



**Nottingham and  
Nottinghamshire**  
Integrated Care Board

# Governance Handbook

Version	Effective Date	Changes
1.0	1 July 2022	First version Governance Handbook on establishment of the ICB.
1.1	10 November 2022	Transfer of 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	<p>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.</p> <p>List of primary medical services providers reviewed and updated.</p> <p>Amendments to reflect:</p> <ul style="list-style-type: none"> <li>• Delegation of Primary and Prescribed Dental Services, Primary Ophthalmic Services, and Pharmaceutical Services to the ICB from NHS England.</li> <li>• Establishment of joint working arrangements across the five East Midlands ICBs, and with NHS England.</li> </ul>
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.
1.6	1 April 2024	<p>List of primary medical services providers reviewed and updated.</p> <p>Amendments to reflect:</p> <ul style="list-style-type: none"> <li>• Delegation of 59 Specialised Acute Services to the ICB from NHS England.</li> <li>• Amendment of joint working arrangements across the five East Midlands ICBs.</li> </ul>
1.7	1 October 2024	<p>Amendments to committee memberships (and associated quorums) to reflect the new Board composition and revised executive portfolios.</p> <p>Additional duties and change in name for Remuneration and Human Resources Committee, and increased meeting frequency.</p>
2.0	20 November 2025	New version Governance Handbook to reflect the alignment of governance arrangements resulting from the commencement of formal partnership working between NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB and NHS Nottingham and Nottinghamshire ICB.

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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, joint 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 3.6.1 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 – 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 governance lead 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.

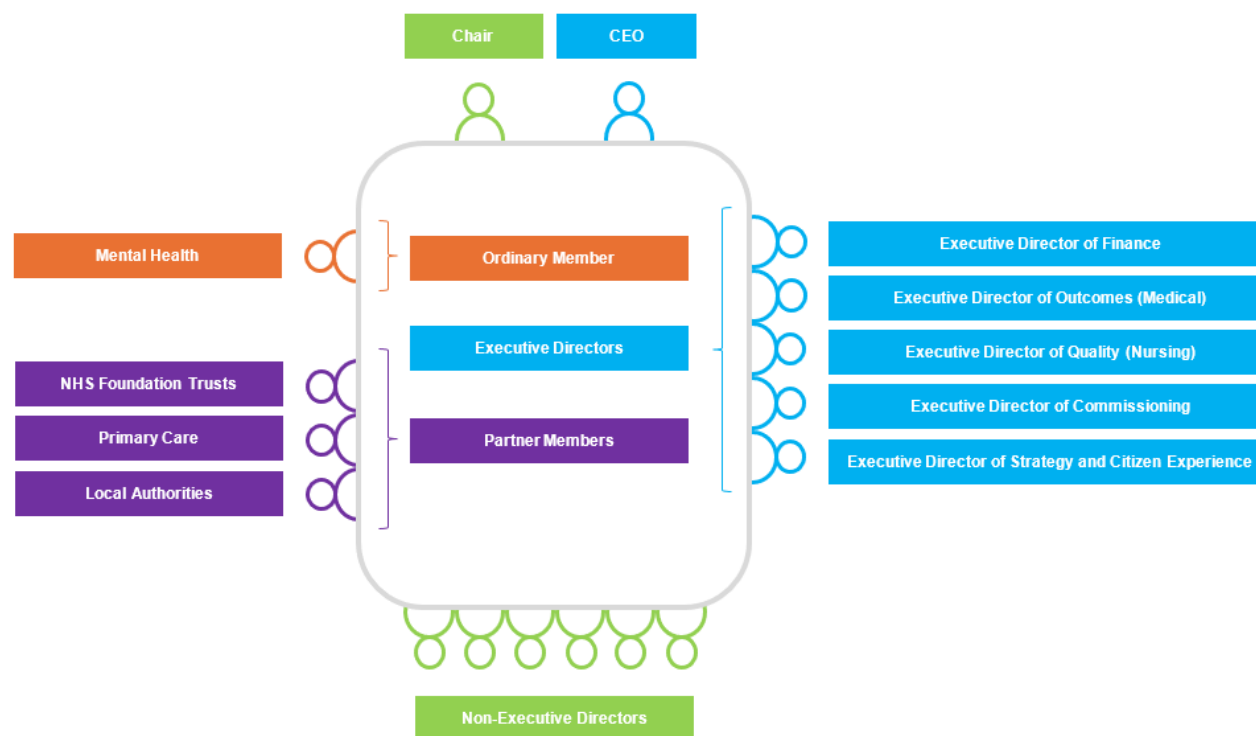
**Executive members of the Board** – manage the day-to-day responsibilities of the organisation.

**Partner (and other Ordinary) 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> <li>• ICB operating model*</li> <li>• Human resources and organisational development*</li> </ul>	<ul style="list-style-type: none"> <li>• Corporate governance and probity arrangements</li> <li>• Freedom to speak up</li> <li>• Information governance and corporate records</li> <li>• Legal and corporate administration</li> </ul>
Executive Director of Finance	<ul style="list-style-type: none"> <li>• Financial management and probity</li> <li>• Financial recovery</li> <li>• Technical contracting</li> <li>• Investment shifts and sustainability</li> <li>• Financial strategy, forecasting and planning</li> <li>• Procurement</li> </ul>	<ul style="list-style-type: none"> <li>• Programme costing</li> <li>• Payment mechanisms – incentives, and spend and activity controls</li> <li>• Digital transformation and General Practice information technology</li> <li>• Business and operational planning, including demand and capacity</li> <li>• Estates</li> </ul>
Executive Director of Strategy and Citizen Experience	<ul style="list-style-type: none"> <li>• Population health strategy development and strategic planning</li> <li>• Deep population engagement and deliberative service design and insights</li> <li>• Strategic workforce planning</li> <li>• Market development</li> <li>• Strategic partnerships and provider development</li> </ul>	<ul style="list-style-type: none"> <li>• Development of Neighbourhood Health Teams and Integrated Health Organisations</li> <li>• Health devolution</li> <li>• Stakeholder management (including Voluntary Community and Social Enterprise, political stakeholders, academia, innovation)</li> <li>• Service configuration</li> <li>• Internal and external communications</li> </ul>

