
# NHS Nottingham and Nottinghamshire Integrated Care Board

# CONSTITUTION

| Version | Effective Date | Changes |
|---|---|---|
| 1.0 | 1 July 2022 | First version constitution on establishment of the ICB. |
| 1.1 | 10 November 2022 | Housekeeping amendments to 1.4.7(f), 3.2.4, 3.2.7, 7.1.1 and Appendix 1, as directed by NHS England. |
| 1.2 | 1 October 2024 | To reflect an increase in the number of Ordinary Members of the Board; one further non-executive member and one further executive member.<br>Changes to 2.2.2(a), 2.2.2(b), 2.2.3(f), 2.2.3(j), 2.2.3(k) and 3.8.1, 3.12, 3.12.1, 3.12.3 and 7.3.1. |
| 1.3 | 28 February 2025 | To incorporate amendments to 2.2.3, 3.1.1, 3.3.4, 3.5.6, 3.6.6, 3.7.6, 3.8.5, 3.8.6, 3.13, 3.14, 3.15.3, 4.6.8, 7.2.1, 7.2.2, 7.2.8 and Appendix 1 and Appendix 2, addition of 4.6.9 and removal of previous 1.5.2 and 3.17, as directed by NHS England.<br>In addition to a number of housekeeping amendments, the changes introduce the role of Senior Non-Executive member, and new rules regarding terms of office of the Chair and Non-Executive members and the maximum number of years able to be served. The amendments also remove previous clauses related to the establishment of the ICB. |
| 1.4 | 27 March 2025 | Amendments to 3.9.1(a), 3.10.1(a), 3.11.1(a) and 3.12.1(a) to enable Executive members of the Board to be appointed via secondment from another Integrated Care Board. |

# Contents

# 1. Introduction

## 1.1 Background/ Foreword

1.1.1 NHS England has set out the following as the four core purposes of Integrated Care Systems:

(a) Improve outcomes in population health and healthcare.

(b) Tackle inequalities in outcomes, experience and access.

(c) Enhance productivity and value for money.

(d) Help the NHS support broader social and economic development.

1.1.2 The Integrated Care Board will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

(a) Improving the health of children and young people.

(b) Supporting people to stay well and independent.

(c) Acting sooner to help those with preventable conditions.

(d) Supporting those with long-term conditions or mental health issues.

(e) Caring for those with multiple needs as populations age.

(f) Getting the best from collective resources so people get care as quickly as possible.

1.1.3 In Nottingham and Nottinghamshire, the Integrated Care Partnership will form the 'guiding mind' for the Integrated Care System in creating an integrated care strategy that will set out how the assessed needs of its area are to be met by the Integrated Care Board, NHS England and relevant local authorities. The Integrated Care Board will pay due regard to this integrated care strategy when exercising its functions.

## 1.2 Name

1.2.1 The name of this Integrated Care Board is NHS Nottingham and Nottinghamshire Integrated Care Board (referred to in this constitution as "**the ICB**").

## 1.3 Area covered by the Integrated Care Board

1.3.1 The area covered by the ICB (referred to in this constitution as "**the ICB Area**") is coterminous with the District of Ashfield, District of Bassetlaw, Borough of Broxtowe, Borough of Gedling, District of Mansfield, District of Newark and Sherwood, City of Nottingham and Borough of Rushcliffe.

## 1.4 Statutory framework

1.4.1 The ICB is established by order made by NHS England under powers in the National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022 ("**the 2006 Act**").

1.4.2 The ICB is a statutory body with the general function of arranging for the provision of services for the purposes of the health service in England and is an NHS body for the purposes of the 2006 Act.

1.4.3 The main powers and duties of the ICB to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to ICBs, as well as by regulations and directions (including, but not limited to, those made under the 2006 Act).

1.4.4 In accordance with section 14Z25(5) of, and paragraph 1 of Schedule 1B to, the 2006 Act the ICB must have a constitution, which must comply with the requirements set out in that Schedule. The ICB is required to publish its constitution (section 14Z29 of the 2006 Act). This constitution is published on the ICB's website at www.notts.icb.nhs.uk.

1.4.5 The ICB must act in a way that is consistent with its statutory functions, both duties and powers. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to ICBs. Examples include, but are not limited to, the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to ICBs take the form of general statutory duties, which the ICB must comply with when exercising its functions. These duties include but are not limited to:

(a) Having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 2009 and section 14Z32 of the 2006 Act).

(b) Exercising its functions effectively, efficiently, and economically (section 14Z33 of the 2006 Act).

(c) Duties in relation children including safeguarding, promoting welfare etc (including the Children Acts 1989 and 2004, and the Children and Families Act 2014).

(d) Adult safeguarding and carers (the Care Act 2014).

(e) Equality, including the public-sector equality duty (under the Equality Act 2010) and the duty as to health inequalities (section 14Z35 of the 2006 Act).

(f) Information law (for instance, data protection laws, such as the UK General Data Protection Regulation, the Data Protection Act 2018, and the Freedom of Information Act 2000).

(g) Provisions of the Civil Contingencies Act 2004.

1.4.6 The ICB is subject to an annual assessment of its performance by NHS England which is also required to publish a report containing a summary of the results of its assessment.

1.4.7 The performance assessment will assess how well the ICB has discharged its functions during that year and will, in particular, include an assessment of how well it has discharged its duties under:

(a) Section 14Z34 of the 2006 Act (improvement in quality of services).

(b) Section 14Z35 of the 2006 Act (reducing inequalities).

(c) Section 14Z38 of the 2006 Act (obtaining appropriate advice).

(d) Section 14Z40 of the 2006 Act (promoting research).

(e) Section 14Z43 of the 2006 Act (having regard to the wider effect of decisions).

(f) Section 14Z45 of the 2006 Act (public involvement and consultation).

(g) Sections 223GB to 223N of the 2006 Act (financial duties).

(h) Section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).

1.4.8 NHS England has powers to obtain information from the ICB (section 14Z60 of the 2006 Act) and to intervene where it is satisfied that the ICB is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so (section 14Z61 of the 2006 Act).

## 1.5 Status of this constitution

1.5.1 The ICB was established on 1 July 2022 by The Integrated Care Boards (Establishment) Order 2022, which made provision for its constitution by reference to this document.

1.5.2 Changes to this constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

## 1.6 Variation of this constitution

1.6.1 In accordance with paragraph 15 of Schedule 1B to the 2006 Act this constitution may be varied in accordance with the procedure set out in this paragraph. The constitution can only be varied in two circumstances:

(a) Where the ICB applies to NHS England in accordance with NHS England's published procedure and that application is approved.

(b) Where NHS England varies the constitution of its own initiative (other than on application by the ICB).

1.6.2 The procedure for proposal and agreement of variations to the constitution is as follows:

(a) The Chair or Chief Executive may periodically propose amendments to this constitution.

(b) All proposed amendments shall be considered and endorsed by the Board of the ICB in line with its procedures for making decisions (as set out in the ICB's Standing Orders), prior to an application being made to NHS England to vary the constitution.

(c) Proposed amendments to this constitution will not be implemented until an application to NHS England for variation has been approved.

## 1.7 Related documents

1.7.1 This constitution is also supported by a number of documents, which provide further details on how governance arrangements in the ICB will operate.

1.7.2 The following are appended to this constitution and form part of it for the purpose of the provisions set out at 1.6 of this constitution and the ICB's legal duty to have a constitution:

(a) **Standing Orders** – which set out the arrangements and procedures to be used for meetings and the processes to appoint the ICB committees.

1.7.3 The following do not form part of this constitution but are required to be published:

(a) **Scheme of Reservation and Delegation (SoRD)** – sets out those decisions that are reserved to the Board of the ICB and those decisions that have been delegated in accordance with the powers of the ICB and which must be agreed in accordance with and be consistent with this constitution. The SoRD identifies where, or to whom, functions and decisions have been delegated to.

