



**Bath and North East Somerset,
Swindon and Wiltshire**
Integrated Care Board

**DRAFT BEING REVISED FOLLOWING
NEW MODEL CONSTITUTION AND
GUIDANCE RELEASE 12/07/2024**

NHS Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board

CONSTITUTION

Version	Effective Date	Version notes	Date approved by the ICB
V1.0	1 July 2022		N/A
V1.1	28 October 2022	BSW ICB used the model constitution that was published by NHSE in May 2022 to produce the BSW ICB Constitution. Following commencement of the Health and Care Act (2022) NHSE's legal team conducted a review of the model constitution and identified several small amendments that need to be made. V1.1 of the BSW ICB Constitution adopts these amendments.	N/A
<u>V2</u>	<u>XXXXX</u>	<u>Revision of the BSW ICB Constitution in line with the revised Model Constitution and guidance published by NHSE 12-26 July 2024</u> <u>V2 of the BSW ICB Constitution adopts these prescribed amendments which are summarised here, https://www.england.nhs.uk/long-read/guidance-on-integrated-care-board-constitutions-and-governance/</u>	<u>xxxx</u>

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1. Introduction

1.1 Background

1.1.1 NHSE has set out the following as the four core purposes of Integrated Care Systems (ICSs):

- 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.

1.1.2 The Integrated Care Board (ICB) will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

- improving the health of children and young people
- supporting people to stay well and independent
- acting sooner to help those with preventable conditions
- supporting those with long-term conditions or mental health issues
- caring for those with multiple needs as populations age
- getting the best from collective resources so people get care as quickly as possible.

1.2 Name

1.2.1 The name of this Integrated Care Board is NHS Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board (“the ICB”).

1.3 Area Covered by the Integrated Care Board

1.3.1 The area covered by the ICB is coterminous with the District of Bath and North East Somerset, Borough of Swindon, and County of Wiltshire, plus part of the District of Vale of White Horse (Lower Layer Super Output Areas: E01028745, E01028746, E01028747, E01028748).

1.4 Statutory Framework

1.4.1 The ICB is established by order made by NHS England under powers in the 2006 Act.

1.4.2 The ICB is a statutory body with the general function of arranging for the provision of services for the purposes of the health service in England and is an NHS body for the purposes of the 2006 Act.

1.4.3 The main powers and duties of the ICB to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to ICBs, as well as by regulations and directions (including, but not limited to, those made under the 2006 Act).

- 1.4.4 In accordance with section 14Z25(5) of, and paragraph 1 of Schedule 1B to, the 2006 Act, the ICB must have a constitution, which must comply with the requirements set out in that Schedule. The ICB is required to publish its Constitution (section 14Z29). This Constitution is published on the ICB's website, <http://www.bsw.icb.nhs.uk>.
- 1.4.5 The ICB must act in a way that is consistent with its statutory functions, both powers and duties. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to ICBs. Examples include, but are not limited to, the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to ICBs take the form of general statutory duties, which the ICB must comply with when exercising its functions. These duties include but are not limited to:
- a) having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 2009 and section 14Z32 of the 2006 Act)
 - b) exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act)
 - c) duties in relation children including safeguarding, promoting welfare, etc (including the Children Acts 1989 and 2004, and the Children and Families Act 2014)
 - d) adult safeguarding and carers (the Care Act 2014)
 - e) equality, including the public sector equality duty (under the Equality Act 2010) and the duty as to health inequalities (section 14Z35)
 - f) information law (for instance, data protection laws, such as the UK General Data Protection Regulation 2016/679 and Data Protection Act 2018, and the Freedom of Information Act 2000)
 - g) provisions of the Civil Contingencies Act 2004.
- 1.4.6 The ICB is subject to an annual assessment of its performance by NHS England, which is also required to publish a report containing a summary of the results of its assessment.
- 1.4.7 The performance assessment will assess how well the ICB has discharged its functions during that year and will, in particular, include an assessment of how well it has discharged its duties under:
- a) section 14Z34 (improvement in quality of services)
 - b) section 14Z35 (reducing inequalities)
 - c) section 14Z38 (obtaining appropriate advice)
 - d) section 14Z40 (duty in respect of research)
 - e) section 14Z43 (duty to have regard to effect of decisions)
 - f) section 14Z45~~4~~ (public involvement and consultation)
 - g) sections 223GB to 223N (financial duties)
 - h) section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).

1.4.8 NHS England has powers to obtain information from the ICB (section 14Z60 of the 2006 Act) and to intervene where it is satisfied that the ICB is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so (section 14Z61).

1.5 Status of this Constitution

1.5.1 The ICB was established on 1 July 2022 by The Integrated Care Boards (Establishment) Order 2022, which made provision for its Constitution by reference to this document.

~~1.5.2 This Constitution must be reviewed and maintained in line with any agreements with, and requirements of, NHS England set out in writing at establishment.~~

1.5.3 Changes to this Constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

1.6 Variation of this Constitution

1.6.1 In accordance with paragraph 15 of Schedule 1B to the 2006 Act, this Constitution may be varied in accordance with the procedure set out in this paragraph. The Constitution can only be varied in two circumstances:

- a) where the ICB applies to NHS England in accordance with NHS England's published procedure and that application is approved
- b) where NHS England varies the Constitution of its own initiative (other than on application by the ICB).

1.6.2 The procedure for proposal and agreement of variations to the Constitution is as follows:

- a) The ICB Chair and the ICB Chief Executive may periodically propose amendments or variations to this Constitution.
- b) The ICB Board shall consider and agree proposed amendments or variations to this Constitution, and make a formal decision to submit proposed amendments or variations to NHS England for formal approval.
- c) Proposed amendments to this Constitution will not be implemented until an application to NHS England for variation has been approved.

1.7 Related documents

1.7.1 This Constitution is also supported by a number of documents that provide further details on how governance arrangements in the ICB will operate.

1.7.2 The following are appended to the Constitution and form part of it for the purpose of clause 1.6 and the ICB's legal duty to have a Constitution:

- a) **Standing orders** – which set out the arrangements and procedures to be used for meetings and the processes to appoint the ICB committees.

1.7.3 The following do not form part of the Constitution but are required to be published:

- a) **Scheme of Reservations and Delegations (SoRD)** – sets out those decisions that are reserved to the Board of the ICB and those decisions that have been delegated in accordance with the powers of the ICB and which must be agreed in accordance with and be consistent with the Constitution. The SoRD identifies where, or to whom, functions and decisions have been delegated to.
- b) **Functions and Decision Map** – a high level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. The Functions and Decision Map also includes decision-making responsibilities that are delegated to the ICB (e.g. from NHS England).
- c) **Standing Financial Instructions** – which set out the arrangements for managing the ICB's financial affairs.
- d) **The ICB Governance Handbook** – this brings together all the ICB's governance documents, so it is easy for interested people to navigate. It includes:
 - the above documents a) – c)
 - terms of reference for all committees and sub-committees of the Board that exercise ICB functions
 - delegation arrangements for all instances where ICB functions are delegated, in accordance with section 65Z5 of the 2006 Act, to another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act
 - terms of reference of any joint committee of the ICB and another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one or those organisations in accordance with section 65Z6 of the 2006 Act
 - the up-to-date list of eligible providers of primary medical services under Standing Orders clause 4.67
- e) Key policy documents, which should also be included in the governance handbook or linked to it – including:
 - standards of business conduct policy incl. conflicts of interest policy and procedures
 - policy for public involvement and engagement.

2 Composition of the Board of the ICB

2.1 ~~2.1~~ Background

~~2.1.1~~ ~~2.1.1~~ This part of the constitution describes the membership of the Integrated Care Board. The Standing Orders set out criteria for the roles and how they are appointed.

~~2.1.2~~ Further information about the individuals who fulfil these roles can be found on our website: <https://bsw.icb.nhs.uk/about-us/governance/our-icb-board/>

~~2.1.3~~ In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this Constitution as ‘the Board’ and members of the ICB are referred to as ‘Board members’) consists of:

- a) a Chair
- b) a Chief Executive
- c) at least three Ordinary Members.

~~2.1.43~~ The membership of the ICB (the Board) shall meet as a unitary Board and shall be collectively accountable for the performance of the ICB’s functions.

~~2.1.45~~ NHS England Policy requires the ICB to appoint the following additional Ordinary Members:

- a) three executive members, namely:
 - Chief Finance Officer
 - Chief Medical Officer
 - Chief Nurse Officer
- b) At least two non-executive members.

~~2.1.65~~ The ordinary members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as Partner Members) are nominated by the following, and appointed in accordance with the procedures set out in Standing Orders 4.5, 4.6 and 4.7:

- NHS trusts and foundation trusts that provide services within the ICB’s area and are of a prescribed description
- the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description
- the local authorities that are responsible for providing social care and whose area coincides with or includes the whole or any part of the ICB’s area.

While the partner members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the Board, they are not to act as delegates of those sectors [or of their employing organisations](#).

2.2 Board membership

2.2.1 The ICB has 6 Partner Members:

- a) Three Partner Members – Local Authorities;

- b) Two Partner Members – NHS Trusts and NHS Foundation Trusts; one to bring the perspective of the acute sector, one to bring knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness;
- c) One Partner Member – Primary Medical Services;

While the Partner Members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the Board, they are not to act as delegates of those sectors.

2.2.2 The ICB has also appointed the following further Ordinary Members to the Board

- a) The Chief Finance Officer;
- b) The Chief Medical Officer;
- c) The Chief Nurse Officer.
- d) The Non-Executive Director Audit and Governance;
- e) The Non-Executive Director Remuneration and People;
- f) The Non-Executive Director Finance;
- g) The Non-Executive Director Quality;
- h) The Non-Executive Director Public and Community Engagement
- i) One Partner Member – Community Providers;
- j) One Partner Member – Voluntary, Community and Social Enterprise (VCSE).

2.2.3 The Board is therefore composed of the following members:

- a) The Chair
- b) The Chief Executive
- c) Three Partner Members – Local Authorities;
- b) Two Partner Members – NHS Trusts and NHS Foundation Trusts;
- d) One Partner Member – Primary Medical Services;
- e) One Partner Member – Community Providers;
- f) One Partner Member – Voluntary, Community and Social Enterprise (VCSE)
- g) Five Non-Executive members (one of which, but not the Audit Committee Chair, will be appointed Deputy Chair, and one of which, who may be the Deputy Chair or the Audit Committee Chair, will be appointed the Senior Non-Executive Member)
- h) The Chief Finance Officer
- i) The Chief Medical Officer
- j) The Chief Nurse Officer.

2.2.4 The Chair will exercise their function to approve the appointment of the Ordinary Members with a view to ensuring that at least one of the Ordinary Members will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

2.2.5 The Board will keep under review the skills, knowledge and experience that it considers necessary for members of the Board to possess (when taken

together) for the Board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.

- 2.2.6 The Standing Orders set out the processes for the appointment of Board members, including requirements of the roles and eligibility and disqualification criteria.

2.3 Regular Participants and Observers at Board Meetings

- 2.3.1 The Board may invite specified individuals to be Participants or Observers at its meetings to inform its decision-making and the discharge of its functions as it sees fit.

- 2.3.2 ~~Such~~ Participants will receive advance copies of the notice, agenda and papers for Board meetings. They may be invited by the Chair to attend any or all of the Board meetings, or part(s) of a meeting. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

- 2.3.3 Observers may receive advance copies of the notice, agenda and papers for Board meetings. They may be invited by the Chair to attend any or all of the Board meetings, or part(s) of a meeting. Observers may not address the meeting and may not vote. The Standing Orders determine the ICB's procedures regarding observers' attendance at meetings of the ICB Board and its committees.

- 2.3.4 Participants and or observers may be asked by the Chair to leave the meeting, in the event that the Board passes a resolution to exclude the public as per the Standing Orders.

3 Arrangements for the Exercise of our ~~Functions~~Functions

3.1 Good Governance

- 3.1.1 The ICB will, at all times, observe generally accepted principles of good governance. This includes the Seven Principles of Public Life (the Nolan Principles) and any governance guidance issued by NHS England.

3.2 General

- 3.2.1 The ICB will:

- a) comply with all relevant laws including but not limited to the 2006 Act and the duties prescribed within it and any relevant regulations
- b) comply with directions issued by the Secretary of State for Health and Social Care
- c) comply with directions issued by NHS England
- d) have regard to statutory guidance including that issued by NHS England
- e) take account, as appropriate, of other documents, advice and guidance issued by relevant authorities, including that issued by NHS England

- f) respond to reports and recommendations made by local Healthwatch organisations within the ICB area.
- 3.2.2 The ICB will develop and implement the necessary systems and processes to comply with a)–f) above, documenting them as necessary in this Constitution, its Governance Handbook and other relevant policies and procedures as appropriate.
- 3.3 Authority to Act**
- 3.3.1 The ICB is accountable for exercising its statutory functions and may grant authority to act on its behalf to:
- a) any of its members or employees;
 - b) a committee or sub-committee of the ICB.
- 3.3.2 Under section 65Z5 of the 2006 Act, the ICB may arrange with another ICB, an NHS trust, NHS foundation trust, NHS England, a local authority, combined authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that other body or for the functions of that other body to be exercised by or jointly with the ICB. Where the ICB and other body enters such arrangements, they may also arrange for the functions in question to be exercised by a joint committee of theirs and / or for the establishment of a pooled fund to fund those functions (section 65Z6). In addition, under section 75 of the 2006 Act, the ICB may enter partnership arrangements with a local authority under which the local authority exercises specified ICB functions or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund.
- 3.3.3 Where arrangements are made under section 65Z5 or section 75 of the 2006 Act, the Board must authorise the arrangement, which must be described as appropriate in the Scheme of Reservations and Delegations (SoRD).

3.4 Scheme of Reservations and Delegations

- 3.4.1 The ICB has agreed a SoRD which is published in full on the ICB website, <http://www.bsw.icb.nhs.uk>.
- 3.4.2 Only the Board may agree the SoRD, and amendments to the SoRD may only be approved by the Board.
- 3.4.3 The SoRD sets out:
- a) those functions that are reserved to the Board
 - b) those functions that have been delegated to an individual or to committees and sub-committees
 - c) those functions delegated to another body or to be exercised jointly with another body, under section 65Z5 and 65Z6 of the 2006 Act

3.4.4 The ICB remains accountable for all of its functions, including those that it has delegated. All those with delegated authority are accountable to the Board for the exercise of their delegated functions.

3.5 Functions and Decision Map

3.5.1 The ICB has prepared a Functions and Decision Map that sets out at a high level its key functions and how it exercises them in accordance with the SoRD.

3.5.2 The Functions and Decision Map is published on the ICB website, <http://www.bsw.icb.nhs.uk>.

3.5.3 The map includes:

- a) key functions reserved to the Board of the ICB
- b) commissioning functions delegated to committees and individuals
- c) commissioning functions delegated under section 65Z5 and 65Z6 of the 2006 Act to be exercised by, or with, another ICB, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body
- d) functions delegated to the ICB (e.g. from NHS England).

3.6 Committees and Sub-Committees

3.6.1 The ICB may appoint committees and arrange for its functions to be exercised by such committees. Each committee may appoint sub-committees and arrange for the functions exercisable by the committee to be exercised by those sub-committees.

3.6.2 All committees and sub-committees are listed in the SoRD.

3.6.3 Each committee and sub-committee established by the ICB operates under terms of reference agreed by the Board. All terms of reference are published in the Governance Handbook.

3.6.4 The Board remains accountable for all functions, including those that it has delegated to committees and sub-committees and, therefore, appropriate reporting and assurance arrangements are in place and documented in the terms of reference. All committees and sub-committees that fulfil delegated functions of the ICB, will be required to:

- a) Have in place Terms of Reference that are approved by the relevant parent body / bodies, and align with the ICB's Constitution, Standing Orders, and SoRD;
- b) Provide regular reports to the Board, highlighting decisions and assurances;
- c) Comply with internal audit findings;
- d) Undertake regular committee effectiveness reviews.

3.6.5 Any committee or sub-committee established in accordance with clause 3.6 may consist of, or include, persons who are not ICB members or employees.

3.6.6 All members of committees and sub-committees that exercise the ICB commissioning functions will be approved by the Chair. The Chair will not approve an individual to such a committee or sub-committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

3.6.7 All members of committees and sub-committees are required to act in accordance with this constitution, including the Standing Orders as well as the Standing Financial Instructions (SFIs) and any other relevant ICB policy.

3.6.8 The following committees will be maintained:

a) **Audit Committee:** This committee is accountable to the Board and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The committee is responsible for arranging appropriate internal and external audit.

The Audit Committee will be chaired by a non-executive member (other than the Chair and Deputy Chair of the ICB) who has the qualifications, expertise ~~or~~ and experience to enable them to express credible opinions on finance and audit matters.

b) **Remuneration Committee:** This committee is accountable to the Board for matters relating to remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the ICB.

