

Meeting of ICB Board

Date: 01 July 2022

Time: 09:30

Location: MS Teams

Agenda Number :	4.4	
Title:	ICB Committee Terms of Reference	
Confidential Papers	Commercially Sensitive	No
	Legally Sensitive	No
	Contains Patient Identifiable data	No
	Financially Sensitive	No
	Time Sensitive – not for public release at this time	No
	Other (Please state)	No
Purpose: Decision – For Approval		
Key Points for Discussion:		
<p>The Terms of Reference for all Integrated Care Board (ICB) Committees (including the statutory Audit Committee and Remuneration Committee) are included in the ICB Governance Handbook.</p> <p>The Committee Terms of Reference have been developed in collaboration with ICB designate Independent Non-Executive Members (INEMs) as Chairs of these Committees and CCG Executive Leads. The Committee Terms of Reference reflect the Scheme of Reservation and Delegation also included in the ICB Governance Handbook</p> <p>All Terms of Reference were submitted in draft to NHSEI on 27 May 2022 and accepted without comment</p>		
Recommendations:	<p>To receive and approve the Terms of Reference for:</p> <ul style="list-style-type: none"> • Audit Committee • Remuneration Committee • Finance, Estates and Digital Committee • Outcomes, Quality and Performance Committee • Primary Care Commissioning Committee • People Committee 	
Previously Considered By and feedback:	<p>BNSSG CCG Executive Group</p> <p>NHSEI South West Regional Team</p>	
Management of Declared Interest:	<p>There are no actual or potential conflicts of interest related to the contents of this paper. Each Terms of Reference sets out the management of conflicts of interest for each Committee.</p>	

Risk and Assurance:	<p>There is a risk to the organisation if committees do not work to their statutory and mandatory requirements. The Terms of Reference are in-line with good practice and mitigate this risk.</p> <p>Each Terms of Reference aligns to the Scheme of Reservation and Delegation and Risk Management Framework included in the ICB Governance Handbook.</p>
Financial / Resource Implications:	There are no finance or other resources implications.
Legal, Policy and Regulatory Requirements:	Each Terms of Reference were developed using the model template provided by NHSEI. The Terms of Reference are in-line with good practice and designed to meet the ICBs statutory and mandatory requirements.
How does this reduce Health Inequalities:	<p>These documents have been developed in the context of the four core purposes of Integrated Care Systems:</p> <ul style="list-style-type: none"> a) improve outcomes in population health and healthcare b) tackle inequalities in outcomes, experience and access c) enhance productivity and value for money d) help the NHS support broader social and economic development.
How does this impact on Equality & diversity	<p>These documents have been developed in the context of the four core purposes of Integrated Care Systems:</p> <ul style="list-style-type: none"> a) improve outcomes in population health and healthcare b) tackle inequalities in outcomes, experience and access c) enhance productivity and value for money d) help the NHS support broader social and economic development.
Patient and Public Involvement:	There has been no wider public engagement. Patient and Public Involvement in each Committee is articulated in the Membership section of the Terms of Reference where appropriate.
Communications and Engagement:	The Terms of Reference will be published on the BNSSG ICB Website from 01 July 2022.
Author(s):	Committee INEMs and CCG Executive Leads
Sponsoring Director / Board Member:	INEMs – Chairs of the Committees

Audit Committee Terms of Reference

1. Introduction

Constitution:

The Audit Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

Purpose:

The aims of the ICB are to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.

To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management, and internal control processes within the ICB.

The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

The Audit Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

2. Delegated Authority

The Audit Committee is authorised by the Board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference;

- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's Constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may/ not delegate any decisions to such groups.

For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD, other than for the following exceptions:

add any exceptions agreed by the board

3. Membership

The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

The Board will appoint no fewer than four members of the Committee including two who are Non-Executive Members of the Board. Other members of the Committee need not be members of the Board, but they may be.

Neither the Chair of the Board, nor employees of the ICB will be members of the Committee. Members will possess between them knowledge, skills and experience in: accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and Vice Chair:

In accordance with the constitution, the Committee will be chaired by a Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

The Chair of the Committee shall be independent and therefore may not chair any other committees. In so far as it is possible, they will not be a member of any other committee.

Committee members may appoint a Vice Chair who [ICB to add any local specifications about who may be vice chair].

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

4. The members of the Audit committee are:

TBC

5. In attendance (if required)

Attendees:

Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Director of Finance or their nominated deputy;
- Representatives of both internal and external audit;
- Individuals who lead on risk management and counter fraud matters;
- [add other relevant attendees]

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.

The Chief Executive should be invited to attend the meeting at least annually.

The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

Attendance:

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

Access:

Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee.

6. Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments;
- Action points are taken forward between meetings and progress against those actions is monitored.

