**NHS Derby and Derbyshire**

**Integrated Care Board**

**Governance Handbook**

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| **KEY MESSAGES** |
| 1. Brings together a range of corporate statutory documents in one place |
| 1. Aims to assist the ICB in building a consistent corporate approach to its day to day operation |
| 1. Forms part of the ICB’s corporate memory |

**VERSION CONTROL**

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| **Title:** | NHS Derby and Derbyshire Integrated Care Board Governance Handbook |
| **Supersedes:** | Governance Handbook for NHS Derby and Derbyshire CCG |
| **Description of Amendment(s):** | Versions 0.1, 0.2, 0.3, 0.4 and 0.5 – Initial drafts  Version 0.6 and 0.7 – final draft following review by shadow ICB Board  Version 1.0 – final (approved)  Version 1.1 – updates made to Committee Terms of References and ICB Functions and Decisions Map, following review  Version 1.2 – updates made to Corporate Governance Framework, Appendix 10 - Board Assurance Report Template; Integrated Care System Committees (Terms of References included), Scheme of Reservation and Delegation  Version 1.3 – updates made to Scheme of Reservation and Delegation, and Corporate Governance Framework, Appendix 10 - cover sheets, to include reference to strategic risks and prompts for financial impact, and committee agendas to include BAF assurance question  Version 1.4 – updates to ICB Committee Terms of References following September 2023 approval; removal of System Quality Group from functions and decision map, and sections 4.1 (Statutory Committees) and 4.3.2 (ICB Board – Committee Terms of Reference).  Version 1.5 – updates to: ICB Committee Terms of References following March 2024 approval; cover sheets within Corporate Governance Framework to include revised strategic risks. Scheme of Reservation and Delegation removed and link to document included on ICB's website; and 'use of recording devices' (paragraph 6.6.7 and Appendix 18). |
| **Financial Implications:** | See sections 8, 9 and 10. |
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| **Author:** | Corporate Delivery and Finance |
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| **List of Referenced Policies** | Continuing Healthcare Policy  Corporate Governance Framework  Disciplinary Policy  Fraud, Bribery and Corruption Policy  Individual Funding Requests Policy  Policy Management Framework  Procurement Policy  Raising Concerns at Work (Whistleblowing) Policy  Recruitment and Selection Policy  Risk Management Strategy  Standards of Business Conduct and Managing Conflicts of Interest Policy  *See also section 1.4 of Standards of Business Conduct and Managing Conflicts of Interest Policy* |
| **Key Words section (metadata for search facility online)** | Governance Handbook  Governance Structure  Conflicts of Interest  Standing Financial Instructions  Prime Financial Policies  Corporate Governance Framework  Terms of Reference  Member Practices  Scheme of Reservations and Delegation |
| **Reference Number** | CD05 |
| **Target Audience** | ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken. |

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1. Purpose

The purpose of this document is to bring together a range of corporate statutory documents in one place and is described as the NHS Derby and Derbyshire Integrated Care Board Governance Handbook (the "ICB Governance Handbook").

The ICB Governance Handbook is not a legal requirement; however it is an approach that will assist NHS Derby and Derbyshire Integrated Care Board (the "ICB") to build a consistent corporate approach and form part of the corporate memory.

The handbook includes:

* + 1. Committee Terms of Reference;
    2. Integrated Care System – Committee Terms of Reference;
    3. Eligible Providers of Primary Medical Services;
    4. Scheme of Reservations and Delegation (SoRD);
    5. Standing Financial Instructions;
    6. Corporate Governance Framework;
    7. Standards of Business Conduct Policy; and
    8. Managing Conflicts of Interest Policy.

The ICB Governance Handbook will be published on the ICB's website for transparency and ease of access and updated regularly as a routine reference guide for member practices, staff and the public.

1. Functions and Decision Map

**Health and Wellbeing Boards (HWBs)**

Derby City Council

Derbyshire County Council

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**Integrated Care Board (ICB)**

Integrated Care Boards (ICBs) will be new statutory organisations, to lead integration within the NHS. They will bring the NHS together locally to improve population health and establish shared strategic priorities within the NHS, connecting to partnership arrangements at system and place.

**Integrated Care Partnership (ICP)**

The Integrated Care Partnership (ICP) will align the ambitions, purpose and strategies of partners across each system. ICPs are:

* a forum for NHS and local authority leaders to come together with stakeholders from the system & community.
* responsible for generating an integrated care strategy to improve population health, address inequalities and the wider determinants of ill health

**Place at Scale (City and County)**

Population Health: Places should focus on improving the health and wellbeing for the population, preventing ill health and addressing health inequalities.

Integration: Improve the quality, co-ordination and accessibility of health and care services and build coalitions across a range of community partners.

**Provider Collaborative**

Partnership arrangements involving at least two trusts working at scale, with a shared purpose and effective decision-making arrangements

Statutory organisations, primary and social care, voluntary sector, partners in addressing determinants of ill health

**FUNCTIONS & DECISION MAKING: COMPONENT PARTS OF THE JUCD ICS**

Responsible for: Setting the direction and supporting the commissioning of high-quality services to deliver the NHS Long Term Plan balancing national direction with local autonomy to secure the best outcomes for patients. Making decisions about how best to support and assure performance, as well as supporting system transformation and the development of Integrated Care Systems. Acting as guardians of the health and care framework: by ensuring the legislative, financial, administrative and policy frameworks are fit for purpose and work together.

**NHS England & Improvement, Department of Health & Social Care, and Local Government Association**

The Derby and Derbyshire Integrated Care Board (ICB) Functions and Decisions Map sets out the governance arrangements that support collective accountability between partner organisations for whole-system delivery and performance. The purpose of this Functions and Decisions Map is to facilitate transparent decision-making and foster the culture and behaviours that enable system working. This document should be read in conjunction with the ICB Constitution, ICB Statutory Functions and the Scheme of Reservations and Delegations documentation.

**NHS DERBY AND DERBYSHIRE INTEGRATED CARE BOARD FUNCTIONS AND DECISIONS MAP**

**Derby and Derbyshire Integrated Care Partnership**

**Chair: Rotating City/County HWB and JUCD ICB Chair as deputy**

**Lead Exec: Strategic Directors of LAs/ICB CEO**

**Accountabilities:**

* Statutory joint committee where leaders from across the care and health system come together
* Provide such advice, assistance or other support as it thinks appropriate for the purpose of encouraging the making of arrangements under section 75 of the National Health Service Act 2006
* Work collaboratively across local authority area to improve health and wider population outcomes inc. work with Place and Derby Partnership Board
* Produce an integrated care strategy setting out how the assessed needs of its area are to be met by its ICB, NHS and local authorities. Healthwatch must be involved in the strategy alongside wider engagement.
* Each time an ICP receives an assessment of relevant needs (Joint Strategic Needs Assessment - JSNA) it must consider whether the current integrated care strategy should be revised.
* ICPs must publish their strategy and give a copy to each responsible local authority, and to each partner ICB of those local authorities.