The Remuneration Committee will be chaired by a Non-executive Member other than the Chair or the Chair of the Audit Committee.

3.6.9 The terms of reference for each of the above committees are published in the Governance Handbook.

3.6.10 The Board has also established a number of other committees to assist it with the discharge of its functions. These committees are set out in the SoRD and further information about these committees, including terms of reference, are published in the Governance Handbook.

3.7 Delegations made under section 65Z5 of the 2006 Act

3.7.1 As per 3.3.2, the ICB may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other relevant bodies (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body).

3.7.2 All delegations made under these arrangements are set out in the ICB SoRD and included in the Functions and Decision Map.

3.7.3 Each delegation made under section 65Z5 of the Act will be set out in a delegation arrangement which sets out the terms of the delegation. This may, for joint arrangements, include establishing and maintaining a pooled

fund. The power to approve delegation arrangements made under this provision will be reserved to the Board.

- 3.7.4 The Board remains accountable for all the ICB's functions, including those that it has delegated and therefore, appropriate reporting and assurance mechanisms are in place as part of agreeing terms of a delegation and these are detailed in the delegation arrangements, summaries of which will be published in the Governance Handbook.
- 3.7.5 In addition to any formal joint working mechanisms, the ICB may enter into strategic or other transformation discussions with its partner organisations on an informal basis.

4 Procedures for Making Decisions

4.1 Standing Orders

- 4.1.1 The ICB has agreed a set of Standing Orders which describe the processes that are employed to undertake its business. They include procedures for:
- conducting the business of the ICB
 - the procedures to be followed during meetings; and
 - the process to delegate functions.
- 4.1.2 The Standing Orders apply to all committees and sub-committees of the ICB unless specified otherwise in terms of reference which have been agreed by the Board.
- 4.1.3 A full copy of the Standing Orders is included in Appendix 2 and forms part of this Constitution.

4.2 Standing Financial Instructions

- 4.2.1 The ICB has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD.
- 4.2.2 A copy of the SFIs is published in the Governance Handbook on the ICB website.

5 Arrangements for Conflict of Interest Management and Standards of Business Conduct

5.1 Conflicts of Interest

- 5.1.1 As required by section 14Z30 of the 2006 Act, the ICB has made arrangements to manage any actual and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without being unduly influenced by external or private interest and do not (and do not risk appearing to) affect the integrity of the ICB's decision-making processes.

- 5.1.2 The ICB has agreed policies and procedures for the identification and management of conflicts of interest which are published on the ICB website.
- 5.1.3 All Board, committee and sub-committee members, and employees of the ICB, will comply with the ICB policy on conflicts of interest in line with their terms of office and/or employment. This will include but not be limited to declaring all interests on a register that will be maintained by the ICB.
- 5.1.4 All delegation arrangements made by the ICB under section 65Z5 of the 2006 Act will include a requirement for transparent identification and management of interests and any potential conflicts in accordance with suitable policies and procedures comparable with those of the ICB.
- 5.1.5 Where an individual, including any individual directly involved with the business or decision-making of the ICB and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest that could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this Constitution, and the Standards of Business Conduct Policy.
- 5.1.6 The ICB has appointed the Audit Chair to be the Conflicts of Interest Guardian. In collaboration with the ICB's governance lead, their role is to:
- a) Act as a conduit for members of the public and members of the partnership who have any concerns with regards to conflicts of interest;
 - b) Be a safe point of contact for employees or workers to raise any concerns in relation to conflicts of interest;
 - c) Support the rigorous application of conflict of interest principles and policies;
 - d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
 - e) Provide advice on minimising the risks of conflicts of interest.
- 5.1.7 The ICB ensures that all ICB Board members, employees and other relevant individuals receive training on the identification and management of conflicts of interest.

5.2 Principles

- 5.2.1 In discharging its functions the ICB will abide by
- a) the seven principles of public life (the Nolan principles);
 - b) the Professional Standards Authority's standards for members of NHS Boards in England;
 - c) the principle that any individual involved in decisions relating to ICB functions must be acting clearly in the interests of the ICB and of the public, rather than furthering direct or indirect financial, personal, professional or organisational interests.

5.3 Declaring and Registering Interests

- 5.3.1 The ICB maintains registers of the interests of:
- a) Members of the ICB;
 - b) Members of the Board's committees and sub-committees;
 - c) Its employees.
- 5.3.2 In accordance with section 14Z30(2) of the 2006 Act, registers of interest are published on the ICB website.
- 5.3.3 All relevant persons as per 5.1.3 and 5.1.5 must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB's commissioning functions.
- 5.3.4 Declarations should be made as soon as reasonably practicable after the person becomes aware of the conflict or potential conflict and in any event within 28 days. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.
- 5.3.5 All declarations will be entered in the registers as per 5.3.1
- 5.3.6 The ICB will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually.
- 5.3.7 Interests (including gifts and hospitality) of decision-making staff will remain on the public register for a minimum of six months. In addition, the ICB will retain a record of historical interests and offers / receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The ICB's published register of interests states that historic interests are retained by the ICB for the specified timeframe and details who to contact to submit a request for this information.
- 5.3.8 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the ICB policy to ensure transparency and that any potential for conflicts of interest are well-managed.

5.4 Standards of Business Conduct

- 5.4.1 Board members, employees, committee and sub-committee members of the ICB will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:
- a) act in good faith and in the interests of the ICB;
 - b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);
 - c) comply with the ICB Standards of Business Conduct Policy, and any requirements set out in the policy for managing conflicts of interest.

5.4.2 Individuals contracted to work on behalf of the ICB or otherwise providing services or facilities to the ICB will be made aware of their obligation to declare conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the ICB's Standards of Business Conduct [Policy](#).

6 Arrangements for ensuring Accountability and Transparency

6.1.1 The ICB will demonstrate its accountability to local people, stakeholders and NHS England in a number of ways, including by upholding the requirement for transparency in accordance with paragraph 12(2) of Schedule 1B to the 2006 Act.

6.2 Principles

6.2.1 The ICB follows the principles and values set out in the Governance Handbook to ensure accountability for, and transparency of, decision-making.

6.3 Meetings and publications

6.3.1 Board meetings, and committees composed entirely of Board members or that include all Board members, will be held in public except where a resolution is agreed to exclude the public on the grounds that it is believed not to be in the public interest.

6.3.2 Papers and minutes of all meetings held in public will be published.

6.3.3 Annual accounts will be externally audited and published.

6.3.4 A clear complaints process for handling and managing complaints about the ICB is published on the ICB website, supported by the ICB's Compliments, Concerns and Complaints Policy.

6.3.5 The ICB will comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the ICB.

6.3.6 Information will be provided to NHS England as required.

6.3.7 The Constitution and Governance Handbook will be published as well as other key documents including but not limited to:

- Standards of Business Conduct Policy;
- Registers of Interests

6.3.8 The ICB will publish, with its partner NHS trusts and NHS foundation trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years ([the 'Joint Forward Plan'](#)). The plan will ~~explain how the ICB proposes to discharge its duties under:~~ [in particular:](#)

- a. describe the health services for which the ICB proposes to make arrangements in the exercise of its functions;
 - b. explain how the ICB proposes to discharge its duties under sections 14Z34 to 14Z45 (general duties of integrated care boards) and sections 223GB and 223N (financial duties);
 - c. set out any steps that the ICB proposes to take to implement the BaNES, Swindon and Wiltshire joint local health and wellbeing strategies;
 - d. set out any steps that the ICB proposes to take to address the particular needs of children and young persons under the age of 25;
 - e. set out any steps that the ICB proposes to take to address the particular needs of victims of abuse (including domestic abuse and sexual abuse, whether of children or adults).
- ~~a) Sections 14Z34 to 14Z45 (general duties of integrated care boards), and~~
~~b) Sections 223GB and 223N (financial duties)~~
 and
~~c) Proposed steps to implement the BaNES, Swindon and Wiltshire joint local health and wellbeing strategies.~~

6.4 Scrutiny and Decision Making

- 6.4.1 At least three non-executive members will be appointed to the Board, including the Chair; and all the Board and committee members will comply with the Seven Principles of Public Life (the Nolan Principles) and meet the criteria described in the fit and proper person test.
- 6.4.2 Healthcare services will be arranged in a transparent way, and decisions around who provides services will be made in the best interests of patients, taxpayers and the population, in line with the rules set out in the NHS Provider Selection Regime.
- 6.4.3 The ICB will comply with the requirements of the NHS Provider Selection Regime, including ~~complying with existing procurement rules until the provider selection regime comes into effect:~~
- a) ensure that there are decision-making structures within the ICB that allow for decisions around arranging healthcare services in line with the NHS Provider Selection Regime;
 - b) ensure that there are appropriate governance structures to address any challenges that may follow decisions about provider selection;
 - c) ensure that local audit arrangements are capable of auditing the decisions made under the NHS Provider Selection Regime.
- 6.4.4 The ICB will comply with local authority health overview and scrutiny requirements.

6.5 Annual Report

- 6.5.1 The ICB will publish an Annual Report in accordance with any guidance published by NHS England; and that sets out how it has discharged its functions and fulfilled its duties in the previous financial year. An annual report must in particular:

- a) explain how the ICB has discharged its duties under section 14Z34 to 14Z45 and 14Z49 (general duties of integrated care boards)
- b) review the extent to which the ICB has exercised its functions in accordance with the plans published under section 14Z52 (forward plan) and section 14Z56 (capital resource use plan)
- c) review the extent to which the ICB has exercised its functions consistently with NHS England's views set out in the latest statement published under section 13SA(1) (views about how functions relating to inequalities information should be exercised), and
- d) review any steps that the ICB has taken to implement any joint local health and wellbeing strategy to which it was required to have regard under section 116B(1) of the Local Government and Public Involvement in Health Act 2007.

7 Arrangements for Determining the Terms and Conditions of Employees

- 7.1.1 The ICB may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.
- 7.1.2 The Board has established a Remuneration Committee which is chaired by a non-executive member other than the Chair or Audit Chair.
- 7.1.3 The membership of the Remuneration Committee is determined by the Board. No employees may be a member of the Remuneration Committee, but the Board ensures that the Remuneration Committee has access to appropriate advice by determining in the Remuneration Committee's Terms of Reference that the Committee and its Chair may invite, seek and obtain such internal and external professional advice as [the Committee](#) requires to conduct its business effectively.
- 7.1.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board.
- 7.1.5 The main purpose of the Remuneration Committee is to exercise the functions of the ICB regarding remuneration included in paragraphs 18 to 20 of Schedule 1B to the 2006 Act. The terms of reference agreed by the Board set out the duties of the Remuneration Committee and are published in the Governance Handbook on the ICB website.
- 7.1.6 The duties of the Remuneration Committee are described in the Committee's Terms of Reference which are published in the Governance Handbook.
- 7.1.7 The ICB may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

8 Arrangements for Public Involvement

8.1.1 In line with section 14Z45(2) of the 2006 Act, the ICB has made arrangements to secure that individuals to whom services that are, or are to be, provided pursuant to arrangements made by the ICB in the exercise of its functions, and their carers and representatives, are involved (whether by being consulted or provided with information or in other ways) in:

- a) the planning of the commissioning arrangements by the ICB
- b) the development and consideration of proposals by the ICB for changes in the commissioning arrangements where the implementation of the proposals would have an impact on the manner in which the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them
- c) decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.

8.1.2 In line with section 14Z54 of the 2006 Act, the ICB has made arrangements to consult its population on its system plan. These arrangements are set out in the ICB's policy on public engagement and involvement which is published on the ICB website.

8.1.3 The ICB has adopted the 10 principles set out by NHS England for working with people and communities:

- a) put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS
- b) start engagement early when developing plans, and feed back to people and communities how it has influenced activities and decisions
- c) understand your community's needs, experience and aspirations for health and care, using engagement to find out if change is having the desired effect
- d) build relationships with excluded groups – especially those affected by inequalities
- e) work with Healthwatch and the voluntary, community and social enterprise sector (VCSE) as key partners
- f) provide clear and accessible public information about vision, plans and progress to build understanding and trust
- g) use community development approaches that empower people and communities, making connections to social action
- h) use co-production, insight and engagement to achieve accountable health and care services
- i) co-produce and redesign services and tackle system priorities in partnership with people and communities
- j) learn from what works and build on the assets of all partners in the ICS – networks, relationships, activity in local places.

- 8.1.4 These principles will be used when developing and maintaining arrangements for engaging with people and communities.
- 8.1.5 These arrangements are detailed in the ICB policy on public engagement and involvement.

Appendix 1: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022.
ICB Board	Members of the ICB.
Area	The geographical area that the ICB has responsibility for, as defined in part 4 clause 1.3 of this Constitution.
Committee	A committee created and appointed by the ICB Board.
Sub-committee	A committee created and appointed by and reporting to a committee.
<u>Forward Plan Condition</u>	The 'Forward Plan Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.
<u>Level of Services Provided Condition</u>	The 'Level of Services Provided Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.
Integrated Care Partnership	The joint committee for the ICB's area established by the ICB and each responsible local authority whose area coincides with or falls wholly or partly within the ICB's area.
Place-based partnership	Place-based partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community. They involve the ICB, local government, and providers of health and care services, including the VCSE sector, people and communities, as well as primary care provider leadership, represented by Primary Care Network Clinical Directors or other relevant primary care leaders.
Ordinary Member	The Board of the ICB will have a Chair and a Chief Executive plus other members. All other members of the Board are referred to as Ordinary Members.
Partner Members	Some of the Ordinary Members will also be Partner Members. Partner Members bring knowledge and a perspective from their sectors and are appointed in accordance with the procedures set out in the Standing Orders having been nominated by the following: <ul style="list-style-type: none"> • NHS trusts and foundation trusts that provide services within the ICB's area and are of a prescribed description • the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description • the local authorities that are responsible for providing social care and whose areas coincide with or include the whole or any part of the ICB's area.
Health Service Body	Health Service Body as defined by (a) section 9(4) of the NHS Act 2006 or (b) NHS foundation trusts.

Health Care Professional	An individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002.
Chief Finance Officer	Local role title for the Director of Finance
Chief Nurse Officer	Local role title for the Director of Nursing
Chief Medical Officer	Local role title for the Medical Director
Governance lead	The individual who leads and oversees the ICB's governance function / team.
<u>Non-Executive Director (NED)</u>	<u>Local role title for the Non-Executive Members of the Board</u>
<u>Senior Independent Director (SID)</u>	<u>Local role title for the Senior Non-Executive Member</u>

Appendix 2: Standing Orders

1 Introduction

- 1.1 These Standing Orders have been drawn up to regulate the proceedings of NHS Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board so that the ICB can fulfil its obligations as set out largely in the 2006 Act (as amended). They form part of the ICB's Constitution.

2 Amendment and review

- 2.1 The Standing Orders are effective from 1 July 2022.
- 2.2 Standing Orders will be reviewed on an annual basis or sooner if required.
- 2.3 Amendments to these Standing Orders will be made as per clause 1.6 in the Constitution.
- 2.4 All changes to these Standing Orders will require an application to NHS England for variation to the ICB Constitution and will not be implemented until the Constitution has been approved.

3 Interpretation, application and compliance

- 3.1. Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the ICB Constitution and as per the definitions in Appendix 1.
- 3.2. These Standing Orders apply to all meetings of the Board, including its committees and sub-committees unless otherwise stated. All references to Board are inclusive of committees and sub-committees unless otherwise stated.
- 3.3. All members of the Board, members of committees and sub-committees and all employees, should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.
- 3.4. In the case of conflicting interpretation of the Standing Orders, the Chair, supported with advice from the ICB's governance lead, will provide a settled view, which shall be final.
- 3.5. All members of the Board, its committees and sub-committees and all employees have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.
- 3.6. If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Board for action or ratification and the Audit Committee for review.

4 Appointments Process for Board Members

4.1 Eligibility Criteria for Board Membership

4.1.1 Each member of the ICB must:

- a) comply with the criteria of the 'fit and proper person test'
- b) be willing committed to upholding the Seven Principles of Public Life (known as the Nolan Principles)
- c) fulfil the requirements relating to relevant experience, knowledge, skills and attributes set out in a role specification.

4.2 Disqualification Criteria for Board Membership

The following may not be appointed, become, or be a member of the ICB Board:

4.2.1 A Member of Parliament.

4.2.2 A person whose appointment as a Board member ('the candidate') is considered by the person making the appointment as one that could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

4.2.3 A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted:

- a) in the UK of any offence, or
- b) outside the UK of an offence which, if committed in any part of the UK, would constitute a criminal offence in that part, and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.

4.2.4 A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, Part 13 of the Bankruptcy (Scotland) Act 2016, or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings).

4.2.5 A person who has been dismissed within the period of five years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any Health Service Body.