(b) **Functions and Decisions Map** – a high-level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. The Functions and Decisions Map also includes decision making responsibilities that are delegated to the ICB (for example, from NHS England).

(c) **Standing Financial Instructions** – which set out the arrangements for managing the ICB's financial affairs.

(d) **Governance Handbook** – this brings together all the ICB's governance documents, so it is easy for interested people to navigate. It includes (but is not limited to):

(i) The above documents (a) to (c).

(ii) Terms of reference for all committees and sub-committees of the Board that exercise ICB functions.

(iii) Delegation arrangements for all instances where ICB functions are delegated, in accordance with section 65Z5 of the 2006 Act, to one or more other body (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body); or to a joint committee of the ICB and one or more of those organisations in accordance with section 65Z6 of the 2006 Act.

(iv) Terms of reference of any joint committee of the ICB and one or more other body (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body).

(v) The up-to-date list of eligible providers of primary medical services as referenced at 3.6.2 of this constitution.

(e) **Key policy documents** – which should also be included in the Governance Handbook or linked to it – including (but not limited to):

(i) Standards of Business Conduct Policy, which incorporates the ICB's policy and procedures for the identification and management of conflicts of interest.

(ii) Policy for public involvement and engagement.

# 2. Composition of the Board of the ICB

## 2.1 Background

2.1.1 This part of the constitution describes the membership of the Integrated Care Board. Further information about the criteria for the roles and how they are appointed is in part 3 of this constitution.

2.1.2 Further information about the individuals who fulfil these roles can be found on the ICB's website at www.notts.icb.nhs.uk.

2.1.3 In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this constitution as **"the Board"** and members of the ICB referred to as **"Board Members"**) consists of a Chair, a Chief Executive, and at least three Ordinary Members.

2.1.4 The membership of the ICB (the Board) shall meet as a unitary board and shall be collectively accountable for the performance of the ICB's functions.

2.1.5 NHS England Policy requires the ICB to appoint the following additional Ordinary Members: three executive members, namely a Director of Finance, a Medical Director, and a Director of Nursing; and at least two non-executive members.

2.1.6 The Ordinary Members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as **"Partner Members"**) are nominated by the following, and appointed in accordance with the procedures set out in part 3 of this constitution:

(a) NHS trusts and NHS foundation trusts who provide services within the ICB Area and are of a prescribed description.

(b) The primary medical services (general practice) providers within the ICB Area and are of a prescribed description.

(c) The local authorities which are responsible for providing social care and whose areas coincide with or include the whole or any part of the ICB Area.

While the Partner Members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the Board, they are not to act as delegates of those sectors.

## 2.2 Board membership

2.2.1 The ICB has five Partner Members:

(a) Two from the NHS trusts and NHS foundation trusts who provide services within the ICB Area.

(b) One from the primary medical services (general practice) providers within the ICB Area.

(c) Two from the local authorities that provide social care and whose areas coincide with the ICB Area.

2.2.2 The ICB has also appointed the following further Ordinary Members to the Board (which are in addition to those set out at 2.1.5 and 2.1.6 of this constitution):

(a) Three non-executive members.

(b) Two executive members, namely a Director of Strategy and System Development and a Director of Delivery and Operations.

2.2.3 The Board is therefore composed of the following members:

(a) Chair.

(b) Chief Executive.

(c) Two Partner Members – NHS trusts and NHS foundation trusts.

(d) One Partner Member – providers of primary medical services.

(e) Two Partner Members – local authorities.

(f) Five Non-Executive members (one of whom, but not the Audit and Risk Committee Chair, will be appointed Deputy Chair, and one of whom, who may be the Deputy Chair or the Audit and Risk Committee Chair, will be appointed the Senior Non-Executive member).

(g) Director of Finance.

(h) Medical Director.

(i) Director of Nursing.

(j) Director of Strategy and System Development.

(k) Director of Delivery and Operations.

2.2.4 The Chair will exercise their function to approve the appointment of the Ordinary Members with a view to ensuring that at least one of the Ordinary Members will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

2.2.5 The Board will keep under review the skills, knowledge, and experience that it considers necessary for members of the Board to possess (when taken together) in order for the Board to effectively carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.

## 2.3 Regular participants and observers at meetings of the Board

2.3.1 The Board may invite specified individuals to be Participants or Observers at its meetings to inform its decision-making and the discharge of its functions as it sees fit.

2.3.2 Participants will receive advanced copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of the Board meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting, but may not vote.

2.3.3 Observers will receive advanced copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of the Board meetings, or part(s) of a meeting by the Chair. Any such person may not address the meeting and may not vote.

2.3.4 Participants and/or observers may be asked to leave the meeting by the Chair in the event that the Board passes a resolution to exclude the public as per the Standing Orders.

# 3. Appointments process for the Board

## 3.1 Eligibility criteria for Board membership

3.1.1 Each member of the ICB must:

(a) Comply with the criteria of the Fit and Proper Person Test.

(b) Be committed to upholding the Seven Principles of Public Life (known as the Nolan Principles).

(c) Fulfil the requirements relating to experience, knowledge, skills, and attributes set out in the relevant role specification.

## 3.2 Disqualification criteria for Board membership

3.2.1 A Member of Parliament.

3.2.2 A person whose appointment as a Board member ("the candidate") is considered by the person making the appointment as one which could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

3.2.3 A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted:

(a) In the United Kingdom of any offence.

(b) Outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part, and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.

3.2.4 A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, Part 13 of the Bankruptcy (Scotland) Act 2016 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings).

3.2.5 A person who has been dismissed within the period of five years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any health service body.

3.2.6 A person whose term of appointment as the chair, a member, a director, or a governor of a health service body, has been terminated on the grounds:

(a) That it was not in the interests of, or conducive to the good management of, the health service body or of the health service that the person should continue to hold that office.

(b) That the person failed, without reasonable cause, to attend any meeting of that health service body for three successive meetings.

(c) That the person failed to declare a pecuniary interest or withdraw from consideration of any matter in respect of which that person had a pecuniary interest.

(d) Of misbehaviour, misconduct, or failure to carry out the person's duties.

3.2.7 A Health Care Professional or other professional person who has at any time been subject to an investigation or proceedings, by any body which regulates or licenses the profession concerned ("the regulatory body"), in connection with the person's fitness to practice or any alleged fraud, the final outcome of which was:

(a) The person's suspension from a register held by the regulatory body, where that suspension has not been terminated.

(b) The person's erasure from such a register, where the person has not been restored to the register.

(c) A decision by the regulatory body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded.

(d) A decision by the regulatory body which had the effect of imposing conditions on the person's practice of the profession in question, where those conditions have not been lifted.

3.2.8 A person who is subject to:

(a) A disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002.

(b) An order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual).

3.2.9 A person who has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person was responsible, to which the person was privy, or which the person by their conduct contributed to or facilitated.

3.2.10 A person who has at any time been removed, or is suspended, from the management or control of any body under:

(a) Section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990(f) (powers of the Court of Session to deal with the management of charities).

(b) Section 34(5) or of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session to deal with the management of charities).

## 3.3 Chair

3.3.1 The ICB Chair is to be appointed by NHS England, with the approval of the Secretary of State for Health and Social Care.

3.3.2 In addition to the criteria specified at 3.1 of this constitution, this member must fulfil the following additional eligibility criteria:

(a) The Chair will be independent.

3.3.3 Individuals will not be eligible if:

(a) They hold a role in another health or care organisation within the ICB Area.

(b) Any of the disqualification criteria set out at 3.2 of this constitution apply.

(c) They are an employee of the ICB, or a person seconded to the ICB.