**Decisions:**

* Support HWB outcomes & priorities and the co-ordination of plans for the integration of health and social care services to improve health and wellbeing of the population and reduce inequalities
* Agree content for contribution to the ICB's Annual Report.
* Drive greater use of resources in prevention (but financial decisions reserved to SFEC)

**Derby and Derbyshire Integrated Care Board**

**Chair: ICB Chair**

**Lead Exec: ICB CEO**

**Accountabilities:**

* Statutory organisation leading integration across the NHS. to improve population health and establish shared strategic priorities within the NHS, connecting to partnership arrangements at system and place.
* Ensure compliance with legal and statutory duties and obligations including quality, provider selection regime, the People Plan, public involvement and data and digital priorities, emergencies.
* Develop a plan and allocate resource to meet the health and healthcare needs of the population including provision, contracting etc.
* Establish joint working arrangements with partners that embed collaboration as the basis for delivery within the plan.
* Establish governance arrangements to support collective accountability for whole-system delivery and performance.
* Publish an Annual Report setting out how duties were discharged in the previous year.

**Decisions:**

* Agree and publish a constitution and annual report.
* Agree and publish a plan setting out how it will discharge its duties including the strategies of the HWBBs and strategic objectives and risks.
* Receive assurance from its committees as to the satisfactory discharge of statutory functions and duties or agree remedial actions as appropriate.
* Agree allocation of resources in line with financial regulations and strategic priorities.
* Agree process for assuming delegated responsibilities from NHSEI and for joint working on specialised services.

**System Executive Senior Leadership Team**

**Chair: Rotating Chief Officers**

**Accountabilities:**

* Executive level oversight of NHS delivery and performance and transformation.
* Managing the system’s process of operational control and escalation
* Executive connection to inform the Integrated Care Partnership and enable focus on collective opportunities and actions to address health inequalities, improving life expectancy and healthy life expectancy, including anchor institution developments

**Decisions:**

* Agreeing and allocating the necessary resources (financial, knowledge, people and time) required to build the capacity and capability deliver the system objectives.
* Reviewing and endorsing recommendations from sub-groups to ensure successful delivery, where necessary unblocking obstacles preventing progress
* Individual members may make decisions on behalf of their organisations

**Health & Wellbeing Boards**

**Derbyshire County H&W Board Derby City H&W Board**

**Accountabilities:**

* Duty to prepare and publish a Joint Strategic Needs Assessment (JSNA) of current and future health and social care needs in relation to the population of the local authority.
* Prepare and publish a Pharmaceutical Needs Assessment (PNA) to assess the need for pharmaceutical services in Derby.
* Encourages integrated working between health, care, police and other public services in order to improve wellbeing outcomes for the local population.
* Prepare and publish a Health and Wellbeing Strategy – a strategy for meeting the needs identified within the JSNA which sets the vision and high-level outcomes and priorities for their areas.
* Consider if needs outlined in ICS Strategy means the HWBS needs to be refreshed

**Decisions:**

* Agree priorities and the co-ordination of plans for the integration of health and social care services to improve health and wellbeing of the population and reduce inequalities
* Agree content for contribution to the ICB's Annual Report.

**INTEGRATED PLACE EXECUTIVE**

**Chair: Dr Penny Blackwell**

**Lead Exec: Tracy Allen (NHS) and Helen Jones (LA)**

**Accountabilities:**

One Integrated Place Executive (IPE) to co-ordinate and deliver the set of activities that are best done once. These include for example:

* Identifying Place priorities from system strategic plans (e.g., ICB NHS plan, ICP Integrated Care Strategy)
* Planning and overseeing the integration and co-ordination of integrated health and care services.
* Managing relevant whole system transformation programmes.
* Interface with provider collaborative and delivery board output to determine implications for place based provision.
* Hold delegated resources/accountability from ICB (via NHS Lead Provider in first instance).
* Identifying and addressing system / inter-agency barriers to integrated care.

**Decisions:**

* Agree the operating model for place based working
* Agree on deployment of local assets and resources to support health, social and economic development, including procurement
* Agree integrated and responsive services
* Agree transition plans and support for Glossop

**PROVIDER COLLABORATIVE AT SCALE**

**Provider Collaborative Leadership Board**

Chair: TBC

Lead Exec: TBC

**Accountabilities:**

* Provide joint system leadership to transform and address provider quality and efficiency, working together at scale with a shared purpose and effective decision-making arrangements.
* Plan, deliver and transform services, address unwarranted variation and inequality in access, experience and outcomes across wider populations, improve resilience and ensuring that specialisation and consolidation occur where this will provide better outcomes and value.

**Decisions:**

* Identify and agree opportunities and priorities for collaboration in line with strategic objectives
* Agree on deployment of local assets and resources for service recovery, restoration and transformation
* Agree management of risks and mitigations of each provider partner
* Agree strategic plan collaboration for recommendation to ICB Board

**ICB COMMITTEES with SYSTEM MEMBERSHIP**

**STATUTORY ICB COMMITTEES**

**DERBY AND DERBYSHIRE INTEGRATED CARE BOARD**

**Chair: ICB Chair**

**Lead Exec: ICB CEO**

* Statutory organisation leading integration across the NHS. to improve population health and establish shared strategic priorities within the NHS, connecting to partnership arrangements at system and place.
* Ensure compliance with legal and statutory duties and obligations including quality, provider selection regime, the People Plan, public involvement and data and digital priorities, emergencies.
* Develop a plan and allocate resource to meet the health and healthcare needs of the population including provision, contracting etc.
* Establish joint working arrangements with partners that embed collaboration as the basis for delivery within the plan.
* Establish governance arrangements to support collective accountability for whole-system delivery and performance.
* Publish an Annual Report setting out how duties were discharged in the previous year.

**KEY:**

**REMUNERATION COMMITTEE**

**Chair: NEM for Remcom & People Strategy**

**Lead Exec: ICB CEO**

**Accountabilities**:

* Makes recommendations to the ICB about pay, terms of service and remuneration including fees and pensions.
* Reviews as required, the Chief Executive and individual senior officers' and managers' performance.
* Advises on and oversees contractual arrangements for staff

**Decisions:**

* Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars.
* Determine arrangements for termination of employment and other contractual terms and on-contractual terms.
* Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
* Oversee contractual arrangements.
* 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

**QUALITY AND PERFORMANCE COMMIITTEE**

**Chair: NEM for Quality and Performance**

**Lead Exec: Chief Nurse Officer**

**Accountabilities**:

* Provides quality and performance assurance and improvement across all providers of health and care in Derby and Derbyshire.
* Creates a culture of support, collective leadership, mutual holding to account and triangulates information and intelligence to safeguard the quality of care.
* Provides a mechanism of identifying risks to quality and performance and opportunities for improvement.
* Secures continuous improvements in quality and outcomes of clinical effectiveness, safety and patient experience
* Ensures assessment and provision of Safeguarding services, Continuing Health Care, Funded Nursing Care and Personalised Health Budgets and Individual Funding Requests

**Decisions**:

* Agree whether assurance is received or whether remedial actions required in relation to the quality, performance, safety, experience and outcomes of services, including metrics used to provide assurance.
* Implementation of investigatory processes where appropriate and agree any actions arising.
* Commission any reports, surveys or reviews of services it deems necessary to help it fulfil its obligations

**AUDIT AND GOVERNANCE COMMITTEE**

**Chair: NEM for Audit and Governance**

**Lead Exec: Chief Finance Officer/ Chief of Staff**

**(Board Secretary)**

**Accountabilities**:

* Tests the system and receives assurance on the robustness of an effective system of integrated governance, compliance with regulations and public law, risk management and internal control, across the whole of the ICB's activities, including emergency preparedness, IG and cyber security.
* Ensures compliance with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anti-competitive conduct; complying with public law requirements when entering into contracts concerning commissioning arrangements and use of public monies.
* Ensures that relevant conflicts of interests that affect the integrity of the ICB's decision making processes are declared and included in registers.
* Oversee policy development including ICB staff policy, estates and NHS Green agenda.