4.2.6 A person whose term of appointment as the Chair, a Member, a Director or a Governor of a Health Service Body has been terminated on the grounds:

- a) that it was not in the interests of, or conducive to the good management of, the Health Service Body or of the health service that the person should continue to hold that office
- b) that the person failed, without reasonable cause, to attend any meeting of that Health Service Body for three successive meetings

- c) that the person failed to declare a pecuniary interest or withdraw from consideration of any matter in respect of which that person had a pecuniary interest, or
- d) of misbehaviour, misconduct or failure to carry out the person's duties.

4.2.7 A Health Care Professional, meaning an individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002, or other professional person who has at any time been subject to an investigation or proceedings, by any body that regulates or licenses the profession concerned ('the regulatory body'), in connection with the person's fitness to practise or any alleged fraud, the final outcome of which was:

- a) the person's suspension from a register held by the regulatory body, where that suspension has not been terminated
- b) the person's erasure from such a register, where the person has not been restored to the register
- c) a decision by the regulatory body that had the effect of preventing the person from practising the profession in question, where that decision has not been superseded, or
- d) a decision by the regulatory body that had the effect of imposing conditions on the person's practise of the profession in question, where those conditions have not been lifted.

4.2.8 A person who is subject to:

- a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual).

4.2.9 A person who has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person was responsible, to which the person was privy, or to which the person by their conduct contributed to or facilitated.

4.2.10 A person who has at any time been removed, or is suspended, from the management or control of any body under:

- a) section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990(f) (powers of the Court of Session to deal with the management of charities), or
- b) section 34(5) or of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session to deal with the management of charities).

4.3 Chair

- 4.3.1 The ICB Chair is to be appointed by NHS England, with the approval of the Secretary of State for Health and Social Care.
- 4.3.2 In addition to criteria specified at 4.1, this member must fulfil the following additional eligibility criteria
- a) The Chair will be independent
- 4.3.3 Individuals will not be eligible if:
- a) They hold a role in another health and care organisation within the ICB area.
 - b) Any of the disqualification criteria set out in 4.2 apply
- 4.3.4 The term of office for the Chair will be a maximum of four years, and the of the inaugural ICB Board will be two years, renewable by one term of up to four years. ~~For any subsequent Chair, the term of office shall normally be four years. For the avoidance of doubt, the Chair may not serve more than~~ A total number of terms Chair may serve no more than nine years as a Board member, be that as a Non-Executive Director, as the Chair, or through a combination of the two. In any case, a proposal for the Chair to serve on the Board for longer than six years will be subject to rigorous review and they will not serve as a Board member for longer than nine years in total. a Chair may serve is two consecutive terms, or a maximum of eight years, whichever is the longer.
- 4.3.5 The Chair may resign from his / her office at any time during his / her tenure. The resignation must be made in writing to NHS England, and the notice period shall be three months.
- 4.3.6 The Chair cannot be removed from office by any person other than NHS England, subject to the approval of the Secretary of State.

4.4 Deputy Chair and Senior Non-executive Member

- 4.4.1 The Deputy Chair is to be appointed from amongst the Non-Executive members by the Board, subject to the approval of the Chair.
- ~~4.4.1~~ 4.4.2 No individual shall hold the position of Chair of the Audit Committee and Deputy Chair at the same time.
- 4.4.2 The Senior Non-Executive Member is to be appointed by the Chair from amongst the non-executive members by of the Board, subject to the approval of the Chair.

4.54 Chief Executive

- 4.54.1 The Chief Executive will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England.

4.54.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.

4.54.3 The Chief Executive must fulfil the following additional eligibility criteria

- a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act.

4.45.4 Individuals will not be eligible if

- a) Any of the disqualification criteria set out in 4.2 apply;
- b) Subject to clause 4.54.3(a), they hold any other employment or executive role.

4.54.5 The Chief Executive is appointed into their substantive role following an open, formal, standard recruitment process during which competency against the respective role and person specification is assessed.

4.54.6 Processes to appoint the Chief Executive into their substantive role will be pursuant of NHS England guidance on senior appointments (including Chief Executives) that applies at the time of recruitment and appointment.

4.65 Partner Members - NHS Trusts and Foundation Trusts

4.65.1 These Partner Members are jointly nominated by the NHS trusts and foundation trusts (FTs) that provide services for the purposes of the health service within the ICB's area and meet the ~~f~~Forward ~~p~~Plan ~~C~~condition or (if the ~~F~~forward ~~p~~Plan ~~C~~condition is not met) the ~~L~~level of ~~S~~services ~~P~~provided ~~e~~Condition:

- a) Royal United Hospital NHS Foundation Trust (RUH)
- b) Great Wester Hospital NHS Foundation Trust (GWH)
- c) Salisbury NHS Foundation Trust (SFT)
- d) South Western Ambulance Service NHS Foundation Trust (SWAST)
- e) Avon and Wiltshire Mental Health Partnership NHS Trust (AWP)

4.65.2 The two Partner Members must fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria

- a) Be an Executive Director of one of the NHS Trusts or FTs within the ICB's area;
- b) One will bring the perspective of the acute hospital sector in the ICB area;
- c) One has knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

4.56.3 Individuals will not be eligible if

- a) Any of the disqualification criteria set out in 4.2 apply

4.56.4 These members will be appointed by a Panel convened by the Chief Executive subject to the approval of the Chair.

4.65.5 The appointment process will be as follows:

a) Joint Nomination:

- When a vacancy arises, each eligible organisation listed at 4.65.1 will be invited to make one (1) nomination.
- Eligible organisations may nominate individuals from their own organisation or another organisation.
- All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within ten (10) working days being deemed to constitute agreement. If they do agree, the list will be put forward to step b) below. If they don't, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.

b) Assessment, selection, and appointment subject to approval of the Chair under c)

- The full list of nominees will be considered by a Panel convened by the Chief Executive
- The Panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 4.65.2 and 4.56.3
- In the event that there is more than one suitable nominee, the Panel will select the most suitable for appointment.

c) Chair's approval

- The Chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

4.65.6 The term of office for these Partner Members will ~~normally~~ be three years, and the total number of terms they may serve is three terms, be that consecutively or over a period of time. At the end of a term, a process will be carried out to ascertain the eligible nominators' support for the individual's continuation in office for another term. After each term a full nomination and selection process will be carried out. There is no maximum number of terms that these partner members may serve, however An individual may not serve more than nine ~~consecutive~~ years in total in the office of these Partner Members.

4.65.7 These Partner Members shall give three months' notice in writing to the Chair, via the Secretariat, of their resignation from office at any time during their term of office. The ICB shall give three months' notice in writing to these Partner Members, via the nominating parties.

4.76 Partner Member - Providers of Primary Medical Services

4.76.1 This Partner Member is jointly nominated by providers of primary medical services for the purposes of the health service within the integrated care Board's area, and that are primary medical services contract holders

responsible for the provision of essential services, within core hours to a list of registered persons for whom the ICB has core responsibility.

4.67.2 The list of relevant providers of primary medical services for this purpose is published as part of the Governance Handbook. The list will be kept up to date but does not form part of this Constitution.

4.67.3 This member must fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria

a) Must work as a GP in a GP practice in the ICB area.

4.67.4 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in 4.2 apply.

4.67.5 This member will be appointed by a Panel convened by the Chief Executive subject to the approval of the Chair.

4.76.6 The appointment process will be as follows:

a) Joint Nomination:

- When a vacancy arises, each eligible organisation described at 4.76.1 and listed in the Governance Handbook will be invited to make one (1) nomination.
- The nomination of an individual must be seconded by one (1) other eligible organisation.
- Eligible organisations may nominate individuals from their own organisation or another organisation.
- All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within ten (10) working days being deemed to constitute agreement. If they do agree, the list will be put forward to step b) below. If they don't, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.

b) Assessment, selection, and appointment subject to approval of the Chair under c)

- The full list of nominees will be considered by a Panel convened by the Chief Executive
- The Panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 4.76.3 and 4.76.4
- In the event that there is more than one suitable nominee, the Panel will select the most suitable for appointment.

c) Chair's approval

- The Chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

4.76.7 The term of office for this Partner Member will ~~normally~~ be three years, and the total number of terms they may serve is three terms, be that

consecutively or over a period of time. At the end of a term, a process will be carried out to ascertain the eligible nominators' support for the individual's continuation in office for a second term.~~After each term a full nomination and selection process will be carried out. There is no maximum number of terms that this Partner Member may serve, however a~~An individual may not serve more than nine ~~consecutive~~ years in total in the office of this Partner Member.

4.~~76~~.8 This Partner Member shall give three months' notice in writing to the Chair, via the Secretariat, of their resignation from office at any time during their term of office. The ICB shall give three months' notice in writing to this Partner Member, via the nominating parties.

4.87 Partner Members - Local Authorities

4.~~78~~.1 These Partner Members are jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the ICB's area. Those local authorities are:

- a) Bath and North East Somerset Council
- b) Swindon Borough Council
- c) Wiltshire Council

4.~~87~~.2 These members will fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria

- a) Be the Chief Executive, or hold a relevant Executive level role of one of the bodies listed at 4.~~87~~.1

4.~~78~~.3 Individuals will not be eligible if

- a) Any of the disqualification criteria set out in 4.2 apply

4.~~87~~.4 These members will be appointed by a Panel convened by the Chief Executive subject to the approval of the Chair.

4.~~87~~.5 The appointment process will be as follows:

- a) Joint Nomination:
 - When a vacancy arises, each eligible organisation listed at 4.~~87~~.1 will be invited to make one (1) nomination.
 - Eligible organisations may nominate individuals from their own organisation or another organisation.
 - All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within ten (10) working days being deemed to constitute agreement. If they do agree, the list will be put forward to step b) below. If they don't, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.
- b) Assessment, selection, and appointment subject to approval of the Chair under c)

- The full list of nominees will be considered by a Panel convened by the Chief Executive
 - The Panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 4.87.2 and 4.87.3
 - In the event that there is more than one suitable nominee, the Panel will select the most suitable for appointment.
- c) Chair's approval
- The Chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

4.78.6 The term of office for these Partner Members will ~~normally~~ be three years, and the total number of terms they may serve is three terms, be that consecutively or over a period of time. ~~After each~~ At the end of a term, a full nomination and selection process will be carried out to ascertain the eligible nominators' support for the individual's continuation in office for a second term. ~~There is no maximum number of terms that these Partner Members may serve, however a~~ An individual may not serve more than nine consecutive years in total in the office of these Partner Members.

4.87.7 These Partner Members shall give three months' notice in writing to the Chair, via the Secretariat, of their resignation from office at any time during their term of office. The ICB shall give three months' notice in writing to these Partner Members, via the nominating parties.

4.98 Chief Medical Officer

4.89.1 This member will fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria

- a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act
- b) Be a registered Medical Practitioner.

4.89.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 4.2 apply
- b) They do not hold current valid registration with the General Medical Council (GMC)

4.89.3 This member will be appointed by a Panel convened by the Chief Executive subject to the approval of the Chair.

4.109 Chief Nurse Officer

4.109.1 This member will fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria

- a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act
- b) Be a Registered Nurse

4.109.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 4.2 apply

4.910.3 This member will be appointed by a Panel convened by the Chief Executive subject to the approval of the Chair.

4.101 Chief Finance Officer

4.110.1 This member will fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria

- a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act

4.110.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 4.2 apply

4.110.3 This member will be appointed by a Panel convened by the Chief Executive subject to the approval of the Chair.

4.124 Five Non-Executive Members

4.142.1 The ICB will appoint five Non-Executive Members.

4.142.2 These members will be appointed by a Panel convened by the Chief Executive, subject to the approval of the Chair.

4.124.3 These members will fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria:

- a) not be an employee of the ICB or a person seconded to the ICB
- b) not hold a role in another health and care organisation in the ICS area
- c) one shall have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Audit Committee
- d) another should have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Remuneration Committee
- e) meet the requirements and specifications set out in the respective role descriptions.

4.124.4 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 4.2 apply

- b) They hold a role in another health and care organisation within the ICB area

4.124.5 The term of office for a non-executive member ~~is normally~~ will be up to three years and the total number of terms an individual may serve is three terms, be that consecutively or over a period of time. ~~There is no maximum number of terms that a non-executive member may serve, however a~~ An individual may not serve more than nine ~~consecutive~~ years in total in office, after which they will no longer be eligible for re-appointment.

4.124.6 Initial appointments may be for a shorter period to avoid all Non-executive Members retiring at once. Thereafter, new appointees will ordinarily retire on the date that the individual they replaced was due to retire, to provide continuity.

4.124.7 Subject to satisfactory appraisal by the Chair, to the individual continuing to meet the eligibility criteria set out in 4.1, and to the disqualification criteria in 4.2 not applying, the Chair may approve the re-appointment of an independent non-executive member up to the maximum number of terms permitted for their role. In any case, a proposal for a Non-Executive Member to serve on the Board for longer than six years will be subject to rigorous review to ensure their continuing independence.

4.132 Other Board Members

4.132.1 The ICB will appoint two additional Board Members namely:

- a) One member who brings the perspective of the Voluntary, Community and Social Enterprise (VCSE) sector providing services in the ICB area;
- b) One member who brings the perspective of the community providers in the ICB area;

4.123.2 These members will be appointed by a Panel convened by the Chief Executive, subject to the approval of the Chair.

4.132.3 These members will fulfil the eligibility criteria set out at 4.1 and also the following additional eligibility criteria:

- ~~a)~~ At the time of appointment and while holding office, members specified under 4.132.1a)-b) must hold roles that enable them to fully bring the perspectives of the respective sectors to the ICB Board;

4.132.4 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 4.2 apply;
- b) Any of the criteria set out in 4.123.3 cease to apply;

4.132.5 The members specified under 4.123.1 a) to b) shall be nominated and appointed as follows:

- a) Nomination:
 - The ICB will create role descriptions for the members specified under 4.132.1 a) to b), setting out the specific functions and responsibilities of each role, and the expertise, experience, knowledge and skills required to fulfil these.

- The Remuneration Committee will consider the appropriate remuneration and time commitment required to fulfil the role.
- The VCSE sector and the community provider sector – respectively – will identify, through processes of their own choosing, one individual who they each wish to nominate as the ICB Board member bringing their respective perspective.
- In making their respective nominations, the VCSE sector and the community provider sector will ensure that the nominee meets the requirements set out in the respective role description, meets the eligibility criteria for appointment to an ICB Board, does not meet any of the disqualification criteria ~~apply~~, and meets the fit and proper person test.
- Organisations' processes will provide for the selection of the nominee / nominees that is best suited to the specific requirements of the role; nominating organisations will be able to document their processes to identify and agree nominee/s, including where a formal decision was made to nominate an individual.

b) Assessment, selection, and appointment subject to approval of the Chair

- Nominations and supporting documents are submitted to a Panel convened by the Chief Executive by the specified deadline. Supporting documents should include nominees' CVs, supporting statements, and an assessment of the nominating organisations of how the nominee meets the requirements of the role. This assessment may include a statement from the nominating organisations in support of the nominee. Organisations can nominate more than one candidate.
- The Panel will assess the suitability of the nominees against the requirements of the role and will confirm that nominees meet the requirements set out in clause 4.132.3 and 4.132.4. In the event that there is more than one suitable nominee, the Panel will select the most suitable for appointment.

c) Chair's approval

- The Chair will ~~determine whether to~~ approve the appointment of the most suitable nominee as identified under b).

4.123.6 The term of office for a Board Member specified under 4.123 will ~~normally~~ be three years, ~~and the total number of terms they can serve is two terms, be that consecutively or over a period of time. There is no maximum number of terms that Board Member specified under 4.12 may serve; however a~~ An individual may not serve more than nine ~~consecutive~~ years in total.

4.132.7 A Board Member specified under 4.132 shall give three months' notice in writing to the Board, via the Secretariat, of their resignation from office at any time during their term of office.

4.123.8 The ICB shall give three months' notice in writing to a Board Member specified under 4.132.

4.143 Board Members: Removal from Office

- 4.134.1 Arrangements for the removal from office of Board members are subject to the terms of appointment, and application of the relevant ICB policies and procedures.
- 4.134.2 With the exception of the Chair, Board members shall be removed from office if any of the following occurs:
- a) If they no longer fulfil the requirements of their role or become ineligible for their role as set out in this Constitution, regulations or guidance;
 - b) If they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the interest of the ICB and is likely to bring the ICB into disrepute. This includes but is not limited to dishonesty; misrepresentation (either knowingly or fraudulently); defamation of any member of the ICB (being slander or libel); abuse of position; non-declaration of a known conflict of interest; seeking to manipulate a decision of the ICB in a manner that would ultimately be in favour of that member whether financially or otherwise;
 - c) In the written opinion of a registered medical practitioner, have become physically or mentally incapable of acting as a Board member, and may remain so for more than three months.
- 4.134.3 Members may be suspended pending the outcome of an investigation into whether any of the matters in 4.134.2 apply.
- 4.143.4 Executive Directors (including the Chief Executive) will cease to be Board members if their employment in their specified role ceases, regardless of the reason for termination of the employment.
- 4.143.5 The Chair of the ICB may be removed by NHS England, subject to the approval of the Secretary of State for Health and Social Care.
- 4.143.6 If NHS England is satisfied that the ICB is failing or has failed to discharge any of its functions or that there is a significant risk that the ICB will fail to do so, it may:
- i. terminate the appointment of the ICB's Chief Executive; and
 - ii. direct the Chair of the ICB as to which individual to appoint as a replacement and on what terms.

