



**Nottingham and  
Nottinghamshire**  
Integrated Care Board

# Governance Handbook

| <b>Version</b> | <b>Effective Date</b>               | <b>Changes</b>   |
|----------------|-------------------------------------|--|
| 1.0            | 1 July 2022                         | First version Governance Handbook on establishment of the ICB.   |
| 1.1            | 10 November 2022                    | Transfer of duties regarding research and patient and public engagement from the Quality and People Committee to the Strategic Planning and Integration Committee.   |
| 1.2            | 1 April 2023                        | Minor amendments to committee terms of reference, Scheme of Reservation and Delegation and Standards of Business Conduct Policy, following a stock-take of governance arrangements 100-days post-establishment.  |
| 1.3            | 1 June 2023                         | Minor amendments to Executive portfolios following publication of NHS England guidance in relation to <i>Executive lead roles within integrated care boards</i> .  |
| 1.4            | 24 July 2023 and 3 August 2023      | Dis-establishment of Human Resources Sub-committee and Primary Medical Services Contracting Sub-Committee.   |
| 1.5            | 11 January 2024 and 16 January 2024 | Amendments to committee terms of reference, Scheme of Reservation and Delegation, Standing Financial Instructions and Standards of Business Conduct Policy to address requirements of the NHS Provider Selection Regime.   |
| 1.7            | 1 October 2024                      | Amendments to committee memberships (and associated quorums) to reflect the new Board composition and revised executive portfolios.<br><br>Additional duties and change in name for Remuneration and Human Resources Committee, and increased meeting frequency. |

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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 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 Board and committee members on the required etiquette for meetings.

- (d) 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.
  - (e) 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 Integrated Care 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**. All ICB policies 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 Director of Corporate Affairs 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.

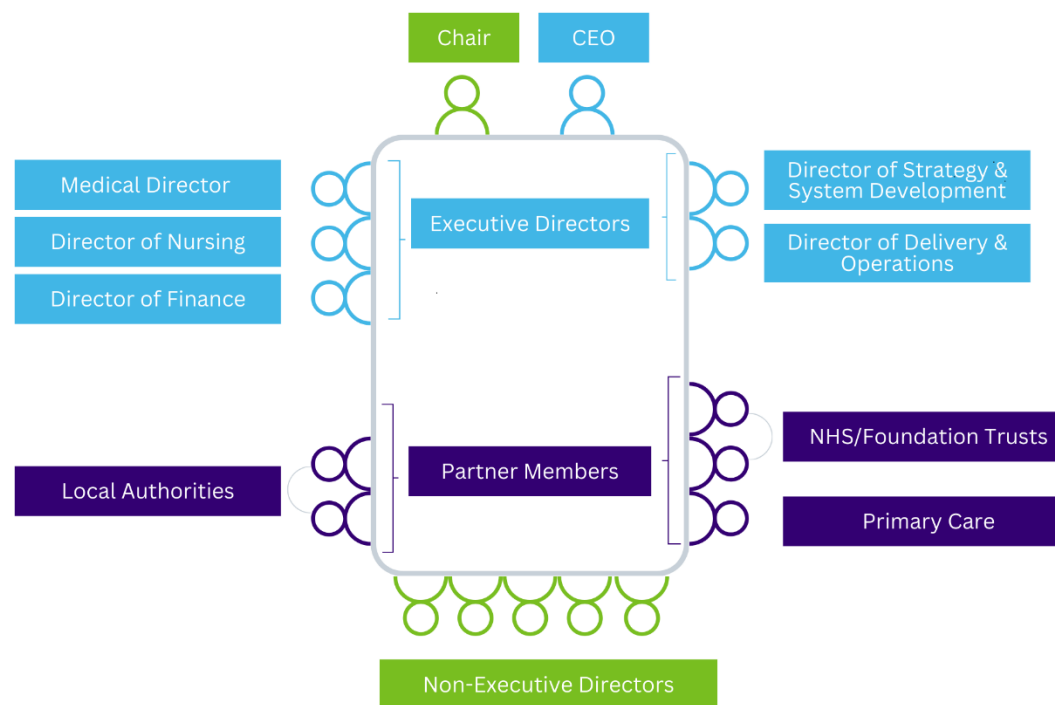
**Executive members of the Board** – manage the day-to-day responsibilities of the organisation.

**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:**

- a) 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.

- b) Formulating a plan for the organisation.
- c) 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.
- d) Shaping a healthy culture for the organisation and the system through its interaction with system partners.