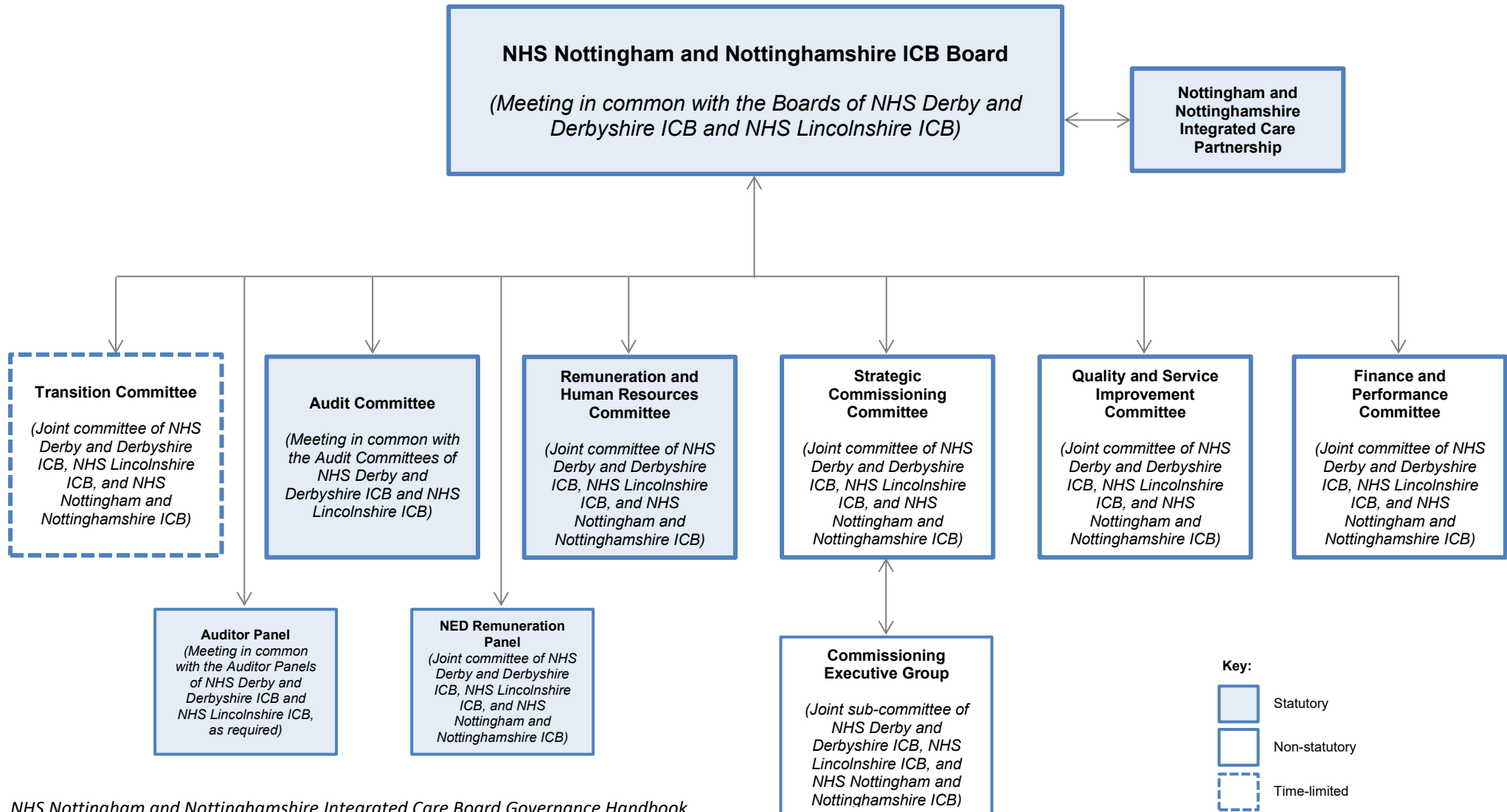
Executive Director	Portfolio of responsibilities	
Executive Director of Commissioning	<ul style="list-style-type: none"> <li>• Data, analytics and intelligence, population health data, population health segmentation, forecasting and modelling</li> <li>• Performance assessment and management of contracted services</li> <li>• Emergency preparedness, resilience and response (Accountable Emergency Officer)</li> </ul>	<ul style="list-style-type: none"> <li>• Market management</li> <li>• Commissioning intentions</li> <li>• Operational plan delivery and impact monitoring</li> <li>• Joint commissioning (including neighbourhood health)</li> <li>• Primary care</li> </ul>
Executive Director of Outcomes (Medical)	<ul style="list-style-type: none"> <li>• Population Health Management clinical application and clinical prioritisation</li> <li>• Early intervention, immunisations and vaccinations</li> <li>• Rural, coastal and city health inequalities, prevention</li> <li>• Senior Information Risk Owner (SIRO)</li> </ul>	<ul style="list-style-type: none"> <li>• Clinical stewardship</li> <li>• Commissioning policy and thresholds</li> <li>• Demand management</li> <li>• Utilisation reviews / value</li> <li>• Care pathway optimisation</li> <li>• Research, evaluation and innovation</li> <li>• Medicines optimisation</li> </ul>
Executive Director of Quality (Nursing)	<ul style="list-style-type: none"> <li>• Quality improvement methodologies and data-driven risk-based interventions</li> <li>• Commissioning for quality</li> <li>• Clinical Governance/Quality strategy</li> <li>• Coproduction</li> <li>• Patient experience and complaints</li> <li>• Patient safety</li> <li>• Continuing healthcare</li> <li>• Infection Prevention Control</li> <li>• Caldicott Guardian</li> </ul>	<ul style="list-style-type: none"> <li>• Local Maternity and Neonatal System / Maternity and Neonatal Voices Partnership</li> <li>• Children and young people (aged 0 to 25)</li> <li>• Children and young people with special educational needs and disabilities (aged 0 to 25)</li> <li>• Safeguarding (all-age), including looked after children and care leavers</li> <li>• Learning disability and autism (all-age)</li> <li>• Down syndrome (all-age)</li> </ul>

\*The Chief Executive will be temporarily supported in the delivery of these responsibilities by an Executive Director of Transition.



## 4. Board and Committee Structure

Since November 2025, NHS Nottingham and Nottinghamshire ICB has established formal partnership working arrangements with NHS Derby and Derbyshire ICB and NHS Lincolnshire ICB. These arrangements include meetings in common of the three ICBs' Boards and Audit Committees, and the establishment of a number of joint committees of the Boards, as illustrated below:



## 5. Audit Committee – Terms of Reference

<p><b>1. Purpose</b></p>	<p>The Audit Committee (“the Committee”) exists to oversee the establishment and maintenance of effective integrated governance, risk management, and internal control and assurance systems across all ICB activities. The Committee provides the Board with an independent and objective view of the ICB’s financial stewardship arrangements, scrutinises all instances of non-compliance with Standing Orders, the Scheme of Reservation and Delegation and Standing Financial Instructions, and monitors the ICB’s standards of business conduct and freedom to speak up arrangements.</p> <p>The Committee also approves internal audit arrangements, reviews audit plans and findings, and monitors the effectiveness of both internal and external audit functions. It oversees counter fraud, bribery, and corruption measures, approves the annual report and accounts, ensures compliance with information governance and cyber security requirements, and monitors adherence to other regulatory and mandatory obligations such as emergency preparedness, health and safety, and statutory training.</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> <ol style="list-style-type: none"> <li>Investigate any activity within its terms of reference.</li> <li>Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.</li> <li>Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>Create sub-committees or task and finish groups to take forward specific programmes of work as considered necessary by the Committee’s membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of or include persons who are not Board members or ICB employees.</li> </ol> <p>The Audit Committee may meet ‘in-common’ with the Audit Committees of NHS Derby and Derbyshire ICB and NHS Lincolnshire ICB.</p>
<p><b>3. Duties</b></p>	<p><u><a href="#">Integrated governance, risk management and internal control</a></u></p> <ol style="list-style-type: none"> <li>The Committee will review the establishment and maintenance of an effective system of integrated governance, risk</li> </ol>