**Decisions:**

* Commission reports, legal advice or other professional support to help fulfil its obligations
* Create sub-groups to undertake specific pieces of work on behalf of the Committee
* Agree on assurances received, or remedial action required as to the adequacy of governance, risk management and internal control processes within the ICB
* Provides independent and objective recommendation of the external auditors to be appointed for the ICB and agrees external and internal audit plans.

**INTEGRATED CARE BOARD COMMITTEES**

**POPULATION HEALTH & STRATEGIC COMMISSIONING COMMITTEE**

**Chair: NEM for Strategy & Planning**

**Lead Exec: Chief Strategy and Delivery Officer**

**Accountabilities**:

* Prepares and publishes a whole population health commissioning plan for physical and mental healthcare for patients in the geographical area, with the involvement of the Health and Wellbeing Boards and local community organisations and aligned to the strategy developed by the ICP.
* Develops and implements the commissioning strategy and policy of the ICB and helps to secure continuous improvement of the quality of services, retaining particular focus on health inequalities.
* Supports providers to lead major service transformation programmes, ensuring improved outcomes and quality to deliver and achieve the ICB's strategic and operational plans within financial allocations.
* Secures continuous improvement in the quality of primary medical care services.
* Promotes research and innovation.

**Decisions:**

* Agree priorities for prevention, early detection, reduction of health inequalities and continuous improvement, and programme of work to deliver.
* Agree allocation of resources to service strategy and plan including investments to be proposed.
* Clinically review business cases and approve or reject.
* Take decisions relating to the management of delegated functions.
* Receive assurance that commissioning decisions are underpinned and informed by communications and engagement with the membership and local population as appropriate.

**FINANCE, ESTATES AND DIGITAL COMMITTEE**

**Chair: NEM for Finance**

**Lead Exec: Chief Finance Officer**

**Accountabilities**:

* Establishes a financial performance framework which enables the Establishes a financial performance framework which enables the ICB proactively to manage its financial, performance and savings agenda. Scrutinise and provide assurance to the Board in respect of the organisation's management of its financial performance and risk.
* Ensures the ICB operates within agreed budgets and proposes plans and necessary actions to maintain financial balance.
* Oversees development of the system estates strategy and plans to ensure it properly balances clinical, strategic and affordability drivers. Gain assurance that the estates plan is built into the system financial plans

**Decisions**:

* Agree the financial planning model to be adopted and relevant contractual frameworks, including the financial intelligence function
* Agree a system financial target, financial plans and priorities to be recommended to the Board
* Approve or reject business cases including investments or disinvestments
* Agree a 12-month operational and 5-year rolling strategic plan and any remedial actions required to deliver

**PEOPLE AND CULTURE COMMITTEE**

**Chair: NEM for Remcom & People Strategy**

**Lead Exec: Chief People Officer**

**Accountabilities**:

* Delivers the commitments of the NHS People Plan across the Derby and Derbyshire system.
* Oversees plans to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS, promoting the education and training of existing and future health care staff.
* Ensures workforce capacity and capability together with an organisational development plan; oversees the demonstration of equality, diversity and inclusion for all NHS staff.
* Supports the wellbeing of the workforce including health and safety, safeguarding and security management.

**Decisions:**

* Identify and agree actions to support ways of working at true system level including standardised systems
* Agree work programme for delivery of the People Plan
* Review workforce analysis and approve plans to address gaps
* Approve plans for organisational and staff development
* Agree collaborative recruitment and retention strategies

**PUBLIC PARTNERSHIPS COMMITTEE**

**Chair: NEM for Engagement**

**Lead Exec: Chief of Staff, (Board Secretary)**

**Accountabilities**:

* Ensures appropriate engagement and consultation with patients and the public for new or changing services and assesses the levels of assurance and risk.
* Ensures the local health system develops robust processes in the discharging of duties relating to involvement and consultation; seeks assurance that the Derbyshire system is following defined processes relating to due regard.
* Ensures published plans include patient views expressed and how they were addressed.
* Ensures involvement of traditionally underrepresented groups in shaping and influencing service development, with a particular focus of helping to reduce inequalities in health.

**Decisions**:

* Agree approach to formal consultation programme
* Receive and agree assurance that patients and the public are an integral part of designing, commissioning, transforming and monitoring services
* Agree assurance or risk that statutory duties relating to Patient and Public Engagement, as laid out in the Health & Social Care Act 2012, including those relating to Local Authority Scrutiny and that staff are appropriately trained
* Agree responses to external reviews and implementation of any learning.

1. Governance Structure

**System Executive SLT**

**Audit & Governance Committee**

**ICB Board**

**Operational Oversight & Delivery**

**Statutory Committees of the ICB**

**Non-Statutory Committees of the ICS**

**Delivery of Strategy and Transformation**

**Quality & Performance Committee**

**Finance, Digital & Estates Committee**

**People & Culture Committee**

**Population Health & Strategic Commissioning Committee**

**Public Partnership Committee**

**Transformation and Enabling Strategies**

* **UEC**
* **Planned Care**
* **MH & LD**
* **Vaccination**
* **Digital**
* **Estates**

**Operational Delivery and Oversight**

* **Operational Performance**
* **Quality**
* **People**
* **Finance**

**Remuneration Committee**

**Place Alliances & PCNs**

**PLACE**

**Provider Collaborative**

1. Integrated Care Board Committees
   1. Statutory Committees
      1. Audit and Governance Committee

The Committee will incorporate the following duties:

* + - 1. integrated governance, risk management and internal control;
      2. Internal Audit;
      3. External Audit;
      4. Corporate Governance;
      5. other assurance functions - reviews by Department of Health arm's length bodies or regulators/inspectors and professional bodies with responsibility for the performance of staff or functions;
      6. Counter Fraud;
      7. Freedom to Speak Up;
      8. Information Governance;
      9. financial reporting;
      10. Conflicts of Interest;
      11. management - request and review reports and positive assurances from directors and officers of the ICB on the overall arrangements for governance, risk management and internal control; and
      12. communication – coordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.
    1. Remuneration Committee

The Committee will incorporate the following duties:

* + - 1. with regard to the Accountable Officer, Directors and other Very Senior Managers – making recommendations relating to all aspects of salary (including any performance-related elements, bonuses);
      2. making recommendations to contractual arrangements for clinicians engaged to support the ICB Board;
      3. making recommendations on provisions for other benefits, including pensions and cars;
      4. making recommendations for arrangements for termination of employment and other contractual terms (decisions requiring dismissal shall be referred to the ICB Board);
      5. ensuring that officers are fairly rewarded for their individual contribution to the organisation having proper regard to the organisation’s circumstances and performance and to the provisions of any national arrangements for such staff;
      6. ensuring proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate, advising on and overseeing appropriate contractual arrangements for such staff. This will apply to all ICB staff; and
      7. ensuring proper calculation and scrutiny of any special payments.

