



Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board (BSW ICB):

People Committee – Terms of Reference (ToR)

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1. Introduction

The People 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.

1.1 Terms of reference

- **Definition:** The Terms of Reference for the Committee are defined by the Board.
- **Amendment:** The Terms of Reference may be amended in accordance with the provisions in the Constitution and the SoRD.
- **Publication:** These terms of reference is published in the Governance Handbook, which can be accessed on the Integrated Care Board website.

1.2 Purpose

The purpose of the committee is to advise the Board and provide assurance on matters relating to BSW health and care workforce, and the ICB staff.

2. Roles and responsibilities

This section describes the Committee's duties, authority, accountability and reporting.

2.1 Duties

The Committee's duty is to advise and assure the board on:

- Strategy and delivery relating to the BSW Integrated Care System (ICS) workforce and ICB Human Resources (HR) and employment matters.

Providing assurance involves:

- Triangulating multiple sources of internal and external information, including:
- Data analysis and contract performance intelligence
- Engaging with key system leaders, partners, anchor organisations and relevant forums on matters of workforce development
- Other intelligence agreed to be important and reliable
- Remedial action: Where assurance cannot be provided in part or in full, to provide the Board with details of remedial actions being taken and or being recommended.
- Considering efficacy and efficiency: Things are not only in place but the right things are being done in the right way to achieve the right objectives, which support the ICS aims.

The committee and its members are bound to uphold standards in public life, in accordance with the Nolan principles.

2.2 Responsibilities

2.2.1 System Workforce

ICS people strategies and plans:

Review and recommend for approval to the ICB Board the BSW ICS people strategy, ensuring it

- reflects and aligns with the NHS People Plan, equivalent / relevant local authorities, providers and partners plans, and BSW ICS strategic priorities
- has mechanisms in place to ensure delivery across the BSW ICS footprint.

Receive assurance that the strategy is being implemented, including review of specific supporting strategies/programmes (i.e. leadership, wellbeing, equality & diversity etc.)

System capacity:

- Receive assurance that the NHS People functions are being delivered across the system
- Receive assurance that future planned workforce capacity is sufficient to meet demand
- Receive assurance that mechanisms are in place to facilitate the development of system-wide workforce and employment policies

BSW Academy:

Agree, and monitor the delivery of, the BSW Academy's annual programme of work

Risk management:

Regularly review risks on the ICB Board Assurance Framework related to the work on the committee

External submissions:

Review system workforce submissions to external bodies as required, including NHS England and Health Education England (HEE)

2.2.2 ICB Workforce:

Frameworks, policies and procedures: Review and approve all necessary frameworks, policies, and procedures for the employment of ICB staff.

People and organisational strategies

Oversee the development of People and Organisational strategies for supporting and engaging the ICB workforce.

Risk management

Regularly review relevant reports and data, e.g. vacancies, recruitment and retention, pay, equality and diversity, training compliance, appraisals.

Statutory duties:

Obtain assurance that the ICB complies with statutory duties and requirements regarding staff employment and equality and diversity requirements.

Annual reports:

Receive annual reports on ICB health and safety, equality and diversity (WRES, WDES, Gender Pay Gap), pay in/equalities.

2.3 Authority

The committee is authorised to:

Investigate	Investigate any activity within its terms of reference.
Seek information	Seek any information it requires within its remit, from any employee or member of the Board.
Commission reports	Commission reports required to help fulfil its obligations.
Obtain advice	Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any

The committee is authorised to:

procedures put in place by the ICB for obtaining professional advice.

Create sub-committees

Create, with agreement of the ICB, task and finish sub-groups for specific programmes of work.

Determine the terms of reference of task and finish sub-groups, in accordance with the Boards constitution, Standing Orders and SoRD – but no decisions may be delegated to these groups.

2.4 Delegation in the Scheme of Reservation & Delegation

The ICB has delegated the following to the People Committee as set out in the SoRD, which may be amended in accordance with the ICB Constitution.

Decisions Delegated by the Scheme of Reservation & Delegation (SoRD)

- Agree system workforce submissions to external bodies
- Approve investment in, or disinvestment from, people and organisational development programmes
- Agree the BSW Academy's annual programme of work
- Agree the outputs from the HR Delivery Group, commission bespoke pieces of activity determined by system and workforce challenges
- Oversee and monitor ICB and system performance
- Recommend approval of the BSW Integrated Care System people strategy
- Recommend approval of people and organisational development strategies for the ICB
- Approve ICB workforce policies and procedures

2.5 Accountability and reporting

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

Accountabilities

Description

Draft minutes and reports

- The Committee receives scheduled assurance reports from its sub-groups
- The Secretary formally records the minutes of each meeting
- The Chair of the Committee reports to the Board after each meeting and provides a report on assurances received and decisions taken, escalating any concerns, where necessary

Monitor attendance

- Attendance is monitored and profiled as part of the agenda at each Committee meeting

Accountabilities	Description
	<ul style="list-style-type: none"> Members should aim to attend 100% of meetings and must attend at least 75% of meetings, and read all papers beforehand.
Draft annual work plans	<ul style="list-style-type: none"> The Committee produces an annual work plan in consultation with the Board
Conduct annual self-assessment	<ul style="list-style-type: none"> The Committee undertakes an annual self-assessment of its performance against the annual plan and terms of reference Any resulting proposed changes to the terms of reference are submitted for approval by the Board The Committee utilises a continuous improvement approach in its delegation Members review the effectiveness of the meeting at each sitting
Annual Report	<ul style="list-style-type: none"> The Committee provides the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement The report includes <ul style="list-style-type: none"> The governance cycle A summary of the business conducted, Frequency of meetings, membership attendance, and quoracy The committee's self-assessment

3. Committee meetings

This section sets out meeting:

- Composition and quoracy
- Frequency and formats
- Procedures

3.1 Composition and quoracy

This section sets out the meeting composition and quoracy requirements.