7. Quoracy

For a meeting to be quorate a minimum of two Non-Executive Members of the Board are required, including the Chair or Vice Chair of the Committee.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decisions making and voting:

Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

8. Frequency of meetings

The Audit Committee will meet **five/ four** times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

9. Remit and Responsibilities

The Committee's duties can be categorised as follows.

Integrated governance, risk management and internal control:

To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of the ICB's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.

To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.

To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks.

To have oversight of system risks where they relate to the achievement of the ICB's objectives.

To ensure consistency that the ICB acts consistently with the principles and guidance established in HMT's Managing Public Money.

To seek reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

To identify opportunities to improve governance, risk management and internal control processes across the ICB.

Internal audit:

To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved;
- Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- Considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources;
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
- Monitoring the effectiveness of internal audit and carrying out an annual review.

External audit:

To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, 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:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit;
- 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;
- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- Reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Other assurance functions:

To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.

To review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility.

To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.

To review the findings of external bodies and consider the implications for governance of the ICB. These will include, but will not be limited to:

- Reviews and reports issued by arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution, CQC; and
- Reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges and accreditation bodies).

Counter fraud:

To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.

To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.

To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.

To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners; Fraud, Bribery and Corruption.

To report concerns of suspected fraud, bribery and corruption to the NHSCFA.

Freedom to Speak Up:

To review the adequacy and security of the ICB's arrangements for its employees, contractors and external parties to raise concerns, in confidence, in relation to financial, clinical management, or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

Information Governance (IG):

To receive regular updates on IG compliance (including uptake & completion of data security training), data breaches and any related issues and risks.

To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.

To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.

To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

Financial reporting:

To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.

To 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.

To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:

- The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the Financial Statements;
- Significant judgements and estimates made in preparing of the Financial Statements;
- Significant adjustments resulting from the audit;
- Letter of representation; and
- Qualitative aspects of financial reporting.

Conflicts of Interest:

The chair of the Audit Committee will be the nominated Conflicts of Interest Guardian.

The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

Management of Information Rights:

The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of Information Rights are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to Information Rights.

Management:

To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.

To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.

Communication:

To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.

To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

10. Behaviours and Conduct

ICB values:

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality and diversity:

Members must demonstrably consider the equality and diversity implications of decisions they make.

11. Reporting Requirements

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and 'embeddedness' of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
- The robustness of the processes behind the quality accounts.

12. Review of Terms of Reference

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

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Remuneration Committee Terms of Reference

1. Introduction

Constitution:

The Remuneration Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

Purpose:

The aims of the ICB are to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.

The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:

- Confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including senior managers/directors (including board members) and non-executive directors.

2. Delegated Authority

The Remuneration Committee is authorised by the Board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but

may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

3. Membership

The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

The Committee membership will be drawn from the Non-Executive Members and the Partner Members of the Board. As a minimum and, with the exception of the Audit Chair as below, all Non-Executive Members will be appointed to the Committee. Four Partner Members will be appointed to the Committee so that Non-Executive Members may reclude themselves from decision making in the event that they are conflicted. When arranging Committee meetings, it will be made clear whether the business under discussion will require the attendance of the Partner Members (see Quoracy below):

- The Chair of the Audit Committee may not be a member of the Remuneration Committee.
- The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.

When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and Vice Chair:

In accordance with the Constitution, the Committee will be chaired by a Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. Committee members may appoint a Vice Chair from amongst the members. In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to chair the meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

4. The members of the xxxx committee/group are:

TBC

5. In attendance (if required)

Attendees:

Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

- The ICB's most senior HR Advisor or their nominated deputy
- Director of Finance or their nominated deputy
- Chief Executive or their nominated deputy

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

No individual should be present during any discussion relating to:

- Any aspect of their own pay;
- Any aspect of the pay of others when it has an impact on them.

6. Administration

The Committee shall be supported with a secretariat function. Which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- The Chair is supported to prepare and deliver reports to the Board
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings

7. Quoracy

For a meeting to be quorate a minimum of three Non-Executive Members is required, including the Chair or Vice Chair of the Committee. If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

If, due to a conflict of interest, all Non-Executive Members are unable to participate, the meeting will be quorate with three Partner Members present. These members will choose a chair for that meeting from amongst the members present.

Decision making and voting:

Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.

Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

8. Frequency of meetings

The Committee will meet in private. The Committee will meet at least once each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

9. Remit and Responsibilities

The Committee's duties are as follows:

For the Chief Executive, Directors and other Very Senior Managers:

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

For the Non-Executive Members:

- Determine all aspects of remuneration

For Board members:

- Terms of appointment

For all staff:

- Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
- Oversee contractual arrangements;
- Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

10. Behaviours and Conduct

Benchmarking and guidance:

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

ICB values:

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality diversity and inclusion:

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

11. Reporting Requirements

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board.