3.3.4 The term of office for the Chair will be a maximum of three years and the total number of terms a Chair may serve is three terms.

## 3.4 Chief Executive

3.4.1 The Chief Executive will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England

3.4.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.

3.4.3 Further to the criteria specified at 3.1 of this constitution, the Chief Executive must fulfil the following additional eligibility criteria:

(a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act.

3.4.4 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

(b) Subject to the provisions set out at 3.4.3(a) of this constitution, they hold any other employment or executive role.

### 3.5 Partner Member – NHS trusts and NHS foundation trusts

3.5.1 These Partner Members are jointly nominated by the NHS trusts and NHS foundation trusts which provide services for the purposes of the health service within the ICB Area and meet the Forward Plan Condition or (if the Forward Plan Condition is not met) the Level of Services Provided Condition, as prescribed in regulations:

(a) Sherwood Forest Hospitals NHS Foundation Trust.

(b) Nottingham University Hospitals NHS Trust.

(c) Nottinghamshire Healthcare NHS Foundation Trust.

(d) East Midlands Ambulance Services NHS Trust.

(e) Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust.

3.5.2 These members must fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be the Chief Executive or relevant Executive Director of one of the NHS trusts or NHS foundation trusts within the ICB Area.

(b) One member must be able to bring an informed view of hospital, urgent and emergency care services.

(c) The other member must have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

3.5.3 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

(b) They are an employee of the ICB, or a person seconded to the ICB.

3.5.4 These members will be appointed by the Chief Executive, subject to the approval of the Chair.

3.5.5 The appointment process will be as follows for each of these Partner Member roles:

(a) **Joint nomination:** When a vacancy arises, each eligible organisation listed at 3.5.1 of this constitution will be invited to nominate an individual who meets the required criteria for the role (as set out at

3.5.2 and 3.5.3 of this constitution). Eligible organisations may choose to nominate an individual from their own organisation or from another eligible organisation listed at 3.5.1 of this constitution. There is no requirement for every eligible organisation to nominate an individual.

All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, specifying a date for responses to be provided. The list will be adopted on the specified date and taken forward to step (b) below if the eligible organisations have expressly confirmed the list or provided no response.

Should no individuals be nominated, or if a majority of the eligible organisations do not agree the list, then the nomination process will be re-run until sufficient nominations are received and/or agreement is reached.

(b) **Assessment, selection and appointment:** The agreed list of jointly nominated individuals will be considered by a panel convened by the Chief Executive. The panel will assess the suitability of the nominees against the requirements of the role as set out at 3.5.2 and 3.5.3 of this constitution. If there is more than one suitable nominee, then the panel will select the most suitable for appointment. Should no individual be eligible for appointment following assessment, then the nomination process at 3.5.5(a) of this constitution will be repeated.

(c) **Approval:** The individual identified as most suitable for appointment will then be subject to approval by the Chair before taking up their role on the Board.

3.5.6 The term of office for these Partner Members will be a maximum of three years. There is no limit to the number of terms of office that can be served by an individual, whether consecutively or otherwise; however, no individual will have the right to be automatically re-appointed, as the appointment process set out at 3.5.5 of this constitution will be followed at the end of each term of office.

## 3.6 Partner Member – providers of primary medical services

3.6.1 This Partner Member is jointly nominated by the providers of primary medical services for the purposes of the health service within the ICB Area and that are primary medical services contract holders responsible for the provision of essential services, within core hours to a list of registered persons for whom the ICB has core responsibility. The list of relevant providers of primary medical services for this purpose is published as part of the ICB's Governance Handbook. The list will be kept up to date but does not form part of this constitution.

3.6.2 This member must fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be a registered medical practitioner, performing primary medical services for one of the providers set out at 3.6.1 of this constitution.

3.6.3 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

(b) They are an employee of the ICB, or a person seconded to the ICB.

3.6.4 This member will be appointed by the Chief Executive, subject to the approval of the Chair.

3.6.5 The appointment process will be as follows:

(a) **Joint nomination:** When a vacancy arises, individuals that meet the required criteria for this role (as set out at 3.6.2 and 3.6.3 of this constitution) may nominate themselves for this role. All self-nominations must be seconded by at least one of the eligible organisations described at 3.6.1. There is no requirement for every eligible organisation to nominate an individual.

All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, specifying a date for responses to be provided. The list will be adopted on the specified date and taken forward to step (b) below if the eligible organisations have expressly confirmed the list or provided no response.

Should no individuals be nominated, or if a majority of the eligible organisations do not agree the list, then the nomination process will be re-run until sufficient nominations are received and/or agreement is reached.

(b) **Assessment, selection and appointment:** The agreed list of jointly nominated individuals will be considered by a panel convened by the Chief Executive. The panel will assess the suitability of the nominees against the requirements of the role as set out at 3.6.2 and 3.6.3 of this constitution. If there is more than one suitable nominee, then the panel will select the most suitable for appointment. Should no individual be eligible for appointment following assessment, then the nomination process at 3.6.5(a) of this constitution will be repeated.

(c) **Approval:** The individual identified as most suitable for appointment will then be subject to approval by the Chair before taking up their role on the Board.

3.6.6 The term of office for this Partner Member will be a maximum of three years. There is no limit to the number of terms of office that can be served by an individual, whether consecutively or otherwise; however, no individual will have the right to be automatically re-appointed, as the appointment process set out at 3.6.5 of this constitution will be followed at the end of each term of office.

## 3.7 Partner Members – local authorities

3.7.1 These Partner Members are jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the ICB Area. Those local authorities are:

(a) Nottingham City Council.

(b) Nottinghamshire County Council.

3.7.2 This member will fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be the Chief Executive or hold a relevant executive level role of one of the bodies listed at 3.7.1 of this constitution or be a member of one of these bodies if deemed most appropriate.

(b) One member must be able to bring a perspective of the social care needs and health and wellbeing characteristics of people and communities living in an urban city area.

(c) The other member must be able to bring a perspective of the social care needs and health and wellbeing characteristics of people and communities living in market towns and rural areas.

3.7.3 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

(b) They are an employee of the ICB, or a person seconded to the ICB.

3.7.4 These members will be appointed by the Chief Executive, subject to the approval of the Chair.

3.7.5 The appointment process will be as follows for each of these Partner Member roles:

(a) **Joint nomination:** When a vacancy arises, each eligible organisation listed at 3.7.1 of this constitution will be invited to nominate an individual who meets the required criteria for the role (as set out at 3.7.2 and 3.7.3 of this constitution). Eligible organisations may choose to nominate an individual from their own organisation or from another

eligible organisation listed at 3.7.1 of this constitution. There is no requirement for every eligible organisation to nominate an individual.

The eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, specifying a date for responses to be provided. The list will be adopted on the specified date and taken forward to step (b) below if the eligible organisations have expressly confirmed the list or provided no response.

Should no individuals be nominated, or if the eligible organisations do not agree the list, then the nomination process will be re-run until sufficient nominations are received and/or agreement is reached.

(b) **Assessment, selection and appointment:** The agreed list of jointly nominated individuals will be considered by a panel convened by the Chief Executive. The panel will assess the suitability of the nominees against the requirements of the role as set out at 3.7.2 and 3.7.3 of this constitution. If there is more than one suitable nominee, then the panel will select the most suitable for appointment. Should no individual be eligible for appointment following assessment, then the nomination process at 3.7.5(a) of this constitution will be repeated.

(c) **Approval:** The individual identified as most suitable for appointment will then be subject to approval by the Chair before taking up their role on the Board.

3.7.6 The term of office for these Partner Members will be a maximum of three years. There is no limit to the number of terms of office that can be served by an individual, whether consecutively or otherwise; however, no individual will have the right to be automatically re-appointed, as the appointment process set out at 3.7.5 of this constitution will be followed at the end of each term of office.