4.154 Terms of Appointment of Board Members

- 4.154.1 With the exception of the Chair and Non-executive Members, arrangements for remuneration and any allowances will be agreed by the Remuneration Committee in line with the ICB remuneration policy and any other relevant policies published on the ICB intranet, and any guidance issued by NHS England or other relevant body. Remuneration for Chairs will be set by NHS England. Remuneration for Non-executive Members will be set by a Panel convened by the Chair.
- 4.154.2 Other terms of appointment will be determined by the Remuneration Committee.

4.145.3 Terms of appointment of the Chair will be determined by NHS England.

~~4.15 Specific arrangements for appointment of Ordinary Members made at establishment~~

~~4.15.1 Individuals may be identified as 'designate Ordinary Members' prior to the ICB being established.~~

~~4.15.2 Relevant nomination procedures for Partner Members in advance of establishment are deemed to be valid so long as they are undertaken in full and in accordance with the provisions of 4.5 to 4.7.~~

~~4.15.3 Any appointment and assessment processes undertaken in advance of establishment to identify designate ordinary members should follow, as far as possible, the processes set out in Standing Orders 4.5-4.12 of this Constitution. However, a modified process, agreed by the Chair, will be considered valid.~~

~~4.15.4 On the day of establishment, a committee consisting of the Chair, Chief Executive and one other will appoint the Ordinary Members who are expected to all be individuals who have been identified as designate appointees prior to ICB establishment and the Chair will approve those appointments.~~

~~4.15.5 For the avoidance of doubt, this clause is valid only in relation to the appointments of the initial Ordinary Members and all appointments post establishment will be made in accordance with clauses 4.5 to 4.12.~~

5 Meetings of the Integrated Care Board

5.1 General Provision

5.1.1 These provisions apply to all meetings of the ICB's Board, and any committees and sub-committees of the ICB and the ICB's Board.

5.2 Constituting a meeting

5.2.1 A meeting is constituted when members of the ICB, its Board, or their respective committees and sub-committees, meet face-to-face, by telephone, by video-conference, by any other electronic means, or a combination of the above.

5.2.2 The Chair of a meeting may invite others to attend a meeting for particular agenda items, or issue a standing invitation, if their presence will assist the business of the committee. Individuals who are so invited may receive meeting papers and participate in discussion as appropriate and at the discretion of the Chair, however they cannot participate in any decision-making and must not vote.

5.2.3 The Chair may require any attendees under 5.2.2 to absent themselves from a meeting if this is deemed necessary and appropriate for the purposes of the meeting.

5.2.4 When members of the ICB, its Board, or their respective committees and sub-committees are not able to attend a meeting by any of the means described in Standing Order 5.2, they shall give apologies in advance of the meeting.

5.3 Calling Board Meetings

5.3.1 Meetings of the Board of the ICB shall be held at regular intervals at such times and places as the ICB may determine.

5.3.2 In normal circumstances, each member of the Board will be given not less than one month's notice in writing of any meeting to be held. However:

- a) The Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.
- b) One third of the members of the Board may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within seven calendar days of such a request being presented, the Board members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the Board specifying the matters to be considered at the meeting.
- c) In emergency situations the Chair may call a meeting with two days' notice by setting out the reason for the urgency and the decision to be taken.

5.3.3 A public notice of the time and place of meetings to be held in public and how to access the meeting shall be given by posting it electronically at least three clear days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.

5.3.4 The agenda and papers for meetings to be held in public will be published electronically in advance of the meeting, excluding, if thought fit, any item likely to be addressed in part of a meeting that is not likely to be open to the public.

5.4 Chair of a meeting

5.4.1 The Chair of the ICB shall preside over meetings of the Board.

5.4.2 If the Chair is absent, or is disqualified from participating by a conflict of interest, the Deputy Chair shall preside over meetings in the Chair's stead. The meeting minutes shall record such arrangements.

5.4.3 If both the Chair and Deputy Chair are absent or disqualified from participating by a conflict of interest, the members shall determine that one of the remaining members chairs the meeting. The meeting minutes shall record such arrangements.

5.4.43 The Board shall appoint a Chair to all committees and sub-committees that it has established. The appointed committee or sub-committee Chair will preside over the relevant meeting. Terms of Reference for committees and sub-committees will specify arrangements for occasions when the appointed Chair is absent.

5.5 Agenda, supporting papers and business to be transacted

5.5.1 The agenda for each meeting will be drawn up and agreed by the Chair of the meeting.

5.5.2 Items of business for inclusion on the agenda of a meeting need to be notified to the Chair of the meeting, via the Secretariat, at least 10 working days before the meeting takes place.

5.5.3 Except where the emergency provisions apply, supporting papers for all items must be submitted at least seven calendar days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Board at least five calendar days before the meeting.

5.5.4 Agendas and papers for meetings open to the public, including details about meeting dates, times and venues, will be published on the ICB's website.

5.5.5 For extraordinary and emergency meetings, the Chair of the meeting may relax the requirement for a formal agenda, and may relax the requirements regarding the timelines for the dissemination of agenda and meeting papers / materials.

5.6 Nominated Deputies

5.6.1 With the permission of the person presiding over the meeting, the Executive Directors and the Partner Members of the Board may nominate a deputy to attend a meeting of the Board that they are unable to attend. The deputy may speak and vote on their behalf.

5.6.2 The decision of the person presiding over the meeting regarding authorisation of nominated deputies is final.

5.7 Quorum

5.7.1 The quorum for meetings of the Board will be 10 members, including:

- a) Either the Chief Executive or the Chief Finance Officer;
- b) Either the Chief Medical Officer or the Chief Nurse Officer;
- c) At least one independent Non-Executive Director;
- d) At least one Partner Member.

5.7.2 For the sake of clarity:

- a) no person can act in more than one capacity when determining the quorum
- b) an individual who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interest shall no longer count towards the quorum.

b)c) A nominated deputy permitted in accordance with standing order 4.5
~~will/will not~~ count towards the quorum for meetings of the board if the
member for who they deputise is not present.

5.7.3 For all committees and sub-committees, the details of the quorum for these meetings and status of deputies are set out in the appropriate terms of reference.

5.8 Vacancies and defects in appointments

5.8.1 The validity of any act of the ICB is not affected by any vacancy among members or by any defect in the appointment of any member.

5.8.2 In the event of vacancy or defect in appointment the following temporary arrangement for quorum will apply:

- a) the Chair may relax quoracy requirements to a third of the Board membership;
- b) the Chair may relax quoracy requirements to include one Executive Director.

5.9 Decision making

5.9.1 The ICB has agreed to use a collective model of decision-making that seeks to find consensus between system partners and make decisions based on unanimity as the norm, including working through difficult issues where appropriate.

5.9.2. Generally it is expected that decisions of the ICB will be reached by consensus. Should this not be possible then a vote will be required. The process for voting, which should be considered a last resort, is set out below:

- a) All members of the Board who are present at the meeting will be eligible to cast one vote each. For the avoidance of doubt, where a member is absent but that member's authorised deputy is present, that deputy is eligible to cast a vote.
- b) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
- c) For the sake of clarity, any additional Participants and Observers (as detailed within paragraph 2.3 of the Constitution) will not have voting rights.
- d) A resolution will be passed if more votes are cast for the resolution than against it.
- e) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- f) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

Disputes

5.9.3 Disputes are not the same as inability to reach consensus (for this situation, provisions under Standing Orders 5.9.2 apply). Dispute here is taken to mean disagreement re what a decision means, including impact / responsibilities flowing from such a decision for ICB Board members and organisations in the system. Where helpful, the Board may draw on third party support to assist them in resolving any disputes, such as peer review or support from NHS England.

Urgent decisions

5.9.4 In the case urgent decisions and extraordinary circumstances, every attempt will be made for the Board to meet, be that in person, virtually, by telephone, any other electronic means, or a combination thereof. Where this is not possible, the following will apply:

- decision making by email will be facilitated to expedite an urgent decision. Members will receive an email that clearly sets out the request for decision, when a response must be returned, and relevant supporting documentation / information
- quoracy rules apply as set out in 5.7 of these Standing Orders, as do the provisions for decision-making (5.9.1 and 5.9.2 of these Standing Orders).
- by the specified date, responses will be collated and the outcome of the decision-making process will be relayed to the Chair and the Board
- a formal report of the decision made shall be submitted to the next meeting.

5.9.5. The powers that are reserved or delegated to the Board may for an urgent decision be exercised by the Chair and Chief Executive (or relevant lead Director in the case of committees), subject to every effort having been made to consult with as many members as possible in the given circumstances.

5.9.6. The exercise of such powers shall be reported to the next formal meeting of the Board for formal ratification and the Audit Committee for oversight.

5.10 Minutes

5.10.1 The names and roles of all members present shall be recorded in the minutes of the meetings.

5.10.2 The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

5.10.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.

5.10.4 Where providing a record of a meeting held in public, the minutes shall be made available to the public.

5.10.5 Where this is deemed to facilitate patient and public access to the ICB's proceedings, does neither compromise a meeting's nor individuals' effectiveness and confidentiality, and is agreed by the Chair, the ICB may

- make a video or audio recording of the meeting;
- broadcast the meeting as a web cast, live stream, podcast or similar.

5.11 Admission of public and the press

- 5.11.1 In accordance with Public Bodies (Admission to Meetings) Act 1960, all meetings of the Board and all meetings of committees that are comprised of entirely Board members or all Board members at which public functions are exercised will be open to the public.
- 5.11.2 The Board may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.
- 5.11.3 The person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Governing Body's business shall be conducted without interruption and disruption.
- 5.11.4 As permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 (as amended from time to time), the public may be excluded from a meeting to suppress or prevent disorderly conduct or behaviour.
- 5.11.5 Matters to be dealt with by a meeting following the exclusion of representatives of the press and other members of the public shall be confidential to the members of the Board.

6 Suspension of Standing Orders

- 6.1 In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of the Standing Orders may be suspended by the Chair in discussion with at least two other members.
- 6.2 A decision to suspend the Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 6.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committee for review of the reasonableness of the decision to suspend the Standing Orders.

BSW ICB Scheme of Reservations and Delegations

The BSW ICB Scheme of Reservations and Delegations (SoRD) sets out the ICB Board's delegations of decision-making powers / authorities to Board committees and / or individuals. For the avoidance of doubt, the SoRD provides an overview of decision-making powers such as approvals; it does not summarise all the responsibilities and duties that the Board's committees have i.e. does not reference committees' duties in relation to providing advice, making recommendations, or taking and providing assurance. Cf. the committees' Terms of Reference for a full description of their respective responsibilities and duties.

This SoRD was first approved by the BSW ICB Board on 1 July 2022, when the BSW ICB was formally established. Subsequent reviews and amendments, which can only be approved by the BSW ICB Board, are recorded in the below review log.

The SoRD is reviewed annually.

Date of review (the date when changes were made in the document)	Changes made	Approved by, on (who gave formal approval, when)	Notes, comments (ref the minutes of the meeting where changes were approved; any other comments)	Next review due on (a year from the date of review)
23-Feb-23	Matters reserved to the Board extracted and presented separately for ease of reference Amendments to the delegations of authorities in light of - the ICB receiving delegated functions for the commissioning of primary dental, ophthalmological and pharmacy services; - the establishment of a Southwest Joint Committee (Specialised Commissioning) - a mid-year review of Committee Terms of Reference, and of a process update with regards to the approval of ICB policies	Board,		
19-Sep-24	Amendments to the delegations of authorities in light of the ICB's governance review	Board, 19 September 2024		

BSW ICB Scheme of Reservations and Delegations (SoRD)

This document should be read alongside the ICB's Standing Financial Instructions, and committees' Terms of Reference.

Matters reserved to the BSW ICB Board

The Board has delegated the day to day management of the ICB to the Chief Executive and the executive management.

This Schedule sets out the list of matters which are required to be or, in the interests of the ICB, should only be decided by the Board.

Ref	Policy Area	Decision
Internal controls		
1	Assurance and risk	Approve the ICB's counter fraud and security management arrangements incl. relevant policies (incl. approval of appointments and terms of anti-fraud specialists, and policy approval, see 'Policy' below cf. below)
2	Assurance and risk	Ensure that the ICB manages risk effectively by: - ensuring the ICB's risk strategy is clearly defined and aligns to ICB's purpose, values, strategy and objectives - approving the ICB's risk appetite (the extent and categories of risk which the Board regards as acceptable) - approving arrangements for risk sharing and / or risk pooling with other organisations (for example arrangements for pooled funds with other ICBs or pooled budget arrangements under section 75 of the NHS Act 2006); this includes approval of risk sharing arrangements at place - approving the ICB's risk management framework
3	Assurance and risk	Approve the ICB's arrangements for business continuity, and for emergency planning, incl. the ICB's EPRR policy (see 'Policy')
4	Policy	Approve - Anti Fraud, Bribery and Corruption Policy - Emergency Preparedness, Resilience & Response (EPRR) Policy - Health & Safety Policy - Information Governance Framework - Risk Management Framework and Policies - Standards of Business Conduct Policy - Public involvement and engagement policy
Board membership and other appointments		
5	Appointments	Approve the appointment of all members of committees and sub-committees that exercise the ICB commissioning functions
6	Appointments	Determine the membership of the Remuneration Committee, incl. independent members or advisers to the Remuneration Committee who are not members of the Board
7	Audit (external)	Appoint, re-appoint and remove external auditors. Agree the level of remuneration and terms of engagement.
Delegations of authority		

8	Delegations, authority to act	Authorise arrangements under section 75 of the 2006 Act (partnership arrangements with a local authority under which the local authority exercises specified ICB functions, or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund). This includes approval of delegation agreements.
9	Delegations, authority to act	Authorise arrangements under section 65Z5 of the 2006 Act (partnership arrangements with another ICB, an NHS trust, NHS foundation trust, NHS England, a local authority, combined authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that other body or for the functions of that other body to be exercised by or jointly with the ICB) This includes approval of delegation agreements.
10	Delegations, authority to act	If entering arrangements under section 75 of the 2006 Act or 65Z5 of the 2006 Act, authorise for the functions in question to be exercised by a joint committee of the organisations and / or for the establishment of a pooled fund to fund those functions (section 65Z6) - i.e. agree arrangements, approve ToRs of joint committee created for the purpose, and approve pooled budget / allocations to such pooled budget
Financial reporting and controls		
11	Finance	Approve and publish the ICB annual report and accounts in accordance with NHSE guidance
12	Finance	Approve ICB annual budgets, incl. place-based budgets.
13	Finance	Agree to make make capital or revenue grants available (over £10m, otherwise delegated)
Corporate governance matters		
14	Governance framework	Approve amendments or variations to the BSW ICB Constitution prior to submission to NHS England for formal approval
15	Governance framework	Approve documents related to the Constitution, and amendments of these documents, namely: - Scheme of Reservation and Delegation (SoRD) - Functions and Decisions Map - Standing Financial Instructions - Governance Handbook
16	Governance framework	Approve Board Committee Terms of Reference, incl. membership and Chairs of such Board Committees.
17	Board	Undertake Board and committee effectiveness reviews, and agree and implement actions in light of findings and recommendations
Strategy and management		
18	Oversight	Oversight of the ICB's operations ensuring: • competent and prudent management of activities and resources • sound planning, and performance monitoring • effective internal control and risk management processes • adequate accounting and other records • compliance with statutory and regulatory obligations
19	Strategy, plans	Approve the ICB's corporate strategy and objectives, taking account of and endorsing place strategies for the development and delivery of health and care services. Associated supporting or complementary strategies will be approved by Board Committees or system groups, with assurances given to the Board that such associated or complementary strategies will contribute to and support the delivery of the ICB's corporate strategy and objectives.
20	Strategy, plans	Approve the joint ICB and partner NHS trusts and NHS foundation trusts plan setting out their planned capital resource use (the joint capital plan)
21	Strategy, plans	Approve and publish the joint ICB and partner NHS trusts and NHS foundation trusts 5-year forward plan (the joint forward plan), and its annual renewal
22	Strategy, plans	Approve the ICB annual operating plan (and any material changes to it), including place plans and commissioning plans.

BSW ICB Scheme of Reservations and Delegations (SoRD)



Bath and North East Somerset,
Swindon and Wiltshire
Integrated Care Board

This document should be read alongside the ICB's Standing Financial Instructions, and committees' Terms of Reference.

