfield Medical Centre	NG3 7EJ
7.	Y05369	Balderton Primary Care Centre	NG24 3HJ
8.	C84009	Barnby Gate Surgery	NG24 1QD
9.	C84101	Bawtry And Blyth Medical	DN10 6RQ
10.	C84017	Belvoir Health Group	NG13 8FD
11.	Y06356	Bilborough Medical Centre	NG8 4PN
12.	C84123	Bilthorpe Surgery	NG22 8QB
13.	C84112	Bramcote Surgery	NG9 3HF
14.	C84092	Bridgeway Practice	NG2 2JG
15.	C84077	Brierley Park Medical Centre	NG17 2NF
16.	Y06792	Broad Oak Medical Practice	NG8 6LN
17.	C84605	Castle Healthcare Practice	NG2 7SD
18.	C84120	Chilwell Valley and Meadows Practice	NG9 6DX
19.	C84034	Churchfields Medical Practice	NG6 0HD
20.	C84020	Churchside Medical Practice	NG18 1QB
21.	C84046	Clifton Medical Practice	NG11 8EW
22.	C84045	Collingham Medical Centre	NG23 7LB
23.	C84035	Crown House Surgery	DN22 7XF
24.	C84066	Daybrook Medical Practice	NG5 6HP
25.	C84044	Deer Park Family Medical Practice	NG8 2GR
26.	C84039	Derby Road Health Centre	NG7 2DW
27.	C84025	East Bridgford Medical Centre	NG13 8NY

No.	Practice Code	Practice Name	Postcode
28.	C84032	Eastwood Primary Care Centre	NG16 3BS
29.	C84011	Elmswood Surgery	NG5 4AD
30.	C84105	Fairfields Practice	NG7 5HY
31.	C84074	Family Medical Centre (Kirkby)	NG17 7BG
32.	C84018	Family Medical Centre (Sood)	NG3 2FW
33.	C84036	Forest Medical	NG19 6AB
34.	C84019	Fountain Medical Centre	NG24 1QH
35.	C84667	Giltbrook Surgery	NG16 2GE
36.	Y03124	Grange Farm Medical Centre	NG8 4HQ
37.	C84063	Greendale Primary Care Centre	NG3 7DQ
38.	C84676	Greenfields Medical Centre (Yvs Rao)	NG7 6ER
39.	C84624	Hama Medical Centre	NG16 2NB
40.	C84629	Health Care Complex, Kirkby	NG17 7BG
41.	C84705	Hickings Lane Medical Centre	NG9 8PN
42.	C84055	Highcroft Surgery	NG5 7BQ
43.	C84691	High Green Practice (Khan)	NG7 5HY
44.	C84656	Hill View Surgery	NG21 0JP
45.	C84660	Hounsfield Surgery	NG23 6PX
46.	C84078	Hucknall Road Medical Centre	NG5 1NA
47.	C84654	Jacksdale Medical Centre	NG16 5JW
48.	C84081	John Ryle Medical Practice	NG11 8EW
49.	C84704	JRB Healthcare (Beechdale Surgery)	NG8 3LF
50.	C84613	Jubilee Park Medical Partnership	NG4 3DQ
51.	C84013	Kingfisher Family Practice	DN22 7XF
52.	C84061	King's Medical Centre	NG17 1AT
53.	Y05690	Kirkby Community Primary Care Centre	NG17 7AE
54.	C84076	Kirkby Health Centre	NG17 7LG
55.	C84001	Larwood Surgery	S81 0HH
56.	C84043	Leen View Surgery	NG6 8QJ
57.	C84694	Lime Tree Surgery	NG8 6AB
58.	C84029	Lombard Medical Centre	NG24 4XG