## 3.8 Non-Executive members

3.8.1 The ICB will appoint five Non-Executive members.

3.8.2 These members will be appointed and approved by the Chair.

3.8.3 These members will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

(a) One shall have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Audit and Risk Committee.

(b) Another should have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Remuneration Committee.

(c) Have a connection to the ICB Area.

3.8.4 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

(b) They hold a position or office in another health or care organisation that provides services within the ICB Area.

(c) They are an employee of the ICB, or a person seconded to the ICB.

3.8.5 The term of office for a Non-Executive member will be a maximum of three years and the total number of terms an individual may serve is three terms, after which they will no longer be eligible for re-appointment.

3.8.6 Subject to demonstration of continuing competence through a satisfactory annual performance appraisal, the Chair may approve the re-appointment of a Non-Executive member up to the maximum number of terms permitted for their role. No individual will have the right to be automatically re-appointed.

## 3.9 Director of Finance

3.9.1 This member will fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by any public authority in the UK.

(b) Be a qualified accountant with full professional membership.

3.9.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

3.9.3 This member will be appointed by the Chief Executive, subject to the approval of the Chair.

## 3.10 Medical Director

3.10.1 This member will fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by any public authority in the UK.

(b) Be a registered medical practitioner.

3.10.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

3.10.3 This member will be appointed by the Chief Executive, subject to the approval of the Chair.

### 3.11 Director of Nursing

3.11.1 This member will fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by any public authority in the UK.

(b) Be a registered nurse.

3.11.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

3.11.3 This member will be appointed by the Chief Executive, subject to the approval of the Chair.

### 3.12 Director of Strategy and System Development and Director of Delivery and Operations

3.12.1 These members will fulfil the eligibility criteria set out at 3.1 of this constitution and the following additional eligibility criteria:

(a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by any public authority in the UK.

3.12.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out at 3.2 of this constitution apply.

3.12.3 These members will be appointed by the Chief Executive, subject to the approval of the Chair.

## 3.13 Deputy Chair and Senior Non-Executive member

3.13.1 The Deputy Chair is to be appointed from amongst the Non-Executive members by the Board subject to the approval of the Chair.

3.13.2 No individual shall hold the position of Chair of the Audit and Risk Committee and Deputy Chair at the same time.

3.13.3 The Senior Non-Executive member is to be appointed from among the Non-Executive members by the Board subject to the approval of the Chair.

## 3.14 Deputy Chief Executive

3.14.1 The Deputy Chief Executive is to be appointed from amongst the Executive members by the Chief Executive subject to the approval of the Chair.

## 3.15 Board members: removal from office

3.15.1 Arrangements for the removal from office of Board Members is subject to the relevant terms of appointment and application of the relevant ICB policies and procedures.

3.15.2 With the exception of the Chair, Board Members shall be removed from office if any of the following occurs:

(a) They no longer fulfil the requirements of their role or become ineligible for their role as set out in this constitution, regulations or guidance.

(b) They fail to attend three consecutive Board meetings (except under extenuating circumstances, such as illness).

(c) They fail to uphold the Seven Principles of Public Life (known as the Nolan Principles) or have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the ICB and is likely to bring the ICB into disrepute. This includes but it is not limited to dishonesty; misrepresentation (either knowingly or fraudulently); defamation of any member of the ICB (being slander or libel); abuse of position; non-declaration of a known conflict of interest; and seeking to manipulate a decision of the ICB in a manner that would ultimately be in favour of that member whether financially or otherwise.

(d) They are subject to disciplinary proceedings by a regulator or professional body.

3.15.3 Board Members may be suspended pending the outcome of an investigation into whether any of the matters set out at 3.16.2 of this constitution apply.

3.15.4 Executive Directors (including the Chief Executive) will cease to be Board Members if their employment in their specified role ceases, regardless of the reason for termination of the employment.

3.15.5 The Chair of the ICB may only be removed by NHS England, subject to the approval of the Secretary of State for Health and Social Care.

3.15.6 If NHS England is satisfied that the ICB is failing or has failed to discharge any of its functions or that there is a significant risk that the ICB will fail to do so, it may:

(a) Terminate the appointment of the ICB's Chief Executive.

(b) Direct the Chair of the ICB as to which individual to appoint as a replacement and on what terms.

## 3.16 Board members: terms of appointment

3.16.1 With the exception of the Chair and Non-Executive members, arrangements for remuneration and any allowances will be agreed by the Remuneration Committee in line with the ICB remuneration policy and any other relevant policies published on the ICB's website and any guidance issued by NHS England or other relevant body. Remuneration for the Chair will be set by NHS England. Remuneration for Non-Executive members will be set by a Non-Executive Director Remuneration Panel. The Non-Executive Director Remuneration Panel will operate under terms of reference agreed by the Board and published in the ICB's Governance Handbook.

3.16.2 With the exception of the Chair and Non-Executive members, other terms of appointment will be determined by the Remuneration Committee.

3.16.3 Terms of appointment of the Chair will be determined by NHS England. Terms of appointment of the Non-Executive members will be determined by the Non-Executive Director Remuneration Panel.

# 4. Arrangements for exercising functions

## 4.1 Good governance

4.1.1 The ICB will, at all times, observe generally accepted principles of good governance. This includes the Nolan Principles of Public Life and any governance guidance issued by NHS England.

4.1.2 The ICB has a Standards of Business Conduct Policy, which sets out the standards and public service values that members of the Board and its committees must follow whilst undertaking ICB business. The Standards of Business Conduct Policy is published on the ICB's website.

## 4.2 General

4.2.1 The ICB will:

(a) Comply with all relevant laws including but not limited to the 2006 Act and the duties prescribed within it and any relevant regulations.

(b) Comply with directions issued by the Secretary of State for Health and Social Care.

(c) Comply with directions issued by NHS England.

(d) Have regard to statutory guidance including that issued by NHS England.

(e) Take account, as appropriate, of other documents, advice and guidance issued by relevant authorities, including that issued by NHS England.

(f) Respond to reports and recommendations made by local Healthwatch organisations within the ICB Area.

4.2.2 The ICB will develop and implement the necessary systems and processes to comply with the requirements set out at 4.2.1(a) to 4.2.1(f) of this constitution, documenting them as necessary in this constitution, its Governance Handbook and other relevant policies and procedures as appropriate.

## 4.3 Authority to act

4.3.1 The ICB is accountable for exercising its statutory functions and may grant authority to act on its behalf to:

(a) Any of its Board Members or employees.

(b) A committee or sub-committee of the Board.

4.3.2 Under section 65Z5 of the 2006 Act, the ICB may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other body (another ICB, an NHS trust, NHS foundation trust, NHS England, a local authority, combined authority or any other prescribed body), subject to regulations. Other ICBs, NHS England, NHS trusts and NHS foundation trusts may also arrange for their functions to be exercised by or jointly with the ICB, subject to regulations. Where the ICB and any one or more other body enters such arrangements, they may also arrange for the functions in question to be exercised by a joint committee of theirs and/or for the establishment of a pooled fund to fund those functions (section 65Z6 of the 2006 Act). In addition, under section 75 of the 2006 Act, the ICB may enter partnership arrangements with a local authority under which the local authority exercises specified ICB functions or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund.

4.3.3 Where arrangements are made under section 65Z5, section 65Z6, or section 75 of the 2006 Act, the Board must authorise the arrangement, which must be described as appropriate in the SoRD.

## 4.4 Scheme of Reservation and Delegation

4.4.1 The ICB has agreed a Scheme of Reservation and Delegation (SoRD), which is published in full on the ICB's website at www.notts.icb.nhs.uk.

4.4.2 Only the Board may agree the SoRD and any amendments to the SoRD may only be approved by the Board on the recommendation of the Chair or Chief Executive.