	Description of expectation
Chair	The committee will be chaired by the Non-Executive Director (Remuneration and People).
Deputy Chair	Committee members may appoint a Vice Chair from amongst the members.

	Description of expectation
Absence of Chair or Vice Chair	In the absence of the Chair, or Vice Chair, the remaining members present elects one of their number Chair the meeting.
Membership	<ul style="list-style-type: none"> • Suzannah Power (ICB Non Executive Director for People and Remuneration, Committee Chair) • Julian Kirby (ICB Non-Executive Director for Public and Community Engagement) • Paul Miller (ICB Non-Executive Director for Finance) • Terence Herbert (ICB Local Authority Partner Member Wiltshire) • Pam Webb (ICB Partner Member Voluntary Community and Social Enterprise (VCSE)) • Jas Sohal (BSW ICB Chief People Officer) • Dr Amanda Webb (BSW ICB Chief Medical Officer) • Nominated NHS Trust Chief People Officer • Nominated BSW Local Authority Director of Adult Social Services • Nominated BSW Local Authority Human Resources Director <p>EDI: When determining the membership of the Committee, consideration will be given to diversity, equality and inclusion.</p>
Attendees and procedure for absence	<p>Only members of the Committee have the right to attend Committee meetings; however other executive directors or senior officers of the ICB may be required to attend at the request of the Committee.</p> <p>Such invited attendees cannot participate in the Committee’s decision-making and must not vote.</p> <p>The Chair and Chief Executive of the ICB may attend any meeting to contribute and gain an understanding of the Committee’s operations.</p> <p>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.</p> <p>Procedure for absence:</p> <p>Where a member or any 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.</p> <p>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.</p>

Description of expectation	
Quoracy and Procedure for Inquoracy	<p>Threshold: A quorum shall be five members, including one Non-Executive Director, one ICB Executive Director and one partner member of the Board, or member from a partner organisation.</p> <p>Absence: Where members are unable to attend, they should ensure that a named and briefed deputy able to participate on their behalf attends in their place.</p> <p>Disqualification: If any member of the committee is disqualified from participating in an item on the agenda due to a declared conflict of interest, that individual no longer counts towards the quorum.</p> <p>Inquoracy: If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next meeting of the Committee.</p>

3.2 Frequency and formats

This section on Committee meetings describes the meeting frequency and formats.

Description of rules	
Meeting frequency	<p>The Committee will meet quarterly, and otherwise as required.</p> <p>Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.</p> <p>The Board, ICB Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.</p>
Open vs closed	<p>Where this is warranted by the nature of the business arising, the agenda is divided into two parts. Part 1 is open to the whole committee, including invited attendees. Part 2 is a closed session for members only to discuss confidential information.</p>
Virtual meetings and extra-ordinary meetings	<p>A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.</p>

3.2 Procedures

Procedure	Description of rules and expectations:
Agenda	<p>The Chair is responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p>

Procedure	Description of rules and expectations:
	Members are expected to identify agenda items for consideration to the Chair and any meeting papers using the prescribed format at least 15 business days before the meeting.
Decision-making	<p>Decisions are taken in accordance with the Standing Orders and are normally arrived at by consensus. When this is not possible the Chair may call a vote.</p> <p>Virtual voting: If a decision cannot wait for the next scheduled meeting and an extraordinary meeting is not appropriate or possible, the Chair may conduct business on a 'virtual' basis through the use of telephone, email, or other electronic communication.</p>
Voting	<p>Eligibility: Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter.</p> <p>Casting Vote: The chair may have a casting vote, if members are equally divided on an issue.</p> <p>Recording of votes: The result of the vote will be recorded in the minutes.</p>
Conflicts of interest	<p>Declarations: All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the minutes.</p> <p>Exclusions: The Committee will follow and apply the ICB's Standards of Business Conduct with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.</p>
Conduct	The Committee conducts its business in accordance with relevant codes of conduct / good governance practice, including the Nolan principles of public life, the ICB Standards of Business Conduct Policies, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations

4. Secretariat and administration

This section describes the functions of the secretariat whose role is to support the Committee in the following ways:

Functions	Description
Distribute papers	Prepare and distribute the agenda and papers in accordance with the Standing Orders following their agreement by the Chair with the support of the relevant executive lead.

Functions	Description
Monitor attendance	Monitor the attendance of those invited to each meeting and highlight to the Chair those that are not meeting the minimum attendance requirements.
Maintain records	Record conflicts of interest, members' appointments and renewal dates. Provide prompts to renew membership and to identify new members where necessary. Applies and implements records management per the ICB's policies.
Minute Taking	Take good quality minutes and agree them with the Chair. Keep a record of matters arising, action points and issues to be carried forward.
Support for Chair & Committee	Support the Chair in preparing and delivering reports to the Board. Take forward action points between meetings and monitor progress against those actions.
Provide updates	Update the Committee on pertinent issues/ areas of interest/ policy developments.
Governance advice	Provide easy access to governance advice for committee members

Appendix I: Revision History

Version	Date	Approved by	Review	Type of changes
V1.0	1 July 2022	Board of ICB	Annually	Creation of ToR
V2.0	1 November 2022	Board of ICB	Interim	Review and revision of ToR
V3.0	30 November 2022			Minor amendments to 2.5

Document control

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