	<p>management and internal control across the whole of the ICB's activities, which supports the achievement of its objectives. The Committee will:</p> <ul style="list-style-type: none"> <li>i) Review the adequacy and effectiveness of the ICB's risk management arrangements and all risk and control related disclosure statements (including the annual governance statement) together with any accompanying head of internal audit opinion, external audit opinion or other appropriate independent assurances.</li> <li>ii) Review the adequacy and effectiveness of the underlying assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements. This will include reviewing the outcome of the annual effectiveness assessment of all committees prior to consideration by the Board.</li> <li>iii) Review of all instances of non-compliance with Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation.</li> <li>iv) Review the reasonableness of the use of emergency powers for urgent decisions on behalf of the Board and its committees, and all instances where Standing Orders have been suspended.</li> <li>v) Approve and monitor compliance with standards of business conduct and freedom to speak up policies and any related reporting and self-certifications.</li> <li>vi) Monitor progress against the ICB's overarching Policy Work Programme.</li> </ul> <p>b) 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 Executive Directors and senior managers, as appropriate.</p> <p>c) The Committee will use the Board Assurance Framework to guide its work and that of the audit and assurance functions that report to it.</p> <p><u><a href="#">Internal audit</a></u></p> <p>d) The Committee will approve arrangements for the provision of internal audit services.</p> <p>e) The Committee will ensure that there is an effective internal audit function established by management that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Committee, ICB Chief Executive, ICB Chair and the Board. This will be achieved by:</p>
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	<ul style="list-style-type: none"> <li>i) Considering the provision of the internal audit service and the costs involved; ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation.</li> <li>ii) Reviewing and approving of the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the ICB (as identified in the Board Assurance Framework).</li> <li>iii) Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise the use of audit resources.</li> <li>iv) Monitoring the effectiveness of internal audit and completing an annual review.</li> </ul> <p><u>External audit</u></p> <ul style="list-style-type: none"> <li>f) 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: <ul style="list-style-type: none"> <li>i) Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan.</li> <li>ii) Discussing with the external auditors their local evaluation of audit risks and assessment of the organisation and the impact on the audit fee.</li> <li>iii) Reviewing all external audit reports, including the report to those charged with governance and any work undertaken outside of the audit plan, together with the appropriateness of management responses.</li> </ul> </li> <li>g) The Committee will also ensure a cost-efficient external audit service.</li> </ul> <p><u>Counter fraud</u></p> <ul style="list-style-type: none"> <li>h) The Committee will approve arrangements for the provision of counter fraud, bribery and corruption services.</li> <li>i) The Committee will satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption (including cyber-crime) that meet NHS Counter Fraud Authority's standards and will review the outcomes of work in these areas. This will be achieved by: <ul style="list-style-type: none"> <li>i) Reviewing, approving and monitoring counter fraud work plans; receiving regular updates on counter fraud activity and monitoring the implementation of action plans.</li> <li>ii) Ensuring that the counter fraud service submits an Annual Report, outlining key work undertaken during each financial</li> </ul> </li> </ul>
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	<p>year and progress in achieving the requirements of the Government Functional Standard 13 for counter fraud.</p> <p>j) The Committee will refer any suspicions of fraud, bribery and corruption to the NHS Counter Fraud Authority.</p> <p><u><a href="#">Financial reporting and stewardship</a></u></p> <p>k) The Committee will monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.</p> <p>l) The Committee will ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.</p> <p>m) The Committee will scrutinise the outcome of the annual review of the Standing Financial Instructions, recommending any amendments to the Board for approval.</p> <p>n) The Committee will:</p> <ul style="list-style-type: none"> <li>i) Be notified of any new bank accounts or changes to existing bank accounts, and any arrangements made with the ICB's bankers for accounts to be overdrawn.</li> <li>ii) Approve the use of procurement or other card services by the ICB, including the types of card services that should be allowed, the types of transactions that should be permitted, the individuals who should be issued with a card, and the overall credit and individual transaction limits to be associated with each card.</li> <li>iii) Monitor the actual use of card services against authorised uses.</li> <li>iv) Review the extent to which debt is being managed effectively.</li> <li>v) Scrutinise any retrospective approvals to commit revenue expenditure.</li> <li>vi) Review all losses and special payments (including special severance payments).</li> <li>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), which will include retrospective reporting of all provider representations received in relation to procurement and contract award decisions for healthcare services.</li> </ul>
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- viii) Review all instances where competitive tendering requirements have been waived for non-healthcare services.

#### Annual report and accounts

- o) The Committee will review and approve the annual report and accounts, focusing particularly on:
  - i) The wording in the annual governance statement and other disclosures.
  - ii) Changes in, and compliance with, accounting policies, practices and estimation techniques.
  - iii) Unadjusted misstatements in the financial statements.
  - iv) Significant judgements in preparation of the financial statements.
  - v) Significant adjustments resulting from the audit.
  - vi) Letters of representation.
  - vii) Explanations for significant variances.

#### Information governance

- p) 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.

#### Other regulatory and mandatory requirements

- q) The Committee will also ensure the adequacy and effectiveness of the ICB's arrangements in relation to:
  - i) The role of the ICB in respect of emergencies; overseeing the organisation's compliance against the requirements of the Civil Contingencies Act (2004) (CCA), NHS England's Emergency Preparedness, Resilience and Response (EPRR) Framework and any other mandated guidance pertaining to EPRR and business continuity.
  - ii) The statutory and mandatory requirements for health, safety, security and fire.
  - iii) 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.
  - iv) Statutory and mandatory training requirements, ensuring that training plans and compliance align with the national Core Skills Training Framework requirements and providing

	<p>assurance that outcomes are effective and meet NHS England expectations.</p> <ul style="list-style-type: none"> <li>v) The ICB's legal activity, receiving assurance on trends, outcomes and lessons learned.</li> <li>vi) National reviews and inquiries relevant to the ICB, seeking assurance that recommendations and learning are appropriately reflected in local systems and processes.</li> <li>vii) The ICB's 'Freedom to Speak Up' arrangements, including the robustness, effectiveness and independence of processes, reporting mechanisms and escalation routes, and assurance that concerns are handled appropriately, risks are identified, and learning is embedded.</li> </ul> <p>r) The Committee will also review and approve policies specific to the Committee's remit.</p> <p>s) The Committee will monitor the quality of data that informs its work; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</p>
<b>4. Membership</b>	<p>The Committee's membership will be comprised of three Non-Executive Directors of the Board. Between them, the members will possess knowledge, skills and experience in accounting, risk management, internal, external audit, and technical or specialist issues pertinent to the ICB's business.</p> <p>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) Senior leadership representative for governance and risk management (or a suitable deputy, as appropriate)</li> <li>c) Internal Auditors</li> <li>d) External Auditors</li> </ul> <p>Other officers may be invited to attend meetings when the Committee is discussing areas of risk or operation that fall within their areas of responsibility. This will include:</p> <ul style="list-style-type: none"> <li>e) The Chief Executive being invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the annual governance statement.</li> <li>f) The Local Counter Fraud Specialist being invited to attend at least twice per year.</li> </ul> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>

<b>5. Chair and deputy</b>	<p>The Board will appoint a Non-Executive Director who has qualifications, expertise or experience to enable them to lead on finance and audit matters to be Chair of the Committee. The Deputy-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. If a consensus agreement cannot be reached, then the item will be escalated to the Board for a decision.</p>
<b>8. Meeting arrangements</b>	<p>The Committee will meet no less than six times per year at appropriate times in the reporting and audit cycle.</p> <p>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>
<b>9. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p>
<b>10. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ol style="list-style-type: none"> <li>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>Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>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>Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ol>
<b>11. Reporting responsibilities and review of effectiveness</b>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ol style="list-style-type: none"> <li>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> </ol>

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

<b>Issue date:</b> November 2025	<b>Status:</b> Approved	<b>Version:</b> 1.0	<b>Review date:</b> March 2026
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## 6. Auditor Panel – Terms of Reference

<p><b>1. Purpose and duties</b></p>	<p>The Auditor Panel (“the Panel”) exists to advise the Board on the selection and appointment of the organisation’s external auditor. This includes:</p> <ul style="list-style-type: none"> <li>a) Agreeing and overseeing a robust process for selecting the external auditor in line with the ICB’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>The Auditor Panel may meet ‘in-common’ with the Auditor Panels of NHS Derby and Derbyshire ICB and NHS Lincolnshire ICB.</p>
<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>The Panel may invite a range of senior managers to attend meetings to support the Panel in discharging its responsibilities.</p>

<b>4. Chair and deputy</b>	<p>The Board will appoint a Non-Executive Director who has qualifications, expertise or experience to enable them to lead on finance and audit matters to be Chair of the Panel.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Panel's membership will be nominated to deputise for that meeting.</p>
<b>5. Quorum</b>	<p>The Panel will be quorate with a minimum of two members present. If any Panel member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<b>6. Decision-making arrangements</b>	<p>Panel members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the Board for a decision.</p>
<b>7. Meeting arrangements</b>	<p>The Panel shall agree the frequency and timing of meetings needed to allow it to discharge its responsibilities.</p> <p>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>
<b>8. Minutes of meetings and reporting responsibilities</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Panel.</p> <p>The Panel will report in writing to the Board following each of its meetings in the form of a report from the Chair of the Panel.</p>

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

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## 7. Remuneration and Human Resources Committee – Terms of Reference