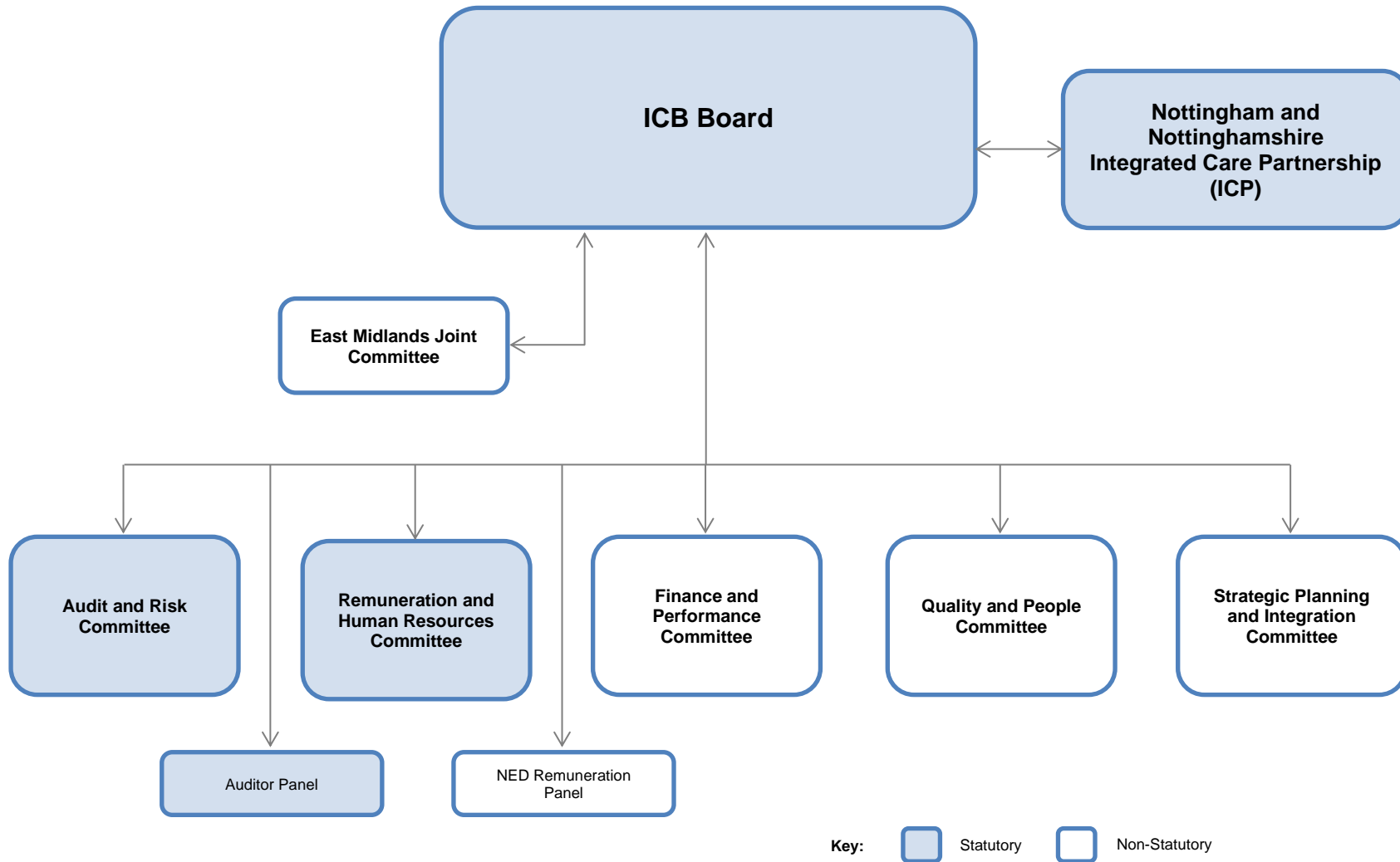
### 3. Executive Director Portfolios

| 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>• Financial planning and stewardship and resource allocation (including new payment mechanisms and risk sharing arrangements)</li> <li>• Capital planning</li> <li>• Operational planning</li> <li>• Contracting</li> <li>• Efficiency and productivity</li> </ul>   | <ul style="list-style-type: none"> <li>• Provider/ system financial recovery and oversight</li> <li>• Programme Management Office</li> <li>• Estates</li> <li>• Environmental sustainability</li> <li>• Audit and counter fraud arrangements</li> <li>• Procurement and provider selection</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>• 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 oversight and assurance, quality improvement and infection, prevention and control</li> <li>• Safeguarding (all-age), including looked after children and care leavers</li> <li>• Children and young people with special educational needs and disabilities (SEND)</li> <li>• Learning disability and autism (all age)</li> <li>• Down syndrome (all age)</li> </ul> | <ul style="list-style-type: none"> <li>• Individual funding requests</li> <li>• Continuing healthcare and personalisation</li> <li>• People and culture (including ICB human resources and organisational development)</li> <li>• Equality, diversity and inclusion</li> <li>• Corporate affairs (including corporate governance, risk and assurance, and information governance)</li> <li>• Caldicott Guardian</li> </ul> |

| Executive Director                          | Portfolio of responsibilities  |   |
|---|--|---|
| Director of Strategy and System Development | <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>• Development and oversight of Joint Forward Plan delivery</li> <li>• Strategic business case development (PCBCs, DMBCs)</li> </ul>   | <ul style="list-style-type: none"> <li>• Reconfiguration</li> <li>• Commissioning policy development</li> <li>• Provider collaboration</li> <li>• Joint commissioning</li> <li>• ICB collaboration</li> <li>• JSNAs (with local authorities)</li> <li>• System operating model development</li> </ul>   |
| Director of Delivery and Operations         | <ul style="list-style-type: none"> <li>• Performance and system oversight</li> <li>• Provider oversight and ratings</li> <li>• System transformation programme delivery</li> <li>• System / provider performance and delivery oversight</li> <li>• Delivery of operational standards and the operational plan</li> <li>• EPRR and Accountable Emergency Officer (AEO)</li> <li>• System Control Centre and urgent and emergency care resilience</li> </ul> | <ul style="list-style-type: none"> <li>• Service design, transformation and commissioning (including NHS England delegated functions): <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>– Services for children and young people (aged 0 to 25)</li> <li>– Primary care services (medical, dental, ophthalmic, pharmaceutical) and Primary Care Networks</li> <li>– Provider collaborative plan delivery</li> </ul> </li> </ul> |