4.4.3 The SoRD sets out:

(a) Those functions that are reserved to the Board.

(b) Those functions that have been delegated to individuals or to committees and sub-committees.

(c) Those functions delegated to, or by, one or more other body, or to be exercised jointly with one or more other body, under sections 65Z5, 65Z6 and 75 of the 2006 Act.

4.4.4 The ICB remains accountable for all its functions, including those that it has delegated. All those with delegated authority are accountable to the Board for the exercise of their delegated functions.

## 4.5 Functions and Decisions Map

4.5.1 The ICB has prepared a Functions and Decisions Map which sets out at a high level its key functions and how it exercises them in accordance with the SoRD.

4.5.2 The Functions and Decisions Map is published on the ICB's website at www.notts.icb.nhs.uk.

4.5.3 The map includes:

(a) Key functions reserved to the Board of the ICB.

(b) Commissioning functions delegated to committees and individuals.

(c) Commissioning functions delegated under sections 65Z5 and 65Z6 of the 2006 Act to be exercised by, or jointly with any one or more body (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body.

(d) Functions delegated to the ICB (for example, from NHS England).

## 4.6 Committees and sub-committees

4.6.1 The Board may appoint committees and arrange for its functions to be exercised by such committees. Committees may appoint sub-committees and arrange for the functions exercisable by the committee to be exercised by those sub-committees, if empowered to do so by the Board.

4.6.2 All committees and sub-committees are listed in the SoRD.

4.6.3 Each committee and sub-committee established by the ICB operates under terms of reference agreed by the Board, or by the relevant parent committee in the case of sub-committees. All terms of reference are published in the ICB's Governance Handbook.

4.6.4 The Board remains accountable for all functions, including those that it has delegated to committees and sub-committees and therefore, appropriate reporting and assurance arrangements are in place and documented in terms of reference. All committees and sub-committees that fulfil delegated functions of the ICB, will be required to:

(a) Report regularly to the Board (or parent committee in the case of sub-committees) to provide assurance that they are effectively discharging delegated responsibilities.

(b) Review their effectiveness on at least an annual basis.

4.6.5 Any committee or sub-committee established in accordance with the provisions set out at 4.6 of this constitution may consist of or include persons who are not Board Members or employees.

4.6.6 All individuals appointed as members of committees and sub-committees that exercise ICB commissioning functions will be approved by the Chair. The Chair will not approve an individual to such a committee or 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.

4.6.7 All members of committees and sub-committees are required to act in accordance with this constitution, including the ICB's Standing Orders, as well as the ICB's Standing Financial Instructions and any other relevant ICB policies.

4.6.8 The following committees will be maintained:

(a) **Audit and Risk Committee:** This committee is accountable to the Board and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The committee is responsible for arranging appropriate internal and external audits. The Audit and Risk Committee will be chaired by a Non-Executive member who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters. The Chair of the ICB cannot chair or be a member of the Audit and Risk Committee. The Vice-Chair cannot chair the Audit and Risk Committee.

(b) **Remuneration Committee:** This committee is accountable to the Board for matters relating to remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the ICB. The Remuneration Committee will be chaired by a Non-Executive member. The Chair of the ICB cannot be chair of the Remuneration Committee but can be a member. The Chair of Audit and Risk Committee cannot chair or be a member of the Remuneration Committee.

4.6.9 The terms of reference for each of the above committees are published in the Governance Handbook.

4.6.10 The Board has also established a number of other committees to assist it with the discharge of its functions. These committees are set out in the SoRD and further information about these committees, including terms of reference, are published in the Governance Handbook.

## 4.7 Delegations made under section 65Z5 of the 2006 Act

4.7.1 As per 4.3.2 of this constitution, the ICB may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other

body as defined by the 2006 Act (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body), subject to regulations.

4.7.2 All delegations made under these arrangements are set out in the ICB's Scheme of Reservation and Delegation and included in the Functions and Decision Map.

4.7.3 Each delegation made under section 65Z5 of the 2006 Act will be set out in a delegation agreement which defines the terms of the delegation. This may, for joint arrangements, include establishing and maintaining a pooled fund. The power to approve delegation agreements made under this provision will be reserved to the Board.

4.7.4 The Board remains accountable for all the ICB's functions, including those that it has delegated and therefore, appropriate reporting and assurance mechanisms are in place as part of agreeing terms of a delegation and these are detailed in the delegation agreements, summaries of which will be published in the ICB's Governance Handbook.

4.7.5 In addition to any formal joint working mechanisms, the ICB may enter into strategic or other transformation discussions with its partner organisations on an informal basis.

# 5. Procedures for making decisions

## 5.1 Standing Orders

5.1.1 The ICB has agreed a set of Standing Orders which describe the processes that are employed to undertake its business. They include procedures for:

(a) Conducting the business of the ICB.

(b) The procedures to be followed during meetings.

(c) The process to delegate functions.

5.1.2 The Standing Orders apply to all committees and sub-committees of the ICB unless specified otherwise in terms of reference which have been agreed by the Board.

5.1.3 A full copy of the Standing Orders is included in Appendix 2 and form part of this constitution.

## 5.2 Standing Financial Instructions

5.2.1 The ICB has agreed a set of Standing Financial Instructions (SFIs), which set out the arrangements for managing the ICB's financial affairs (associated delegated limits of financial authority are set out in the Scheme of Reservation and Delegation).

5.2.2 A copy of the SFIs is published on the ICB's website at www.notts.icb.nhs.uk.

# 6. Arrangements for conflicts of interest management and standards of business conduct

## 6.1 Conflicts of interests

6.1.1 As required by section 14Z30 of the 2006 Act, the ICB has made arrangements to manage any actual and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without being unduly influenced by external or private interest and do not, (and do not risk appearing to) affect the integrity of the ICB's decision-making processes.

6.1.2 The ICB has an agreed policy and procedures for the identification and management of conflicts of interest; these are incorporated within the ICB's Standards of Business Conduct Policy, which published on the ICB's website at www.notts.icb.nhs.uk.

6.1.3 All Board, committee and sub-committee members, and employees of the ICB, will comply with the ICB's policy and procedures on conflicts of interest in line with their terms of office and/ or employment. This will include but not be limited to declaring all interests on a register that will be maintained by the ICB.

6.1.4 All delegation arrangements made by the ICB under Section 65Z5 of the 2006 Act will include a requirement for transparent identification and management of interests and any potential conflicts in accordance with suitable policies and procedures comparable with those of the ICB.

6.1.5 Where an individual, including any individual directly involved with the business or decision-making of the ICB and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the ICB's policy and procedures for the identification and management of conflicts of interest.

6.1.6 The Board will appoint a Conflicts of Interest Guardian from its non-executive members to further strengthen scrutiny and transparency of ICB's decision-making processes. In collaboration with the ICB's governance lead, their role is to:

(a) Act as a conduit for anyone with concerns relating to conflicts of interest.

(b) Be a safe point of contact for employees or workers of the ICB to raise concerns in relation to conflicts of interest.

(c) Support the rigorous application of the principles and policies for managing conflicts of interest.

(d) Provide independent advice and judgment where there is any doubt about how to apply conflicts of interest policies and principles in individual situations.

(e) Provide advice on minimising the risks of conflicts of interest.

## 6.2 Principles

6.2.1 In discharging its functions, the ICB will abide by the following principles for managing conflicts of interest to ensure they are handled with integrity and probity, in an open and transparent way:

(a) Conducting business appropriately: decision-making will be geared towards always meeting the statutory duties of the ICB; ensuring that needs assessments, engagement and consultation mechanisms, commissioning strategies and provider selection procedures are robust and based on expert professional advice.