* 1. Non-Statutory Committees
     1. Finance, Digital and Estates Committee

The Committee will be responsible for the:

* + - 1. delivery of the single system-wide finance, digital and estates (including continuous improvement) plan built around a re-defined way of delivering care (as defined by the JUCD strategy, vision and objectives) regarding:
         1. deliverability and level of risk;
         2. whether the plan delivers the best return on the resources available and can be delivered within the resources available;
      2. providing oversight of the framework and strategy for finance, digital and estates planning to ensure that each of the system partners have plans which are compatible with and compliment the system approach;
      3. oversight of the management of the system financial target, and overseeing development of a 5-year rolling system financial projection which demonstrates ongoing efficiency and value improvements/impacts of longer term investments;
      4. Overseeing development of the JUCD future financial regime and recovery to address our known financial pressures and to provide assurance to the ICB Board;
      5. ensuring effective oversight of future prioritisation and capital funding bids;
      6. oversight and monitoring of financial, digital, estates and continuous improvement performance and delivery in order to give the ICB Board confidence that JUCD is implementing its strategic outcomes;
      7. providing the ICB Board with an accurate understanding of the system's current and forecast financial position and the development and oversight of the system's medium term financial recovery plan to correct any underlying challenge;
      8. considering full business cases for material service change or efficiency schemes;
      9. managing associated risks by developing and monitoring a Finance, Digital and Estates Committee Risk Register;
      10. reviewing exception reports on any material:
          1. breaches of the delivery of agreed efficiency improvement plans including the adequacy of proposed remedial action plans; and
          2. in-year overspends against delegated budgets, including the adequacy of proposed remedial action plans;
      11. having responsibility to the ICB Board for oversight and advice on the current risk exposures with regard to the short and long term financial plans and the associated recovery strategies;
      12. identifying and allocating resources where appropriate to improve performance of identified schemes or ad-hoc finance and performance related issues that may arise;
      13. considering significant investment or disinvestment decisions;
      14. reviewing the forward agenda for the Committee to ensure preparatory work to meet national planning timelines are appropriately scheduled;
      15. ensuring that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements;
      16. reviewing the adequacy and effectiveness of relevant policies and procedures for ensuring compliance and related reporting; and
      17. having oversight of the system Recovery and Restoration work related to finance and efficiency and receive assurance regarding progress.
    1. People and Culture Committee

The Committee will be responsible for:

* + - 1. ensuring that the Derby and Derbyshire ICS has an ambitious People and Culture strategy;
      2. ensuring the People and Culture strategy supports the ICS and its partners to achieve the ambition to be an Anchor Institution;
      3. improving equality, diversity, and inclusion for our current and future workforce; maximising our potential as employers to reduce health and inequalities and to improve the health and wellbeing of our communities;
      4. promoting a positive culture to enable the system to be an agile, inclusive, and modern employer to attract, recruit and retain the people we need to deliver our plans;
      5. overseeing the development and delivery of the work programme to grow our system leadership capacity, capability, talent, and culture across our ICS;
      6. ensuring there is a robust package of support and focus on the wellbeing of the workforce including health and safety, safeguarding and security management across our ICS;
      7. ensuring plans are in place to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS, promoting collaborative recruitment, education and training of existing and future health and care staff where appropriate;
      8. ensuring analysis and intelligence is used to coordinate our ICS workforce plan that integrates workforce, activity and finance planning where appropriate across health and care to meet current and future population, service and workforce needs, across programmes, pathways and Place;
      9. overseeing the development and progress of a system wide approach to delivering People Services; ensuring the ten People Functions for the ICS are in place to make Derby and Derbyshire a better place to live and work for the ICS people; and
      10. promoting integrated system-working and to support collaborative working at scale.
    1. Public Partnership Committee

The Committee will be responsible for:

* + - 1. making recommendations on the 'phase 2' responsibilities of the Committee, likely from autumn 2022, concurrent with the confirmation of the scope of the Integrated Care Partnership, specifically relating to the scope, reporting arrangements and membership of this committee;
      2. championing patient and public engagement across the Derbyshire health and care system, providing a watchful eye in scrutinising service developments;
      3. ensuring that the development and delivery of the Derby and Derbyshire Integrated Care Strategy is driven by the insight and opinions gathered from local people;
      4. championing the routine principles of continuous engagement and co-production when assessing all public engagement activity, challenging and escalating findings where standards and principles have not been met;
      5. seeking assurance of work to reach underserved groups and that this is being coordinated across partners and agencies, ensuring that all voices are being heard;
      6. seeking assurance, through reports, reviews and presentations that the public are an integral part of designing, commissioning, transforming and monitoring services;
      7. seeking assurance that the ICB and wider system are meeting statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022, including those relating to Local Authority Scrutiny;
      8. seeking assurance that the system has robust mechanisms for training relevant staff on statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022;
      9. overseeing the development and delivery of a robust infrastructure of engagement mechanisms including, but not limited to, place-level engagement, reference groups to provide insight on emerging issues, a citizen's panel from which can be drawn individuals across a matrix of geography/conditions/protected characteristics, project-specific lay representation and other mechanisms as required;
      10. ensuring due process and appropriate methodologies have been followed in terms of involving the public in system projects, including providing constructive advice and challenge on proposed methods;
      11. signing off the approach to all formal consultation programmes, either with delegated authority from the ICB Board or prior to their final sign off at those meetings;
      12. seeking assurance that the system has processes to ensure that adherence to the Equality Act duties of due regard is informing engagement programmes accordingly;
      13. reporting to the ICB Board with regard to key risk areas and monitoring actions;
      14. making recommendations for improvements and innovations in the way the system works with patients and the public;
      15. overseeing the development, completion and action planning of any internal or external audits relating to public engagement;
      16. responding to external reviews and National Lessons Learnt reviews and bulletins especially with regards to the way patients and the public are engaged;
      17. ensuring that all voices are heard at committee and programme meetings and that all groups are given appropriate opportunity to shape local services;
      18. acting as an advocate for the engagement work being carried out for the future of health and social care in Derbyshire through appropriate networks.
    1. Quality and Performance Committee

The Committee will be responsible for:

* + - 1. assuring that there are robust processes in place for the effective management of quality and performance;
      2. scrutinising structures in place to support quality, performance, planning, control and improvement, to be assured that the structures operate effectively and timely action is taken to address areas of concern;
      3. agreeing and putting forward the key quality priorities that are included within the ICB strategy/annual plan, including priorities to address variation/inequalities in care;
      4. overseeing and monitor the delivery of the ICB key statutory requirements;
      5. reviewing and monitoring those risks on the Board Assurance Framework and the System Quality Group Risk Register which relate to quality and performance, and high-risk operational risks which could impact on care. the System Quality Group will need to escalate relevant risks to the Corporate Risk Register;
      6. ensuring the ICB is kept informed of significant risks and mitigation plans, in a timely manner;
      7. overseeing and scrutinising the ICB's response to all relevant Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care, NHSEI and other regulatory bodies/external agencies (e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained;
      8. maintaining an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all sites;
      9. overseeing and seeking assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes;
      10. ensuring that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place;
      11. receiving assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded;
      12. receiving assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report);
      13. being assured that people drawing on services are systematically and effectively involved as equal partners in quality activities;
      14. scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for safeguarding adults and children;
      15. scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for infection prevention and control;
      16. scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for equality and diversity as it applies to people drawing on services;
      17. scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for medicines optimisation and safety;
      18. having oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Committee (e.g. System Quality Groups, Infection Prevention and Control, Safeguarding Boards /Hubs etc.); and
      19. ensuring the delivery of the quality and performance aspects within the ICB Strategy and Derby and Derbyshire NHS' Five Year Plan 2023/24 to 2027/28.
    1. Population Health and Strategic Commissioning Committee

The Committee will be responsible for:

* + - 1. ensuring strategic, long-term and outcome-based contracts and agreements are in place to secure the delivery of the ICB's commissioning strategy and associated operating plans;
      2. overseeing the preparation and publication of the ICB's commissioning strategy and associated operating plans, aligned to the Health and Wellbeing Boards and Integrated Care Partnership strategies;
      3. overseeing the implementation of ICB commissioning policies, within the financial envelope to help secure the continuous improvement of the quality of the services commissioning by the ICB;
      4. overseeing the development of savings plans and services as detailed in the ICB's Operational Plan, approving the appropriate business cases and mobilisation plans, subject to appropriate evidence being provided (with particular reference to statutory equality and engagement duties) to support the decisions made;
      5. prioritising service investments/disinvestments arising from strategic and operational plans, underpinned by value-based decisions and against available resources, and ensuring that appropriate evaluation is in place for new and existing investments;
      6. ensuring commissioning decisions are underpinned and informed by communications and engagement with the membership and local population as appropriate;
      7. supporting providers (working both within the Integrated Care System and Integrated Care Partnership) to lead major service transformation programmes to achieve agreed outcomes, including through joining-up health, care and wider support;
      8. working alongside councils to invest in local community organisations and infrastructure and, through joint working between health, social care and other partners including police, education, housing, safeguarding partnerships, employment and welfare services, ensuring that the NHS plays a full part in social and economic development and environmental sustainability;
      9. driving a focus on reducing health inequalities, improved outcomes and quality, and ensuring that the delivery of the ICB's strategic and operational plans are achieved within financial allocations.
  1. ICB Board – Committee Terms of Reference
     1. The following section details the terms of reference for the ICB committees.
     2. The statutory committees’ terms of reference include the Audit and Governance Committee; and Remuneration Committee.
     3. The non-statutory committees are as follows:
        1. Finance, Digital and Estates Committee;
        2. People and Culture Committee;
        3. Public Partnership Committee;
        4. Quality and Performance Committee; and
        5. Population Health and Strategic Commissioning Committee.

Audit and Governance Committee

**Terms of Reference**

1. scope
   1. The Audit and Governance Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a Non-Executive Member chaired committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.
2. Purpose
   1. The purpose of the Committee is to ensure that the ICB complies with the principles of good governance whilst effectively delivering the statutory functions of the ICB.
   2. To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the ICB Board on the adequacy of governance, risk management and internal control processes within the ICB.
   3. The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks.
   4. The Committee has no executive powers, other than those delegated in the Scheme of Reservation and Delegation (SoRD) and specified in the Standing Financial Instructions, which includes:
      1. complying with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anti-competitive conduct;
      2. complying with public law requirements in relation to entering into contracts concerning commissioning arrangements and the use of public monies;
      3. taking appropriate steps to ensure that the ICB is properly prepared to deal with emergencies that might affect it;
      4. providing information, where required, to the Information Centre, e.g. to support publication of national data on healthcare services;
      5. maintaining one or more publicly accessible registers of interests of members of the ICB, its employees, members of the ICB Board and members of committees or subcommittees of the ICB, and to make arrangements to ensure that relevant conflicts or potential conflicts of interest are declared and included in the registers;
      6. making arrangements for managing conflicts and potential conflicts of interest in such a way as to ensure that they do not, and do not appear to, affect the integrity of the ICB’s decision-making processes, and to have regard to guidance published by NHS England on management of conflicts of interest;
      7. meeting requirements of the Employment Rights Act 1996, the Equality Act 2010, the Data Protection and Freedom of Information Acts, the European Convention on Human Rights and Health and Safety; and
      8. promoting innovation and research in the provision of health services.
3. Responsibilities of the Committee

The Committee's duties can be categorised as follows:

Integrated governance, risk management and internal control

* + 1. 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 ICB Board.
    2. To ensure that financial systems and governance are established which facilitate compliance with Department of Health & Social Care's Group Accounting Manual.
    3. To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks.
    4. To have oversight of system risks where they relate to the achievement of the ICB's objectives.
    5. To ensure consistency that the ICB acts consistently with the principles and guidance established in HM Treasury's Managing Public Money.
    6. 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.
    7. To identify opportunities to improve governance, risk management and internal control processes across the ICB.

Internal Audit

To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the ICB Board. This will be achieved by:

* + 1. considering the provision of the internal audit service and the costs involved;
    2. 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 board assurance framework;
    3. considering the major 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;
    4. ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
    5. monitoring the effectiveness of internal audit and carrying out an annual review.