#### 4. ICB Board and Committee Structure



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

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| <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 (including data protection and cyber security), 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>   |

The Committee will 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, which supports the achievement of its objectives. The Committee will:

- 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.
- 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.
- c) Review of all instances of non-compliance with Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation.
- d) Review the reasonableness of the use of emergency powers for urgent decisions on behalf of the Board, Strategic Planning and Integration Committee and Finance and Performance Committee and all instances where Standing Orders have been suspended.
- e) Approve and monitor compliance with standards of business conduct policies and any related reporting and self-certifications.
- f) Monitor progress against the ICB's overarching Policy Work Programme.

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.

The Committee will use the Board Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

#### [Internal audit](#)

The Committee will approve arrangements for the provision of internal audit services.

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:

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|  | <p>g) 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.</p> <p>h) 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).</p> <p>i) 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.</p> <p>j) Monitoring the effectiveness of internal audit and completing an annual review.</p> <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> <p>k) 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.</p> <p>l) Discussing with the external auditors their local evaluation of audit risks and assessment of the organisation and the impact on the audit fee.</p> <p>m) 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.</p> <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> <p>n) Reviewing, approving and monitoring counter fraud work plans; receiving regular updates on counter fraud activity and monitoring the implementation of action plans.</p> <p>o) Ensuring that the counter fraud service submits an Annual Report, outlining key work undertaken during each financial</p> |
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year and progress in achieving the requirements of the Government Functional Standard 13 for counter fraud.

The Committee will refer any suspicions of fraud, bribery and corruption to the NHS Counter Fraud Authority.

[Financial reporting and stewardship](#)

- p) The Committee will monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
- q) 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.
- r) The Committee will scrutinise the outcome of the annual review of the Standing Financial Instructions, recommending any amendments to the Board for approval.
- s) The Committee will:
  - 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.
  - 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.
  - iii) Monitor the actual use of card services against authorised uses.
  - iv) Review the extent to which debt is being managed effectively.
  - v) Scrutinise any retrospective approvals to commit revenue expenditure.
  - vi) Review all losses and special payments (including special severance payments).
  - vii) Oversee compliance with the requirements of the NHS Provider Selection Regime (PSR). This will include oversight of annual reporting requirements (as set out in Regulation 25 of the PSR and associated statutory guidance) and oversight of the ICB's monitoring and publication arrangements (in line with Regulation 26 of the PSR).
  - viii) Review all instances where competitive tendering requirements have been waived for non-healthcare services.

[Annual report and accounts](#)

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|                             | <p>t) The Committee will review and approve the annual report and accounts, focusing particularly on:</p> <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><u>Information governance</u></p> <p>u) The Committee will scrutinise compliance with legislative and regulatory requirements relating to information governance (including data protection and cyber security) 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 Cyber Assessment Framework (CAF) aligned Data Security and Protection Toolkit (DSPT) standards.</p> <p><u>Other regulatory and mandatory requirements</u></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>v) 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>w) The statutory and mandatory requirements for health, safety, security and fire.</li> <li>x) 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>y) The Committee will also review and approve policies specific to the Committee's remit.</li> <li>z) 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> |
| <p><b>4. Membership</b></p> | <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</p>  |

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|   | <p>management, internal, external audit; and technical or specialist issues pertinent to the ICB's business.</p> <p>The Chair of the ICB cannot be a member of the Committee.</p> <p><u>Attendees</u></p> <p>The following will be routine attendees at the Committee's meetings:</p> <ul style="list-style-type: none"> <li>a) Executive Director of Finance (or a suitable deputy, as appropriate)</li> <li>b) Director of Corporate Affairs (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> |
| <p><b>5. Chair and deputy</b></p>             | <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. The Vice-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>  |
| <p><b>6. Quorum</b></p>                       | <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>  |
| <p><b>7. Decision-making arrangements</b></p> | <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>  |

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| <p><b>8. Meeting arrangements</b></p>              | <p>The Committee will meet no less than six times per year at appropriate times in the reporting and audit cycle.</p> <p>Members of the Committee are expected to attend meetings wherever possible.</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> |
| <p><b>9. Minutes of meetings</b></p>               | <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><b>10. Conflicts of interest management</b></p> | <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</p>  |



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|  | <p>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> |
| <p><b>11. Reporting responsibilities and review of effectiveness</b></p> | <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>  |
| <p><b>12. Review of terms of reference</b></p>                           | <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>  |

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| <p><b>Issue Date:</b><br/>1 October 2024</p> | <p><b>Status:</b><br/>Approved</p> | <p><b>Version:</b><br/>1.3</p> | <p><b>Review Date:</b><br/>31 March 2025</p> |
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## 6. Auditor Panel – Terms of Reference