The Remuneration Committee will submit copies of its minutes to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

12. Review of Terms of Reference

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

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Strategic Finance, Estates and Digital Committee

Terms of Reference

1. Introduction

Constitution:

The Strategic Finance, Estates and Digital Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

Purpose:

The aims of the ICB are to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.

The purpose of the Committee is to contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board in the development and delivery of a robust, viable and sustainable system financial strategy and operational plan. This includes:

- financial performance of the ICB
- financial performance of NHS organisations within the ICB footprint

Providing financial advice to the Integrated Care System Partnership Board to enable the development of a financially sustainable Strategy

Develop financial strategy and plan for the ICB with due regard for the Strategy of the Integrated Care System Partnership Board and associated Health & Wellbeing Boards

These dual roles may be reflected in separate sections of the Committee's agendas, have due regard for managing any real or perceived conflicts of interest.

The Strategic Finance, Estates and Digital Committee has no executive powers, other than those delegated in the Scheme of Reservation or Delegation and specified in these terms of reference.

2. Delegated Authority

The Strategic Finance, Estates and Digital Committee is authorised by the Board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
- Commission any report it deems necessary to fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create standing or task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD), in the first instance:
 - ICB Director of Finance Group
 - ICB Estates Steering Group
 - ICB Digital Steering Group

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the SoRD will prevail over these terms of reference other than the Committee being permitted to meet in private.

3. Membership

The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

The Executive members of the Committee can send a nominated deputy to the meeting. These individuals must be able to operate with full authority over any issue arising at the meeting. Members will possess between them knowledge, skills and experience in:

- accounting
- risk management
- and additional technical or specialist issues pertinent to the ICB's business, notably provision of clinical services; population health management; legal, regulatory and financial governance of NHS and Local Authority Social Care & Public Health services and statutory functions

When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and Vice Chair:

In accordance with the constitution, the Committee will be chaired by a Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. The Chair of the Committee shall be independent and therefore may not chair any other committees.

Committee members may appoint a Vice Chair from amongst the members.

In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

4. The members of the Strategic Finance, Estates and Digital Committee are:

- The Non-Executive Member who leads on Strategic Finance, Estates and DigitalThe independent member who leads on Audit, Governance and Risk
- A Director of Public Health from a partner local authority
- A Section 151 Officer from another partner local authority
- Chief Executive (ICB Accountable Officer)
- Chief Finance Officer
- Chief Medical Officer
- The ICB Director of Transformation & Chief Digital Information Officer

5. In attendance

Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee may also be attended by other invited and appropriately nominated individuals who are not members of the Committee. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including other ICB Executive Directors; Chairs of ICB Directors of Finance Group, Estates Steering Group, Digital Steering Group; Representatives of Health and Wellbeing Board; Representatives of Providers, Provider Collaboratives and Locality Partnerships (Place based partnerships); Directors of Adults and Children's Social Care; Senior Finance, Estates and Digital Department officers.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

Attendance:

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

6. Administration

The Committee shall be supported with a secretariat function from the ICB Finance, Information & Corporate Directorate (FICS Directorate). Which will include ensuring that:

- the agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- attendance of those invited to each meeting is monitored and those that do not meet the minimum attendance requirements are highlighting to the Chair

- records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary
- preparation, collation and circulation of papers in good time
- good quality minutes are taken in accordance with the standing orders and agreed with the chair so that a record are kept of matters arising, action points and issues carried forward
- the Chair is supported to prepare and deliver reports to the Board
- the Committee is updated on pertinent issues/ areas of interest/ policy developments
- action points are taken forward between meetings and progress against those is monitored.

7. Quoracy

For a meeting to be quorate a minimum of 3 members is required, including one of ICB Non-Executive members; and one of Chief Executive or Chief Finance Officer

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision-making and voting:

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication. Where any such action has been taken between meetings, then these will be reported to the next meeting.