(b) Being proactive, not reactive: seeking to identify and minimise the risk of conflicts of interest at the earliest possible opportunity, for instance by:

(i) Considering potential conflicts of interest when appointing individuals to the Board or other decision-making committees; clearly distinguishing between those individuals who should be involved in formal decision taking, and those whose input informs decisions.

(ii) Ensuring individuals receive proper induction and training so that they understand their obligations to declare their interests.

(iii) Establishing and maintaining the register of interests and agreeing in advance how a range of possible situations and scenarios will be handled, rather than waiting until they arise.

(c) Assuming that individuals will seek to act ethically and professionally: ensuring there are prompts and checks to identify when conflicts occur, supporting individuals to exclude themselves appropriately from decision-making.

(d) Being balanced and proportionate: identifying and managing conflicts, preserving the spirit of collective decision-making wherever possible, and not expecting to eliminate conflicts completely.

(e) Transparency and sound record keeping: clearly documenting the rationale for decision-making so that an audit trail of actions taken is evident and able to withstand scrutiny.

(f) Creating an environment and culture where individuals feel supported and confident in declaring relevant information and raising concerns.

## 6.3 Declaring and registering interests

6.3.1 The ICB maintains a register of the interests of:

(a) Board Members.

(b) Members of the Board's committees and sub-committees.

(c) Its employees.

6.3.2 In accordance with section 14Z30(2) of the 2006 Act, the register of interests is published on the ICB's website at www.notts.icb.nhs.uk.

6.3.3 All relevant persons as per 6.1.3 and 6.1.5 of this constitution must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB's commissioning functions.

6.3.4 Declarations should be made as soon as reasonably practicable after the person becomes aware of the conflict or potential conflict and in any event within 28 days. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.

6.3.5 All declarations will be entered in the register as per 6.3.1 of this constitution.

6.3.6 The ICB will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually.

6.3.7 Interests (including offers/receipt of gifts and hospitality) of decision-making staff will remain on the published register for a minimum of six months. In addition, the ICB will retain a record of historic interests (including offers/receipt of gifts and hospitality) for a minimum of six years after the date on which they expired. The ICB's published register of interests states that historic interests are retained by the ICB for the specified timeframe and details of whom to contact to submit a request for this information.

6.3.8 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the relevant ICB policy to ensure transparency and that any potential for conflicts of interest are well-managed.

## 6.4 Standards of business conduct

6.4.1 Board Members, members of the Board's committees and sub-committees and employees will at all times comply with this constitution and be aware of their responsibilities as outlined in it. They should:

(a) Act in good faith and in the interests of the ICB.

(b) Follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles).

(c) Comply with the ICB Standards of Business Conduct Policy, and any requirements set out in the policy for managing conflicts of interest.

6.4.2 Individuals contracted to work on behalf of the ICB or otherwise providing services or facilities to the ICB will be made aware of their obligation to declare conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the ICB's Standards of Business Conduct Policy.

# 7. Arrangements for ensuring accountability and transparency

7.1.1 The ICB will demonstrate its accountability to local people, stakeholders and NHS England in a number of ways, including by upholding the requirement for transparency in accordance with paragraph 12(2) of Schedule 1B to the 2006 Act.

## 7.2 Meetings and publications

7.2.1 Board meetings, and committees composed entirely of Board members or that include all Board members, will be held in public except where a resolution is agreed to exclude the public on the grounds that it is believed not to be in the public interest.

7.2.2 Papers and minutes of all meetings held in public will be published.

7.2.3 Annual accounts will be externally audited and published.

7.2.4 A clear complaints process will be published.

7.2.5 The ICB will comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the ICB.

7.2.6 Information will be provided to NHS England as required.

7.2.7 This constitution and the ICB's Governance Handbook will be published as well as other key documents, including but not limited to:

(a) All ICB policies, including those relating to conflicts of interest.

(b) Registers of interests.

7.2.8 The ICB will publish a plan, produced with partner NHS trusts and NHS foundation trusts, at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years (the "Joint Forward Plan"). The plan will:

(a) Describe the health services for which the ICB proposes to make arrangements in the exercise of its functions.

(b) Explain how the ICB proposes to discharge its duties under:

(i) Sections 14Z34 to 14Z45 of the 2006 Act (general duties of integrated care boards).

(ii) Sections 223GB and 223N of the 2006 Act (financial duties).

(c) Set out any steps that the ICB proposes to take to implement the joint local health and wellbeing strategies to which it is required to have

regard under Section 116B(1) of the Local Government and Public Involvement in Health Act 2007.

(d) Set out any steps that the ICB proposes to take to address the particular needs of children and young persons under the age of 25.

(e) Set out any steps that the ICB proposes to take to address the particular needs of victims of abuse (including domestic abuse and sexual abuse, whether of children or adults).

## 7.3 Scrutiny and decision making

7.3.1 Six Non-Executive members will be appointed to the Board (including the Chair) and all Board and committee and sub-committee members will comply with the Nolan Principles of Public Life and meet the criteria described in the Fit and Proper Person Test.

7.3.2 Healthcare services will be arranged in a transparent way, and decisions around which organisations provide services will be made in the best interests of patients, taxpayers and the population, in line with the rules set out in the NHS Provider Selection Regime.

7.3.3 The ICB will comply with local authority health overview and scrutiny requirements.

## 7.4 Annual report

7.4.1 The ICB will publish an annual report in accordance with any guidance published by NHS England and which sets out how it has discharged its functions and fulfilled its duties in the previous financial year. An annual report must in particular:

(a) Explain how the ICB has discharged its duties under sections 14Z34 to 14Z45 and 14Z49 of the 2006 Act (general duties of integrated care boards).

(b) Review the extent to which the ICB has exercised its functions in accordance with its plans published under section 14Z52 (forward plan) and section 14Z56 (capital resource use plan) of the 2006 Act.

(c) Review the extent to which the ICB has exercised its functions consistently with NHS England's views set out in the latest statement published under section 13SA(1) (views about how functions relating to inequalities information should be exercised).

(d) Review any steps the ICB has taken to implement any joint local health and wellbeing strategies to which it is required to have regard

under section 116B(1) of the Local Government and Public Involvement in Health Act 2007.

(e) Include a statement of the amount of expenditure incurred by the ICB during the financial year in relation to mental health and a calculation of the proportion of the expenditure incurred by the ICB during the financial year that relates to mental health. An explanation of the statement and calculation must be provided.

# 8. Arrangements for determining the terms and conditions of employees

8.1.1 The ICB may appoint employees, pay them remuneration and allowances as it determines, and appoint staff on such terms and conditions as it determines.

8.1.2 The Board has established a Remuneration Committee which is chaired by a Non-Executive member other than the Chair or Audit and Risk Committee Chair.

8.1.3 The membership of the Remuneration Committee is determined by the Board. No employees may be a member of the Remuneration Committee, but the Board ensures that the Remuneration Committee has access to appropriate advice by:

(a) Expert human resources advisors attending meetings to support the Remuneration Committee in discharging its responsibilities.

8.1.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board.

8.1.5 The main purpose of the Remuneration Committee is to exercise the functions of the ICB regarding remuneration included in paragraphs 18 to 20 of Schedule 1B to the 2006 Act. The terms of reference agreed by the Board are published in the Governance Handbook.

8.1.6 The duties of the Remuneration Committee include:

(a) Setting the remuneration, allowances and other terms of appointment for members of the Board, except for the Chair and non-executive members.

(b) Setting any allowances for members of committees or sub-committees of the Board, who are not members of the Board.

8.1.7 The ICB may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

# 9. Arrangements for public involvement

9.1.1 In line with section 14Z45(2) of the 2006 Act, the ICB has made arrangements to secure that individuals to whom services which are, or are to be, provided pursuant to arrangements made by the ICB in the exercise of its functions, and their carers and representatives, are involved (whether by being consulted or provided with information or in other ways) in:

(a) The planning of the commissioning arrangements by the ICB.