No.	Practice Code	Practice Name	Postcode
59.	C84140	Lowmoor Road Surgery	NG17 7BG
60.	C84113	Major Oak Medical Practice	NG21 9QS
61.	C84144	Meadows Health Centre (Larner)	NG2 2JG
62.	C84658	Meden Medical Services	NG20 0BP
63.	C84116	Melbourne Park Medical Centre	NG8 5HL
64.	C84021	Middleton Lodge Practice	NG22 9SZ
65.	C84106	Mill View Surgery	NG18 5PF
66.	C84090	Musters Medical Practice	NG2 7SD
67.	C84024	Newgate Medical Group	S80 1HP
68.	C84131	Newthorpe Medical Practice	NG16 3HU
69.	C84692	North Leverton Surgery	DN22 0AB
70.	C84095	Oakenhall Medical Practice	NG15 7UA
71.	C84016	Oakwood Surgery	NG19 8BL
72.	C84051	Orchard Medical Practice	NG18 5GG
73.	C82040	Orchard Surgery	DE74 2EL
74.	C84064	Parkside Medical Centre	NG6 8QJ
75.	Y02847	Parliament Street Medical Centre	NG1 6LD
76.	Y06507	Peacock Healthcare	NG4 1JA
77.	C84115	Plains View Surgery	NG3 5LB
78.	C84057	Pleasley Surgery	NG19 7PE
79.	C84084	Radcliffe-On-Trent Health Centre	NG12 2GD
80.	C84117	Radford Medical Practice (Kaur)	NG7 3GW
81.	C84087	Rainworth Health Centre	NG21 0AD
82.	C84129	Rise Park Surgery	NG5 5EB
83.	C84127	Riverbank Medical Services	NG20 0BP
84.	C84060	Rivergreen Medical Centre	NG11 8AD
85.	C84717	Riverlyn Medical Centre	NG6 9AA
86.	C84094	Riverside Health Centre	DN22 6FB
87.	C84069	Roundwood Surgery	NG18 1QQ
88.	C84637	Sandy Lane Surgery	NG18 2LT
89.	C84042	Saxon Cross Surgery	NG9 8DA

No.	Practice Code	Practice Name	Postcode
90.	C84142	Selston Surgery	NG16 6BT
91.	C84682	Sherrington Park Medical Practice	NG5 2EJ
92.	C84059	Sherwood Medical Partnership	NG19 0FW
93.	C84628	Sherwood Rise Medical Centre	NG7 7AD
94.	C84114	Skegby Family Medical Centre	NG17 3EE
95.	Y05622	Southglade Medical Practice	NG5 5GU
96.	C84049	Southwell Medical Centre	NG25 0AL
97.	C84004	St Albans Medical Centre	NG6 8AQ
98.	C84086	St Georges Medical Practice	NG2 7PG
99.	C84031	St Peters Medical Practice	NG18 1EE
100.	C84136	St Luke's Surgery	NG7 3GW
101.	C84026	Stenhouse Medical Centre	NG5 7BP
102.	C84714	Sunrise Medical Practice	NG11 8NS
103.	C84695	The Alice Medical Centre	NG5 5HW
104.	C84047	The Calverton Practice	NG14 6FP
105.	C84103	The Forest Practice	NG7 5HY
106.	C84703	The Gamston Medical Centre	NG2 6PS
107.	C84646	The Ivy Medical Group	NG14 5BG
108.	C84107	The Linden Medical Group	NG9 8DB
109.	C84080	The Manor Surgery	NG9 1GA
110.	C84151	The Medical Centre (Irfan)	NG7 7DS
111.	C84030	The Oaks Medical Centre	NG9 2NY
112.	Y00026	The Om Surgery	NG15 7JP
113.	C84028	The Ruddington Medical Centre	NG11 6HD
114.	C84023	The University of Nottingham Health Service	NG7 2QW
115.	C84072	The Wellspring Surgery	NG3 3GG
116.	C84683	The Windmill Practice	NG2 4PJ
117.	C84053	Torkard Hill Medical Centre	NG15 6DY
118.	C84010	Trentside Medical Group	NG4 2FN
119.	C84619	Tudor House Medical Practice	NG5 3HU
120.	C84008	Tuxford Medical Centre	NG22 0HT

No.	Practice Code	Practice Name	Postcode
121.	C84150	Unity Surgery	NG3 6EU
122.	C84085	Victoria And Mapperley Practice	NG1 3LW
123.	C84005	Village Health Group	LE12 6JG
124.	C84664	Welbeck Surgery	NG5 2JJ
125.	C84621	West Bridgford Medical Centre	NG2 7PX
126.	C84696	West Oak Surgery	NG3 6EW
127.	C84033	Westdale Lane Surgery	NG4 3JA
128.	Y05346	Westwood Primary Care Centre	S80 2TR
129.	Y06443	Whyburn Medical Practice	NG15 7JE
130.	C84012	Willowbrook Medical Practice	NG17 1ES
131.	C84122	Wollaton Park Medical Centre	NG8 1FG
132.	C84014	Woodlands Medical Practice	NG17 1JW

## 15. Board meetings: Guidance for members of the public

### Introduction

NHS Nottingham and Nottinghamshire is committed to openness and transparency and conducts as much of its business as possible in meetings that are open to members of the public.

