

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

Joint Transition Committee – Terms of Reference (ToR)

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1. Introduction

- 1.1 In accordance with section 65Z5 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and in accordance with the ICBs' Constitutions, the Dorset, Somerset and BSW ICBs' Boards establish the Transition Committee (the Committee) as a joint committee of the ICBs' Boards. This Committee will exist until the ICBs' transition from current to future state is complete, at which point the Committee will cease.
- 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 ICBs' Boards in accordance with the ICBs' Constitutions and Schemes of Reservations and Delegations (SoRD)
 - are published on the ICBs' websites, as part of the Governance Handbooks.

2. Responsibilities and duties

- 2.1 The purpose of the Committee is to advise the Boards on, and to assure the Boards of, the safe and coherent transition from the current BSW, Dorset and Somerset ICBs' state to the future ICBs' state.
- 2.2 The Committee will oversee and scrutinise arrangements for the transition of the ICBs into their future operating model, in line with national guidance.
- 2.3 The Committee will also oversee the work of the ICBs' transition programme, advise and assure the Boards of the programme's progress, and advise the Boards on any remedial action that the Committee deems appropriate and desirable to ensure the transition.
- 2.4 The Committee's responsibilities and duties are as follows:
 - a. Oversee the establishment of robust programme management arrangements to deliver ICB transition requirements within the prescribed timeframe.
 - b. Ensure that the transition programme is appropriately planned, and that the programme has available to it the right resource and subject matter expertise to deliver the transition programme
 - c. Oversee the transition programme, and pay particular attention to the programme's
 - i. development of future-state organisational and corporate design; scrutinise such design/s, and recommend adoption / implementation of the most suitable design/s to the Boards
 - ii. development and implementation of fair and transparent exit and workforce change processes for ICB staff, in line with national guidance, and ensure that these comply with relevant legislation / regulation, and

- with national, regional and the ICBs' own policies; in close collaboration with the ICBs' Remuneration and People Committee (where appropriate), scrutinise proposed change processes and recommend their implementation to the Boards
- iii. the development of a fit for purpose ICB operating model. This will include ensuring that the proposed new model:
 - Is designed to effectively deliver revised ICB functions and responsibilities, in line with the Model ICB and Strategic Commissioning Framework, based on a robust 'make, buy, share' assessment across relevant geographies.
 - Delivers required efficiencies and is affordable within the financial allocation for the ICBs.
 - Is developed taking into account the feedback from the combined workforce of the ICBs, as appropriate.
 - iv. The programme's effective management of risks
- d. Oversee the establishment of effective governance arrangements to support the period of transition the new ICBs' operating model, and to ensure its ongoing effectiveness.
 - e. Ensure that the transition programme puts in place appropriate mechanisms / gateway processes to assess the ICB's readiness for transfer into any new organisational form, and ensure that the ICBs can robustly assure (through submissions and evidence) NHSE regional and national teams of its readiness to transfer / operate in its future-state design
 - f. Ensure that the transition programme develops and delivers all and any products, evidence, submissions etc as requested by NHSE regional / national, and obtains relevant sign-off before any submissions are made. The Committee will scrutinise the ICBs' readiness to operate assessment/s, give the Committee's formal opinion to the Boards, and recommend to the Boards submission of readiness to operate statement/s to NHSE as and when required
 - g. Ensure financial viability in the short-term within existing allocations minus deficit support funding and within the revised envelop once fair-shares weighted capitation funding is applied
 - h. Provide oversight on any risks to progress and ensure that these are mitigated
 - i. Provide advice, guidance, and steer to the transition programme on any aspects of the transition and its processes
 - j. Oversee the delivery of timely, open, and transparent staff and stakeholder communications throughout the transition process.
 - k. Advise the Boards on specialist guidance as may be issued to ICBs, and interpretations, applications and implications of such guidance.

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 ICBs;
- 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 ICBs' Constitutions, Standing Orders and SoRDs. The Committee may not delegate any decision-making powers to such groups;
- f. Call and hold committee-to-committee meetings with other ICB Committees (e.g. RemCom, Finance) as may be required to ensure and assure the transition.