8. Frequency of meetings

The Strategic Finance, Estates and Digital Committee will meet at least 6 times a year. Initial work programme expects to meet once per month for 2 hours. Arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Strategic Finance, Estates and Digital Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

9. Remit and Responsibilities

The Committee's duties are as follows:

System financial management framework:

- to set the strategic financial framework of the ICB and monitor performance against it
- to develop and keep under review the system Long Term Plan
- to develop the ICB financial information systems and processes to be used to make recommendations to the Board on financial planning in line with the strategy and national guidance
- to ensure health and social inequalities are taken into account in financial decision-making
- Participate in the development of the ICS financial framework with an awareness of the funding, cost pressures and risks which impact on delivery

Resource allocations (Revenue & Capital):

- to develop an approach to distribute the resource allocation through commissioning and direct allocation to drive agreed change based on the ICS strategy and recommend this to the ICB Board
- to advise on and oversee the process regarding the deployment of NHS England Service Development Funding and other ad-hoc allocations
- to work with ICS partners to identify and allocate resources where appropriate to address finance and performance related issues that may arise
- to work with ICS partners to consider major investment/disinvestment outlined in business cases for material service change or efficiency schemes and to agree a process for sign off in line with the ICB Standing Financial Instructions and Scheme of Reservation and Delegation
- to monitor the NHS system capital programme against the capital envelope, taking action to ensure that it is appropriately and completely used
- to ensure oversight of future prioritisation and capital funding bids
- Recommend approach to decisions regarding delegation of budgetary responsibility to place and to provider collaboratives

National framework:

- to advise the ICB on any changes to NHS and non-NHS funding regimes and consider how the funding available to the ICB can be best used within the system to achieve the best outcomes for the local population
- to oversee preparation of national ICB level financial submissions and recommend these to ICB Board
- to ensure the required preparatory work is scheduled to meet national planning timelines

Financial monitoring information:

- to develop a reporting framework for the ICB as a statutory body, using the chart of accounts devised by NHSE and the integrated single financial environment (ISFE) and the ICB as a system of bodies.
- to articulate the financial position and financial impacts (both short and long-term) to support decision-making

- to work with ICB partners to identify and agree common approaches across the system such as financial reporting, estimates and judgements
- to work with ICB partners to seek assurance over the financial reports from system bodies and provide feedback to them (being clear on how this role interacts with that of the audit committee)
- to oversee the development of financial and activity modelling to support the ICB priority areas
- to develop annual, medium and long-term financial plans which demonstrate ongoing value and recovery and recommend these to the ICB Board
- to develop an understanding of where costs sit across the system, system cost drivers and the impacts of service change on costs
- understanding the financial and performance impact of transformational changes on individual originations and the wider system
- to ensure appropriate information is available to manage financial issues, risks and opportunities across the ICB
- manage financial and associated risks and the Board Assurance Framework, ensuring that appropriate and effective mitigating actions are in place.

Performance:

- to oversee the management of the system financial target and the ICB 's own financial targets
- to agree key outcomes to assess delivery of the ICB financial strategy
- to monitor and report to the ICB Board overall financial performance against national and local metrics, highlighting areas of concern
- to monitor and report to the ICB Board key service performance which should be taken into account when assessing the financial position
- to ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements

System efficiencies:

- to ensure system efficiencies are identified and monitored across the ICB, in particular opportunities at system level where the scale of the ICS partners together and the ability to work across organisations can be leveraged
- to ensure financial resources are used in an efficient way to deliver the objectives of the ICB
- to review exception reports on any material breaches of the delivery of agreed efficiency improvement plan including the adequacy of proposed remedial action plans

Communication:

- to co-ordinate and manage communications on financial governance with stakeholders internally and externally
- to develop an approach with partners, including the ICB health and care partnership, to ensure the relationship between cost, performance, quality and environment sustainability are understood

People:

- to develop a system finance staff development strategy to ensure excellence by attracting-and retaining the best finance talent

Estates:

- to oversee the development of the ICB estates strategy and plan to ensure it properly balances clinical, strategic and affordability drivers and recommend it to the ICB Board
- to gain assurance that the estates plan is built into ICS financial framework
- to ensure effective oversight of future prioritisation and capital funding bids

Digital:

- to oversee the development of the ICB Digital strategy and plan to ensure it properly balances clinical, strategic and affordability drivers and recommend it to the ICB Board
- to gain assurance that the digital plan is built into ICS financial framework
- to ensure effective oversight of future prioritisation and capital funding bids

Procurement:

- Oversight of procurement exercises (including Invitation to Tender, Evaluation, Preferred Bidder Appointment and Contract Award) where contracts with an estimated value above £1m or where there is a significant reputational or service issue and make recommendations to the ICB Board

10. Behaviours and Conduct**ICB values**

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality diversity and inclusion

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

Conflicts of interest

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.

All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

11. Reporting Requirements

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities. The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board.

The Chair will provide assurance reports to the Board after each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Committee will provide an annual report to the Board to describe how it has fulfilled its terms of reference, details on progress and a summary of key achievements in delivering its responsibilities.

12. Review of Terms of Reference

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

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Outcomes, Quality and Performance Committee

Terms of Reference

1. Introduction

Constitution:

The Outcomes, Quality and Performance Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive chaired committee of the Board and its members are bound by the Standing Orders and other policies of the ICB.

Purpose:

The aims of the ICB are to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.