(b) The development and consideration of proposals by the ICB for changes in the commissioning arrangements where the implementation of the proposals would have an impact on the manner in which the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them.

(c) Decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.

9.1.2 In line with section 14Z54 of the 2006 Act, the ICB and its partner NHS trusts and NHS foundation trusts will make appropriate arrangements to consult with the ICB's population when preparing or revising their joint five-year plan. Public consultation will be completed in accordance with the ICB's policy for public involvement and engagement.

9.1.3 The ICB has adopted the ten principles set out by NHS England for working with people and communities:

(a) Putting the voices of people and communities at the centre of decision-making and governance.

(b) Starting engagement early when developing plans, feeding back to people and communities how engagement has influenced activities and decisions.

(c) Understanding the needs, experience and aspirations of people and communities for health and care, using engagement to find out if change is having the desired effect.

(d) Building relationships with excluded groups – especially those affected by inequalities.

(e) Working with Healthwatch and the voluntary, community and social enterprise sector as key partners.

(f) Providing clear and accessible public information about vision, plans and progress to build understanding and trust.

(g) Using community development approaches that empower people and communities, making connections to social action.

(h) Using co-production, insight and engagement to achieve accountable health and care services.

(i) Co-producing and redesigning services and tackling system priorities in partnership with people and communities.

(j) Learning from what works and building on the assets of all health and care partners – networks, relationships, activity in local places.

9.1.4 These principles will be used when developing and maintaining arrangements for engaging with people and communities.

9.1.5 These arrangements include:

(a) The creation, implementation and evaluation of a system-wide strategy for engaging with people and communities, to be reviewed at least every three years.

(b) The establishment of a Citizen Intelligence Advisory Group to ensure the Board is supported in discharging the duties set out in 9.1.1.

(c) Having a Board approved policy for public involvement and engagement, which will require the ICB to:

(i) Be clear about who is being engaged, the possible options, the engagement process, what is being proposed and the scope to influence.

(ii) Ensure that engagement takes place in a suitable timeframe to allow decisions to be genuinely influenced by feedback received.

(iii) Adapt engagement activities and methods to meet the specific needs of different patient groups and communities.

(iv) Keep the burden of engagement to a minimum to retain continued buy-in to the process by people and communities.

(v) Ensure that responses to engagement exercises are carefully analysed with clear feedback provided to participants, which set out the decision made and the influence the results of the engagement exercise had on the final decision.

# Appendix 1: Definitions of terms used in this constitution

| | |
|---|---|
| 2006 Act | National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022. |
| ICB Board | Members of the ICB. |
| ICB Area | The geographical area that the ICB has responsibility for, as defined at 1.3 of this constitution. |
| Committee | A committee created and appointed by the ICB Board. |
| Sub-Committee | A committee created and appointed by and reporting to a committee. |
| Forward Plan Condition | The 'Forward Plan Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance. |
| Level of Services Provided Condition | The 'Level of Services Provided Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance. |
| Integrated Care Partnership | The statutory joint committee for the ICB Area established by the ICB and each responsible upper tier local authority whose area coincides with or falls wholly or partly within the ICB Area. |
| Place-Based Partnership | Place-Based Partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community.<br>They involve the ICB, local government, and providers of health and care services, including the VCSE sector, people and communities, as well as primary care provider leadership, represented by primary care network clinical directors or other relevant primary care leaders. |
| Ordinary Member | The Board of the ICB will have a Chair and a Chief Executive plus other members. All other members of the Board are referred to as Ordinary Members. |
| Partner Members | Some of the Ordinary Members will also be Partner Members. Partner Members bring knowledge and a perspective from their sectors and are and appointed in accordance with the procedures set out in Section 3 of this constitution, having been nominated by the following: |

| | |
|---|---|
| | • NHS trusts and foundation trusts who provide services within the ICB Area and are of a prescribed description.<br>• The primary medical services (general practice) providers within the ICB Area and are of a prescribed description.<br>• The local authorities which are responsible for providing social care and whose area coincides with or includes the whole or any part of the ICB Area. |
| Health Service Body | Health service body as defined by section 9(4) of the NHS Act 2006 or (b) NHS Foundation Trusts. |
| Health Care Professional | An individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002. |

# Appendix 2: Standing Orders

## 1. Introduction

1.1.1 These Standing Orders have been drawn up to regulate the proceedings of NHS Nottingham and Nottinghamshire Integrated Care Board ("**the ICB**") so that the ICB can fulfil its obligations as set out largely in the National Health Service Act 2006 ("**the 2006 Act**"), as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022. They form part of the ICB's Constitution.

1.1.2 These Standing Orders should be read alongside the ICB's constitution, Standing Financial Instructions and Scheme of Reservation and Delegation, which together describe the ICB's governance framework.

1.1.3 These Standing Orders set out the:

(a) Arrangements for conducting the business of the ICB.

(b) Procedures to be followed during meetings of the Board of the ICB ("**the Board**") and its committees and sub-committees.

## 2. Amendment and review

2.1.1 These Standing Orders are effective from the date the ICB is established.

2.1.2 These Standing Orders will be reviewed on an annual basis or sooner if required.

2.1.3 Amendments to these Standing Orders will be made in line with the procedure set out at section 1.6 of the ICB's constitution.

2.1.4 All changes to these Standing Orders will require an application to NHS England for variation to the ICB constitution and will not be implemented until the constitution has been approved.

## 3. Interpretation, application, and compliance

3.1.1 Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the ICB's constitution and as per the definitions in Appendix 1.

3.1.2 These Standing Orders apply to all meetings of the Board, including its committees and sub-committees unless otherwise stated. All references to Board are inclusive of committees and sub-committees unless otherwise stated.

3.1.3 All members of the Board, members of committees and sub-committees and all employees should be aware of these Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.

3.1.4 In the case of conflicting interpretation of the Standing Orders, the Chair, supported with advice from the ICB's governance lead, will provide a settled view which shall be final.

3.1.5 All members of the Board, its committees and sub-committees and all employees have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible. If the Chief Executive is responsible for the non-compliance, then this should instead be reported to the ICB's lead for governance.

3.1.6 If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification and the Audit and Risk Committee for review.

# 4. Meetings of the Board

## 4.1 Calling meetings

4.1.1 Meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. The Board will normally meet no less than six times per year. Terms of reference for committees and sub-committees will specify the required frequency of meetings.

4.1.2 In normal circumstances, each member of the Board will be given not less than one month's notice in writing of any meeting to be held. However:

(a) The Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.

(b) Members of the Board may request the Chair to convene a meeting by notice in writing signed by not less than one third of the Board Members, specifying the matters they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within seven calendar days of such a request being presented, the Board Members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the Board, specifying the matters to be considered at the meeting.

(c) In emergency situations, the Chair may call a meeting with two days' notice by setting out the reason for the urgency and the decision to be taken.

(d) A failure to give notice in accordance with the above requirements shall not invalidate a decision otherwise taken in accordance with these Standing Orders.

4.1.3 In accordance with Public Bodies (Admission to Meetings) Act 1960, a public notice of the time and place of meetings open to the public, and how to access the meetings, all be given by posting it at the offices of the ICB and electronically on the ICB's website at least three clear days before the meeting, or if the meeting is convened at shorter notice, then at the time it is convened.

4.1.4 The agenda and papers for meetings to be held in public will be published electronically in advance of the meeting, excluding, if thought fit, any item likely to be addressed in part of a meeting that is not likely to be open to the public.