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| <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>  |

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| <p><b>4. Chair and deputy</b></p>                                   | <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>   |
| <p><b>5. Quorum</b></p>   | <p>The Panel will be quorate with a minimum of two members present. 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>  |
| <p><b>6. Decision-making arrangements</b></p>                       | <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>   |
| <p><b>7. Meeting arrangements</b></p>                               | <p>The Panel shall agree the frequency and timing of meetings needed to allow it to discharge its responsibilities.</p> <p>Members of the Panel are expected to attend meetings wherever possible.</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> |
| <p><b>8. Minutes of meetings and reporting responsibilities</b></p> | <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>  |

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| <p><b>9. Conflicts of interest management</b></p> | <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> |
| <p><b>10. Review of terms of reference</b></p>    | <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>   |

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| <p><b>Issue Date:</b><br/>1 July 2022</p> | <p><b>Status:</b><br/>Approved</p> | <p><b>Version:</b><br/>1.0</p> | <p><b>Review Date:</b><br/>31 March 2025</p> |
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## 7. Remuneration and Human Resources Committee – Terms of Reference

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| <p><b>1. Purpose</b></p> | <p>The main purpose of the Remuneration and Human Resources 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>This includes:</p> <ul style="list-style-type: none"> <li>a) Ensuring that the ICB has clear and transparent remuneration policies that enable the recruitment, motivation and retention of staff.</li> <li>b) Seeking assurance on all aspects of strategic ICB people management and organisational development, ensuring that the ICB maintains an appropriate structure, size, and balance of skills to support the strategic objectives of the organisation.</li> </ul> <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>  |
| <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 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> |
| <p><b>3. Duties</b></p>  | <ul style="list-style-type: none"> <li>a) 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</li> </ul>  |

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|                             | <p>Managers are fairly rewarded for their individual contribution to the organisation, whilst ensuring proper regard to the organisation's circumstances and performance.</p> <ul style="list-style-type: none"> <li>b) Scrutinise and approve the ICB's VSM structure, ensuring clarity of roles in line with the organisation's purpose and functions and affordability.</li> <li>c) Advise on recruitment and selection plans for all VSM roles to ensure integrity, rigour and fairness in the appointment process.</li> <li>d) Determine any allowances to be paid to Board, committee and sub-committee members who are not employees (excluding Non-Executive Directors).</li> <li>e) Determine the remuneration, fees, allowances and other terms of appointment for any individuals engaged on a contract for service.</li> <li>f) 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>g) Oversee compliance with the requirements set out in the Equality Act 2010 (Specific Duties and Public Authorities) Regulations 2017, as necessary. This will include: <ul style="list-style-type: none"> <li>i) Reviewing the ICB's gender pay gap and ensuring the organisation is seeking to reduce this over time by developing appropriate policies and actions.</li> <li>ii) Reviewing the ICB's progress with the Workforce Race Equality Standard and ensuring appropriate actions are being taken to increase black and minority ethnic (BME) representation at all levels within the organisation.</li> <li>iii) Reviewing other initiatives relating to diversity and inclusion.</li> </ul> </li> <li>h) Oversee people management and organisational development arrangements for all staff employed by the ICB, with a view to: <ul style="list-style-type: none"> <li>i) Ensuring that the ICB's people and organisational development policies and ways of working are designed to ensure the workforce is appropriately engaged and motivated.</li> <li>ii) Ensuring the ICB is an employer of choice in terms of its culture and working environment.</li> </ul> </li> <li>i) 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> |
| <p><b>4. Membership</b></p> | <p>The Committee's membership will be comprised of four Non-Executive Directors of the Board, which includes the Chair of the</p>  |

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|  | <p>ICB. The Chair of the Audit and Risk Committee cannot be a member of the Committee.</p> <p><u>Attendees</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 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. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ol 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> </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> <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 on a quarterly basis.</p>   |

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|   | <p>Members of the Committee are expected to attend meetings wherever possible.</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> |
| <p><b>9. Minutes of meetings and reporting responsibilities</b></p> | <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>   |
| <p><b>10. Conflicts of interest management</b></p>                  | <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> <p>a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be</p>  |



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|   | <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. 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>   |

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## 8. NED Remuneration Panel – Terms of Reference

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| <p><b>1. Purpose and duties</b></p>           | <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>                   |
| <p><b>2. Status</b></p>                       | <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>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> </ol> |
| <p><b>3. Membership</b></p>                   | <p>The Panel’s membership will be comprised of the Chair of the ICB, a non-remunerated Partner Member of the Board and the Director of Corporate Affairs.</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>  |
| <p><b>4. Chair and deputy</b></p>             | <p>The Chair of the ICB will be Chair of the Panel.</p> <p>Should the Chair of the ICB 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>  |
| <p><b>5. Quorum</b></p>                       | <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>   |
| <p><b>6. Decision-making arrangements</b></p> | <p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the</p>  |

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|   | <p>Panel members will be required, the process for which will be, as follows:</p> <ol style="list-style-type: none"> <li>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.</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 Panel 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> <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>   |
| <p><b>7. Meeting arrangements</b></p>                               | <p>The Panel shall agree the frequency and timing of meetings needed to allow it to discharge its responsibilities.</p> <p>Members of the Panel are expected to attend meetings wherever possible.</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 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> |
| <p><b>8. Minutes of meetings and reporting responsibilities</b></p> | <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>   |