<p><b>1. Introduction/ Purpose</b></p>	<p>The Remuneration and Human Resource Committee (“the Committee”) is a joint committee of NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), established in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The main purpose of the Committee is to jointly exercise the ICBs’ 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 ICBs have clear and transparent remuneration policies that enable the recruitment, motivation and retention of staff.</li> <li>b) Seeking assurance on all aspects of human resource management, workforce change, and organisational development, ensuring that the ICBs maintain an appropriate structure, size, and balance of skills to support strategic objectives.</li> </ul> <p>The remit of the Committee excludes the remuneration, fees, allowances and other terms of appointment for the jointly appointed Chair of the ICBs and for the jointly appointed non-executive members of the Boards. NHS England and the Non-Executive Director Remuneration Panel will set these, respectively.</p> <p>The Committee is authorised to:</p> <ul style="list-style-type: none"> <li>c) Investigate any activity within its terms of reference.</li> <li>d) Seek any information it requires from employees of the ICBs, and all employees are directed to co-operate with any request made by the Committee.</li> <li>e) 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>f) 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 employees of the ICBs.</li> </ul>
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## 2. Duties

- a) Determine the remuneration, fees, allowances and other terms of appointment for the ICBs' 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 VSMs are fairly rewarded for their individual contributions, while considering the broader performance and circumstances of the ICBs.
- b) Scrutinise and approve the joint VSM structure across the ICBs, ensuring clarity of roles in line with purpose, functions and affordability.
- c) Advise on recruitment and selection plans for all VSM roles to ensure integrity, rigour and fairness in the appointment process.
- d) Determine any allowances to be paid to Board, committee, joint committee and sub-committee members who are not employees of the ICBs (excluding Non-Executive Directors).
- e) Determine the remuneration, fees, allowances and other terms of appointment for any individuals engaged on a contract for service.
- f) Oversee workforce change arrangements and scrutinise and approve all associated exit payments, ensuring that appropriate ICB policies and national guidance have been followed, seeking NHS England or HM Treasury approval where required.
- g) Oversee human resource management and organisational development arrangements for all staff employed by the ICBs, with a view to:
  - i) Ensuring that the ICBs' human resource and organisational development policies and ways of working are designed to ensure the workforce is appropriately engaged and motivated.
  - ii) Ensuring the ICBs are meeting their equality duties as employers in line with relevant legislation and national guidance.
  - iii) Ensuring the ICBs have effective succession planning and talent management arrangements in place.
  - iv) Ensuring the ICBs are viewed as employers of choice, with a positive culture and working environment.
- h) Oversee the ICBs' response to feedback received through the annual NHS Staff Survey.
- i) Review and approve policies specific to the Committee's remit.
- j) Oversee the identification and management of risks relating to the Committee's remit.
- k) 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.

<b>3. Membership</b>	<p>The Committee's membership will be comprised of four jointly appointed Non-Executive Directors of the ICBs' Boards, which includes the jointly appointed Chair of the ICBs.</p> <p>Any Non-Executive Director appointed by the ICBs' Boards as Chair of an Audit Committee cannot be a member of the Committee.</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 (providing their own remuneration is not being discussed). This will include expert human resource advisors.</p>
<b>4. Chair and deputy</b>	<p>The ICBs' Boards will appoint a Non-Executive Director to be Chair of the Committee.</p> <p>The jointly appointed Chair of the ICBs 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>5. 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>6. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ol style="list-style-type: none"> <li>All members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.</li> <li>A decision will be passed if more votes are cast for it than against it.</li> <li>Casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the 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>In reaching its determinations, the Committee will take proper account of all relevant national guidance and agreements, for</p>



	<p>example the NHS senior managers pay framework and the Agenda for Change terms and conditions of service.</p>
<p><b>7. Meeting arrangements</b></p>	<p>The Committee will meet on a quarterly basis.</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 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 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>8. 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>9. 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-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>10. Reporting responsibilities and review of committee effectiveness</b>	<p>The Committee will provide assurance to the ICBs' Boards 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 Boards 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 Boards, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required Committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>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 ICBs' Boards for approval.</p>

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## 8. Non-Executive Director Remuneration Panel – Terms of Reference

<p><b>1. Introduction/ Purpose</b></p>	<p>The Non-Executive Director Remuneration Panel (“the Panel”) is a joint committee of NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), established in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The Panel exists to set the remuneration, fees, allowances and other terms of appointment for the non-executive members of the ICBs’ Boards.</p> <p>The remit of the Panel excludes the remuneration, fees, allowances and other terms of appointment for the jointly appointed Chair of the ICBs, 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>The Boards have authorised the Panel to:</p> <ol style="list-style-type: none"> <li>Investigate any activity within its terms of reference.</li> <li>Seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Panel.</li> <li>Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> </ol>
<p><b>2. Membership</b></p>	<p>The Panel’s membership will be comprised of the jointly appointed Chair of the ICBs, a non-remunerated Partner Member of one of the ICBs’ Boards and the ICB’s lead for governance.</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>
<p><b>3. Chair and deputy</b></p>	<p>The jointly appointed Chair of the ICBs will be the Chair of the Panel.</p> <p>Should the Chair be unable to attend all or part of the meeting, then a further non-remunerated Partner Member will be invited to join the Panel’s membership and one of the non-remunerated Partner Members will be nominated to deputise for that meeting.</p>
<p><b>4. 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>5. Decision-making arrangements</b></p>	<p>Panel members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Panel members will be required, the process for which will be, as follows:</p> <ul 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> </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. 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>6. 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>7. Minutes of meetings and</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p>

<b>reporting responsibilities</b>	<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 Boards following each of its meetings in the form of a report from the Chair of the Panel.</p>
<b>8. 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>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>Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>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>Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ol>
<b>9. 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 Boards for approval.</p>

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

<p><b>1. Introduction/ Purpose</b></p>	<p>The Finance and Performance Committee (“the Committee”) is a joint committee of NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), established in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The Committee exists to scrutinise arrangements for ensuring the delivery of the ICBs’ statutory financial duties in line with sections 223GB to 223N of the NHS Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The Committee is also responsible for scrutiny of business and operational planning, delivery of national and local health targets and performance standards, delivery of estates and infrastructure strategies, and delivery of environmental sustainability plans (including statutory duties as to climate change).</p> <p>The remit of the Committee incorporates the relevant requirements set out within the Delegation Agreements between NHS England and the ICBs (Primary Medical Services), insofar as they relate to finance and performance.</p> <p>The Boards have 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 of the ICBs, 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 employees of the ICBs.</li> </ul>
<p><b>2. Duties</b></p>	<ul style="list-style-type: none"> <li>a) Oversee development of robust financial plans (revenue and capital), ensuring alignment with strategic plans and the requirement to deliver statutory financial balance, and recommend these for approval by the ICBs’ Boards.</li> <li>b) Ensure the ICBs’ annual budgets are prepared within the limits of available funds and recommend these for approval by the ICBs’ Boards.</li> </ul>

	<ul style="list-style-type: none"> <li>c) Review and scrutinise delivery of financial plans and the ICB's in-year financial position, ensuring that: <ul style="list-style-type: none"> <li>i) Required efficiencies are identified and delivered.</li> <li>ii) Robust action plans are developed in response to any material variances.</li> <li>iii) Expenditure in each financial year does not exceed the aggregate of any sums received within that financial year.</li> <li>iv) Local capital and revenue resource use for each financial year does not exceed the limits specified by NHS England.</li> </ul> </li> <li>d) Oversee arrangements for robust prioritisation of future capital resource use and the development of capital funding bids.</li> <li>e) Scrutinise arrangements for contract management and new payment mechanisms, including demand and utilisation management, ensuring that approaches incentivise quality, efficiency and equitable access.</li> <li>f) Oversee business and operational planning, ensuring financial, workforce, operational performance and activity plans are integrated and support the delivery of improved outcomes and productivity from commissioned services.</li> <li>g) Oversee delivery of national and local performance standards, focussing in detail on specific issues where performance is showing deterioration or where there are issues of concern, and monitoring achievement of agreed recovery trajectories. Any areas of deteriorating performance that could compromise health outcomes or quality of service will be referred to the Quality and Service Improvement Committee for scrutiny of potential harm and appropriate interventions.</li> <li>h) Oversee the development of estates/infrastructure strategies and recommend these for approval by the ICBs' Boards; subsequently scrutinising their delivery.</li> <li>i) Approve the ICBs' estates plans for the GP practices within their areas and scrutinise arrangements for ensuring that the GP practice premises estate is properly managed and maintained.</li> <li>j) Oversee the development of the green plans in line with national guidance and targets and recommend this for approval by the ICBs' Boards; subsequently scrutinising their delivery and progress towards net zero targets.</li> <li>k) Review and approve policies specific to the Committee's remit.</li> <li>l) Oversee the identification and management of risks relating to the Committee's remit.</li> <li>m) 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>
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<b>3. Membership</b>	<p>The Committee will have eight members, all of which have been jointly appointed by the ICBs.</p> <p>The Committee's membership is comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Three Non-Executive Directors.</li> <li>b) Executive Director of Finance.</li> <li>c) Executive Director of Commissioning.</li> <li>d) Executive Director of Quality (Nursing).</li> <li>e) Senior leadership representative from the Outcomes (Medical) Directorate.</li> <li>f) Senior leadership representative from the Strategy and Citizen Experience Directorate.</li> </ul> <p><u>Attendees</u></p> <p>The Committee may invite a range of senior managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The jointly appointed Chair of the ICBs will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICBs' governance arrangements.</p>
<b>4. Chair and deputy</b>	<p>The ICBs' Boards 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>5. Quorum</b>	<p>The Committee will be quorate with a minimum of five members, to include at least one non-executive member and one executive member.</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>6. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the ICBs' Boards for a decision.</p>