The Outcomes, Quality and Performance Committee has been established to provide the ICB with assurance that is delivering its functions in a way that secures continuous improvement in outcomes, performance, and the quality of services, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Act 2022. This includes reducing inequalities in the quality of care.

The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB that there is, an effective system of quality and performance governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high-quality care.

The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit.

2. Delegated Authority

The Outcomes, Quality and Performance Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.

The Outcomes, Quality and Performance Committee holds only those powers as delegated in these Terms of Reference as determined by the ICB Board.

3. Membership

The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

The Board will appoint no fewer than four members of the Committee including one who is a Non-Executive Member of the Board (from the ICB) and will act as Chair. Other attendees of the Committee need not be members of the Board, but they may be, and will be drawn from ICB Partner or Other members (as outlined in the Constitution).

When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

Chair and Vice Chair:

The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

If a Chair has a conflict of interest, then the Vice-Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

4. The members of the Outcomes, Quality and Performance committee are:

- Non-Executive Director (Chair)
- Provider Non-Executive Director (Vice-Chair)
- ICB Chief Nursing Officer
- ICB Chief Medical Officer
- ICB Director tbc (director with responsibility for performance)
- 1 acute provider representative
- 1 community provider representative
- 1 mental health provider representative
- 1 local authority representative
- 1 primary care representative
- 1 patient voice representative

5. Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary

- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- The Chair is supported to prepare and deliver reports to the Board
- The Committee is updated on pertinent issues/ areas of interest/ policy developments
- Action points are taken forward between meetings and progress against those actions is monitored.

6. Quoracy

There will be a minimum of one Non-Executive Member, plus at least the Chief Nursing Officer or Chief Medical Director, the ICB Director with responsibility for performance or their deputy.

Decision making and voting:

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

7. Frequency of meetings

The Outcomes, Quality and Performance Committee shall meet on a monthly basis. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

8. Remit and Responsibilities

The responsibilities of the Outcomes, Quality and Performance Committee will be authorised by the ICB Board. The Committee will:

- Oversee and seek assurance on the effective delivery of the ICB Operational Plan
- Be assured that there are robust structures and processes in place for the effective planning, management and improvement of outcomes, quality and performance and that the structures operate effectively, and timely action is taken to address areas of concern
- Agree and recommend to the ICB Board key outcomes, quality and performance priorities that are included within the ICB strategy/ annual plan, including priorities to address variation/ inequalities in care
- Scrutinise robustness of arrangements, compliance with and monitor delivery of the ICB key statutory requirements relevant to outcomes, quality and performance
- Scrutinise and challenge those risks on the BAF and Corporate Risk Register which relate to outcomes, quality, performance, and high-risk operational risks which could impact on care. Ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner
- Oversee and scrutinise the ICB's response to all relevant (as applicable to outcomes, quality and performance) Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the DHSC, NHSEI and other regulatory bodies / external agencies

(e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained

- To be assured that people drawing on services are systematically and effectively involved as equal partners in outcomes quality and performance activities
- Have oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Outcomes, Quality and Performance Committee
- Scrutinise robustness of arrangements, compliance with and monitor delivery of the ICB key statutory requirements relevant to outcomes, quality and performance including Emergency Preparedness, Resilience and Response

9. Behaviours and Conduct

ICB values:

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality and diversity:

Members must demonstrably consider the equality and diversity implications of decisions they make.

10. Declarations of Interest

All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest which will be recorded in the minutes. Anyone with a relevant or material interest in a matter under consideration will be excluded from the discussion at the discretion of the Committee Chair.

11. Reporting Requirements

The Outcomes, Quality and Performance Committee is directly accountable to the ICB. The minutes of meetings shall be formally recorded. The Chair of the Committee shall report to the Board (public session) after each meeting and provide a report on assurances received, escalating any concerns where necessary.

The Committee will advise the Audit Committee on the adequacy of assurances available and contribute to the Annual Governance Statement

The Committee will receive scheduled assurance report from its delegated groups. Any delegated groups would need to be agreed by the ICB Board.

12. Review of Terms of Reference

The Committee will review its effectiveness at least annually and complete an annual report submitted to the Board.

These terms of reference will be reviewed after six months at least annually thereafter. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

Delete this text and key in Date

Primary Care Commissioning Committee Terms of Reference

1. Introduction

Constitution:

In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 1 to these Terms of Reference to the ICB.

The Primary Care Commissioning Committee, PCCC (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution and in accordance with Delegations made under section 65Z5 of the 2006 NHS Act (see Appendix 1) as amended by the Health and Care Act 2022.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB

Purpose:

The aims of the ICB are to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.

