

# Minutes of the BSW Integrated Care Board - Board Meeting in Public

Friday 1 July 2022, 10:30hrs

Virtual meeting via Zoom

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## Members present:

Integrated Care Board (ICB) Chair, Stephanie Elsy (SE)  
Chief Executive, Sue Harriman (SH)  
Community Provider Partner Member, Douglas Blair (DB)  
Local Authority Partner Member – Wiltshire – Deputy, Claire Edgar (CE)  
Non-Executive Director for Audit and Governance, Dr Claire Feehily (CF)  
Chief Finance Officer, Gary Heneage (GH)  
NHS Trusts and NHS Foundation Trusts Partner Member – acute sector, Stacey Hunter (SHu)  
Non-Executive Director for Public & Community Engagement, Julian Kirby (JK)  
Chief Nurse Officer, Gill May (GM)  
Non-Executive Director for Finance, Paul Miller (PM)  
Non-Executive Director for Remuneration and People, Suzannah Power (SP)  
NHS Trusts and NHS Foundation Trusts Partner Member – mental health sector – Deputy, Alison Smith (AS)  
Chief Medical Officer, Dr Amanda Webb (AW)  
Voluntary, Community and Social Enterprise Partner Member, Pam Webb (PW)

## Attending:

Chief of Staff, Richard Collinge (RC)  
Deputy Director of Corporate Affairs, Anett Loescher (AL)  
Director of Equalities, Innovation and Digital Enterprise, Jane Moore (JM)  
Director of Place – Swindon, Gordon Muvuti (GM)  
Programme Director for Transition, Catherine Phillips (CP) – *for item 9*  
Assistant Director of Communications and Engagement, Jenna Richards (JR)  
Director of Place – Wiltshire, Fiona Slevin-Brown (FSB)  
Director of Strategy and Transformation, Richard Smale (RSm)  
Chief People Officer, Jasvinder Sohal (JS)  
Board Secretary, Sharon Woolley (SW)

## Apologies:

Local Authority Partner Member – BaNES, Will Godfrey (WG)  
NHS Trusts and NHS Foundation Trusts Partner Member – mental health sector, Dominic Hardisty (DH)  
Local Authority Partner Member – Wiltshire, Terence Herbert (TH)  
Local Authority Partner Member – Swindon, Susie Kemp (SK)  
Non-Executive Director for Quality, Professor Rory Shaw (RS)

## **1. Welcome and Apologies**

- 1.1 The Chair welcomed members, officers and observing members of the public to this inaugural Board meeting of the BaNES, Swindon and Wiltshire (BSW) Integrated Care Board (ICB). A historic day for health and social care services across England, with key Government reforms introduced by the Health and Care Act following approval by Parliament.
- 1.2 The agenda for this first meeting was not a usual Board agenda. However, the approval of the governance framework and appointments enabled the establishment of the organisation as a statutory NHS body.
- 1.3 The ICBs (Establishment) Order 2022 had been signed by the NHS England Chief Executive on 27 June 2022, legally establishing 42 ICBs across England with effect from midnight at the start of the day on Friday 1 July 2022. The BSW ICB Constitution had also been brought into effect through the establishment order. Therefore the BSW ICB was legally established. The Constitution was available to view on the BSW ICB website, and would be reviewed during this first year.
- 1.4 The BSW Clinical Commissioning Group (CCG) had now been dissolved, and the Chair wished to record her thanks to all those involved in ensuring the safe transition and closure. Except for Board level members, all CCG staff had transferred to the BSW ICB.
- 1.5 The formal appointment by the Chair (with NHS England approval) of the BSW ICB Chief Executive Officer, Sue Harriman, was recorded. A meeting of the BSW ICB Board Appointment Committee had been held earlier that morning to formally confirm the appointment of all Board Members, thereby creating the Board.
- 1.6 The above apologies were noted.
- 1.7 The meeting was declared quorate.
- 1.8 Board members introduced themselves and their roles at appropriate points during the meeting.

## **2. Declarations of Interest**

### **2a. BSW Integrated Care Board Declarations of Interest Register**

- 2.1 The ICB holds a register of interests for all staff and Board members. None of the interests registered were deemed to be relevant for the meeting business. There were no other interests declared regarding items on the meeting agenda.
- 2.2 ICBs are legally required to manage conflicts of interest, this includes maintenance of the register of interests of all staff and Board members. The register of Board members' interests would be published on the ICB website following the meeting.
- 2.3 The register would be regularly reviewed and updated, and additional interests should be made known to the Governance Team for the record. The BSW ICB

Standards of Business Conduct policy details how the ICB manages conflicts of interest, and colleagues' responsibilities.