A meeting in public is where members of the public can attend to observe a formal meeting. However, observers are not permitted to join in the discussion. These are different from public meetings, which are open forums to allow members of the public to ask questions and discuss issues, usually on a specific topic.

### How do I find out about meetings?

Meeting dates, times and venues, which can be subject to change, are published on the ICB's website: [www.notts.icb.nhs.uk](http://www.notts.icb.nhs.uk).

Meeting agendas and supporting papers are available on the website five calendar days before each meeting.

### Can members of the public ask questions during the meeting?

To assist in the management of the agenda and meeting, individuals are requested to submit written questions to the Board's email address [nnicb-nn.ics@nhs.net](mailto:nnicb-nn.ics@nhs.net) at least 48 hours before the meeting. However, the Chair will also accept questions on the day provided that they are pertinent to items on the agenda. The Chair reserves the right to decide whether to accept the question.

Where possible, a response will be given to questions at the meeting, however if the matter is complex or requires the consideration of further information, a written response to questions will be provided within ten working days. If the number of questions raised exceeds the time allocated, questions will be taken on a first come, first served basis and any remaining questions subsequently addressed in writing.

We will not be able to discuss questions if:

- They do not relate to an item on the agenda;
- They relate to individual patient care or the performance of individual staff members; or
- They relate to issues which are the subject of current confidential discussions, legal action or any other matter not related to the roles and responsibilities of the ICB.

The Chair reserves the right to move the meeting on if they judge that no further progress is likely to result from further discussion or questioning, or to ensure that the meeting can be conducted on time.

Any questions submitted may be treated as a request under the Freedom of Information Act 2000 and treated accordingly.

### **Attendance at meetings**

If you have any particular needs with regards to access or assistance, such as wheelchair access or an induction loop please contact [nnicb-nn.ics@nhs.net](mailto:nnicb-nn.ics@nhs.net) and we will do our best to assist you. Please be aware that you will need to sign-in at the venue reception upon arrival, for fire safety and security reasons. A member of staff will escort everyone to the meeting room. Unfortunately, if members of the public arrive after the meeting has already started it may not be possible for them to join the meeting.

We are always interested to know who is attending our meetings and would like to encourage a wide range of organisations and individuals. To help us with this, we will ask you to sign a register when you arrive for the meeting.

At the end of meeting, all members of the public will also be escorted back to the main entrance by a member of staff.

Please note that the use of mobile phones or other electronic devices during the meeting will not be permitted if their use is deemed disruptive to the meeting. This is for the benefit of all present.

### **Identifying Board members**

The Chair will ask members to introduce themselves at the beginning of each meeting. A name plate for each member will also be displayed on the table to help you see who is speaking during the meeting.

### **Discussions at meetings**

The members will have been provided with copies of the agenda and papers at the same time as they are published on the website and will therefore have had the opportunity to consider the papers prior to the meeting. The Board will consider the items on the agenda in turn and each paper includes a summary cover sheet, which makes recommendations for the meeting to consider. For some items there may be a presentation whereas for others this may not be necessary. The members may not actively discuss each item in detail; this does not mean that the item has not received careful consideration but means that the members have no further questions on the matter and do not wish to challenge the recommendation(s). A formal vote will not be taken if there is a consensus on a suggested course of action.



## **Minutes**

A record of the issues discussed and decisions taken at the meeting will be set out in the minutes, which members will be asked to approve as a correct record at its next meeting. Please note that the minutes will not be a verbatim record of everything that was discussed at the meeting.

## **Public order**

The Chair may at any time require the public or individual members of the public or media to leave the meeting or may adjourn the meeting to a private location if they consider that those present are disrupting the proper conduct of the meeting or the business of the Board.

## **Will all discussion be held in open session?**

The following criteria are applied in considering whether matters should be dealt with on a confidential basis.