The purpose of the Committee is to contribute to the overall delivery of the ICB objectives and population outcomes by managing the delivery of those elements of the primary care healthcare services delegated by NHS England to the ICB.

The aim will be to deliver to the people of BNSSG, on behalf of the ICB, services that are of high quality, clinically effective and safe, within available resources

The committee will embed the ICB principles of engaging with and embedding the voice of our local population in co-production and understanding of local need.

In addition, the committee will have responsibility for the oversight and delivery of the BNSSG Primary Care Strategy and its core deliverables of:

- i. Workforce development
- ii. Reducing Variation
- iii. Developing Integrated models of care

iv. Supporting Infrastructure

The Committee is responsible for the commissioning of primary care and has delegated responsibility from the ICB to fulfil this function. NHS England may at some point delegate authority to the ICB for the commissioning of primary dental services, primary pharmacy and ophthalmic services. The Primary Care Commissioning Committee will at the point of delegation of these services to the ICB, review its terms of reference and include these services within its committee remit.

2. Delegated Authority

The Primary care Commissioning Committee is authorised by the Board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create sub-groups in order to take forward specific programmes of work as considered necessary by the Committee members. The Committee shall determine the membership and terms of reference of any such sub-groups in accordance with the ICB's constitution, standing orders and SoRD. The committee may not delegate any of its accountabilities to such sub-groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the Committee being permitted to meet in private.

3. Membership

The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

Chair and Vice Chair:

In accordance with the constitution, the Committee will be chaired by a Non-Executive Member of the ICB appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. Committee members may appoint a Vice Chair from amongst the members.

In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

4. The members of the Primary Care Commissioning Committee are:

- Non-Executive Member of the ICB – Primary Care (chair)
- Non-Executive Member (TBC: drawn from Partner members)
- ICB Chief Medical Officer
- ICB Chief Nursing Office

- ICB Chief Financial Officer
- ICB Director/s with responsibility for Primary Care
- Lay Member with subject specialism

5. In attendance

The following members may be in attendance at meetings:

- NHS England representative
- A BNSSG Healthwatch representative
- A representative of the General Practice Collaborative Board (GPCB)
- A GP Locality lead to represent the Locality Partnerships
- A Public Health representative of the BNSSG Health and Wellbeing Boards (to be nominated by the three local authorities)
- LMC Chair or Chief Executive
- A Patient and Public Involvement (PPI) representative
- A representative of the CCG medicines optimisation team
- Representative from ICB partner organisation (TBC)

Other persons may be invited to attend, as appropriate, to enable the Committee to discharge its functions effectively. The Committee may also invite guests to attend to present information and/or provide the expertise necessary for the Committee to fulfil its responsibilities.

The Corporate Secretary or their deputy will be in attendance at all meetings to advise the Committee on governance matters.

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

6. Administration

The Committee shall be supported with a secretariat function, which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings.

7. Quoracy

A quorum shall be 4 voting members, to include at least one independent member and an executive member.

Decision making and voting:

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

8. Frequency of meetings

The Committee will meet in private.

The Committee will meet alternate months. Additional meetings may take place as required.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

9. Remit and Responsibilities

The Committee will make collective decisions on the review, planning and procurement of primary care services in BNSSG, under delegated authority from NHS England. This includes the following activities:

- a) The award of GMS, PMS and APMS contracts. This includes: the design of PMS and APMS contracts; and monitoring of contracts;
- b) Locally defined and designed enhanced services ("Local Enhanced Services" and "Directed Enhanced Services");
- c) Making decision regarding local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- d) Procurement of new practice provision;
- e) Discretionary payment (e.g., returner/retainer schemes); Approving practice mergers;
- f) Primary Care Estates Strategy;
- g) Premises improvement grants and capital developments;
- h) Contractual action such as issuing breach/remedial notices and removing a contract;
- i) Delivery of the BNSSG Primary Care Strategy

In securing the provision of comprehensive and high quality primary medical services in BNSSG, the committee will carry out the following activities:

- Planning, including needs assessment, primary medical care services in BNSSG
- Undertaking reviews of primary medical care services in BNSSG
- Review the ICB plans for the management of the Primary Care Network Contract Directed Enhanced Services and receive assurances that the planning of Primary Care Networks in BNSSG comply with published specifications and guidance including
- Providing oversight of the financial planning and budget management for the commissioning of primary medical care services in BNSSG

The Committee shall report on and make recommendations to the ICB on the following:

- i. Progress towards delivery of the BNSSG Primary Care
- ii. Planning primary medical care services in BNSSG (including needs assessment)

10. Reporting Requirements

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities. The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board.

The Chair will provide assurance reports to the Board after each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Committee will provide an annual report to the Board to describe how it has fulfilled its terms of reference, details on progress and a summary of key achievements in delivering its responsibilities.