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
1	Audit (internal, external)	Approve the arrangements, proposed by the CFO, for the provision of the internal audit service, the costs involved, and any questions of resignation by or dismissal of the Head of Internal Audit		x, Audit Committee			CFO proposes arrangements	SFI 9.2 AC ToR 2.2.3a.i
2	Audit (internal, external)	Review and approve the annual internal audit plan and detailed programme of work		x, Audit Committee				AC ToR 2.2.3 a.ii SFI 9.2
3	Audit (internal, external)	Approve the annual external audit plan (having agreed with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual audit plan).		x, Audit Committee				AC ToR 2.2.4.a.iii
4	Audit (internal, external)	Approve a policy for the engagement of external auditors to supply non-audit services, and advise the ICB Board and Chief Executive on the contents of such a policy.		x, Audit Committee				AC ToR 2.2.4.a.vi
5	Audit (internal, external)	Assess annually the independence and objectivity of the external auditor.		x, Audit Committee				AC ToR 2.2.4.a.vii
6	Audit (internal, external)	Review and approve counter fraud work plans, counter-annual report and counter-fraud self-review assessment.		x, Audit Committee				AC ToR 2.2.6.b and c
7	Audit (internal, external)	Delegate responsibility for ensuring there is appropriate internal audit provision in the ICB.					CEO delegates to CFO	SFIs 9.2
8	Appointments	Approve the appointment of the ordinary members of the ICB Board					x, Chair approves appointment (R) Panel convened by CEO appoints	C2.2.4
9	Appointments	Approve the appointment of all members of committees and sub-committees that exercise the ICB commissioning functions					x, Chair approves appointment (R)	C3.6.6
10	Appointments	Appoint the statutory ICB member of the Integrated Care Partnership					x, Chair	Health and Care Act 2022, 26(4)
11	Appointments	Appoint any other Integrated Care Partnership members (who are not the statutory ICB member or the statutory local authority member/s)			x (R), appointment of members other than the statutory member appointed by the ICP			Health and Care Act 2022, 26(4)
12	Board	Undertake appraisals and effectiveness reviews of Board members and implement recommendations arising from these appraisals / reviews.					x, Chair, leads individuals' appraisals; SID leads Chair's appraisal	RemCom ToR 3.2.4
13	Commissioning (system, at scale; for 'place' and primary care see	Approve the ICB's BSW commissioning plan		x Commissioning Committee				Commissioning Com ToR 2.2.3.a

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
14	Commissioning (system, at scale; for 'place' and primary care see below)	In line with the ICB Delegated Financial Limits, receive, consider and approve commissioning and procurement proposals incl. at scale and strategic that are within agreed annual budgets In line with ICB Delegated Financial Limits, approve or recommend commissioning proposals incl. at scale and strategic that are within agreed annual budgets.	x (over £5m contract value x, over £10m total contract value	x, Finance and Investment Committee (between £1m and £5m contract value) x Commissioning Committee (between £2.5m and £10m total contract value)			ICB Executive Director (up to £125k contract value) ICB Executive Group (between £125k and £1m contract value) ICB Executive Director (up to £250k total contract value) CEO and CFO (up to £1m total contract value) ICB Executive Group (up to £2.5m total contract value)	ICB Delegated Financial Limits Commissioning Com ToR 2.2.3.d
15	Commissioning (system, at scale; for 'place' and primary care see below)	In line with ICB Delegated Financial Limits, approve or recommend contract award decisions following a procurement	x, over £10m total contract value	x Commissioning Committee (between £2.5m and £10m contract value)			ICB Executive Director (up to £250k contract value) CEO and CFO (up to £1m contract value) ICB Executive Group (up to £2.5m contract value)	Commissioning Com ToR 2.2.3.e
16	Commissioning (Place)	Oversee the development of a 'place' health and healthcare commissioning strategy and plan		(Commissioning Committee includes local strategy and plans in commissioning plan for the NHS in BSW)		x Local Commissioning Group		Local Commissioning Group ToRs 2.3.1
17	Commissioning (Place)	Within Board approved section 75 arrangements with Local Authorities, make commissioning decisions for new and existing services Manage the ICBs section 75 agreements with councils, incl. - Making commissioning decisions per agreed service and financial schedules, and in line with ICB Delegated Financial decisions; - Within the parameters set by the BSW ICB and the Council, develop and agree annual business, financial and operational plans.				x Local Commissioning Group		Local Commissioning Committee ToRs 2.3.4b and e
18	Commissioning (Place)	Manage pooled funds, including: - agree to the viring of funds between Pooled Funds; - approve Individual Services under the Better Care Fund; - agree funding of overspends if such funding can be met from the available pooled fund and available resources, or otherwise recommend the funding request to Council and ICB approval processes.				x Local Commissioning Group		Local Commissioning Committee ToRs 2.3.5.f
19	Commissioning (ambulance services)	Set the direction of strategic plans for the provision/delivery of a modern, high performing, financially viable Emergency Ambulance Service.		x Ambulance Partnership Board				APB ToR 7
20	Commissioning (ambulance services)	All commissioning functions associated with the commissioning of ambulance services as an integral part of the urgent and emergency care system according to national requirements and standards Commissioning of emergency ambulance services as an integral part of the urgent and emergency care system according to national requirements and standards		x Ambulance Partnership Board				AJCC ToR 2.1 APB ToR 7
21	Commissioning (ambulance services)	Agree a shared vision of emergency ambulance commissioning, ensuring that the vision supports alignment and integration of services		x Ambulance Partnership Board				APB ToR 7

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
22	Commissioning (ambulance services)	Negotiate and Agree a contract that delivers national performance, clinical and quality standards, incorporating any known challenges and improvement plans into the contract		x Ambulance Partnership Board				AJCC ToR 2.3 APB ToR 7
23	Commissioning (ambulance services)	Decision-making in relation to planned investments by the ambulance service (where appropriate)		x Ambulance Partnership Board				APB ToR 7
24	Commissioning (ambulance services)	Award and enter into of contracts for the provision of emergency ambulance services Exercise commissioning functions as needed in order to lawfully complete the procurement and contracting process for emergency ambulance services and for managing the services in accordance with the terms of the contract.		x Ambulance Partnership Board				AJCC ToR 2.4 APB ToR7
25	Commissioning (ambulance services)	All decision making in respect of variations to the contract in accordance with national policy, service user needs and clinical developments		x, Ambulance Joint Commissioning-				AJCC ToR 2.6
26	Commissioning (ambulance services)	All decision making relating to the termination of the contract, or any part of it, in accordance with the terms of that contract		x, Ambulance Joint Commissioning- Ambulance Partnership Board				AJCC ToR 2.12 APB ToR 7
27	Commissioning (ambulance services)	All decision-making in respect of financial adjustments or sanctions resulting from provider breach of the contract		x Ambulance Partnership Board				AJCC ToR 2.7
28	Commissioning (ambulance services)	Respond to informal or formal legal challenges brought in connection with the commissioned services		x Ambulance Partnership Board				AJCC ToR 2.13 APB ToR 7
29	Commissioning (joint specialised services)	Make joint decisions in relation to the planning and commissioning of Specialised Services, and any associated commissioning or statutory functions, for the South West population. This includes approval of commissioning strategies and plans.		x, South West Joint Working Committee (Specialised Commissioning)				
30	Commissioning (joint specialised services)	Develop and agree the approach to intervention with Specialised Services Providers where there are quality or contractual issues. (By implication, take decisions re the management of providers providing inadequate standards of patient care; and the management of poorly performing services providers)		x, South West Joint Working Committee (Specialised Commissioning)				
31	Commissioning (primary care)	Approve the establishing and maintenance of pooled funds for the purposes of exercising the Delegated Functions [for the commissioning of primary care], and in respect of any part of the Delegated Funds [for the commissioning of primary care] with: - NHS England in accordance with sections 13V or 65Z6 of the NHS Act; - one or more ICBs in accordance with section 65Z6 of the NHS Act as part of a Further Arrangement; or - NHS England and one or more ICBs in accordance with section 13V of the NHS Act; and - NHS England and one or more ICBs in accordance with section 65Z6 of the NHS Act	x	(x PCCG recommends)				PCCG ToR, ref tbc
32	Commissioning (primary medical services)	Sign-off the completed annual ICB primary care commissioning assurance framework, and submission to NHSE		x PCCG				PCCG ToR, ref tbc

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
33	Commissioning (primary medical services)	Take decisions regarding the commissioning of any Enhanced Services, including re-commissioning these services annually where appropriate		x PCCG				PCCG ToR, ref tbc
34	Commissioning (primary medical services)	Design, develop and offer Local Incentive Schemes for Primary Medical Services Providers, sensitive to the differing needs of their particular communities		x PCCG				PCCG ToR, ref tbc
35	Commissioning (primary medical services)	Take decisions in relation to, any discretionary payments or discretionary support to be made to Primary Medical Services Providers		x PCCG				PCCG ToR, ref tbc
36	Commissioning (primary medical services)	Take decisions regarding the commissioning of urgent care services (including home visits as required) for its patients registered out of area (including re-commissioning these services annually where appropriate)		x PCCG				PCCG ToR, ref tbc
37	Commissioning (primary medical services)	Take decisions in relation to the management of Primary Medical Services Providers that are poorly performing and/or provide inadequate standards of patient care		x Primary Care Operational Group (PCOG) [escalate to PCCG any contentious, high-profile or high-risk cases] x PCCG [for contentious, high-profile or high-risk cases escalated from PCOG]				PCCG ToR, ref tbc
38	Commissioning (primary medical services)	Take decisions regarding the closure, and mergers, of practices and branch surgeries		x PCCG (PCOG makes recommendation)				PCCG ToR, ref tbc
39	Commissioning (primary medical services)	Take decisions regarding the dispersing of the patient lists of Primary Medical Services Providers		x PCCG (PCOG makes recommendation)				PCCG ToR, ref tbc
40	Commissioning (primary medical services)	Take decisions regarding appeals of variations to the boundaries of Primary Medical Services Providers		x PCCG				PCCG ToR, ref tbc
41	Commissioning (primary medical services)	Take decisions regarding variations to the boundaries of Primary Medical Services Providers		x PCOG x PCCG [for contentious, high-profile or high-risk cases escalated from PCOG]				PCCG ToR, ref tbc
42	Commissioning (primary medical services)	Take decisions in relation to the design and commissioning of the Network Directed Enhance Services		x PCCG (PCOG makes recommendation)				PCCG ToR, ref tbc
43	Commissioning (primary medical services)	Take decisions in relation to the planning and management of the Primary Care Networks		x PCCG				PCCG ToR, ref tbc
44	Commissioning (primary medical services)	Take decisions in relation to the Premises Costs Directions Functions.		x PCCG				PCCG ToR, ref tbc
45	Commissioning (primary medical services)	Take decisions regarding the procurement of primary care services		x PCCG (between £0 and £10m) (PCOG makes recommendations)				PCCG ToR, ref tbc
46	Commissioning	Vary or award of GMS/PMS/APMS and NHS Standard Contract		x PCCG (between £0 and £10m)				PCCG ToR, ref tbc
47	Commissioning (primary medical services)	Terminate a GMS/PMS contract		x PCCG				PCCG ToR, ref tbc

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
48	Commissioning (primary medical services)	Take decisions regarding a practice appeal against a contract decision		x PCCG				PCCG ToR, ref tbc
49	Commissioning (primary medical services)	Take decisions in relation to the procurement of ancillary support services as are required to support the ICB in the effective discharge of the Delegated Functions, in line with the ICB's Delegated Financial Limits		x PCCG (between £0 and £10m) (PCOG makes recommendations)				PCCG ToR, ref tbc
50	Commissioning (dental)	Take decisions in relation to the establishment of new Dental Services Providers in the Area, and closure of practices		x PCCG [Dental Reference Group (DRG) recommends]				PCCG ToR, ref tbc
51	Commissioning (dental)	Take decisions in relation to the management of Primary Dental Service Providers that are poorly performing and/or provide inadequate standards of patient care.		x DRG (x PCCG for contentious, high-risk, high-profile cases escalated from DRG)				PCCG ToR, ref tbc
52	Commissioning (dental)	Take decisions to vary, renew or award contracts for primary dental provision .		x PCCG (between £0 and £10m) (DRG makes recommendations)				PCCG ToR, ref tbc
53	Commissioning (dental)	Terminate contracts due to significant breach/issues		x PCCG (between £0 and £10m) (DRG makes recommendations)				PCCG ToR, ref tbc
54	Commissioning (dental)	Take decisions in relation to practice relocations, service changes incl service closures		x DRG (x PCCG for contentious, high-risk, high-profile cases escalated from DRG)				PCCG ToR, ref tbc
55	Commissioning (Ophthalmology)	Receive, consider and approve reports regarding the delegated functions		x PCCG (Eye Care Reference Group [ECRG] scrutinises and recommends such reports which are usually received from the SW Collaborative Commissioning Hub)				PCCG ToR, ref tbc
56	Commissioning (pharma)	Receive, consider and approve reports regarding the delegated functions		x PCCG (Pharmacy Reference Group [PRG] scrutinises and recommends such reports which are usually received from the SW Collaborative Commissioning Hub)				PCCG ToR, ref tbc
57	Compliance	Ensure the production of statutory / mandated regular compliance reports, scrutinise such reports, agree findings / actions / recommendations, and sign-off on submission to regulators and publication of reports as required. Report this to the Board.		x, ICB Board Committees				
58	Finance	Delegate the budgetary control responsibilities to budget holders through a formal documented process					CFO	SFIs 4.1.2

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
59	Finance	Losses and special payments - Approve a transaction exceeding the delegated authority, or if transactions will set a precedent, are novel, contentious or could cause repercussions elsewhere in the public sector		Audit Committee receives report on all losses and special payments (including special severance payments)			HM Treasury	SFIs 10.1.1 RemCom ToR ## AC ToRs 3.20 AC ToR 2.2.7.b R&P ToR 2.2.1.c
60	Finance	Approve the ICB's property governance and management framework					BSW ICB Executive Group	SFIs 12.1
61	Finance	Approve the ICB's debt management strategy and associated policies and procedures		x, Finance Committee			CFO	SFI 5.3
62	Finance	Set the strategic financial framework for the NHS in the BSW System and monitor performance against it.		x, Finance Committee				FinCom ToR 2.4.1a.i
63	Finance	Approve joint forward plans and joint capital plans for the NHS in BSW	x	(Finance Committee recommends)				FinCom ToR 2.4.1.b.i
64	Finance	Identify and allocate resources where appropriate to address finance and performance-related issues of the NHS in the BSW System		x Finance Committee				FinCom ToR 2.4.1.b.iii
65	Finance	Approve BSW ICB [ICB as body corporate] annual financial plans and budgets (including delegated and pooled budgets and non-recurrent in-year allocations)	x	(Finance Committee recommends)				FinCom ToR 2.4.2.a.i
66	Finance	Approve the ICB's Scheme of Financial Delegations		x, Finance Committee (Board regularly reviews and endorses)				
67	Finance	Approve capital spend and agree to make capital grants available	x (value over £5m x (over £10m)	x, Finance and Investment Committee (value over £125k and £5m) x Finance Committee (between £2.5m and 10m)			CFO, £0 to £1m ICB Executive Group, between £1m and to £2.5m)	SFI 12.2 BSW ICB Delegated Financial Limits
68	Governance framework	Determine ICP procedures and ToRs			x			
69	Information Governance	Sign off responses to FOI requests					Executive Director - complex FOIs incl. those handled by the Collaborative Commissioning Hub IG Manager - all other FOIs	
70	Information Governance	Approve the ICB's Information Governance Framework	x	(Information Governance Steering Group recommends)				IGSG ToR 2.2.b
71	Information Governance	Approve the ICB's strategies, plans, policies and arrangements associated with the ICB's information Governance Framework		x Information Governance Steering Group				IGSG ToR 2.2.c

Ref	Policy Area	Decision	ICB Board Matters reserved to the Board are listed separately	Committee or Sub-Committee	Integrated Care Partnership	Place	Specified Individual	Reference
72	Information Governance	Sign off responses to complaints and Parliamentary enquiries					Executive Director - complex responses handled by the Collaborative Commissioning Hub	
73	People	Approve BSW Integrated Care System (ICS) workforce strategies for the NHS in BSW and advise the ICB Board on the content of such strategies.		x, People Committee x Workforce and People Committee				PC ToR 3.1f WC ToR 2.2b
74	Quality	Highlight to the Board any areas of concern or unsatisfactory redress, and recommend to the ICB implementation of remedial action by the ICB Chief Nurse Officer		x, Quality and Outcomes Committee				QOC ToR 3.4.3
75	Quality	Approve recommendations regarding clinical protocols, service reviews and pathway redesign		x, Quality Committee				
76	Quality	Agree ICB quality improvement programmes, based on a holistic view of the interrelations of quality, finance, workforce and performance		x, Quality Committee				QC ToR 3.2f
77	Remuneration	Determine all aspects of remuneration and conditions of service of the Chief Executive, Executive Directors and other Very Senior Managers of the ICB		x, Rem Com Remuneration and People Committee				Rem Com ToR 3.2.1 R&P Com ToR 2.2.1a
78	Remuneration	Determine the remuneration and terms and conditions. and matters of succession planning of ICB Board members.		x, Rem Com Remuneration and People Committee				Rem Com ToR 3.2.3 R&P Com ToR 2.2.1b
79	Remuneration	Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change) for all ICB staff		x, Rem Com Remuneration and People Committee				Rem Com ToR 3.2.4i R&P Com ToR 2.2.1c i
80	Remuneration	Determine the arrangements for termination payments and any special payments for staff		x, Rem Com Remuneration and People Committee				Rem Com ToR 3.2.4iii R&P Com ToR 2.2.1c ii

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

Audit Committee – Terms of Reference (ToR)

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1. Introduction

1.1 In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Audit and Risk Committee (the Committee) as a committee of the ICB Board.