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|  | 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.  |
| <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> <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>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>  |

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## 9. Finance and Performance Committee – Terms of Reference

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| <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 address shortfalls in performance against national and local health targets and performance standards.</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> |
| <p><b>3. Duties</b></p>  | <ul style="list-style-type: none"> <li>a) Oversee the development of robust joint financial plans with the ICB’s partner NHS trusts and NHS foundation trusts and</li> </ul>   |

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|  | <p>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:</p> <ul style="list-style-type: none"> <li>i) A plan to meet statutory financial duties, for inclusion within the joint five-year forward plan (the system financial strategy).</li> <li>ii) A joint capital resource use plan.</li> </ul> <p>b) Ensure the ICB's annual budgets are prepared within the limits of available funds and recommend these for approval by the Board.</p> <p>c) Review and scrutinise delivery of the joint financial plans and the ICB's in-year budgetary position, ensuring that:</p> <ul style="list-style-type: none"> <li>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.</li> <li>ii) Robust action plans are developed in response to any material breaches.</li> <li>iii) Monies designated for integration are used for that purpose.</li> <li>iv) The ICB's expenditure in each financial year does not exceed the aggregate of any sums received within that financial year.</li> <li>v) Local capital and revenue resource use for each financial year does not exceed the limits specified by NHS England.</li> <li>vi) Any joint financial objectives set by NHS England for the ICB and its partner NHS trusts and NHS foundation trusts are achieved.</li> </ul> <p>d) Oversee arrangements for robust prioritisation of future capital resource use and the development of capital funding bids.</p> <p>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.</p> <p>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.</p> <p>g) 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</p> |
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|  | <p>will be referred to the Quality and People Committee for scrutiny of potential harm and appropriate interventions.</p> <ul style="list-style-type: none"> <li>h) Scrutinise the extent to which system transformational change programmes are driving improvements in performance.</li> <li>i) 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.</li> <li>j) Ensure compliance to digital and data sharing standards across the system.</li> <li>k) 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: <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> </li> <li>l) Oversee the development of a system-wide estates/infrastructure strategy and recommend this for approval by the Board; subsequently scrutinising its delivery.</li> <li>m) 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.</li> <li>n) 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.</li> <li>o) Approve ICB headquarters estate and lease arrangements.</li> <li>p) 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).</li> <li>q) Review and approve policies specific to the Committee's remit.</li> </ul> |
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|  | <p>r) Oversee the identification and management of risks relating to the Committee's remit.</p> <p>s) 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 eight members, comprised as follows:</p> <p>a) Three Non-Executive Directors of the Board.</p> <p>b) Executive Director of Finance</p> <p>c) Executive Director of Delivery and Operations</p> <p>d) Executive Director of Nursing</p> <p>e) Senior leadership representative of the Medical Directorate</p> <p>f) Senior leadership representative of the Strategy and System Development Directorate</p> <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 a Non-Executive Director 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.</p>   |
| <b>6. Quorum</b>                       | <p>The Committee will be quorate with a minimum of five members, to include at least one Non-Executive Director and one Executive Director.</p> <p>To ensure that the quorum can be maintained, the Executive members of the Committee 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. 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</p>  |



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|                                       | <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>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> |
| <p><b>8. Meeting arrangements</b></p> | <p>Meetings of the Committee will be scheduled on a monthly basis and the Committee will meet no less than ten times per year. Members of the Committee are expected to attend meetings wherever possible.</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>   |

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|  | <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>   |
| <p><b>9. Minutes of meetings</b></p>               | <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><b>10. Conflicts of interest management</b></p> | <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> |

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| <p><b>11. Reporting responsibilities and review of committee effectiveness</b></p> | <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> |
| <p><b>12. Review of terms of reference</b></p>                                     | <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>  |

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| <p><b>Issue Date:</b><br/>1 October 2024</p> | <p><b>Status:</b><br/>Approved</p> | <p><b>Version:</b><br/>1.2</p> | <p><b>Review Date:</b><br/>31 March 2025</p> |
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## 10. Quality and People Committee – Terms of Reference

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| <p><b>1. Purpose</b></p> | <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 with reduced health disparities.</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).</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 quality and people.</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> |
| <p><b>3. Duties</b></p>  | <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</li> </ul>  |