The ICB Primary Care Operational Group (PCOG) shall undertake the operational management, implementation and oversight of the nationally defined primary care contracts and the primary care workstreams. In addition, the PCOG will also monitor complaints and quality

The Primary Care Operational Group shall report and escalate via exception report to the Committee and submit the minutes of their meetings to the Committee for review

11. Behaviours and Conduct

ICB values:

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality diversity and inclusion:

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

Conflicts of interest:

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.

All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

12. Review of Terms of Reference

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

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Appendix 1

Schedule 1 –Delegated Functions

- a) decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:
 - i) decisions in relation to Enhanced Services;
 - ii) decisions in relation to Local Incentive Schemes (including the design of such schemes);
 - iii) decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
 - iv) decisions about 'discretionary' payments;
 - v) decisions about commissioning urgent care (including home visits as required) for out of area registered patients;
- b) the approval of practice mergers;
- c) planning primary medical care services in the Area, including carrying out needs assessments;
- d) undertaking reviews of primary medical care services in the Area;
- e) decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);
- f) management of the Delegated Funds in the Area;
- g) Premises Costs Directions functions;
- h) co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and
- i) such other ancillary activities as are necessary in order to exercise the Delegated Functions.

Schedule 2- Reserved Functions

- a) management of the national performers list;
- b) management of the revalidation and appraisal process;
- c) administration of payments in circumstances where a performer is suspended and related performers list management activities;
- d) Capital Expenditure functions;
- e) section 7A functions under the NHS Act;
- f) functions in relation to complaints management;
- g) decisions in relation to the Prime Minister's Challenge Fund; and
- h) such other ancillary activities that are necessary in order to exercise the Reserved Functions;

People Committee Terms of Reference

1. Introduction

Constitution:

The People Committee is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

Purpose:

The aims of the ICB are to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.

The purpose of our People Committee is to support our Integrated Care System workforce of 50,000 people through our integrated care board team of 500 people and Partners in order to deliver and maintain the wellbeing of our 1,000,000 citizens in Bristol, North Somerset and South Gloucestershire.

To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy and delivery of the ICS People Strategy and Plan and the People Strategy and Plan for the ICB specifically.

The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

The Committee has a dual purpose, as its role pertains both to ICS organisations across the system and specifically to the ICB employed staff.

ICS System-wide vision and purpose:

Our vision for every single person within our 50,000 to feel safe, valued and supported in their roles and responsibilities to successfully improve the health and wellbeing of our 1,000,000 citizens.

Oversee governance and resourcing of system and national workforce priorities and including the 10 People Requirements of an ICB and the People Promise and provide assurance of delivery against agreed Workforce Priorities through the People Steering Group

ICB Organisational vision and purpose:

Our vision is for every member of our 500 people to feel supported, empowered and motivated to improve the health and wellbeing of our 1,000,000 citizens.

Ensure that there is appropriate alignment between the ICS and priorities and those of the ICB pertaining to staff employed by the ICB, including:

- a relevant and robust ICB people strategy and plan which aligns with the ICS priorities
- the ICB's culture, inclusion and talent management approaches are targeted and monitored appropriately and that the ICB is "Well Led"

The Board may delegate further functions to the Committee as required

2. Delegated Authority

The People Committee is authorised by the Board to:

- Deliver its purpose as set out in these terms of reference
- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create sub-groups in order to take forward specific programmes of work as considered necessary by the Committee members. The Committee shall determine the membership and terms of reference of any such sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD). The committee may not delegate any of its accountabilities to such sub-groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the SoRD will prevail over these terms of reference other than the committee being permitted to meet in private.

3. Membership

The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

The Board will appoint no fewer than four members of the Committee including one who is a Non-Executive Member of the ICB Board. Other members of the Committee need not be members of the Board, but they may be.

Chair and Vice Chair:

In accordance with the constitution, the Committee will be chaired by Non-Executive Member of the ICB appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. Committee members may appoint a Vice Chair from amongst the Non-Executive Member, partners or system NED members.

In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Attendees:

Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

Meetings of the Committee may also be attended by individuals “in attendance” who are not members of the Committee for all or part of a meeting as and when appropriate.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers

4. The members of the People Committee are:

The membership of the Committee shall comprise membership which may include

a. ICS system wide:

- Non-Executive Member of the ICB (chair)
- ICB Chief People Officer
- ICB Chief Medical Officer
- ICB Chief Nursing Officer
- Chair of People Committee* UHBW
- Chair of People Committee* NBT
- Chair of People Committee* Sirona
- Chair of People Committee* AWPPrimary Care Representative
- ICB Local Authority Partner
- Chair of People Steering Group

b. ICB Organisation:

- Non-Executive Member of the ICB (chair)
- ICB Chief People Officer

- Executive directors of the ICB

5. In attendance

a. ICS system wide:

- ICS People Programme SROs
- People Programme Officers as required.

b. ICB Organisation:

- HR and Inclusion Officers as required.