1.2 These Terms of Reference

- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
- are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
- are published on the ICB's website, as part of the BSW ICB Governance Handbook.

2. Responsibilities and duties

2.1 The Committee will support the ICB Board and 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. In doing so, the Committee will periodically take assurance that its business supports the ICB in contributing to the four core purposes of an Integrated Care System:

- 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

2.2 Within this remit, the Committee's responsibilities and duties are as follows.

2.2.1 Integrated governance, risk management and internal control

- a. 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.
- b. To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives and the effectiveness of the management of principal risks. Review the ICB's risk management framework and policies, and recommend these to the Board for approval.
- c. 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.
- d. To identify opportunities to improve governance, risk management and internal control processes across the ICB, and recommend to the Board for approval the ICB's:

- i. risk management arrangements incl. relevant policies;
- ii. counter fraud and security management arrangements incl. relevant policies;
- iii. Standards of Business Conduct Policy;

2.2.2 Internal and external audit

- a. To arrange appropriate internal and external audit for the ICB, undertaking the procurement of audit contracts through the establishment of an auditor panel, and then advising the ICB Board on the contract awards. For that purpose, to serve as the auditor panel.

2.2.3 Internal audit

- a. To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and that provides appropriate independent assurance to the Committee, the ICB's Chief Executive and the ICB's Board. The Committee will achieve this by:
 - i. Approving the arrangements, proposed by the CFO, for the provision of the internal audit service, the costs involved, and any questions of resignation by or dismissal of the Head of Internal Audit;
 - ii. 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;
 - iii. Considering the 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;
 - iv. Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
 - v. Monitoring the effectiveness of internal audit and carrying out an annual review.
 - vi. Meeting the Head of Internal Audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out.

2.2.4 External audit

- a. 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:
 - i. Making recommendations to the ICB's Board with regards to the appointment, re-appointment and removal of auditors, the level of remuneration and terms of engagement;
 - ii. 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;

- iii. Approving the annual external audit plan and ensure that it is consistent with the scope of the audit engagement;
- iv. Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- v. 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.
- vi. Approve a policy for the engagement of external auditors to supply non-audit services, and advise the ICB Board and Chief Executive on the contents of such a policy.
- vii. Assessing annually the independence and objectivity of the external auditor, taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
- viii. Meeting the external auditor at least once a year, without management being present; to discuss their remit and any issues arising from the audit.

2.2.5 Other assurance functions

- a. To review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation. These will include, but will not be limited to, any reviews by Department of Health arm's length bodies or regulators/inspectors (for example, the Care Quality Commission, NHS Litigation Authority, etc.) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges, accreditation bodies, etc.)
- b. To maintain dialogue with, and where appropriate review the work of, other committees in the ICB, whose work can provide relevant assurance to the Committee's own areas of responsibility.
- c. To keep under review the adequacy and effectiveness of the ICB's policy framework and corporate registers for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- d. To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order to provide assurance in relation to the appropriateness of decisions and to derive future learning.
- e. To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.

2.2.6 Counter fraud and security management

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

- b. To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity and monitoring the implementation of action plans.
- c. To review and approve the counter fraud service's Annual Report and Self-Review Assessment that outline key work undertaken during each financial year to meet the NHS Standards for Commissioners: Fraud, Bribery and Corruption.

2.2.7 Financial reporting

- a. To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.
- b. To receive reports on all losses and special payments (including special severance payments).
- c. To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
- d. 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, and are consistent with the principles and guidance established in HM Treasury's Managing Public Money..
- e. To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on, and challenging where necessary:
 - i. The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
 - ii. Consistency of, changes in, and compliance with accounting policies, practices and estimation techniques;
 - iii. The methods used to account for significant or unusual transactions where different approaches are possible;
 - iv. Whether the ICB has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
 - v. The clarity and completeness of disclosure in the ICB's financial reports and the context in which statements are made;
 - vi. Unadjusted mis-statements in the Financial Statements;
 - vii. Significant judgements and estimates made in preparing of the Financial Statements;
 - viii. Significant adjustments resulting from the audit;
 - ix. Letter of representation; and
 - x. Explanations for significant variances.
- f. Where the Committee is not satisfied with any aspect of the proposed financial reporting by the ICB, it shall report its views to the ICB's Board.

2.2.8 Conflicts of Interest

- a. The Chair of the Audit Committee will be the nominated Conflicts of Interest Guardian.
- b. 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.

2.2.9 Freedom to Speak Up

- a. 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.

2.2.10 Information Governance (IG)

- a. To receive regular updates on IG compliance (including uptake and completion of data security training), data breaches and any related issues and risks.
- b. To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security and Protection Toolkit and relevant reports and action plans.
- c. To receive reports on audits to assess information and IT security arrangements, including the annual Data Security and Protection Toolkit audit.
- d. To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

3. Authority

- 3.1 The Committee may not operate as a joint committee with another ICB Audit Committee. However, the ICB Board may determine that the Committee can enter into committees in common arrangements with (an)other ICB Audit Committee(s) if this is deemed to facilitate and support the ICB's discharge of its statutory functions and duties.
- 3.2 Recognising the sovereignty of system partner organisations and the autonomy of their respective Audit Committees, the Committee will seek collaboration and exchange with partner organisations' Audit Committees where this is permissible and serves the purposes of developing a common approach e.g. to risk.
- 3.3 The Committee is authorised to
 - a. Investigate any activity within its terms of reference;
 - b. Seek any information it requires within its remit, from management, any employee of the ICB, or member of the Board such as (not inclusive) reports, assurances and evidence from directors and managers on the overall

arrangements for governance, risk management and internal control; specific reports from individual functions within the ICB s.

- c. Commission reports required to help fulfil its obligations;
- d. 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 procedures put in place by the ICB for obtaining professional advice;
- e. Create sub-groups of the Committee, and determine the terms of reference of such sub-groups in accordance with the ICB Board's constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.

4. Accountability and reporting

- 4.1 The Committee is accountable to the BSW ICB Board and reports to the BSW ICB Board on how it discharges its responsibilities.
- 4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.
Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.
- 4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.
- 4.4 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.
- 4.5 The Committee provides the Board with an annual report of its activities. The report will normally include a summary of the business conducted; a summary of the number of meetings held, membership attendance, and quoracy; and the Committee's self-assessment of its performance against its annual plan and its terms of reference.
This annual report should be timed so as to support the finalisation of the ICB's Annual Report and Accounts (ARA), and in particular the ARA sections regarding staff.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
 - The ICB Non-Executive Director (Audit and Governance), Committee Chair
 - The ICB Non-Executive Director (Remuneration and People)
 - The ICB Non-Executive Director (Public and Community Engagement)

- The ICB Non-Executive Director (Quality)
- The ICB Non-Executive Director (Finance)

5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:

- The ICB Chief Finance Officer
- The ICB Chief Delivery Officer
- The ICB Associate Director of Governance, Compliance and Risk
- Internal Auditors
- External Auditors
- Security Management Specialists
- Local Counter Fraud Specialists

5.3 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.

5.4 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.

5.5 At the discretion of the Chair, the ICB Chair and the ICB CEO may attend meetings of the Committee. For the avoidance of doubt, they are not members of the committee and may not vote.

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

5.7 In the case of absences:

- In the absence of the Chair, the remaining members present determine one of their number as Chair of the meeting.
- Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

6. Quorum

6.1 A quorum shall be three members including two BSW ICB Non-Executive Directors.

6.2 Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.

6.3 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.

- 6.4 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 quorate meeting of the Committee.

7. Meeting frequency and conduct

Meeting frequency

- 7.1 The Committee will meet at least four times a year, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

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

- 7.2 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.

Meeting conduct

- 7.3 The Committee holds its meetings in private.
- 7.4 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.
- 7.5 Committee members are expected to liaise with their respective organisations' Boards and relevant committees outside of Committee meetings so as to facilitate and support the flow of intelligence and information, the alignment of organisations' and the BSW system's workforce strategies and plans, and joined-up / aligned decision-making across the BSW system.
- 7.6 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.7 The Committee will apply the ICB's Standards of Business Conduct Policy 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.

Decision making

- 7.8 Decisions are normally arrived at by consensus.
- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-off-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

- 8.1 The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:
- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
 - b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
 - c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
 - d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
 - e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
 - f. The Chair is supported to prepare and deliver reports to the Board.
 - g. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
 - h. Action points are taken forward between meetings, and progress against those actions is monitored.
 - i. Governance advice is available and easily accessible for Committee members.

9. Review

9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: xxx (when Board approved)

Review date:

Contact: bswicb.governance@nhs.net

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	1 July 2022	Board of ICB	Establishment of the Committee and creation of ToR
V2.0	1 November 2022	Board of ICB	Review of ToR
V3.0	30 November 2022		Minor amendments to provision 2.5
V4.0	July 2024		Review of ToR in context of governance review

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**Bath and North East Somerset,
Swindon and Wiltshire**
Integrated Care Board

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

Remuneration and People Committee – Terms of Reference (ToR)

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1. Introduction

1.1 In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Remuneration and People Committee (the Committee) as a committee of the ICB Board.

1.2 These Terms of Reference

- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
- are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
- are published on the ICB's website, as part of the BSW ICB Governance Handbook

2. Responsibilities and duties

2.1 The Committee's purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006; and to function as an advisory and assurance committee of the Board with regards to the ICB's discharge of its responsibilities as an employer.

2.2 The Committee's responsibilities and duties are:

2.2.1 Remuneration and terms of employment

- a. Determine all aspects of remuneration and conditions of service of the Chief Executive, Executive Directors and other Very Senior Managers (VSM) of the BSW ICB including:
 - i. salary, including any performance-related pay or bonus;
 - ii. provisions for other benefits, including pensions and cars;
 - iii. allowances under any pension scheme it might establish as an alternative to the NHS pension scheme;
 - iv. arrangements for terminations and severance payments; and
 - v. other allowances;

The Committee will ensure that any approvals from regulators and / or government departments (e.g. NHSE, HM Treasury) are sought as required.

- b. Determine the remuneration and terms and conditions of ICB Board members.

The Committee will not discuss remuneration planning of the ICB Board's Independent Non-Executive Directors due to Committee members' conflicts of interests. For that particular purpose, the ICB Chair will convene a meeting which comprises members of the ICB's Board other than the Independent Non-Executive Directors, and which will be supported by officers whose expertise is appropriate and relevant to these discussions.

- c. For all ICB staff,
 - i. Determine the ICB pay policy which may include the adoption of pay frameworks such as Agenda for Change, pension schemes, allowances, benefits, employee tribunal settlements;
 - ii. 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;
 - iii. Ensure that the ICB has in place appropriate contractual arrangements with its employees.

2.2.2 Performance and evaluation

- a. Ensure that a framework is in place for the appraisal and performance management process for the ICB Chief Executive, take assurance that the process is undertaken and consider its outcomes for the purposes of any pay review.
- b. Consider matters relevant to Chief Executive Officer's, Chief Officers', and Very Senior Managers' continuation in post including any suspension or termination of their service as employees of the ICB, subject to the provisions of the law and their service contract.
- c. Ensure that a framework is in place for the appraisal and effectiveness review of Board members, including for the robust and compliant application of the Fit and Proper Person requirements. The Chair leads Board members' appraisals and will inform the Board of action that may be required – this may include decision to terminate the term of office of a member of the Board or its Committees.
- d. Advise the Board and support the ICB Chair with regards to effective mechanisms for the regular and adequate review of the Board's and its Committees' performance and effectiveness. Board and committee effectiveness reviews are a matter reserved for the Board.

2.2.3 Succession Planning

- a. Ensure that succession plans are in place for ICB Board members, including mechanisms to ensure that the Board has the right balance of skills, knowledge and perspectives to discharge its duties and functions.

The Committee will not discuss succession planning of the ICB Board's Independent Non-Executive Directors due to Committee members' conflicts of interests. For that particular purpose, the ICB Chair will convene a

meeting which comprises members of the ICB's Board other than the Independent Non-Executive Directors, and which will be supported by officers whose expertise is appropriate and relevant to these discussions.

- b. Ensure that succession plans are in place for the Chief Executive, Chief Officers and VSMS, taking into account the leadership needs of the organisation, existing challenges risks and opportunities, and the skills and expertise needed for the health economy in the future.

2.2.4 Nominations and appointments (Board and committees)

- a. Ensure that the ICB's processes to nominate and appoint members of the ICB Board and ICB Board Committees are designed and undertaken in compliance with relevant legislation, regulation, and with the BSW ICB Constitution.
- b. Assure the Board and the ICB Chair that in making any appointments to the ICB Board and its committees, due process is followed and any statutory and regulatory requirements / expectations are complied with.

2.2.5 BSW ICB workforce

- a. Review, and recommend to the Board for approval, strategies and plans regarding the BSW ICB's workforce, organisational change and organisational development.
- b. Take assurance, and assure the Board, that mechanisms are in place to ensure that the ICB implements ICB workforce / ICB organisational change / ICB organisational development strategies appropriately and in compliance with its relevant policies, and that implementation is monitored and managed appropriately and achieves intended outcomes.
- c. Take assurance, and assure the Board, that the ICB manages ICB workforce risks appropriately and effectively. This may include regular review of relevant risks on the ICB Corporate Risk Register, and of ICB workforce reports and data.
- d. Take assurance, and assure the Board, that the ICB complies with its statutory duties and requirements regarding staff employment and equality and diversity requirement.
- e. Receive, scrutinise, and approve as required / appropriate, annual reports on ICB workforce health and safety, equality and diversity (WRES, WDES, Gender Pay Gap), pay in/equalities.

3. Authority

3.1 The Committee is authorised to

- a. Investigate any activity within its terms of reference.
- b. Seek any information it requires within its remit, from any employee or member of the Board.
- c. Commission reports required to help fulfil its obligations.
- d. 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 procedures put in place by the ICB for obtaining professional advice.
- e. Create sub-groups of the Committee and determine the terms of reference of such sub-groups in accordance with the Boards constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.

4. Accountability and reporting

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

4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.

Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.

4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.

4.4 The Committee provides the Board with an annual report of its activities. The report will normally include a summary of the business conducted; a summary of the number of meetings held, membership attendance, and quoracy; and the Committee's self-assessment of its performance against its annual plan and its terms of reference.

This annual report should be timed so as to support the finalisation of the ICB's Annual Report and Accounts (ARA), and in particular the ARA sections regarding staff.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
- ICB Non-Executive Director for People and Remuneration, Chair
 - ICB Chair
 - ICB Non-Executive Director Public and Community Engagement
 - ICB Non-Executive Director for Finance
 - Non-Executive Director for Quality & Performance
- 5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:
- ICB Chief Executive Officer
 - ICB Chief People Officer
- 5.3 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.
- 5.4 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.
- 5.6 The Chair may ask any or all of those who normally attend Committee meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 5.7 In the case of absences:
- a. In the absence of the Chair, the remaining members present determine one of their number as Chair of the meeting.
 - b. Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

6. Quorum

- 6.1 A quorum shall be three members.
- 6.2 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.

- 6.4 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 quorate meeting of the Committee.

7. Meeting frequency and conduct

Meeting frequency

- 7.1 The Committee will meet quarterly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

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

- 7.2 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.

Meeting conduct

- 7.3 The Committee holds its meetings in private.
- 7.4 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.
- 7.5 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.6 The Committee will apply the ICB's Standards of Business Conduct Policy 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.

Decision making

- 7.8 Decisions are normally arrived at by consensus.
- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on

behalf of the Chair. Quoracy rules apply. All out-of-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:

- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
- b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
- c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
- d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
- e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
- f. The Chair is supported to prepare and deliver reports to the Board.
- g. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- h. Action points are taken forward between meetings, and progress against those actions is monitored.
- i. Governance advice is available and easily accessible for Committee members.