<p><b>7. 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 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 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>8. 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>9. 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-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>10. Reporting responsibilities and review of committee effectiveness</b>	<p>The Committee will provide assurance to the ICBs' Boards 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 Boards 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 Boards, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required Committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>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 ICBs' Boards for approval.</p>

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## 10. Quality and Service Improvement Committee – Terms of Reference

<p><b>1. Introduction/ purpose</b></p>	<p>The Quality and Service Improvement Committee (“the Committee”) is a joint committee of NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), established in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The main purpose of the Committee is to ensure the ICBs meet their statutory requirements with regard to continuous quality and service 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.</p> <p>The remit of the Committee incorporates the relevant requirements set out within the Delegation Agreements between NHS England and the ICBs (Primary Medical Services), insofar as they relate to quality improvement.</p> <p>The Boards have authorised the Committee to:</p> <ol style="list-style-type: none"> <li>Investigate any activity within its terms of reference.</li> <li>Seek any information it requires from any employee of the ICBs, and all employees are directed to co-operate with any request made by the Committee.</li> <li>Obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary.</li> <li>Create sub-committees or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee’s membership. The Committee shall determine the membership and terms of reference of any such sub-committees or task and finish group. Any sub-committee or task and finish group established may consist of or include persons who are not Board members or employees of the ICBs.</li> </ol>
<p><b>2. Duties</b></p>	<ol style="list-style-type: none"> <li>Oversee the development of the ICBs’ quality strategies and quality improvement priorities and plans, ensuring these are reflective of local quality challenges and focused on reducing inequalities in the quality of care, and recommend these for approval by the ICBs’ Boards; subsequently scrutinising their delivery.</li> <li>Scrutinise arrangements for monitoring the quality of commissioned services, in line with contractual requirements and the NHS Oversight Framework.</li> </ol>

	<ul style="list-style-type: none"> <li>c) Oversee arrangements for learning and continuous improvement, including the management of patient safety incidents, mortality reviews, complaints, service user feedback and shared learning, to drive a culture of improvement and safety across commissioned services.</li> <li>d) Oversee care pathway optimisation arrangements, ensuring that pathways are designed for integrated, prevention-oriented and digitally enabled care, reducing unwarranted variation.</li> <li>e) Scrutinise arrangements for safeguarding vulnerable adults and children in line with the ICBs' statutory responsibilities.</li> <li>f) Scrutinise arrangements for ensuring the safe and effective management of medicines.</li> <li>g) Oversee the development and delivery of vaccination and immunisation programmes, ensuring equitable access and uptake across all population groups, with a particular focus on addressing health inequalities and supporting prevention at neighbourhood and system levels.</li> <li>h) Scrutinise health protection arrangements, including infection prevention and control and partnership arrangements to respond to public health incidents and outbreaks.</li> <li>i) Scrutinise arrangements for strategic workforce matters.</li> <li>j) Oversee arrangements for clinical and care professional leadership and engagement, ensuring that multi-professional voices inform decision-making, quality improvement, and service transformation.</li> <li>k) Review and approve policies specific to the Committee's remit.</li> <li>l) Oversee the identification and management of risks relating to the Committee's remit.</li> <li>m) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>3. Membership</b>	<p>The Committee will have eight members, all of which have been jointly appointed by the ICBs.</p> <p>The Committee's membership is comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Three Non-Executive Directors.</li> <li>b) Executive Director of Quality (Nursing).</li> <li>c) Executive Director of Outcomes (Medical).</li> <li>d) Executive Director of Strategy and Citizen Experience.</li> <li>e) Senior leadership representative from the Commissioning Directorate.</li> <li>f) Senior leadership representative from the Finance Directorate.</li> </ul> <p><a href="#"><u>Attendees</u></a></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 jointly appointed Chair of the ICBs will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICBs' governance arrangements.</p>
<b>4. Chair and deputy</b>	<p>The ICBs' Boards 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>5. Quorum</b>	<p>The Committee will be quorate with a minimum of five members, to include at least one non-executive member and one executive member.</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>6. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the ICBs' Boards for a decision.</p>
<b>7. Meeting arrangements</b>	<p>Meetings of the Committee will be scheduled on a monthly basis, and the Committee will meet no less than ten times per year.</p> <p>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 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 Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>8. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p>
<b>9. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ol style="list-style-type: none"> <li>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>Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>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>Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ol>

<b>10. Reporting responsibilities and review of committee effectiveness</b>	<p>The Committee will provide assurance to the ICBs' Boards 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 Boards 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 Boards, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required Committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>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 ICBs' Boards for approval.</p>

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## 11. Strategic Commissioning Committee – Terms of Reference

<p><b>1. Introduction/ Purpose</b></p>	<p>The Strategic Commissioning Committee (“the Committee”) is a joint committee of NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), established in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The primary purpose of the Committee is to oversee the development and delivery of strategic commissioning plans across the ICBs, focused on improving population health and reducing inequalities. Its duties include guiding transformation programmes, promoting neighbourhood health models, prevention, and digital innovation, scrutinising actions to address health disparities, and determining decision-making frameworks for resource allocation and contract awards. The Committee also oversees primary medical services, market management, public and patient involvement, personalised care, and research strategies.</p> <p>The Boards have 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 of the ICBs, 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 employees of the ICBs. Individuals appointed as members of any sub-committee or task and finish group that is established to exercise the ICBs’ commissioning functions will be subject to approval by the jointly appointed Chair of the ICBs (in line with the membership approval requirements set out in section 3 of these terms of reference).</li> </ul>
<p><b>2. Duties</b></p>	<ul style="list-style-type: none"> <li>a) Oversee development of the ICBs’ strategic commissioning plans and recommend these for approval by the ICBs’ Boards. This will include oversight of arrangements for developing and maintaining an evidence-based understanding of local population health needs, and the use of population health</li> </ul>