6. Administration

The Committee shall be supported with a secretariat function. Which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings.

7. Quoracy

For a meeting to be quorate a minimum of two people are required from the following: Non-Executive Members, ICB partners members or provider People Committee chairs members. One attendee must be the Chair or Vice Chair of the Committee.

If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting:

Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

8. Frequency of meetings

The Committee will meet in private.

The Committee will meet alternate months for each of the two components, a. ICS system wide, and b. ICB organisation, and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

9. Remit and Responsibilities

The Committee's duties are as follows:

ICS system-wide:

- Develop and recommend to the ICB Board the ICS People Strategy and Plan and monitor its implementation across the system.
- Agreement of the formal governance and accountability arrangements for people and workforce functions in the ICS, including appointing senior responsible officers (SROs).
- Ensure there is appropriate trade union and staff engagement with the ICS People Programme
- Oversight of how and where specific people responsibilities are delivered and funded within the ICS and hold providers and SROs to account for delivery on agreed priorities
- Assuring the delivery of the 10 People Functions of an ICS which may change but currently include:
 - 1) Supporting the health and wellbeing of all staff
 - 2) Growing the workforce for the future
 - 3) Supporting inclusion and belonging for all
 - 4) Supporting leadership at all levels
 - 5) Educating, training and developing people, and managing talent
 - 6) Leading workforce transformation and new ways of working
 - 7) Driving and supporting broader social and economic development
 - 8) Transforming people Services
 - 9) Leading coordinated workforce planning
 - 10) Supporting system design and development
- Oversee the assessment of the ICS's readiness, capacity, and capability to deliver the people function.
- Oversee the ICS Leadership and Talent Board: accountable for the development and delivery of the ICS talent strategy.
- Ensure there is a clear understanding of the ICB and system strategic workforce priorities and that plans are in place to deliver these
- Provide assurance that legislative and regulatory requirements relating to workforce are understood and met.

- Challenge and scrutinise workforce risks, ensuring they are understood and mitigating actions are identified and implemented.
- Monitor key workforce metrics to ensure that the expected standards are being delivered;
- Provide assurance to the ICB Board on the ICBs' equalities and diversity strategy, and equality delivery systems.

ICB Organisation:

- Ensure that there is appropriate alignment between the ICS and priorities and those of the ICB pertaining to staff employed by the ICB, including:
 - Development of a relevant and robust people strategy and plan which aligns with the ICS priorities, and recommend that strategy to the ICB Board
 - Monitor the implementation of the ICB people strategy and plan
 - Ensure the ICB's culture, inclusion and talent management approaches are targeted and monitored appropriately and that the ICB is "Well Led"

10. Behaviours and Conduct

Benchmarking and guidance:

The Committee will take proper account of National guidance, best practice and appropriate benchmarking.

ICB values:

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

Equality diversity and inclusion:

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

11. Reporting Requirements

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders

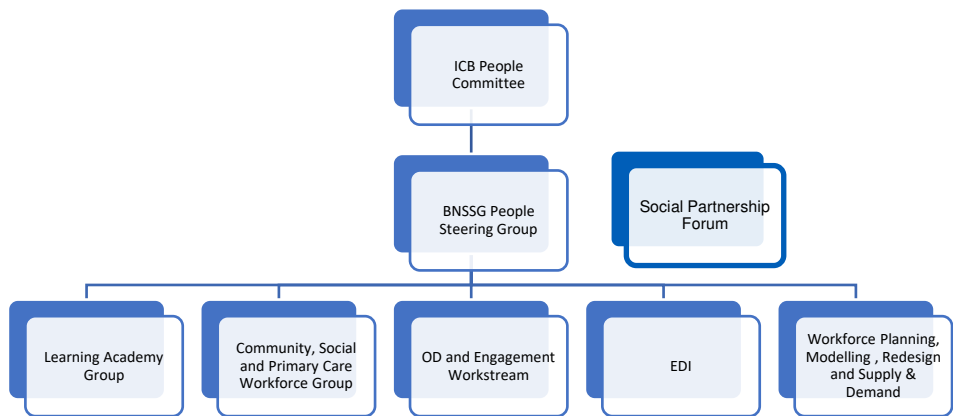
The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

Accountability will be different for the elements of the People Committee pertaining to the ICS system wide and the ICB organisation

ICS System wide

Delivery will be through the People Steering Group which will be accountable to the People Committee.



ICB Organisation:



12. Review of Terms of Reference

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval

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