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|  | <p>local quality challenges, focused on reducing inequalities in the quality of care.</p> <ul style="list-style-type: none"> <li>b) Scrutinise the effectiveness and sustained delivery of the quality strategy, improvement priorities and plans; ensuring that quality and culturally sensitive care is accessible across all segments of the ICB's population and demonstrating continuous quality improvement to ensure that services are responsive to the changing needs of the population.</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 that this takes into account the cultural, social and individual needs of patients and the 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 the actions being taken to identify and address health inequalities and reduce disparities in health outcomes, demonstrating how progress is being made against the NHS Core20PLUS5 approach, and in preventing avoidable deaths.</li> <li>i) Endorse the ICB's Annual Health Inequalities Statement, demonstrating how the ICB has discharged its statutory duties with regard to inequalities, prior to being received by the Board for approval.</li> <li>j) 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>k) 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</li> </ul> </li> </ul> |
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|                             | <p>sector, and with local government, the voluntary and community sector and volunteers.</p> <ul style="list-style-type: none"> <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> <li>vi) Ensuring collaboration across system partners to support local social and economic growth and a vibrant local labour market.</li> </ul> <ul style="list-style-type: none"> <li>l) Review and approve policies specific to the Committee’s remit.</li> <li>m) Oversee the identification and management of risks relating to the Committee’s remit.</li> <li>n) 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> |
| <p><b>4. Membership</b></p> | <p>The Committee will have nine members, comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Three Non-Executive Directors of the Board</li> <li>b) Primary Care Partner Member of the Board</li> <li>c) Executive Director of Nursing</li> <li>d) Executive Medical Director</li> <li>e) Executive Director of Delivery and Operations</li> <li>f) Senior leadership representative of the Strategy and System Development Directorate</li> <li>g) Senior leadership representative of the Finance Directorate</li> </ul> <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>   |

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| <p><b>5. Chair and deputy</b></p>             | <p>The Board will appoint a Non-Executive Director 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.</p>  |
| <p><b>6. Quorum</b></p>                       | <p>The Committee will be quorate with a minimum of five members, to include one Non-Executive Director and one Executive Director.</p> <p>To ensure that the quorum can be maintained, the Executive members of the Committee 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. 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> |
| <p><b>7. Decision-making arrangements</b></p> | <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><b>8. Meeting arrangements</b></p>         | <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>Members of the Committee are expected to attend meetings wherever possible.</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</p>   |

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|  | <p>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>   |
| <p><b>9. Minutes of meetings</b></p>               | <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><b>10. Conflicts of interest management</b></p> | <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-</li> </ul> |



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|  | <p>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>   |
| <p><b>11. Reporting responsibilities and review of committee effectiveness</b></p> | <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> |
| <p><b>12. Review of terms of reference</b></p>                                     | <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>   |

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| <p><b>Issue Date:</b></p> <p>1 October 2024</p> | <p><b>Status:</b></p> <p>Approved</p> | <p><b>Version:</b></p> <p>1.3</p> | <p><b>Review Date:</b></p> <p>31 March 2025</p> |
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## 11. Strategic Planning and Integration Committee – Terms of Reference

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| <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. 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> <ol 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> </ol> |
| <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> <ol style="list-style-type: none"> <li>a) Investigate any activity within its terms of reference.</li> </ol>  |

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|                         | <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>  |
| <p><b>3. Duties</b></p> | <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> |

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|  | <ul style="list-style-type: none"> <li>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.</li> <li>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 the NHS Provider Selection Regime.</li> <li>f) Oversee arrangements for the commissioning of primary medical services and for primary medical services contract management (in line with the financial limits set out within the Scheme of Reservation and Delegation).</li> <li>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.</li> <li>h) Scrutinise arrangements for public involvement and consultation in line with the ICB's statutory responsibilities. This will include: <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> </li> <li>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.</li> <li>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 (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).</li> <li>k) Oversee the development of proposals for the ICB to enter into partnership arrangements with one or more local</li> </ul> |
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|                             | <p>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> <ul style="list-style-type: none"> <li>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.</li> <li>m) Oversee evaluation of the return on investment of funded healthcare services in terms of reduced health inequalities and improved health outcomes.</li> <li>n) Review an annual report on the work of the Individual Funding Request Panel.</li> <li>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.</li> <li>p) Review and approve policies specific to the Committee's remit and in line with the ICB's Scheme of Reservation and Delegation.</li> <li>q) Oversee the identification and management of risks relating to the Committee's remit.</li> <li>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.</li> </ul> |
| <p><b>4. Membership</b></p> | <p>The Committee will have 12 members, comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Three Non-Executive Directors of the Board</li> <li>b) Chief Executive</li> <li>c) Executive Director of Strategy and System Development</li> <li>d) Executive Medical Director</li> <li>e) Senior leadership representative of the Delivery and Operations Directorate</li> <li>f) Senior leadership representative of the Finance Directorate</li> <li>g) Senior leadership representative of the Nursing and Quality Directorate</li> <li>h) Director of Communications and Engagement</li> <li>i) Health and social care commissioning representative from Nottingham City Council</li> </ul>  |

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|                                   | <p>j) Health and social care commissioning representative from Nottinghamshire County Council</p> <p>All individuals appointed as members of the Committee are required to be approved by the Chair of the ICB due to the Committee’s role in exercising the ICB’s commissioning functions. The Chair of the ICB 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> |
| <p><b>5. Chair and deputy</b></p> | <p>The Board will appoint a Non-Executive Director 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>   |
| <p><b>6. Quorum</b></p>           | <p>The Committee will be quorate with a minimum of six members, to include one Non-Executive Director and one Executive Director.</p> <p>To ensure that the quorum can be maintained, the Executive members of the Committee 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 Chair of the ICB to approve all individuals appointed as members of the Committee, all deputies must be nominated and approved by the Chair of the ICB 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</p>   |

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|   | <p>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>  |
| <p><b>7. Decision-making arrangements</b></p> | <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> |
| <p><b>8. Meeting arrangements</b></p>         | <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. Members of the Committee are expected to attend meetings wherever possible.</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>   |