External Audit

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:

* + 1. considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit;
    2. 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;
    3. discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
    4. reviewing all external audit reports, including to those charged with governance (before its submission to the ICB Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Corporate Governance

* + 1. The Committee will discharge the ICB’s responsibilities in respect of the following functions:
* Business Continuity;
* ICB Complaints and PALS, including Pharmaceutical, Ophthalmic, Dental and General Practice Services;
* Digital Development and ICT Assurance, including Cyber Security;
* Emergency Preparedness Resilience and Response;
* ICB Estates;
* Fit and Proper Person Test;
* Freedom of Information;
* ICS Green Plan;
* Health, Safety, Fire and Security;
* Information Governance;
* Organisational Development including ICB Staff Survey;
* Procurement and assurance on compliance with procurement regulations; and
* Research Governance.
  + 1. In order to discharges these duties, the Committee will:
* produce an annual work programme;
* ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements;
* review the adequacy and effectiveness of their responsible policies and procedures for ensuring compliance and related reporting;
* ensure that arrangements are in place to monitor compliance with statutory responsibilities;
* promote good risk management and ensure robust controls are in place in accordance with the ICB’s Risk Management Framework;
* establish and approve the terms of reference of such reporting sub-groups or task and finish groups as the Committee believes are necessary to fulfil its terms of reference;
* review the risk register for its area of remit, considering the adequacy of the submissions and whether new risks need to be added or whether any risks require immediate escalation to the ICB Board;
* review the Committee forward planner to assist with the Committee in discharging its duties effectively;
* scrutinise the performance of the ICT service provider against national requirements, reported Key Performance Indicators, cyber security, GP IT delivery assurance, business as usual requirements and project delivery, (as identified in the ICB digital strategy) ensuring risks are identified and managed appropriately.

Other assurance functions

* + 1. To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.
    2. To review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit and Governance Committee's own areas of responsibility.
    3. To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.
    4. To review the findings of external bodies and consider the implications for governance of the ICB. These will include, but will not be limited to:
       1. reviews and reports issued by arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution, Care Quality Commission; and
       2. reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges and accreditation bodies).

Counter fraud

* + 1. To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.
    2. To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.
    3. To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
    4. To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners; Fraud, Bribery and Corruption.
    5. To report concerns of suspected fraud, bribery and corruption to the NHSCFA.

Freedom to Speak Up

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.

Information Governance (IG)

* + 1. To receive regular updates on IG compliance (including uptake and completion of data security training), data breaches and any related issues and risks.
    2. To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.
    3. To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.
    4. To provide assurance to the ICB Board that there is an effective framework in place for the management of risks associated with information governance.

Financial reporting

* + 1. To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
    2. To ensure that the systems for financial reporting to the ICB Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
    3. To review and approve the annual report and financial statements (including accounting policies) as delegated to them by the ICB Board, focusing particularly on:
       1. the wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
       2. changes in accounting policies, practices and estimation techniques;
       3. unadjusted mis-statements in the Financial Statements;
       4. significant judgements and estimates made in preparing of the Financial Statements;
       5. significant adjustments resulting from the audit;
       6. letter of representation; and
       7. qualitative aspects of financial reporting.
    4. To receive and have oversight of Single Tender Waivers that are approved by the Chief Finance Officer.

Conflicts of Interest

* + 1. The chair of the Audit and Governance Committee will be the nominated Conflicts of Interest Guardian.
    2. 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.

Management

* + 1. To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
    2. The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.
    3. To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.

Communication

* + 1. To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.
    2. To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

1. Authority
   1. The Audit and Governance Committee is authorised by the ICB Board to:
      1. investigate any activity within its terms of reference;
      2. seek any information it requires within its remit, from any employee or member of the ICB Board (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these Terms of Reference;
      3. commission any reports it deems necessary to help fulfil its obligations;
      4. obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice; and
      5. create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub‑groups in accordance with the ICB's Constitution and SoRD, but may not delegate any decisions to such groups.
   2. For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD. Decisions and functions delegated to the Committee are detailed in Appendix 1.
2. Accountability and reporting
   * 1. The Committee is accountable to the ICB Board and shall report to the ICB Board on how it discharges its responsibilities.
     2. The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
     3. The Chair will provide assurance reports to the ICB Board at each meeting and shall draw to the attention of the ICB Board any issues that require disclosure to the ICB Board or require action.
     4. The Audit and Governance Committee will provide the ICB Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on the:
        1. fitness for purpose of the board assurance framework;
        2. completeness and 'embeddedness' of risk management in the organisation;
        3. integration of governance arrangements;
        4. appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
        5. robustness of the processes behind the quality accounts.
3. Membership and attendance

Membership

* + 1. The Committee members shall be appointed by the ICB Board in accordance with the ICB Constitution.
    2. The ICB Board will appoint no fewer than three members of the Committee including two who are Independent Non-Executive Members of the ICB Board. Other members of the Committee need not be members of the ICB Board, but they may be. The Non-Executive Members are:
       1. Non-Executive Member of Audit and Governance;
       2. Non-Executive Member of Finance and Estates;
       3. Non-Executive Member of People and Culture.
    3. Neither the Chair of the ICB Board, nor employees of the ICB will be members of the Committee.
    4. Members will possess between them knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and vice chair

* + 1. In accordance with the constitution, the Committee will be chaired by the Non‑Executive Member for Audit and Governance, appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.
    2. Committee members may appoint a Vice Chair who will be another Non-Executive Member.
    3. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

* + 1. Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:
       1. Chief Finance Officer or their nominated deputy;
       2. Chief of Staff or their nominated deputy;
       3. Chief Executive Officer, as required;
       4. representatives of both internal and external audit; and
       5. individuals who lead on risk management and counter fraud matters.
    2. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
    3. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.
    4. All Executive Directors should be invited to discuss ICB objectives and risks in their area of responsibility at least annually.
    5. The Chief Executive should be invited to attend the meeting at least annually.
    6. The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

Attendance

* + 1. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
    2. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
    3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

Access

Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit and Governance Committee.

1. Meeting arrangements and frequency
   1. The Committee will meet five times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
   2. The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
   3. Where necessary members will be required to respond to virtual electronic communications owing to timescales.
   4. The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
   5. Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
   6. Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
   7. There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.
2. Quoracy
   1. For a meeting to be quorate a minimum of two Independent Non-Executive Members of the ICB Board are required, including the Chair or Vice Chair of the Committee.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
3. Behaviours and Decision making
   1. **Behaviours**

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

* 1. **Decision-Making**
     1. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
     2. Voting
        1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
        2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
        3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
     3. Urgent Decisions
        1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
        2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
        3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
  2. **Equality and Diversity**
     1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
     2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  3. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the board assurance framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
2. Interdependencies with other groups
   1. Consideration will be given at each meeting as to whether any items need to be escalated to the ICB Board or another ICB Committee.
   2. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups (see Appendix 2).
3. Managing Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making in line with sections 6.2.1 and 6.2.3 of the ICB's Constitution;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Audit and Governance Committee: 14th March 2024