9. Review

- 9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: xxx (when Board approved)

Review date:

Contact: bswicb.governance@nhs.net

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	1 July 2022	Board of ICB	Establishment of the Committee and creation of ToR
V2.0	1 November 2022	Board of ICB	Review and revision of ToR
V3.0	July 2024		Major review of remit, reissue of the ToR

Document control

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

Finance Committee – Terms of Reference (ToR)

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1. Introduction

- 1.1 In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Finance Committee (the Committee) as a committee of the ICB Board.
- 1.2 These Terms of Reference
- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
 - are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
 - are published on the ICB's website, as part of the BSW ICB Governance Handbook.

2. Responsibilities and duties

- 2.1 The four core purposes of the BSW Integrated Care System (ICS) 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.
- 2.2 The purpose of the Committee is to provide assurance to the ICB Board in relation to
- a. the financial management and sustainability of the ICB as a body corporate;
 - b. the financial sustainability and achievement of agreed financial and productivity goals of the NHS in the BSW system; and
 - c. the effectiveness of the NHS in the BSW system to achieve financial sustainability of the BSW system.
- 2.2 In order to discharge its assurance functions, the Committee will
- a. scrutinise the robustness of finance processes, e.g. financial planning, controls, continuous improvement processes, etc (NHS in the BSW system and ICB)
 - b. triangulate multiple sources of internal and external information. This may include financial performance data and trends; contract performance data and intelligence; patients', service users' and carers' reports, surveys, complaints, and concerns where these pertain to finances; evidence from clinicians and managers of commissioned services where these pertain to finances.
- 2.3 The Committee will alert the Board to any matters within its remit for which it cannot provide the ICB Board with assurance in part or in full. The Committee will provide the ICB Board with information of remedial actions that are being taken and / or that are being recommended so that the Committee can give assurances to the Board.
- 2.4 The Committee's responsibilities and duties are as follows.

2.4.1 BSW system

- a. Strategy –
 - i. Set the strategic financial framework for the NHS in the BSW system and monitor performance against it;
 - ii. Take assurance, and assure the Board, that objectives and targets of system finance strategies enable the delivery of the BSW system's and the BSW ICB's strategic aims and objectives for health and care in BSW, and achievement of financial stability and sustainability for the NHS in the BSW system;
- b. Planning and delivery –
 - i. Take assurance, and assure the Board, on the development of the jointly agreed system financial plans and commitments (revenue and capital), their subsequent in-year delivery, and the performance of the NHS in the BSW system against financial plans and commitments; recommend joint forward plans and joint capital plans to the ICB Board for approval;
 - ii. Take assurance, and assure the Board, that the plans deliver financial viability and sustainability, increase productivity, and enable the delivery of the system's priorities;
 - iii. Consider proposals to identify and allocate resources where appropriate to address finance and performance-related issues of the NHS in the BSW system; consider the impact of such allocations on the financial position and outlook of the NHS in the BSW system;
 - iv. Consider the impact on the NHS in the BSW system of efficiency schemes and / or major investment / disinvestment business cases for material service change and advise the ICB Board on courses of action.
 - v. In line with the ICB's Scheme of Financial Delegations, approve capital spend (this may include infrastructure, commissioning of business services etc) and agree to make capital grants available.
For the avoidance of doubt, this does not include commissioning decisions for health and care services that are within the remit of the Commissioning Committee, the Local Commissioning Groups or the Primary Care Commissioning Group; or investments / disinvestments within the remit of the Investment Panel albeit that the Committee will be regularly appraised of Investment panel decisions so that the committee can robustly exercise its assurance remit with regards to the system financial position and sustainability.

- vi. Take assurance on plans and delivery of infrastructure-related activities incl. estates and digital.
- c. System financial performance information, monitoring and reporting –
 - i. Regularly review the financial position and performance of the NHS in the BSW system, including performance against national and local metrics, and advise or recommend courses of action to the ICB Board;
 - ii. Ensure that the NHS in the BSW system develops and agrees mutual / common approaches to financial performance information, monitoring and reporting;
 - iii. Take assurance, and assure the Board, as to the robustness and veracity of the financial performance information, monitoring and reporting of the NHS in the BSW system;
 - d. System finance risks –
 - i. Regularly review system finance risks, advise or recommend courses of action as may be required, and provide assurance to the Board as to the appropriateness and effectiveness of risk management.

2.4.2 ICB body corporate

- a. Planning and delivery –
 - i. Ensure that the ICB develops annual financial plans and budgets (including delegated and pooled budgets and non-recurrent in-year allocations), and recommend these plans and budgets to the ICB Board for approval;
 - ii. Take assurance, and assure the Board, on the in-year delivery of the ICB's financial plans and budgets, including assurance that performance targets and outcomes are being met and / or gaps in performance are being addressed;
- b. Procurement – Take assurance, and assure the Board, that the ICB has in place policies, processes and expertise to undertake health and non-health procurements that are compliant with all applicable legislation and regulation, and that are capable to deliver Value for Money;
- c. Finance risks – regularly review the ICB's finance risks, advise or recommend courses of action as may be required, and provide assurance to the Board as to the appropriateness and effectiveness of risk management;
- d. Controls – approve the BSW ICB's Delegated Financial Limits.

3. Authority

3.1 The Committee is authorised to

- a. Investigate any activity within its terms of reference;
- b. Seek any information it requires within its remit, from any employee or member of the Board;
- c. Commission reports required to help fulfil its obligations;
- d. 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 procedures put in place by the ICB for obtaining professional advice;
- e. Create sub-groups of the Committee, and determine the terms of reference of such sub-groups in accordance with the ICB Board's Constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.
- f. Call and hold committee-to-committee meetings with the ICB Commissioning Committee, with the ICB Quality and Outcomes Committee, and with Local Commissioning Groups as required.

4. Accountability and reporting

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

4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.

Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.

4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.

4.4 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.

5. Membership

5.1 The following are members of the Committee who have voting rights and decision-making powers:

- The ICB Non-Executive Director (Finance), Committee Chair
- The ICB Non-Executive Director (Public and Community Engagement)

- The ICB Non-Executive Director (People)
- The ICB Chief Executive Officer
- The ICB Chief Finance Officer
- The ICB Chief Delivery Officer
- The ICB Chief Medical Officer
- Partner Member of the Board representative/s

5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:

- Two Non-Executive Directors drawn from ICB Board Partner Members

5.3 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.

5.4 The Committee Chair may determine one of the ICB NED members of the Committee as Deputy Chair.

5.5 The Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.

5.6 The BSW ICB Chair may attend meetings of the Committee. For the avoidance of doubt, the BSW ICB Chair is not a member of the Committee and may not vote.

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

5.8 In the case of absences:

- a. In the absence of the Committee Chair, the remaining members present determine one of their number as Chair of the meeting.
- b. Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Committee Chair.

5.9 The Chair may arrange for 'Committee-to-Committee' meetings with the ICB's Commissioning Committee to ensure that commissioning intentions / plans and financial sustainability plans / financial priorities align and are mutually supporting and enabling.

6. Quorum

6.1 A quorum shall be four members, including two members from the ICB.

- 6.2 Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
- 6.3 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.
- 6.4 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 quorate meeting of the Committee.

7. Meeting frequency and conduct

Meeting frequency

- 7.1 The Committee will meet monthly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

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

- 7.2 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.

Meeting conduct

- 7.3 The Committee holds its meetings in private.
- 7.4 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.
- 7.5 Committee members are expected to liaise with their respective organisations' Boards and relevant committees outside of Committee meetings so as to facilitate and support the flow of intelligence and information, the alignment of organisations' and the BSW system's financial strategies and plans, and joined-up / aligned decision-making across the BSW system.
- 7.6 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.7 The Committee will apply the ICB's Standards of Business Conduct Policy 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.

Decision making

- 7.8 Decisions are normally arrived at by consensus.
- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-off-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:

- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
- b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
- c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
- d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
- e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
- f. The Chair is supported to prepare and deliver reports to the Board.
- g. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- h. Action points are taken forward between meetings, and progress against those actions is monitored.
- i. Governance advice is available and easily accessible for Committee members.

9. Review

9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: xxx (when Board approved)

Review date:

Contact: bswicb.governance@nhs.net

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	1 July 2022	BSW ICB Board	Establishment of BSW ICB, creation of the Committee, and of ToR
V2.0	1 November 2022	BSW ICB Board	Review and revision of ToR
V3.0	17 November 2022		Minor amendments to section 1.2
V4.0	30 November 2022		Minor amendments to section 2.3
V5.0	July 2024		Review of remit and membership, reissue of the ToR

Document control

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

Commissioning Committee – Terms of Reference (ToR)

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1. Introduction

1.1 In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Commissioning Committee (the Committee) as a committee of the ICB Board.

1.2 These Terms of Reference

- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
- are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
- are published on the ICB's website, as part of the BSW ICB Governance Handbook.

2. Responsibilities and duties

2.1 The four core purposes of the BSW Integrated Care System (ICS) 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.

2.2 The purpose of the Committee is to assure the Board that the ICB, in pursuing these aims, delivers its functions in a way that secures the arrangement of health and care services for the BSW population. The Committee will, in close collaboration with relevant BSW ICB Committees (in particular the Finance Committee, the Quality and Outcomes Committee, and the Local Commissioning Groups) assure the Board on the performance of commissioned services.

2.3 The Committee supports the ICB Board and contributes to the overall delivery of the ICB objectives by making commissioning decisions; and by providing oversight and assurance to the Board on the ICB's commissioning activities, and compliance with statutory duties and relevant regulation, guidance and policies in this regard.

2.3 The Committee's responsibilities and duties are as follows.

2.3.1 Delegated commissioning, delegation of ICB functions, collaborative commissioning

- a. Advise and assure the Board on the adequacy and effectiveness of the ICB's arrangements for delivering the delegations, from NHSE, for the commissioning of

- i. primary care services, primary dental services, primary ophthalmic services, and primary pharmaceutical services and local pharmaceutical services;
 - ii. specialist services;
- b. Assure the Board on the adequacy and effectiveness of the arrangements where the ICB delegated its functions to 'place' (internal delegations);
 - c. Assure the Board on the adequacy and effectiveness of the arrangements where the ICB delegated its functions to NHS providers, other ICBs, or local authorities;
 - d. Assure the Board on the adequacy and effectiveness of the arrangements where the ICB has entered collaborative commissioning arrangements (incl. as lead-, co- or co-ordinating commissioner) with NHS providers, other ICBs, or local authorities.

2.3.2 Performance

- a. In close collaboration with the ICB's Finance Committee, the ICB's Quality and Outcomes Committee, and the ICB's Local Commissioning Groups, assure the Board on the performance of commissioned services, informed by performance monitoring and escalation of issues and risks. In doing so, the Committee may seek and scrutinise
 - i. place and system views of performance against statutory NHS targets, NHS priorities, and BSW system plans and priorities;
 - ii. short-, mid- and long-term performance trends and projections for the NHS in BSW, and plans to address these;
 - iii. reports and information from Delivery Groups.

2.3.3 Commissioning

- a. Oversee development of, and approve, a long-term strategy for the commissioning of health and care services in BSW which enables the ICB to drive delivery of transformation and of the four core purposes of BSW ICS.
- b. Oversee development of, and approve, a commissioning plan for the NHS in BSW, ensuring that
 - i. assurance can be given that 'place' identifies commissioning needs collaboratively, taking account of both national and local NHS plans, targets and priorities, and local Joint Strategic Needs Assessments (JSNA) and Joint Health and Wellbeing Strategies (JHWS);
 - ii. place, system and at scale commissioning plans complement one another, cumulating in a commissioning plan for the NHS in BSW that supports delivery of the BSW Integrated Care Partnership (ICP) Integrated Care Strategy and of the ICB joint five-year plan;
 - iii. at-scale / pan-system commissioning opportunities are identified and realised;

- iv. overlaps and / or gaps in places' commissioning intentions are identified, as are opportunities where at-scale commissioning would be beneficial;
 - v. assurance can be given that the ICB appropriately discharges its statutory public involvement duty;
 - vi. expert clinical and care professional advice is sought and informs the development of commissioning plans.
- b. Ensure that the ICB has mechanisms in place to maintain oversight of the totality of ICB-commissioned services in BSW and their performance, and to identify opportunities for realising effectiveness, innovation, and transformation;
 - c. Assure the Board that the ICB identifies and follows the appropriate procurement regimes when commissioning services, be they health and care or non-health and non-care services;
 - d. Assure the Board that the ICB's commissioning activities meet statutory and regulatory requirements with regards to
 - i. public involvement; and
 - ii. the ICB's responsibilities for safeguarding adults and children, infection prevention and control, medicines optimisation and safety, equality and diversity as it applies to people drawing on services;
 - e. In line with the ICB's Scheme of Financial Delegations, approve or recommend to the Board, as appropriate, commissioning proposals incl. at scale and strategic, provided that proposals demonstrably
 - i. were reviewed by finance, assuring the committee that the proposed budget / funding is available;
 - ii. considered quality, safety, and equality implications;
 - iii. were informed by clinical and care professionals regarding the expected clinical benefits, quality and safety of services;
 - iv. comply with statutory public involvement requirements.

For the avoidance of doubt, this does not include primary care commissioning which is in the remit of the Primary Care Commissioning Group, or local commissioning within s75 arrangements which is in the remit of the Local Commissioning Groups, or the approval of capital spend or grants.

- f. In line with the ICB's Scheme of Financial Delegations, approve or recommend to the Board, as appropriate, contract award decisions following a procurement and take assurance that
 - i. satisfactory due diligence checks have been undertaken of bidders and potential providers, and of proposed contractual arrangements;
 - ii. risks are appropriately identified and mitigations proposed;
 - iii. value for money will be achieved.

For the avoidance of doubt, this does not include primary care commissioning which is in the remit of the Primary Care Commissioning Group, or local

commissioning within s75 arrangements which is in the remit of the Local Commissioning Groups, or the approval of capital spend or grants.

- g. Maintain an overview of any approvals, by the Investment Panel, of business cases that require new investment over and above the ICB's approved annual budget, and that will lead to the commissioning and / or contracting for healthcare services.

2.2.4 Risk

- a. Review and monitor those risks on the Board Assurance Framework and Corporate Risk Register which relate to commissioning, and take assurance that appropriate arrangements are in place to manage identified risks.

3. Authority

3.1 The Committee is authorised to

- a. Investigate any activity within its terms of reference;
- b. Seek any information it requires within its remit, from any employee or member of the Board;
- c. Commission reports required to help fulfil its obligations;
- d. 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 procedures put in place by the ICB for obtaining professional advice;
- e. Create sub-groups of the Committee, and determine the terms of reference of such sub-groups in accordance with the ICB Board's constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups;
- f. Call and hold committee-to-committee meetings with the ICB Finance Committee, with the ICB Quality and Outcomes Committee, and with Local Commissioning Groups as required.

4. Accountability and reporting

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

4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.

Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.

- 4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.
- 4.4 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.
- 4.5 The Committee provides the Board with an annual report of its activities. The report will include a summary of the business conducted in support of the ICB delivering its statutory functions and duties; a summary of the number of meetings held, membership attendance, and quoracy; and the Committee's self-assessment of its performance against its annual plan and its terms of reference. This annual report should be timed so as to support the finalisation of the ICB's Annual Report and Accounts (ARA), and in particular the ARA's performance overview and analysis.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
- The ICB Non-Executive Director (Public and Community Engagement (Chair))
 - The ICB Non-Executive Director (Quality)
 - The ICB Non-Executive Director (Finance)
 - The ICB Chief Executive Officer
 - The ICB Chief Medical Officer
 - The ICB Chief Nurse Officer
 - The ICB Chief Finance Officer
 - The ICB Chief Delivery Officer
- 5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:
- The Chair of the Primary Care Commissioning Group
 - The ICB Executive Directors of Place
 - The ICB Head of Inequalities
 - The ICB Chief of Staff
 - A BSW Director of Public Health
 - Healthwatch
- 5.3 The Chair may determine one of the other NED members of the committee as deputy chair.
- 5.4 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.
- 5.5 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary

to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.

- 5.6 The BSW ICB Chair may attend meetings of the Committee. For the avoidance of doubt, they are not a member of the committee and may not vote.
- 5.7 The Committee Chair may ask any or all of those who normally attend Committee meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 5.8 In the case of absences:
 - a. In the absence of the Committee Chair, the remaining members present determine one of their number as Chair of the meeting.
 - b. Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Committee Chair.

6. Quorum

- 6.1 A quorum shall be four members.
- 6.2 Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
- 6.3 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.
- 6.4 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 quorate meeting of the Committee.

7. Meeting frequency and conduct

Meeting frequency

- 7.1 The Committee will meet bi-monthly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

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

- 7.2 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.

Meeting conduct

- 7.3 The Committee normally holds its meetings in private.
- 7.4 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.
- 7.5 Committee members are expected to liaise with relevant committees, forums and individuals outside of Committee meetings where this facilitates and supports the flow of intelligence and information, the alignment of organisations' and the BSW system's strategies and plans, and joined-up / aligned decision-making across the BSW system.
- 7.6 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.7 The Committee will apply the ICB's Standards of Business Conduct Policy 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.