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|  | <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>   |
| <p><b>9. Minutes of meetings</b></p>               | <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><b>10. Conflicts of interest management</b></p> | <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> </ul> |



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|  | <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>  |
| <p><b>11. Reporting responsibilities and review of committee effectiveness</b></p> | <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> |
| <p><b>12. Review of terms of reference</b></p>                                     | <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>  |

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| <p><b>Issue Date:</b></p> <p>1 October 2024</p> | <p><b>Status:</b></p> <p>Approved</p> | <p><b>Version:</b></p> <p>1.4</p> | <p><b>Review Date:</b></p> <p>31 March 2025</p> |
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## Schedule 1

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| <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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## 12. 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 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 Surgery               | 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        | Bilsthorpe 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. | C84115        | Plains View Surgery               | NG3 5LB  |
| 77. | C84057        | Pleasley Surgery                  | NG19 7PE |
| 78. | C84084        | Radcliffe-On-Trent Health Centre  | NG12 2GD |
| 79. | C84117        | Radford Medical Practice (Kaur)   | NG7 3GW  |
| 80. | C84087        | Rainworth Health Centre           | NG21 0AD |
| 81. | C84129        | Rise Park Surgery                 | NG5 5EB  |
| 82. | C84060        | Rivergreen Medical Centre         | NG11 8AD |
| 83. | C84094        | Riverside Health Centre           | DN22 6FB |
| 84. | C84069        | Roundwood Surgery                 | NG18 1QQ |
| 85. | C84637        | Sandy Lane Surgery                | NG18 2LT |
| 86. | C84042        | Saxon Cross Surgery               | NG9 8DA  |
| 87. | C84142        | Selston Surgery                   | NG16 6BT |
| 88. | C84682        | Sherrington Park Medical Practice | NG5 2EJ  |
| 89. | C84059        | Sherwood Medical Partnership      | NG19 0FW |

| No.  | Practice Code | Practice Name                               | Postcode |
|------|---------------|---|----------|
| 90.  | C84628        | Sherwood Rise Medical Centre                | NG7 7AD  |
| 91.  | Y05622        | Southglade Medical Practice                 | NG5 5GU  |
| 92.  | C84049        | Southwell Medical Centre                    | NG25 0AL |
| 93.  | C84004        | St Albans Medical Centre                    | NG6 8AQ  |
| 94.  | C84086        | St Georges Medical Practice                 | NG2 7PG  |
| 95.  | C84136        | St Luke's Surgery                           | NG7 3GW  |
| 96.  | C84026        | Stenhouse Medical Centre                    | NG5 7BP  |
| 97.  | C84714        | Sunrise Medical Practice                    | NG11 8NS |
| 98.  | C84695        | The Alice Medical Centre                    | NG5 5HW  |
| 99.  | C84047        | The Calverton Practice                      | NG14 6FP |
| 100. | C84103        | The Forest Practice                         | NG7 5HY  |
| 101. | C84703        | The Gamston Medical Centre                  | NG2 6PS  |
| 102. | C84646        | The Ivy Medical Group                       | NG14 5BG |
| 103. | C84107        | The Linden Medical Group                    | NG9 8DB  |
| 104. | C84080        | The Manor Surgery                           | NG9 1GA  |
| 105. | C84151        | The Medical Centre (Irfan)                  | NG7 7DS  |
| 106. | C84030        | The Oaks Medical Centre                     | NG9 2NY  |
| 107. | Y00026        | The Om Surgery                              | NG15 7JP |
| 108. | C84028        | The Ruddington Medical Centre               | NG11 6HD |
| 109. | C84023        | The University of Nottingham Health Service | NG7 2QW  |
| 110. | C84072        | The Wellspring Surgery                      | NG3 3GG  |
| 111. | C84683        | The Windmill Practice                       | NG2 4PJ  |
| 112. | C84053        | Torkard Hill Medical Centre                 | NG15 6DY |
| 113. | C84010        | Trentside Medical Group                     | NG4 2FN  |
| 114. | C84619        | Tudor House Medical Practice                | NG5 3HU  |
| 115. | C84008        | Tuxford Medical Centre                      | NG22 0HT |
| 116. | C84150        | Unity Surgery                               | NG3 6EU  |
| 117. | C84085        | Victoria And Mapperley Practice             | NG1 3LW  |
| 118. | C84005        | Village Health Group                        | LE12 6JG |
| 119. | C84664        | Welbeck Surgery                             | NG5 2JJ  |
| 120. | C84621        | West Bridgford Medical Centre               | NG2 7PX  |

| No.  | Practice Code | Practice Name                | Postcode |
|------|---------------|------------------------------|----------|
| 121. | C84696        | West Oak Surgery             | NG3 6EW  |
| 122. | C84033        | Westdale Lane Surgery        | NG4 3JA  |
| 123. | Y05346        | Westwood Primary Care Centre | S80 2TR  |
| 124. | Y06443        | Whyburn Medical Practice     | NG15 7JE |
| 125. | C84012        | Willowbrook Medical Practice | NG17 1ES |
| 126. | C84122        | Wollaton Park Medical Centre | NG8 1FG  |
| 127. | C84014        | Woodlands Medical Practice   | NG17 1JW |

## 13. Meeting etiquette for Board and committee members

### Introduction

As a publicly funded organisation, NHS Nottingham and Nottinghamshire Integrated Care Board has a duty to set and maintain the highest standards of conduct and integrity and this should be demonstrated through the appropriate behaviours of members and attendees (hereafter referred to as 'individuals') of our Board, committees and sub-committees.