### **3. Receive the constitution of NHS Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board (BSW ICB)**

3.1 The Chair advised that as the Health and Care Bill had progressed through parliament, NHS England had issued several iterations of an ICB model constitution to make sure ICBs would be constituted in proper alignment with the legislation. ICBs were strongly steered to adopt the model constitution. BSW had adopted and adapted the model, working closely with the South West NHSE regional team while developing the BSW ICB Constitution.

3.2 The BSW ICB Constitution was approved by NHS England in June 2022 and had been made available upon the ICB website. The Board **noted** the BSW ICB Constitution.

### **4. BSW ICB governance documents**

4.1 ICBs are required to be transparent about how they make decisions. ICB Constitutions stipulate the documents that each ICB must have and must publish, which form part of the ICB's governance framework – namely, ICB Standing Financial Instructions, ICB Scheme of Reservation and Delegation and ICB Functions and Decisions Map.

4.2 The Chair assured the Board that the arrangements set out in the documents are not fixed and would be reviewed and amended over the course of year one. The Board has powers to approve changes to these documents.

#### **4a. BSW ICB Standing Financial Instructions**

4.3 The Board **approved** the BSW ICB Standing Financial Instructions.

#### **4b. BSW ICB Scheme of Reservation and Delegation**

4.4 The Board **approved** the BSW ICB Scheme of Reservation and Delegation.

#### **4c. BSW ICB Functions and Decisions Map**

4.5 The Board **approved** the BSW ICB Functions and Decisions Map.

### **5. Establish BSW ICB Committees:**

5.1 The Chair advised that ICBs are required under the Act to maintain an Audit Committee and a Remuneration and Nomination Committee. Other committees are as decided by the ICB. Each of the Committee terms of reference have been developed and aligned to the national guidance issued. Further development of terms of committees' remits are anticipated as ICB and system operations embed,

particularly regarding place governance. Further guidance was expected in relation to the Integration White Paper.

- 5.2 The Chairs of committees were identified in the paper. Committee membership was still to be confirmed where the terms of reference stipulates '*Partner member/s of the Board*':

**5a. BSW ICB Audit Committee**

- 5.3 The Board **approved** the establishment of the BSW ICB Audit Committee, the committee Terms of Reference, and the appointment of the Non-Executive Director (NED) for Audit and Governance, Dr Claire Feehily, as the Committee Chair.

**5b. BSW ICB Remuneration and Nominations Committee**

- 5.4 The Board **approved** the establishment of the BSW ICB Remuneration and Nominations Committee, the committee Terms of Reference, and the appointment of the NED for Remuneration and People, Suzannah Power, as the Committee Chair.

**5c. BSW ICB Finance Committee**

- 5.5 The Board **approved** the establishment of the BSW ICB Finance Committee, the committee Terms of Reference, and the appointment of the NED for Finance, Paul Miller, as the Committee Chair.

**5d. BSW ICB Quality Committee**

- 5.6 The Board **approved** the establishment of the BSW ICB Quality Committee, the committee Terms of Reference, and the appointment of the NED for Quality, Professor Rory Shaw as the Committee Chair.

**5e. BSW ICB People Committee**

- 5.7 The Board **approved** the establishment of the BSW ICB People Committee, the committee Terms of Reference, and the appointment of the NED for Remuneration and People, Suzannah Power, as the Committee Chair.

**5f. BSW ICB Commissioning Assurance Committee**

- 5.8 The Board **approved** the establishment of the BSW ICB Commissioning Assurance Committee, the committee Terms of Reference, and the appointment of the NED for Finance, Paul Miller, as the Committee Chair.

**5g. BSW ICB Community Engagement Committee**

- 5.9 The Board **approved** the establishment of the BSW ICB Community Engagement Committee, the committee Terms of Reference, and the appointment of the NED for Public and Community Engagement, Julian Kirby, as the Committee Chair.

## **5h. Locality Commissioning Groups**

5.10 The Board **agreed** to adopt the terms of reference defined for the BaNES, Swindon and Wiltshire Locality Commissioning Groups.

## **5i. BSW ICB Primary Care Commissioning Committee**

5.11 The Board **approved** the establishment of the BSW ICB Primary Care Commissioning Committee, the committee Terms of Reference, and the appointment of the NED for Finance, Paul Miller, as the Committee Chair.