Decision making

- 7.8 Decisions are normally arrived at by consensus.
- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-off-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

- 8.1 The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:
 - a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.

- b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
- c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
- d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
- e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
- f. The Chair is supported to prepare and deliver reports to the Board.
- g. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- h. Action points are taken forward between meetings, and progress against those actions is monitored.
- i. Governance advice is available and easily accessible for Committee members.

9. Review

- 9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: xxx (when Board approved)

Review date:

Contact: bswicb.governance@nhs.net

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	19 September 2024	Board of ICB	Establishment of the Committee and creation of ToR

Document control

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**Bath and North East Somerset,
Swindon and Wiltshire**
Integrated Care Board

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

Quality and Outcomes Committee – Terms of Reference (ToR)

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1. Introduction

1.1 In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Quality and Outcomes Committee (the Committee) as a committee of the ICB Board.

1.2 These Terms of Reference

- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
- are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
- are published on the ICB's website, as part of the BSW ICB Governance Handbook.

2. Responsibilities and duties

2.1 The core purposes of an Integrated Care System 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.

2.2 The purpose of the Committee is to assure the Board that the ICB, in pursuing these aims, delivers its functions in a way that secures continuous improvement and innovation with respect to the quality, safety, outcomes and performance of commissioned services. This includes reducing inequalities in access to and outcomes of health and care services, and reducing unwarranted variation in service provision.

2.3 The scope of the Committee's activities are the services commissioned by BSW ICB on behalf of the BSW population.

2.4 The Committee's responsibilities and duties are:

2.4.1 To take assurance, and assure the Board, that the ICB has robust arrangements in place to meet statutory and regulatory requirements regarding

- i. the dimensions of quality set out in the Shared Commitment to Quality and in the Health and Care Act 2022;
- ii. the ICB's responsibilities for safeguarding adults and children, infection prevention and control, medicines optimisation and safety, equality and diversity as it applies to people drawing on services;

2.4.2 To take assurance and assure the Board, that the ICB appropriately reviews, actions, responds to, and embeds sustainably directives, regulations, national standard, policies, reports, reviews and best practice relating to outcomes, quality, safety and performance of commissioned services that are issued by the DHSC, NHSEI and other regulatory bodies or external agencies (e.g. CQC, NICE);

- 2.4.3 To take assurance, and assure the Board, that the ICB has in place robust and transparent structures and processes for
- i. the effective planning, delivery, management and improvement of outcomes, quality safety and performance of commissioned services – ensuring that services are equitable and accessible; deliver value for money; and meet NHS Constitutional Standards;
 - ii. the discharge of the ICB's statutory obligations relevant to outcomes, quality, safety and performance of commissioned services;
 - iii. the effective and sustained delivery of the ICB Quality Improvement Programmes;
 - iv. the review and monitoring of the effectiveness of the quality of care delivered by providers and place;
 - v. the monitoring of mortality and the dissemination and embedding of lessons learnt (including from coronial inquests and PFD reports);

The Committee will highlight to the Board any areas of concern or unsatisfactory redress, and recommend to the ICB implementation of remedial action by the ICB Chief Nurse Officer.

- 2.4.4 To scrutinise risks on the BAF and Corporate Risk Register which relate to outcomes, quality, safety and performance of commissioned services; and to take assurance that identified risks are managed robustly;

- 2.4.5 To take assurance and assure the Board that the ICB has in place effective mechanisms to identify opportunities and sources of learning with regards to best practice and innovation, and to make such learning fruitful for the NHS in BSW.

- 2.4.6 To regularly consider reports and intelligence from all relevant sources on patient experience of commissioned services, recommend to the ICB remedial actions to address concerns as may be required, and take assurance that learning is identified, shared and embedded. Reports and intelligence may include reports from the System Quality Group; reports on incidents, never events, complaints and claims; Serious Case Reviews; Adult Learning Reviews; Domestic Homicide reviews; reports from Local Safeguarding Partnerships, Safeguarding Adult Boards and Safer Community Partnerships.

3. Authority

- 3.1 The Committee is authorised to
- a. Investigate any activity within its terms of reference;
 - b. Seek any information it requires within its remit, from any employee or member of the Board;

- c. Commission reports required to help fulfil its obligations;
- d. 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 procedures put in place by the ICB for obtaining professional advice;
- e. Create sub-groups of the Committee, and determine the terms of reference of such sub-groups in accordance with the ICB Board's constitution, Standing Orders and SoRD. The Committee may not delegate any of its decision-making powers to such groups.
- f. Call and hold committee-to-committee meetings with the ICB Commissioning Committee, with the ICB Finance Committee, and with Local Commissioning Groups as required.

4. Accountability and reporting

- 4.1 The Committee is accountable to the BSW ICB Board and reports to the BSW ICB Board on how it discharges its responsibilities.
- 4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.
Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.
- 4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.
- 4.4 The Committee will submit to the Board any such reports about its work, business conducted and decisions taken as the Board may request, including annual reports that support both the development and the assurance of the ICB's Annual Report.
- 4.5 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
 - The ICB Non-Executive Director for Quality, Chair of the Committee
 - The ICB Non-Executive Director for Public and Community Engagement
 - The ICB Chief Nurse
 - The ICB Chief Medical Officer

- One Representative of Primary Care
- Two Non-Executive Directors from one of the NHS Trusts and NHS Foundation Trusts operating in BSW
- One BSW Director of Public Health
- Partner Member of the Board representative/s

5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:

- The ICB Chief Delivery Officer
- The ICB Head of Inequalities
- Healthwatch

5.3 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.

5.4 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.

5.6 The BSW ICB Chair and the BSW ICB Chief Executive may attend meetings of the Committee. For the avoidance of doubt, they are not members of the Committee and may not vote.

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

5.7 In the case of absences:

- a. In the absence of the Chair, the remaining members present determine one of their number as Chair of the meeting.
- b. Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

6. Quorum

6.1 A quorum shall be four members, including one clinical member.

6.2 Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.

- 6.3 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.
- 6.4 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 quorate meeting of the Committee.

7. Meeting frequency and conduct

Meeting frequency

- 7.1 The Committee will meet bi-monthly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair. The ICB Board, ICB Chair or ICB Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.2 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.

Meeting conduct

- 7.3 The Committee holds its meetings in private.
- 7.4 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.
- 7.5 Committee members are expected to liaise with their respective organisations' Boards and relevant committees outside of Committee meetings so as to facilitate and support the flow of intelligence and information, the alignment of organisations' and the BSW system's workforce strategies and plans, and joined-up / aligned decision-making across the BSW system.
- 7.6 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
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Decision making

- 7.8 Decisions are normally arrived at by consensus.

- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-of-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

- 8.1 The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:
- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
 - b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
 - c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
 - d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
 - e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
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 - h. Action points are taken forward between meetings, and progress against those actions is monitored.
 - i. Governance advice is available and easily accessible for Committee members.

9. Review

- 9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB's Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: xxx (when Board approved)

Review date:

Contact: bswicb.governance@nhs.net

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	1 July 2022	Board of ICB	Establishment of the Committee and creation of ToR
V2.0	1 November 2022	Board of ICB	Review of ToR
V3.0	30 November 2022		Minor amendments to provision 2.5
V4.0	July 2024		Major review of remit and membership, reissue of the ToR

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

People and Workforce Committee – Terms of Reference (ToR)

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1. Introduction

In accordance with the BSW ICB Constitution, the BSW ICB Board establishes the Workforce Committee (the Committee) as a committee of the Board.

These Terms of Reference

- set out the membership, remit, responsibilities and reporting arrangements of the Committee;
- are defined by, and may be amended by, the BSW ICB Board in accordance with the BSW ICB Constitution and Scheme of Reservations and Delegations (SoRD)
- are published on the ICB's website, as part of the BSW ICB Governance Handbook

2. Responsibilities and duties

2.1 The four core purposes of the BSW Integrated Care System (ICS) 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.

2.2 The purpose of the Committee is to advise and assure the Board that the ICB, in pursuing these aims, leads and works with BSW partners on matters relating to the BSW health and care workforce.

2.2 The Committee's responsibilities and duties are:

- a. To advise and assure the BSW ICB Board on the development and delivery of health and care workforce strategies and plans, for the NHS in BSW, that
 - i. Align with, and support the delivery of, the NHS Long Term Workforce Plan, the BSW Integrated Care Strategy, and the BSW Joint Forward Plans;
 - ii. Reflect local authorities', providers' and partners' plans;
 - iii. Contribute to the achievement of the BSW system's long-term sustainability, including through strategies and plans to facilitate recruitment and retention
- b. To approve BSW Integrated Care System (ICS) workforce strategies for the NHS in BSW, and advise the ICB Board on the content of such strategies. Take assurance, and assure the ICB Board, that
 - i. Mechanisms are in place to ensure that approved workforce strategies and plans are being implemented and delivered across the BSW ICS footprint and achieve intended targets, goals and outcomes delivery, and that issues and risks are addressed effectively;
 - ii. Mechanisms are in place to facilitate the development of system-wide workforce and employment policies.

- c. To take assurance that the NHS in the BSW system delivers and implements the NHS People Plan and the high impact actions of the NHS EDI improvement plan;
- d. To regularly review risks on the ICB Board Assurance Framework and ICB Corporate Risk Register that relate to the work of the Committee, and receive assurance that risks are effectively managed.

3. Authority

3.1 The Committee is authorised to

- a. Investigate any activity within its terms of reference;
- b. Seek any information it requires within its remit, from any employee, member of the Board, and the wider ICS;
- c. Commission reports required to help fulfil its obligations;
- d. 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 procedures put in place by the ICB for obtaining professional advice;
- e. Create sub-groups of the Committee, and determine the terms of reference of such sub-groups in accordance with the Boards constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.

4. Accountability and reporting

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

4.2 After each meeting of the Committee, the Committee Chair reports to the Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.

Reporting will be through the form as specified by and agreed with the BSW ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.

4.3 On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the BSW ICB Board.

4.4 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:
- The ICB Non-Executive Director for People and Remuneration, Committee Chair
 - The ICB Non-Executive Director for Quality
 - The ICB Non-Executive Director for Finance
 - The ICB Chief People Officer
 - The ICB Chief Nurse Officer
 - Two Non-Executive Directors from Partner Members of the BSW ICB Board
 - Partner Member of the Board representative/s
- 5.2 The following are regular attendees of the Committee who inform and advise the Committee, and have no voting rights or decision-making powers:
- The Chair of the Workforce Delivery Group
 - xyz, Wessex LMC
 - One NHS Chief People Officer
 - One Local Authority Chief People Officer
- 5.3 Only the above members and regular attendees of the Committee have the right to attend Committee meetings.
- 5.4 In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers.
- 5.5 The Chair may determine one of the ICB Non-Executive Directors who are members of the Committee as Deputy Chair.
- 5.6 At the discretion of the Chair, the BSW ICB Chair and the BSW ICB Chief Executive Officer may attend meetings of the Committee. For the avoidance of doubt, they are not members of the Committee and may not vote.
- 5.7 The Chair may ask any or all of those who normally attend Committee meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 5.8 In the case of absences:
- a. In the absence of the Chair, the remaining members present determine one of their number as Chair of the meeting.
 - b. Where a member or a regular attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

6. Quorum

- 6.1 A quorum shall be four members, including one ICB Non-Executive Director and one Partner Member Non-Executive Director.
- 6.2 Where a Committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
- 6.3 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.
- 6.4 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 quorate meeting of the Committee.

7. Meeting frequency and conduct

Meeting frequency

- 7.1 The Committee will meet quarterly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

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

- 7.2 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.

Meeting conduct

- 7.3 The Committee holds its meetings in private.
- 7.4 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.
- 7.5 Committee members are expected to liaise with their respective organisations' Boards and relevant committees outside of Committee meetings so as to facilitate and support the flow of intelligence and information, the alignment of organisations' and the BSW system's workforce strategies and plans, and joined-up / aligned decision-making across the BSW system.

- 7.6 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.7 The Committee will apply the ICB's Standards of Business Conduct Policy 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.

Decision making

- 7.8 Decisions are normally arrived at by consensus.
- 7.9 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 7.10 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-off-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

- 8.1 The Secretariat for the Committee is provided by the ICB Governance Team. The Secretariat will ensure that:
- a. The Committee's forward plan is maintained and kept current with the Chair and the relevant executive lead.
 - b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with the Standing Orders.
 - c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
 - d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
 - e. Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
 - f. The Chair is supported to prepare and deliver reports to the Board.
 - g. The Committee is updated on pertinent issues/ areas of interest/ policy developments.
 - h. Action points are taken forward between meetings, and progress against those actions is monitored.

- i. Governance advise is available and easily accessible for Committee members.

9. Review

9.1 The Committee will regularly review its performance, its membership and these terms of reference, and recommend to the ICB’s Board any amendments it considers necessary to ensure it continues to discharge its business effectively

Effective date: xxx (when Board approved)

Review date:

Contact: bswicb.governance@nhs.net

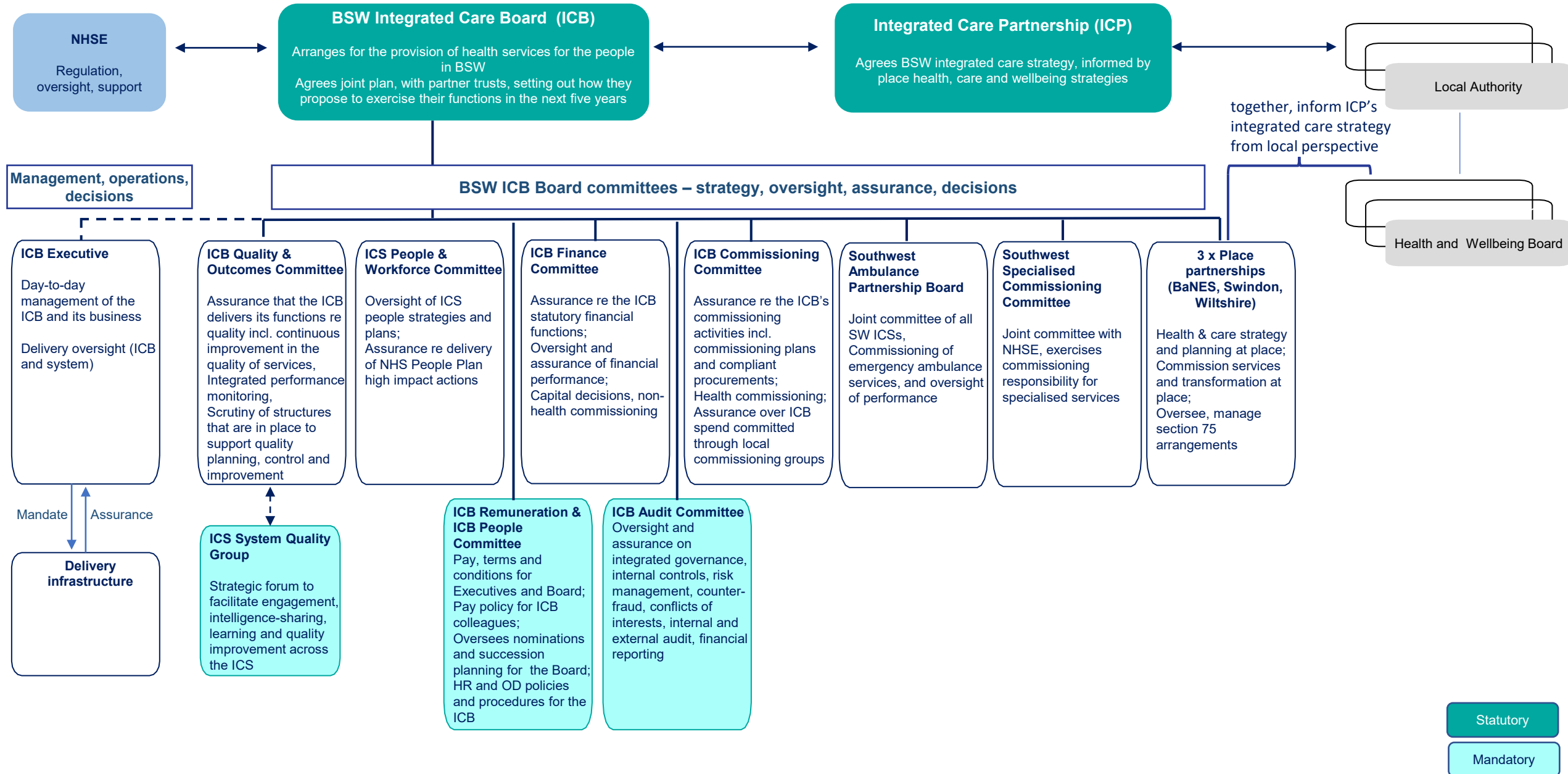
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V1.0	19 September 2024	Board of ICB	Establishment of the Committee and creation of ToR

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BSW ICB Functions and Decisions Map



Statutory

Mandatory