	<p>management approaches towards the achievement of improved health outcomes and reduced health inequalities.</p> <ul style="list-style-type: none"> <li>b) Oversee delivery of transformation programmes across ICB commissioned services, in line with the approved strategic commissioning plan. This will include, but is not limited to, specific oversight of: <ul style="list-style-type: none"> <li>i) Delivery of neighbourhood health models, supporting the required shift from hospital-based care to community settings, making services more accessible in local areas and in people's homes.</li> <li>ii) Delivery of prevention and early intervention priorities, supporting the required shift from sickness to prevention.</li> <li>iii) Delivery of digital transformation, supporting the required shift from traditional analogue systems to digital systems, using new technology to improve efficiency and allowing people to manage their own health more easily.</li> </ul> </li> <li>c) Scrutinise the actions being taken to identify and address health inequalities and reduce disparities in health outcomes, informed by the NHS Core20PLUS5 approach. This will include review the ICBs' Annual Health Inequalities Statements, recommending these for approval by the ICBs' Boards.</li> <li>d) Determine the ICBs' joint decision-making framework for resource allocations (investments and disinvestments) and contract awards, to ensure commissioning decisions are evidence-based, strategically aligned with the ICBs' commissioning plans, compliant with relevant statutory duties and affordable, aimed at delivering equitable health outcomes, reduced health inequalities, quality improvement and value for money.</li> <li>e) Oversee resource allocation and contract award decisions made by the Commissioning Executive Group. This will include making decisions on any proposals escalated to the Committee due to their novel, contentious or repercussive nature.</li> <li>f) Oversee the ICBs' joint commissioning arrangements, scrutinising new and existing agreements, whether with local authorities or other ICBs, and seeking assurance regarding the impact delivered.</li> <li>g) Oversee the ICBs' arrangements for shaping and managing the provider market.</li> <li>h) Oversee arrangements for evaluating the impact of commissioned services.</li> <li>i) Oversee the ICBs' arrangements for public and patient involvement, ensuring effective engagement in the development of commissioning plans and policies and the co-production and</li> </ul>
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	<p>evaluation of services, with a particular focus on underserved communities.</p> <ul style="list-style-type: none"> <li>j) Oversee arrangements for meeting the ICBs' equality duties as strategic commissioners.</li> <li>k) Oversee the effective discharge of NHS England delegated Primary Medical Services functions, and decision-making arrangements for individual funding requests, mental health and learning disability funding requests, and packages of continuing healthcare and NHS-funded nursing care.</li> <li>l) Oversee personalised care arrangements, including patient choice, shared decision-making, supported self-management and self-care, social prescribing and community-based support, personalised care and support planning, personal health budgets and integrated personal budgets.</li> <li>m) Oversee the development of research strategies and recommend these for approval by the ICBs' Boards; subsequently scrutinising their delivery.</li> <li>n) Review and approve policies specific to the Committee's remit.</li> <li>o) Oversee the identification and management of risks relating to the Committee's remit.</li> <li>p) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>3. Membership</b>	<p>The Committee will have ten members, all of which have been jointly appointed by the ICBs.</p> <p>The Committee's membership is comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Four Non-Executive Directors.</li> <li>b) Chief Executive.</li> <li>c) Executive Director of Strategy and Citizen Engagement.</li> <li>d) Executive Director of Commissioning.</li> <li>e) Executive Director of Outcomes (Medical).</li> <li>f) Senior leadership representative from the Finance Directorate.</li> <li>g) Senior leadership representative from the Quality (Nursing) Directorate.</li> </ul> <p>All individuals appointed as members of the Committee are required to be approved by the jointly appointed Chair of the ICBs due to the Committee's role in exercising the ICBs' commissioning functions. No individual will be approved as a member of the Committee if it is considered that their appointment could reasonably be regarded as undermining the independence of the health service because of their involvement with the private healthcare sector or otherwise.</p> <p><a href="#"><u>Attendees</u></a></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 jointly appointed Chair of the ICBs will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICBs' governance arrangements.</p>
<b>4. Chair and deputy</b>	<p>The ICBs' Boards 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>5. Quorum</b>	<p>The Committee will be quorate with a minimum of six members, to include two non-executive members and two executive members.</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. All nominated deputies must be approved by the jointly appointed Chair of the ICBs in advance of the meeting (in line with the membership approval requirements set out in section 3 of these terms of reference). 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>6. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the 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 that 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 relevant ICBs' Audit Committees for review of the reasonableness of the decision to use emergency powers.</p>
<b>7. Meeting arrangements</b>	<p>Meetings of the Committee will be scheduled on a monthly basis, and the Committee will meet, as a minimum, on a bi-monthly basis. 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 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 Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>8. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p>

<p><b>9. 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-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. Reporting responsibilities and review of committee effectiveness</b></p>	<p>The Committee will provide assurance to the ICBs' Boards 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 Boards 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 Boards, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required Committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>

<b>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 ICBs' Boards for approval.</p>
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## 12. Commissioning Executive Group – Terms of Reference

<p><b>1. Introduction/ Purpose</b></p>	<p>The Commissioning Executive Group (“the Group”) has been established as a sub-committee of the joint Strategic Commissioning Committee established by NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>In line with the ICBs’ duties and powers to commission certain health services, as set out in sections 3 and 3A of the National Health Service Act 2006 (as amended), the Group exists to make commissioning decisions 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. See <b>schedule 1</b> attached to these terms of reference for further details of the relevant health services. The remit of the Group also incorporates relevant requirements set out within the Delegation Agreements between NHS England and the ICBs (Primary Medical Services).</p> <p>The Group is authorised 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 of the ICBs, and all employees are directed to co-operate with any request made by the Group.</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>2. Duties</b></p>	<ul style="list-style-type: none"> <li>a) Make resource allocation decisions (regarding investment and disinvestment business cases) in line with the decision-making framework established by the Strategic Commissioning Committee. When making decisions, the Group will ensure compliance with the general duties of ICBs as set out in sections 14Z32 to 14Z45 of the National Health Service Act 2006 (as amended), public sector equality duties, and social value duties. See <b>schedule 1</b> attached to these terms of reference for further details of the general duties.</li> <li>b) Make decisions in relation to the award of healthcare and non-healthcare contracts, ensuring compliance with the NHS Provider Selection Regime or Procurement Act 2023.</li> </ul> <p>Any decisions that are considered to set precedent, or are novel, contentious or repercussive in nature can be escalated to the Strategic Commissioning Committee.</p>

<b>3. Membership</b>	<p>The Group will have seven members, all of which have been jointly appointed by the ICBs.</p> <p>The Group's membership is comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Chief Executive</li> <li>b) Executive Director of Commissioning</li> <li>c) Executive Director of Finance</li> <li>d) Executive Director of Outcomes (Medical)</li> <li>e) Executive Director of Quality (Nursing)</li> <li>f) Executive Director of Strategy and Citizen Experience</li> <li>g) Executive Director of Transition</li> </ul> <p>All individuals appointed as members of the Group are required to be approved by the jointly appointed Chair of the ICBs due to the Group's role in exercising the ICBs' commissioning functions. No individual will be approved as a member of the Group if it is considered that their appointment could reasonably be regarded as undermining the independence of the health service because of their involvement with the private healthcare sector or otherwise.</p> <p><u><a href="#">Attendees</a></u></p> <p>The Group may invite a range of senior managers to attend meetings to support the Group in discharging its responsibilities.</p>
<b>4. Chair and deputy</b>	<p>The Chief Executive will be the Chair of the Group.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Group's membership will be nominated to deputise for that meeting.</p>
<b>5. Quorum</b>	<p>The Group will be quorate with a minimum of four members present.</p> <p>To ensure that the quorum can be maintained, the Executive members of the Group are able nominate a suitable deputy to attend a meeting of the Group that they are unable to attend to speak and vote on their behalf. All nominated deputies must be approved by the jointly appointed Chair of the ICBs in advance of the meeting. Group 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 Group 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>Group members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Group 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 Group 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 Group 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 Group 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 Group and in relation to which a decision must be made prior to the next scheduled meeting. The powers that are delegated to the Group, may for an urgent decision be exercised by the Chief Executive, subject to every effort having been made to consult with as many members of the Group as possible in the given circumstances. The exercise of such powers by the Chief Executive will be reported to the next formal meeting of the Group for formal ratification and to the Audit Committee for review of the reasonableness of the decision to use emergency powers.</p>
<p><b>7. Meeting arrangements</b></p>	<p>The Group will meet on a monthly basis, and members of the Group are expected to attend meetings wherever possible. Meetings of the Group, other than those regularly scheduled above, shall be summoned by the secretary to the Group at the request of the Chair. The Group may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Group 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 Group to be open to the public.</p> <p>Secretariat support will be provided to the Group to ensure the day-to-day work of the Group is proceeding satisfactorily. 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 Group. 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</p>

	may be added on receipt of permission from the Chair. Agendas will be agreed with the Chair prior to the meeting.
<b>8. Minutes of meetings</b>	Minutes will be taken at all meetings and presented according to the corporate style. The minutes will be ratified by agreement of the Group at the following meeting.
<b>9. Conflicts of interest management</b>	<p>In advance of any meeting of the Group, 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 Group 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. The Chair of the Group 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 Group'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 Group's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</li> <li>d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<b>10. Reporting responsibilities</b>	The Group is accountable to the Strategic Commissioning Committee and will provide it with assurance regarding the effective discharge of its delegated responsibilities through routine reporting arrangements, summarising matters discussed, decisions made and any specific areas of concern that warrant attention.
<b>11. Review of terms of reference</b>	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. Any proposed amendments to the terms of reference will be submitted to the Strategic Commissioning Committee for approval.