Approved by the ICB Board: 21st March 2024

Review Date: September 2024

**Appendix 1**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **Audit and Governance Committee** | Delegated responsibility for:   * the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the ICB's activities; * overseeing policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification; * overseeing policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Counter Fraud and Security Management Service; * ensuring that there is an effective internal audit function and external audit plan that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance; * monitoring the integrity of the financial statements of the ICB and any formal announcements relating to financial performance; * ensuring that the systems for financial reporting to the ICB, including those of budgetary control, are subject to review as to completeness and accuracy of the information; * complying with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anticompetitive conduct; * complying with public law requirements in relation to entering into contracts concerning commissioning arrangements and the use of public monies; * taking appropriate steps to ensure that the ICB is properly prepared to deal with emergencies that might affect it; * providing information, where required, to the Information Centre, e.g. to support publication of national data on healthcare services; * maintaining one or more publicly accessible registers of interests of members of the ICB, its employees, members of the ICB Board and members of committees or subcommittees of the ICB, and to make arrangements to ensure that relevant conflicts or potential conflicts of interest are declared and included in the registers; * making arrangements for managing conflicts and potential conflicts of interest in such a way as to ensure that they do not, and do not appear to, affect the integrity of the ICB's decision-making processes, and to have regard to guidance published by NHSEI on management of conflicts of interest; * meeting requirements of the Employment Rights Act 1996, the Equality Act 2010, the Data Protection and Freedom of Information Acts, the European Convention on Human Rights and Health and Safety; and * promoting innovation and research in the provision of health services. | Audit and Governance Committee Terms of Reference |
| The delegation arrangements and financial authority limits are as follows:   * monitoring of the use of single tender/single quote action (on behalf of ICB Board); | SORD 3.4 |
| * income and debt write-off – authorisation of write-offs of debt or income (total debt per debtor) (following ICB Executive Team approval); and | SORD 5.2 |
| * losses and special payments – authorisation and monitoring of losses and special payments (following ICB Executive Team approval). | SORD 6.1, 6.2 |

|  |  |  |  |
| --- | --- | --- | --- |
| **3.** | **Procurement** | *The detailed procedures supporting these delegations can be found in the ICB Procurement Policy* | |
| 3.4 | Monitoring of the use of single tender/single quote action. | Audit and Governance Committee on behalf of ICB Board | Single tender/single quote will be reported quarterly for information only, at Audit and Governance Committee.  All such contracts must be included on the Register of Procurement Decisions, delegated to the Finance Lead responsible for Financial Control. |
| **5.** | **Income and debt write-off** |  | |
| 5.2 | Authorisation to write-off debt or income (total debt per debtor) | Members of the Audit and Governance Committee (following Executive Team meeting) | This includes non-recovery of any payroll overpayments.    Debit or credit notes are only to be raised after approval by the Members of the Audit and Governance Committee.    All write-offs should be reported to Audit and Governance Committee. |
| **6.** | **Losses and special payments** | ***All losses and special payments must be reported at every meeting to the Audit and Governance Committee*** | |
| 6.1 | Authorisation of losses and special payments, including ex-gratia payments | Audit and Governance Committee (following ICB Executive Team approval) | Reference to the national Losses and Special Payments policy should be considered in conjunction with Audit and Governance Committee approval to ensure the approval is within the delegations given to the ICB.    The Chief Finance Officer will report any cases they consider to be “novel, contentious or repercussive” to the Chair of the Audit and Governance Committee as soon as they become aware of the case. These should also be reported to NHS England in line with current guidance. |
| 6.2 | Monitoring of losses and special payments | Audit and Governance Committee | Liaison with the ICB's Local Counter Fraud Specialist & Police as required and in line with the ICB's Fraud, Corruption and Bribery Policy. |

**Appendix 2**

**Audit & Governance Committee Sub-Group Structure**

Remuneration Committee

**Terms of Reference**

1. scope
   1. The Remuneration Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a Non-Executive Member committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.
2. Purpose
   1. The Committee’s main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary it will confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including senior managers/directors (including board members) and non-executive members.
   2. The ICB Board has also delegated the following functions to the Committee:
      1. elements of the nominations and appointments process for ICB Board members;
      2. oversight of executive board member performance.
3. Responsibilities of the Committee

The Committee’s duties are as follows:

* 1. for the Chief Executive, Directors and other Very Senior Managers, determine and approve:
     1. all aspects of remuneration, including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
     2. arrangements for termination of employment and other contractual terms and non-contractual terms;
  2. for all staff:
     1. determine and approve the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
     2. oversee contractual arrangements;
     3. determine and approve the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate; and
  3. possible additional functions in the scope of the committee include:
     1. functions in relation to nomination and appointment of (some or all) ICB Board members;
     2. functions in relation to performance review/ oversight for directors/senior managers;
     3. succession planning for the ICB Board;
     4. assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and Proper Person Regulation (FPPR).

1. Authority
   1. The Remuneration Committee is authorised by the ICB Board to:
      1. investigate any activity within its terms of reference;
      2. seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
      3. obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
      4. create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee’s members. The Committee shall determine the membership and terms of reference of any such task and finish sub‑groups in accordance with the ICB’s constitution, standing orders and SoRD but may not delegate any decisions to such groups.
   2. For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservations and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private. Decisions and functions of the Committee are detailed in Appendix 1.
2. Accountability and reporting
   1. The Committee is accountable to the ICB Board and shall report to the ICB Board on how it discharges its responsibilities.
   2. The minutes of the meetings shall be formally recorded by the secretary and a verbal update provided to the ICB Confidential Board following each of its meetings. Where an individual's remuneration is discussed, the conflicts of interest and any personal or individual's sensitivities must be managed appropriately.
   3. The Committee will provide the ICB Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.
3. Membership and attendance

Membership

* + 1. The Committee members shall be appointed by the ICB Board in accordance with the ICB Constitution.
    2. The ICB Board will appoint no fewer than three members of the Committee including two Independent Non-Executive Members of the ICB Board. Other members of the Committee need not be members of the ICB Board, but they may be. The Non-Executive Members are:
       1. Non-Executive Member of Remuneration;
       2. Non-Executive Member of Population Health and Strategic Commissioning; and
       3. ICB Board Clinical (Other) Member.
    3. The Chair of the Audit and Governance Committee may not be a member of the Remuneration Committee.
    4. The Chair of the ICB Board may be a member of the Committee but may not be appointed as the Chair.
    5. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and Vice Chair

* + 1. In accordance with the constitution, the Committee will be chaired by the Non‑Executive Member responsible for Remuneration, appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.
    2. Committee members may appoint a Vice Chair from amongst the members.
    3. In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.
    4. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

* + 1. Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.
    2. Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:
       1. the ICB’s most senior HR Advisor or their nominated deputy;
       2. Chief Finance Officer or their nominated deputy; and
       3. Chief Executive or their nominated deputy.
    3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
    4. No individual should be present during any discussion relating to:
       1. any aspect of their own pay; and
       2. any aspect of the pay of others when it has an impact on them.