Members of the Committee may exercise the powers and authorities that are vested into their roles and responsibilities.

4. Accountability and reporting

4.1 The Committee is accountable to the Dorset/Somerset/BSW ICB Boards and reports to the Boards on how it discharges its responsibilities.

4.2 After each meeting of the Committee, the Committee reports to the Boards 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 Boards, 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 Chairs 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 Boards.

4.4 The Committee will liaise closely with the ICBs' Audit Committees and the ICBs' NED (Audit) and assure both that all aspects of the transition programme have due regard to and follow due process. The Committee may seek the NED (Audit)s' counsel.

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 Boards with an annual / final report of its activities. The report will include a summary of the business conducted in support of the ICBs' transition to future state.
This annual report should be timed so as to support the finalisation of the ICBs' Annual Report and Accounts (ARA), and in particular the ARA's governance statement. The report may be in the form of the Committee's report in the Annual Report and Accounts.

5. Membership

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

Dorset ICB

- ICB Chair
- One Non-Executive Director
- Chief Executive
- Chief People Officer

Somerset ICB

- ICB Chair
- One Non-Executive Director
- Chief Executive
- Chief People Officer

BSW ICB

- ICB Chair
- One Non-Executive Director
- Chief Executive
- Chief Delivery Officer

- 5.2 The ICB Chairs will take it in turns to chair meetings of the Committee ('rotate').
- 5.3 The individual who chairs a Committee meeting may, on behalf of the Committee, invite ad-hoc and in view of agenda items such individuals to the Committee meeting 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.
- 5.4 The individual who chairs a Committee meeting 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.
- 5.5 In the case of absences:
- a. In the absence of an individual to chair a Committee meeting, the remaining members present determine one of their number as Chair of the meeting.
 - b. Where a member or an attendee of the Committee is unable to attend a meeting, a suitable alternative may be agreed with the individual chairing the Committee meeting. A member's deputy attends with the full rights as the Committee member who they deputise for.

6. Quorum

- 6.1 A quorum shall be 6 members, including at least one Non-Executive Director and one Executive Director from each 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 attend with the full rights as the Committee member who they deputise for, will count towards the quorum, and may speak and vote on behalf of the member who they deputise for.
- 6.3 If any member of the Committee or their deputy 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 ICBs' Boards, Chairs or Chief Executives 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 ICBs' 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 Integrated Care Systems' strategies and plans, and joined-up / aligned decision-making across the Integrated Care Systems. .

- 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 ICBs' Standards of Business Conduct Policy or other relevant policies with regards to the management of conflicts of interest. This means that the individual who chairs a Committee meeting 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, or their nominated deputies, may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter.

The individual who chairs a Committee meeting 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 ICB Chairs may agree to conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chairs. 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 ICBs' governance teams. The Secretariat will ensure that:
- a. The Committee's forward plan is maintained and kept current.
 - b. Meeting agendas are agreed by the individual chairing a Committee meeting with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in a timely manner.
 - c. Members' and regular attendees' attendance at meetings is monitored, and the ICB Chairs are 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 ICB Chairs are prompted to renew membership and identify new members where necessary.
 - e. Good quality minutes are taken and agreed with individual who chaired the respective Committee meeting, and a record is kept of matters arising, action points and issues to be carried forward.
 - f. The individual who chairs the Committee meeting is supported to prepare and deliver reports to the ICBs' Boards.
 - 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 Due to the focus of the Joint Committee's work and the nature of emerging guidance, these terms of reference will be kept under review on an ongoing basis to ensure continued fitness for purpose.

Any proposed amendments to the terms of reference will be submitted to the ICBs' Boards for approval.

Effective date:

Review date:

Contact:

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V1.0	TBC May 2025	Committee: recommendation to ICBs Boards for approval ICB Boards: approval of TORS	Establishment of the Committee and creation of the Terms of Reference