<b>Issue date:</b> November	<b>Status:</b> Draft	<b>Version:</b> 0.1	<b>Review date:</b> March 2026
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## Schedule 1

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

<p><b>1. Introduction/ Purpose</b></p>	<p>The Transition Committee (“the Committee”) is a joint committee of NHS Derby and Derbyshire ICB, NHS Lincolnshire ICB, and NHS Nottingham and Nottinghamshire ICB (“the ICBs”), established in accordance with section 65Z5 and 65Z6 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022).</p> <p>The primary purpose of the Committee is to oversee and scrutinise arrangements for the transition of the ICBs into their future operating model, in line with national guidance. Due to the nature of the Committee’s role, it will be time-limited in its establishment, with the ICBs’ Boards determining the appropriate timeframe for the Committee to be dis-established.</p> <p>The Committee is authorised 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 of the ICBs, 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> </ul>
<p><b>2. Duties</b></p>	<ul style="list-style-type: none"> <li>a) Oversee the establishment and maintenance of robust programme management arrangements to deliver ICB transition requirements within the prescribed timeframe.</li> <li>b) Oversee the development and implementation of a fit for purpose ICB operating model. This will include ensuring that the proposed new model: <ul style="list-style-type: none"> <li>i) Is designed to effectively deliver revised ICB functions and responsibilities, in line with the Model ICB Blueprint and any applicable guidance published from time to time, based on a robust ‘make, buy, share’ assessment across relevant geographies, taking account of the future abolition of Commissioning Support Units.</li> <li>ii) Delivers required efficiencies and is affordable within the management cost allocation for the ICBs.</li> <li>iii) Enables compliance with applicable legal duties.</li> <li>iv) Is developed taking into account the feedback from the combined workforce of the ICBs, as appropriate.</li> </ul> </li> <li>c) Oversee the development and implementation of fair and transparent exit and workforce change processes for ICB staff, in line with national guidance and local policy requirements (including those relating to equality legislation), working in conjunction with the Remuneration and Human Resource Committee, as appropriate. This will include oversight of</li> </ul>

	<p>appropriate training and development and health and wellbeing initiatives for ICB staff to ensure they are well supported throughout the transition process.</p> <ul style="list-style-type: none"> <li>d) Oversee the establishment of effective governance arrangements to support the period of transition the new ICB operating model, and to ensure its ongoing effectiveness.</li> <li>e) Oversee the delivery of timely, open, and transparent staff and stakeholder communications throughout the transition process.</li> <li>f) Oversee arrangements for the safe transition of any ICB functions identified for transfer elsewhere within the NHS infrastructure.</li> <li>g) Oversee arrangements for the ICBs' capability assessment in line with the new Strategic Commissioning Framework, working in conjunction with the Strategic Commissioning Committee, as appropriate.</li> <li>h) Oversee any potentially required preparations for ICB merger and/or boundary changes in line with national guidance, working in conjunction with the Audit Committees, as appropriate</li> <li>i) Oversee the identification and management of risks relating to the Committee's remit.</li> <li>j) Monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.</li> </ul>
<b>3. Membership</b>	<p>The Committee will have six members, all of which have been jointly appointed by the ICBs.</p> <p>The Committee's membership is comprised as follows:</p> <ul style="list-style-type: none"> <li>a) Three Non-Executive Directors.</li> <li>b) Chief Executive.</li> <li>c) Executive Director of Transition.</li> <li>d) Executive Director of Finance.</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. This will include the Senior Responsible Officers leading the Transition Programme Workstreams.</p> <p>The jointly appointed Chair of the ICBs will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICBs' governance arrangements.</p>
<b>4. Chair and deputy</b>	<p>The ICBs' Boards 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>5. Quorum</b>	<p>The Committee will be quorate with a minimum of four members, to include at least one non-executive member and one executive member.</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>6. Decision-making arrangements</b>	<p>Committee members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the ICBs' Boards for a decision.</p>
<b>7. Meeting arrangements</b>	<p>Meetings of the Committee will be scheduled on a monthly basis, and the Committee will meet no less than ten times per year.</p> <p>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 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 Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the</p>

	<p>meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<b>8. Minutes of meetings</b>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p>
<b>9. Conflicts of interest management</b>	<p>In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one of the following actions:</p> <ol style="list-style-type: none"> <li>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>Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</li> <li>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>Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ol>
<b>10. Reporting responsibilities</b>	<p>The Committee will provide assurance to the ICBs' Boards that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ol style="list-style-type: none"> <li>Providing an assurance report to the Boards 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>Providing an annual report to the Boards, summarising how the Committee has discharged its duties across the year, key</li> </ol>

	<p>achievements and any identified areas of required Committee development. This report will be informed by the Committee's annual review of its effectiveness.</p> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<b>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 ICBs' Boards for approval.</p>

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## 14. List of primary medical services providers

The following provides an up-to-date list of the eligible providers of primary medical services within the ICB Area for the purpose of nominating the Primary Care Partner Member of the Board, as referenced at 3.6.1 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.	C84017	Belvoir Health Group	NG13 8FD
10.	Y06356	Bilborough Medical Centre	NG8 4PN
11.	C84123	Bilthorpe Surgery	NG22 8QB
12.	C84112	Bramcote Surgery	NG9 3HF
13.	C84092	Bridgeway Practice	NG2 2JG
14.	C84077	Brierley Park Medical Centre	NG17 2NF
15.	Y06792	Broad Oak Medical Practice	NG8 6LN
16.	C84605	Castle Healthcare Practice	NG2 7SD
17.	C84120	Chilwell Valley and Meadows Practice	NG9 6DX
18.	C84034	Churchfields Medical Practice	NG6 0HD
19.	C84020	Churchside Medical Practice	NG18 1QB
20.	C84046	Clifton Medical Practice	NG11 8EW
21.	C84045	Collingham Medical Centre	NG23 7LB
22.	C84035	Crown House Surgery	DN22 7XF
23.	C84066	Daybrook Medical Practice	NG5 6HP
24.	C84044	Deer Park Family Medical Practice	NG8 2GR
25.	C84039	Derby Road Health Centre	NG7 2DW
26.	C84025	East Bridgford Medical Centre	NG13 8NY
27.	C84032	Eastwood Primary Care Centre	NG16 3BS