This meeting etiquette sets out the behaviours expected at formal meetings; regardless of whether the meeting is in open or closed session or held in person or virtually.

### Prior to meetings

Attendance at meetings should be prioritised in diaries; however, if individuals are sending apologies, they must inform the Committee Secretary of this as soon as possible and (where terms of reference permit) arrange for a deputy to attend in their place. Individuals are responsible for ensuring their deputy is well-briefed and able to contribute effectively at the meeting.

Individuals should make sure they are fully prepared for the meeting by:

- (a) Being clear as to the purpose of the meeting and the role they play at the meeting (this is particularly important for individuals deputising for absent members).
- (b) Reading the agenda and papers; being clear on the purpose of items being presented (e.g. any decisions requested) and considering any questions/points that they may wish to raise.
- (c) Advising the Committee Secretary of any conflicts, or potential conflicts of interest, in relation to the agenda (if these have not been identified already).
- (d) Arriving at the meeting, or joining online if being held virtually, in plenty of time. This will allow the meeting to start promptly (for example, enabling individuals time to resolve any connectivity issues).
- (e) Informing the Chair if they need to leave during the meeting (however, this should be avoided if possible).
- (f) For virtual meetings, ensuring that they have the corporate background on, particularly if the meeting is in open session. Positioning themselves so that they are close to the camera, so that their face fills most of the screen and can be clearly seen by anyone watching and making sure (as far as possible) that they/the meeting will not be disturbed by other members of their household.



- (g) Ensuring that they have everything they need for the meeting, such as a drink, pen and paper etc. and by ensuring that their device is fully charged or that they are quickly able to connect to a power source if needed.

### **During meetings**

During meetings, individuals should:

- (a) Stay fully engaged and dedicate their attention to the purpose of the meeting, refraining from performing other duties that will distract them (or could appear to distract them), for example, by responding to emails.
- (b) For virtual meetings, ensure that their video function is on throughout the duration of the meeting so that other members/attendees can always see you. Individuals should also ensure that their microphone is always muted (unless they are speaking) to reduce background noise interference and to minimise the risks of people speaking over one another.
- (c) Turn off their mobile phone/electronic communications device. When an electronic device must be kept on, it should be turned to silent/vibrate and individuals should excuse themselves from the meeting if they need to answer an urgent call. Excusing themselves means leaving the room if the meeting is in person or temporarily turning their camera off if the meeting is virtual. During their absence, individuals will not be included in the meeting quorum.
- (d) Raise their hand to indicate that they wish to speak. For virtual meetings, this can be done by pressing the 'Raise Hand' button (or equivalent) in the virtual meeting application. In both cases, individuals are required to wait until the Chair states that they may speak to avoid interrupting a fellow Board/committee member. When invited to speak, individuals should do so clearly, concisely and at a volume that all attendees can hear (especially the minute-taker).
- (e) Refrain from private conversations with other members, even if this is considered relevant to the meeting discussion (in which case, it should be raised as described above). This also applies during virtual meetings, where the 'Chat' function can be considered the equivalent of talking directly/privately with other members. This can be distracting and comments made in this way will not be recorded in the meeting minutes. As such, this function should only be used when individuals need to speak directly to the Chair or Committee Secretary (e.g. if they need to leave the meeting).
- (f) Listen attentively and respectfully to others and be constructive and professional when providing critique and/or challenge.
- (g) Speak up if they disagree. Silence will be taken by the Chair as their agreement/approval and the members in attendance have collective responsibility of any decisions made or actions agreed.

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

### Introduction

NHS Nottingham and Nottinghamshire Integrated Care Board (ICB) 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:

- (a) They do not relate to an item on the agenda;
- (b) They relate to individual patient care or the performance of individual staff members; or
- (c) 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.

## 15. 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).

## **Annex C: Nottingham and Nottinghamshire Integrated Care Partnership**

Section 116ZA of the Local Government and Public Involvement in Health Act 2007 (as amended by the Health and Care Act 2022), requires Integrated Care Boards (ICBs) and upper tier Local Authorities to establish Integrated Care Partnerships (ICPs) as equal partners. In Nottingham and Nottinghamshire, an ICP has been established as a joint committee of Nottingham City Council, Nottinghamshire County Council and NHS Nottingham and Nottinghamshire ICB.

The primary role of the ICP is to lead on creating an Integrated Care Strategy and Outcomes Framework to reduce health inequalities and improve health and care outcomes and experiences for the Nottingham and Nottinghamshire population. In doing so, the ICP acts as the 'guiding mind' of the local health and care system, providing a forum for NHS leaders and Local Authorities to come together with important stakeholders from across the wider system and communities.

More information about the ICP is available here:

<https://healthandcarenotts.co.uk/about-us/our-integrated-care-partnership/>. This includes the ICP's terms of reference, membership details, and meeting dates and papers.