- Material relating to a named individual;
- Information relating to contract negotiations;
- Commercially sensitive information;
- Information which may have long term legal implications or contain legal advice which, if revealed may prejudice the ICB's position;
- Other sensitive information, which, if widely available, would detrimentally affect the standing of the ICB; and
- Exceptionally, information which by reason of its nature, the ICB is satisfied should be dealt with on a confidential basis.

## 16. Procedure for the consideration of petitions

### Criteria for Acceptance

- (a) Petitions may be received in paper or electronic format (e.g. email, web based or social media).
- (b) Petitions should include a statement, which should include:
  - The organisation to which the petition is being addressed
  - The proposition which is being promoted by the petition
  - The timeframe over which the petition has been collected
- (c) The name and address of the petition organiser, who must be resident within the Nottingham and Nottinghamshire ICB Area, should be provided on the first page of the petition.
- (d) The following information about each petitioner should be included:
  - Name
  - Postcode
  - Signature (in the case of a written petition)
  - Email address (in the case of an electronic petition)

### Acceptance

- (e) An acknowledgement of receipt of the petition will be provided to the lead petitioner within five working days of receipt, with a clear explanation about what will happen next.
- (f) Once received, the Chief Executive or nominated representative will ensure that the petition receives appropriate and proportionate consideration and that a response is made in writing.
- (g) Where a petition, with significant support (with a minimum of 1,000 signatures) has been received by the ICB, the Chief Executive shall consult with the Chair as to whether the petition should be included as a specific item for the agenda and consideration at the next meeting of the Board to agree any appropriate actions.
- (h) The following issues will be taken into account when considering a petition:
  - If a petition is raised about a perceived lack of or missing service, influence will be afforded to the most cogent ideas and arguments, based upon clinical effectiveness, quality, patient safety, clinical and cost effectiveness and not necessarily to the views of the most numerous stakeholders.

- The petition’s concerns will be assessed in relation to the rationale and constraints behind it. For example, a petition that proposes a realistic alternative option will normally be given greater weight than a petition that simply opposes an option that has been put forward for valid reasons.
  - The petition’s concerns will also be assessed in relation to the impact on other populations if these demands were accepted. This assessment could take into account views expressed in other petitions (which may conflict).
- (i) The organiser of the petition will receive correspondence from the ICB, in the form of an outcome letter describing how the issues raised have or will influence the decisions of the ICB, within 40 working days of receipt of the petition.

### **Criteria for Non-Acceptance**

- (j) Petitions will not be considered if they are repeated, vexatious or if they concern issues which are outside the ICB’s remit. Petitions will also not be considered if the information contained is confidential, libellous, false, defamatory or offensive.
- (k) A petition will be considered as a repeat petition if:
- It covers the same or substantially similar subject matter to another petition received within the previous six months;
  - It is presented by the same or similar individuals or groups as another petition received within the previous six months.
- (l) A petition will be considered as a vexatious petition if:
- It focuses on individual grievances
  - It focuses on the actions or decisions of an individual and not the organisation
- (m) A petition will be considered as outside the ICB’s’ remit if:
- It focuses on a matter relevant to another organisation
  - It requests information available via Freedom of Information legislation
  - Its aim is to correspond on personal issue(s) with an individual(s)
  - Signatories are not based in the UK
- (n) A petition will be considered as confidential, libellous, false or defamatory if:
- It contains information which may be protected by an injunction or court order

- It contains material which is potentially confidential, commercially sensitive, or which may cause personal distress or loss
- (o) A petition will be considered as offensive if:
  - It contains language that may cause offence, is provocative or extreme in its views
- (p) Where a petition does not meet the criteria for acceptance, then the ICB will respond in writing within 20 working days to advise that the petition has been rejected. The reason for rejection will be given clearly and explicitly.

## **Annex A: Standing Financial Instructions**

The ICB's Standing Financial Instructions are published in full on the ICB's website at [www.notts.icb.nhs.uk](http://www.notts.icb.nhs.uk).

## **Annex B: Scheme of Reservation and Delegation**

The ICB's Scheme of Reservation and Delegation is published in full on the ICB's website at [www.notts.icb.nhs.uk](http://www.notts.icb.nhs.uk).