No.	Practice Code	Practice Name	Postcode
28.	C84011	Elmswood Surgery	NG5 4AD
29.	C84105	Fairfields Practice	NG7 5HY
30.	C84074	Family Medical Centre (Kirkby)	NG17 7BG
31.	C84018	Family Medical Centre (Sood)	NG3 2FW
32.	C84036	Forest Medical	NG19 6AB
33.	C84019	Fountain Medical Centre	NG24 1QH
34.	C84667	Giltbrook Surgery	NG16 2GE
35.	Y03124	Grange Farm Medical Centre	NG8 4HQ
36.	C84063	Greendale Primary Care Centre	NG3 7DQ
37.	C84676	Greenfields Medical Centre (Yvs Rao)	NG7 6ER
38.	C84624	Hama Medical Centre	NG16 2NB
39.	C84629	Health Care Complex, Kirkby	NG17 7BG
40.	C84705	Hickings Lane Medical Centre	NG9 8PN
41.	C84055	Highcroft Surgery	NG5 7BQ
42.	C84691	High Green Practice (Khan)	NG7 5HY
43.	C84656	Hill View Surgery	NG21 0JP
44.	C84660	Hounsfield Surgery	NG23 6PX
45.	C84078	Hucknall Road Medical Centre	NG5 1NA
46.	C84654	Jacksdale Medical Centre	NG16 5JW
47.	C84081	John Ryle Medical Practice	NG11 8EW
48.	C84704	JRB Healthcare (Beechdale Surgery)	NG8 3LF
49.	C84613	Jubilee Park Medical Partnership	NG4 3DQ
50.	C84013	Kingfisher Family Practice	DN22 7XF
51.	C84061	King's Medical Centre	NG17 1AT
52.	Y05690	Kirkby Community Primary Care Centre	NG17 7AE
53.	C84076	Kirkby Health Centre	NG17 7LG
54.	C84001	Larwood Surgery	S81 0HH
55.	C84043	Leen View Surgery	NG6 8QJ
56.	C84694	Lime Tree Surgery	NG8 6AB
57.	C84029	Lombard Medical Centre	NG24 4XG
58.	C84140	Lowmoor Road Surgery	NG17 7BG

No.	Practice Code	Practice Name	Postcode
59.	C84113	Major Oak Medical Practice	NG21 9QS
60.	C84144	Meadows Health Centre (Larner)	NG2 2JG
61.	C84658	Meden Medical Services	NG20 0BP
62.	C84116	Melbourne Park Medical Centre	NG8 5HL
63.	C84021	Middleton Lodge Practice	NG22 9SZ
64.	C84106	Mill View Surgery	NG18 5PF
65.	C84090	Musters Medical Practice	NG2 7SD
66.	C84024	Newgate Medical Group	S80 1HP
67.	C84131	Newthorpe Medical Practice	NG16 3HU
68.	C84692	North Leverton Surgery	DN22 0AB
69.	C84095	Oakenhall Medical Practice	NG15 7UA
70.	C84016	Oakwood Surgery	NG19 8BL
71.	C84051	Orchard Medical Practice	NG18 5GG
72.	C82040	Orchard Surgery	DE74 2EL
73.	C84064	Parkside Medical Centre	NG6 8QJ
74.	Y02847	Parliament Street Medical Centre	NG1 6LD
75.	C84115	Plains View Surgery	NG3 5LB
76.	C84057	Pleasley Surgery	NG19 7PE
77.	C84084	Radcliffe-On-Trent Health Centre	NG12 2GD
78.	C84117	Radford Medical Practice (Kaur)	NG7 3GW
79.	C84087	Rainworth Health Centre	NG21 0AD
80.	C84129	Rise Park Surgery	NG5 5EB
81.	C84060	Rivergreen Medical Centre	NG11 8AD
82.	C84094	Riverside Health Centre	DN22 6FB
83.	C84069	Roundwood Surgery	NG18 1QQ
84.	C84637	Sandy Lane Surgery	NG18 2LT
85.	C84042	Saxon Cross Surgery	NG9 8DA
86.	C84142	Selston Surgery	NG16 6BT
87.	C84682	Sherrington Park Medical Practice	NG5 2EJ
88.	C84059	Sherwood Medical Partnership	NG19 0FW
89.	C84628	Sherwood Rise Medical Centre	NG7 7AD

No.	Practice Code	Practice Name	Postcode
90.	Y05622	Southglade Medical Practice	NG5 5GU
91.	C84049	Southwell Medical Centre	NG25 0AL
92.	C84004	St Albans Medical Centre	NG6 8AQ
93.	C84086	St Georges Medical Practice	NG2 7PG
94.	C84136	St Luke's Surgery	NG7 3GW
95.	C84026	Stenhouse Medical Centre	NG5 7BP
96.	C84714	Sunrise Medical Practice	NG11 8NS
97.	C84695	The Alice Medical Centre	NG5 5HW
98.	C84047	The Calverton Practice	NG14 6FP
99.	C84703	The Gamston Medical Centre	NG2 6PS
100.	C84646	The Ivy Medical Group	NG14 5BG
101.	C84107	The Linden Medical Group	NG9 8DB
102.	C84080	The Manor Surgery	NG9 1GA
103.	C84151	The Medical Centre (Irfan)	NG7 7DS
104.	C84030	The Oaks Medical Centre	NG9 2NY
105.	Y00026	The Om Surgery	NG15 7JP
106.	C84028	The Ruddington Medical Centre	NG11 6HD
107.	C84023	The University of Nottingham Health Service	NG7 2QW
108.	C84072	The Wellspring Surgery	NG3 3GG
109.	C84683	The Windmill Practice	NG2 4PJ
110.	C84053	Torkard Hill Medical Centre	NG15 6DY
111.	C84010	Trentside Medical Group	NG4 2FN
112.	C84619	Tudor House Medical Practice	NG5 3HU
113.	C84008	Tuxford Medical Centre	NG22 0HT
114.	C84150	Unity Surgery	NG3 6EU
115.	C84085	Victoria And Mapperley Practice	NG1 3LW
116.	C84005	Village Health Group	LE12 6JG
117.	C84664	Welbeck Surgery	NG5 2JJ
118.	C84621	West Bridgford Medical Centre	NG2 7PX
119.	C84696	West Oak Surgery	NG3 6EW
120.	C84033	Westdale Lane Surgery	NG4 3JA

No.	Practice Code	Practice Name	Postcode
121.	Y06443	Whyburn Medical Practice	NG15 7JE
122.	C84012	Willowbrook Medical Practice	NG17 1ES
123.	C84122	Wollaton Park Medical Centre	NG8 1FG
124.	C84014	Woodlands Medical Practice	NG17 1JW

## **15. 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 Board/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 Board/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.

## 16. 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.dln.committees@nhs.net](mailto:nnicb-nn.dln.committees@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.
- (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.dln.committees@nhs.net](mailto:nnicb-nn.dln.committees@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:

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

## 17. 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 area covered by NHS Nottingham and Nottinghamshire ICB, 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 to reduce health inequalities and improve health and care outcomes and experiences for the Nottingham and Nottinghamshire population.

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.

## **Annex D: Delegation Agreements and Joint Working Arrangements**

NHS England has delegated some of its direct commissioning functions to ICBs, with the aim of breaking down barriers and joining up fragmented pathways to deliver better health and care, so that patients can receive high quality services that are planned and resourced where people need it.

For all delegated functions, responsibility for the planning, performance, finance, quality and improvement will move from NHS England to ICBs upon delegation. However, in all cases NHS England remains accountable to the Secretary of State for the services, which means that NHS England will have oversight of, and set standards and service specifications for, the services.

NHS Nottingham and Nottinghamshire ICB has delegated responsibility for the following:

- Commissioning functions relating to primary medical services from 1 July 2022.
- Commissioning functions relating to primary pharmacy and optometry services and primary and secondary dental services from 1 April 2023.
- Commissioning functions relating to 59 specified specialised acute services from 1 April 2024.
- Commissioning functions relating to 12 specified specialised mental health, learning disability and autism specialised services from 1 April 2025.

Formal Delegation Agreements are in place between NHS England and NHS Nottingham and Nottinghamshire ICB that set out the terms and conditions of the delegations.

NHS Nottingham and Nottinghamshire ICB has established a formal Joint Working Agreement with NHS Derby and Derbyshire ICB, NHS Leicester, Leicestershire and Rutland ICB, NHS Lincolnshire ICB and NHS Northamptonshire ICB under section 65Z5 of the NHS Act, to jointly exercise the commissioning functions relating to primary pharmacy and optometry services, primary and secondary dental services, and specialised acute, mental health, learning disability and autism services. The joint working arrangements include the establishment of an East Midlands Joint Commissioning Committee to jointly govern the exercise of these commissioning functions.

Further information, including copies of the Delegation Agreements and Joint Working Agreement are available on request by contacting: [nnicb-nn.dln.committees@nhs.net](mailto:nnicb-nn.dln.committees@nhs.net).