## 4.2 Chair of a meeting

4.2.1 The Chair of the ICB shall preside over meetings of the Board.

4.2.2 If the Chair is absent or is disqualified from participating by reason of a conflict of interests, then the Vice Chair will preside. If both the Chair and Vice Chair are absent or disqualified from participating, then a Non-Executive member of the Board (other than the Chair of the Audit and Risk Committee) shall be chosen by the members present, or by a majority of them, and shall preside.

4.2.3 The Board will appoint a Chair to all committees that it has established. Chairs of sub-committees will be appointed by the relevant parent committee. The appointed committee or sub-committee Chair will preside over the relevant meeting. Terms of reference for committees and sub-committees will specify arrangements for occasions when the appointed Chair is absent.

## 4.3 Agenda, supporting papers and business to be transacted

4.3.1 The agenda for each meeting will be drawn up and agreed by the Chair of the meeting.

4.3.2 Except where the emergency provisions apply (as provided for in Standing Order 4.1.2(c)), the agenda and supporting papers will be circulated to all members of the Board at least five calendar days before the meeting.

4.3.3 Agendas and papers for meetings open to the public will be published electronically in advance of the meetings on the ICB's website at www.notts.icb.nhs.uk.

## 4.4 Petitions

4.4.1 Where a valid petition has been received by the ICB, it shall be included as an item for the agenda of the next meeting of the Board in accordance with the process set out within the ICB's Governance Handbook.

## 4.5 Nominated deputies

4.5.1 With the permission of the Chair (or in their absence, the person presiding over the meeting), the Executive Directors and Partner Members of the Board may nominate a deputy to attend a meeting of the Board that they are unable to attend. Deputies may speak, but not vote, on their behalf, and will not count towards the quorum.

4.5.2 Any nomination of a deputy must be made in writing to the Chair in advance of the meeting, confirming that the individual nominated to deputise fulfils the requirements of the role and is not disqualified. Ad-hoc deputy arrangements are not permitted. The decision of the Chair (or in their absence, the person presiding over the meeting) regarding authorisation of nominated deputies is final.

4.5.3 Terms of reference for committees and sub-committees will specify the extent to which nominated deputies are allowed.

## 4.6 Virtual meetings

4.6.1 The Board 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 Board will apply, including those relating to the quorum (as set out in Standing Order 4.7) and those relating to meetings being open to the public and representatives of the press (as set out in Standing Order 4.11).

4.6.2 Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.

## 4.7 Quorum

4.7.1 The quorum for meetings of the Board will be five members, including:

(a) The Chair of the meeting and one further Non-Executive Director.

(b) The Chief Executive or the Director of Finance.

(c) The Medical Director or the Director of Nursing.

(d) One Partner Member.

4.7.2 For the sake of clarity:

(a) No person can act in more than one capacity when determining the quorum.

(b) An individual who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interests, shall no longer count towards the quorum.

(c) A nominated deputy permitted in accordance with standing order 4.5 will not count towards quorum.

(d) A failure to comply with the above requirements as to quorum shall not invalidate a decision otherwise taken in accordance with these Standing Orders.

4.7.3 For all committees and sub-committees, the details of the quorum for these meetings and the status of any nominated deputies are set out in the appropriate terms of reference.

## 4.8 Vacancies and defects in appointments

4.8.1 The validity of any act of the ICB is not affected by any vacancy among members or by any defect in the appointment of any member.

## 4.9 Decision making

4.9.1 The ICB has agreed to use a collective model of decision-making that seeks to find consensus between system partners and make decisions based on unanimity as the norm, including working though difficult issues where appropriate. Where helpful, the Board may draw on third party support such as peer review or mediation by NHS England.

4.9.2 Generally, it is expected that decisions of the Board will be reached by consensus. Should this not be possible, then a vote will be required. The process for voting, which should be considered a last resort, is set out below:

(a) All members of the Board who are present at the meeting will be eligible to cast one vote each.

(b) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.

(c) For the sake of clarity, any participants or observers at the meeting (in accordance with section 2.3 of the ICB's constitution) will not have voting rights.

(d) A resolution will be passed if more votes are cast for the resolution than against it.

(e) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

(f) No resolution will be passed if it is unanimously opposed by all the Executive Directors present or by all the Non-Executive Directors present.

(g) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

4.9.3 Decision-making arrangements for committees and sub-committees will be set out within the appropriate terms of reference.

Disputes

4.9.4 Where helpful, the board may draw on third-party support to assist them in resolving any disputes, such as peer review or support from NHS England.

Emergency powers for urgent decisions

4.9.5 In the case of urgent decisions and extraordinary circumstances, every attempt will be made for the Board to meet virtually. Where this is not possible Standing Orders 4.9.6 and 4.9.7 will apply.

4.9.6 The powers which are reserved or delegated to the Board, may for an urgent decision be exercised by the Chair and Chief Executive subject to every effort having made to consult with as many members of the Board as possible in the given circumstances.

4.9.7 The exercise of such powers by the Chair and Chief Executive will be reported to the next formal meeting of the Board for formal ratification and to the Audit and Risk Committee for review of the reasonableness of the decision to use emergency powers.

4.9.8 Decision-making arrangements set out within committee and sub-committee terms of reference will specify the extent to which urgent decisions can be taken in extraordinary circumstances.

## 4.10 Minutes

4.10.1 The names and roles of all members present shall be recorded in the minutes of the meetings.

4.10.2 The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

4.10.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.

4.10.4 Where providing a record of a meeting open to the public, the minutes shall be made available to the public.

## 4.11 Admission of public and representatives of the press

4.11.1 In accordance with the Public Bodies (Admission to Meetings) Act 1960, meetings of the Board, and meetings of committees that are comprised entirely of Board Members or at which all Board Members are present, at which public functions are exercised, will be open to the public. There is no requirement for meetings of the Remuneration Committee or the Audit and Risk Committee to be open to the public.

4.11.2 The Board may resolve to exclude the public and representatives of the press from a meeting, or part of a meeting, where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960, as amended or succeeded from time to time.

4.11.3 The Chair (or in their absence, the person presiding over the meeting) shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press, such as to ensure that the Board's business can be conducted without interruption or disruption.

4.11.4 As permitted by section 1(8) of the Public Bodies (Admissions to Meetings) Act 1960 (as amended from time to time), the public and representatives of the press may be excluded from a meeting to suppress or prevent disorderly conduct or behaviour.

4.11.5 Matters to be dealt with at a meeting following the exclusion of the public and representatives of the press shall be confidential to the members of the Board.

4.11.6 Members of the Board and any regular participants or employees of the ICB in attendance will not reveal or disclose the contents of papers or minutes marked as 'confidential' or 'private' outside of the Board, without the

express permission of the Board. This prohibition will apply equally to the content of any discussion during the Board meeting that may take place on such papers or minutes.

# 5. Suspension of Standing Orders

5.1.1 In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these Standing Orders may be suspended at any meeting of the Board by the Chair (or the person presiding over the meeting), provided that a majority of members present, including at least one executive member and one non-executive member, are in favour of suspension.

5.1.2 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

5.1.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit and Risk Committee for review of the reasonableness of the decision to suspend Standing Orders.

# 6. Execution of documents

## 6.1 Custody of seal, sealing of documents and register of sealings

6.1.1 The ICB will have a common seal for executing certain documents, as required by legislation.

6.1.2 The seal will be kept by the ICB's lead for governance in a secure place.

6.1.3 The seal swill be affixed in the presence of two officers of the ICB, to include either the Chief Executive or the Director of Finance, and shall be attested by them.

6.1.4 An entry of every sealing will be made and numbered consecutively in a register provided for that purpose.

6.1.5 A report of all sealings will be made to the Board, or a committee nominated by the Board, at least annually.

## 6.2 Execution of a document by signature

6.2.1 Where any document will be a necessary step in legal proceedings on behalf of the ICB, it will, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any other executive member of the Board.