

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 Nurse Officer
 - The ICB Chief Finance Officer
 - The ICB Chief Delivery Officer
 - Local Authority Partner Member – BaNES
 - Voluntary, Community and Social Enterprise Partner Member
- 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 Executive Directors of Place
 - The ICB Communications and Engagement Lead
 - 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, including at least one BSW ICB 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 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: September 2024 (when Board approved)

Review date: March 2026

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
V2.0	February 2025		Review of membership

Document control

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