## **6. Appointments – Board level champions**

6.1 National guidance requires ICBs to identify Board-level champions for specific areas where non-executive Board level assurance and perspective is deemed appropriate and beneficial. The Chair proposed that the roles should therefore be assigned to ICB NEDs as follows:

- Conflicts of Interest guardian – Claire Feehily, NED Audit
- Wellbeing guardian – Suzannah Power, NED People and Remuneration
- EPRR guardian – Julian Kirby, NED Public and Community Engagement
- Freedom to Speak Up guardian – Rory Shaw, NED Quality

6.2 The Board **approved** these four appointments.

## **7. Approval and adoption of BSW Integrated Care Board Policies:**

7.1 The Board were advised that this was largely a 'lift and shift' exercise, for the ICB to adopt CCG organisational and clinical policies. The paper covered the catalogue of organisational and clinical policies that the ICB should adopt as part of its framework for how it / ICB colleagues work.

7.2 The BSW ICB Standards of Business Conduct Policy and BSW ICB Public Involvement and Engagement Strategy/Policy are stipulated in the ICB Constitution as required policies. Emergency Preparedness, Resilience and Response (EPRR) Policy and BSW ICB Health and Safety Management Policy are key policies for the the ICB's function as category 1 responder under the Civil Contingencies Act, and as a people policy as part of the ICB's duties as an employer.

### **7a. Adoption of organisational and clinical policies**

7.3 The Board **approved** those organisational and clinical policies listed in Appendix 1 and Appendix 2 of the paper, for use within BSW ICB.

### **7b. BSW ICB Standards of Business Conduct Policy**

7.4 The Board **approved** the BSW ICB Standards of Business Conduct Policy.

### **7c. BSW ICB Public Involvement and Engagement Strategy/Policy**

7.5 The intent within the Public Involvement and Engagement Strategy concerning the establishment of the Integrated Care Alliance (ICA) people and communities sounding boards was noted. These were to be set up in due course, bringing that important local flexibility and adaptation as required.

7.6 The Board **approved** the BSW ICB Public and Communities Engagement Policy.

#### **7d. Emergency Preparedness, Resilience and Response (EPRR) Policy**

7.7 The Board **approved** the BSW ICB Emergency Preparedness Resilience and Response (EPRR) Policy.

#### **7e. BSW ICB Health and Safety Management Policy**

7.8 The Board **approved** the BSW ICB Health and Safety Management Policy.

### **8. Integrated Care Partnership**

8.1 The Health and Care Act stipulates that each Integrated Care System (ICS) must have an Integrated Care Partnership (ICP) – a committee jointly established by the ICB and the local authorities in the ICB's area. The main function of the ICP is to develop an integrated care strategy for delivery by the system; this is to be in place by December 2022.

#### **8a. Appoint ICB founder member of the ICP**

8.2 The Act determines that the ICB and the local authorities must each appoint one member to the ICP – this nucleus ICP can then appoint other members.

8.3 The Board **agreed** the appointment of the ICB Chair, Stephanie Elsy, as the ICB founder member of the BSW ICP.

#### **8b. Development update**

8.4 The Chair advised that discussions continued with the Leaders and Chief Executives of each of the local authorities to determine the establishment of the BSW ICP.

### **9. CCG closure and due diligence report**

9.1 Programme Director for Transition, Catherine Phillips, was in attendance to present the CCG closure and due diligence report. The report summarised the actions undertaken to safely close the CCG and facilitate the establishment of the ICB.

9.2 Work largely focussed on the closure of the CCG, the next steps of ICB development and the safe transfer of people, property, and statutory duties. NHS England had maintained oversight of the due diligence process and the completion of the Readiness to Operate Statement (ROS).

- 9.3 Assurance was given to the ICB Board that those areas of focus ahead of 1 July 2022 had been completed.
- 9.4 Two areas of priority remained for post 1 July 2022 concerning records management and contracts; although not presenting an area of risk, this focus would ensure the processes and procedures for each were orderly and continued to meet the needs of the organisation. Risks for the ICB as the receiving organisation were noted within the paper.
- 9.5 The Board were assured that the CCG closure and ICB establishment processes were undertaken in line with national guidance and expectations. The Board **noted** the report.
- 9.6 The Chair had received excellent feedback from the Director of Strategy and Transformation at NHS England, Mark Cooke, with regards the great work done for the BSW transition. The Chair wished to note her thanks to CP and the CCG team for the work completed to ensure we reached this pivotal position.

## **10. Questions from the public**

- 10.1 The Chair informed the Board and observing members of the public that this would be a standing agenda item for those Board meetings held in public. The ICB website details the current process of how the public can submit questions to the Board, ensuring these are sent to the ICB communications team seven business days before the meeting. Summaries of questions and responses will then be read out at the meeting and published in full on the ICB website.
- 10.2 The Chair was keen to give the opportunity for the public to ask questions more openly, the mechanisms to support this would be further developed.
- 10.3 No questions had been received ahead of this inaugural meeting.

## **11. Any other business and closing comments**

- 11.1 There being no other business, the Chair closed the meeting at 11:23hrs

**Next meeting:** Tuesday 30 August 2022