1. Meeting Arrangements and Frequency
   1. The Committee will meet in private.
   2. The Committee will meet at least twice each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
   3. The ICB Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee’s advice.
   4. The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
   5. Where necessary members will be required to respond to virtual electronic communications owing to timescales.
   6. The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
   7. Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
2. QuorACY
   1. For a meeting to be quorate a minimum of two of the Members is required, including the Chair or Vice Chair.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
3. Behaviours and dECISION-mAKING
   1. **Behaviours**

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

* 1. **Decision-Making**
     1. Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.
     2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
     3. Voting
        1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
        2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
        3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.
     4. Urgent Decisions
        1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
        2. Where an urgent decision is required, a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
        3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
  2. **Equality and Diversity**
     1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
     2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  3. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

Benchmarking and guidance

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

1. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
2. Managing Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one of the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.
    6. In respect of the Non-Executive members who constitute the majority of the membership of the Remuneration Committee, their own remuneration and terms of service is set out as part of the national framework. However, where a review within the nationally agreed pay scales is required, an Advisory Group will be established to make a formal recommendation for any changes to pay within the national pay scales. This will then be ratified by the Board. The membership of the Advisory Group will include the ICB Chair, the ICB CEO, the ICB Board Clinical (Other) Member, one other ICB Executive Director, plus an ICB HR Advisor.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the ICB Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Remuneration Committee: 27th February 2024

Approved by the ICB Board: 21st March 2024

Review Date: September 2024

**Appendix 1**

**Decisions and functions of the Remuneration Committee**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **Remuneration Committee** | The function of determining and approving the remuneration, exit payments (other than special severance payments)[[1]](#footnote-1), allowances and terms of appointment for:   * members of the ICB Board, except for the Chair and Non-Executive Members; * other Very Senior Managers; and * individuals engaged on a contract for service to the ICB. | Remuneration Committee Terms of Reference |

Finance, Estates and Digital Committee

**Terms of Reference**

1. scope
   1. The Finance, Estates and Digital Committee (the "Committee") is established by NHS Derby and Derbyshire the Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a Non-Executive Member committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.
2. Purpose

To provide oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system financial, estates and digital plans; and processes which meet the health and care needs of the citizens of Derby and Derbyshire and aid the implementation of the JUCD vision and strategy.

1. Roles and Responsibilities

The Committee will gain assurance from the JUCD executive functions and provide assurance to the ICB Board on:

Delivery

* + 1. Delivery of the single system wide finance, digital and estates (including continuous improvement) plan built around a re-defined way of delivering care (as defined by the JUCD strategy, vision and objectives) regarding:
       1. deliverability and level of risk;
       2. whether the plan delivers the best return on the resources available and can be delivered within the resources available.
    2. Providing oversight of the framework and strategy for finance, digital and estates planning to ensure that each of the system partners have plans which are compatible with and compliment the system approach.
    3. Oversight of the management of the system financial target.
    4. Overseeing development of a 5-year rolling system financial projection which demonstrates ongoing efficiency and value improvements/impacts of longer term investments.
    5. Overseeing development of the JUCD future financial regime and recovery to address our known financial pressures and to provide assurance to the ICB Board.
    6. Ensuring effective oversight of future prioritisation and capital funding bids.
    7. Oversight and monitoring of financial, digital, estates and continuous improvement performance and delivery in order to give the ICB Board confidence that JUCD is implementing its strategic outcomes.

Statutory Oversight

* + 1. Providing the ICB Board with an accurate understanding of the system’s current and forecast financial position and the development and oversight of the system’s medium term financial recovery plan to correct any underlying challenge.
    2. Considering full business cases for material service change or efficiency schemes.
    3. Managing associated risks by developing and monitoring a Finance, Digital and Estates Committee Risk Register.
    4. Reviewing exception reports on any material breaches of the delivery of agreed efficiency improvement plans including the adequacy of proposed remedial action plans.
    5. Reviewing exception reports on any material in-year overspends against delegated budgets, including the adequacy of proposed remedial action plans.
    6. Having responsibility to the ICB Board for oversight and advice on the current risk exposures with regard to the short and long term financial plans and the associated recovery strategies.
    7. Identifying and allocating resources where appropriate to improve performance of identified schemes or ad-hoc finance and performance related issues that may arise.
    8. Considering significant investment or disinvestment decisions.
    9. Reviewing the forward agenda for the Committee to ensure preparatory work to meet national planning timelines are appropriately scheduled.
    10. Ensuring that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements.
    11. Reviewing the adequacy and effectiveness of relevant policies and procedures for ensuring compliance and related reporting.
    12. Having oversight of the system Recovery and Restoration work related to finance and efficiency and receive assurance regarding progress.

1. Accountability
   1. The Committee is directly accountable to the ICB Board.
   2. The Committee is responsible for managing any risks associated with delivery of the Finance, Digital and Estates Strategy and more general strategic finance, digital and estates performance risks across the system; a register will be maintained to ensure effective tracking of mitigations and escalation as necessary.
   3. The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
   4. The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
   5. The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
   6. The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
2. Delegated Authority
   1. The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservations and Delegation and may be amended from time to time. Decisions and functions delegated to the Committee are detailed in Appendix 1.
   2. The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.
3. Membership and attendance

Membership

* + 1. Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
    2. When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
    3. Any committee or sub-committee established in accordance with clause 4.6 of the ICB Constitution may consist of or include persons who are not ICB members or employees.
    4. The membership of the Committee will comprise:

Core Members

* + - 1. ICB Non-Executive Member of Finance and Estates
      2. ICB Non-Executive Member of Audit and Governance
      3. ICB Chief Finance Officer
      4. ICB Operational Director of Finance
      5. ICB Chief Strategy and Delivery Officer
      6. ICB Chief People Officer
      7. Foundation Trust Non-Executive Director – Acute
      8. Foundation Trust Non-Executive Director – Community
      9. 5 x System Director of Finance
      10. 2 x Chief Operating Officers

System Members

* + - 1. System Estates Officer
      2. System Digital Officer
      3. System Continuous Improvement Officer

Participant Members by invite only

* + - 1. General Practice Representative
      2. Local Authority Representative Derby City
      3. Local Authority Representative Derby County
      4. Third Sector/Voluntary Sector Representative

Chair and Vice Chair

The Chair of the Committee shall be the Non-Executive Member for Finance and Estates. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

Attendance

* + 1. It is expected that core members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
    2. Core members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
    3. System members, or their nominated deputies, will be required to attend meetings when estates, digital and improvement are on the agenda. System members may also attend other meetings if appropriate.
    4. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

1. Meeting Arrangements and Frequency
   1. The group will meet monthly to ensure all Finance, Digital and Estates information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.
   2. The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
   3. Where necessary members will be required to respond to virtual electronic communications owing to timescales.
   4. The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
   5. Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
   6. Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
   7. There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.
2. Quoracy
   1. The quorum shall be 5 members made up of 2 Non-Executives, of which one will be an ICB Non-Executive Member and one will be a provider Non-Executive Director; and 3 Executive Directors, of which one should be the ICB Chief Finance Officer or nominated deputy and one should be a System Director of Finance or their nominated deputy.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
3. Behaviours and decision-making

Behaviours

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

Decision-Making

* + 1. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
    2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
    3. Voting
       1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
       2. Only core members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
       3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
    4. Urgent Decisions
       1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
       2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
       3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
  1. **Equality and Diversity**
     1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
     2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  2. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Sub-Committees
   1. The Committee may delegate responsibility for specific aspects of its duties to sub committees or working groups (see Appendix 2). The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
   2. Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.
2. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Board Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
3. Managing Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision making, in line with sections 6.2.1 and 6.2.3 of the ICB's Constitution;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the ICB Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Finance, Estates and Digital Committee: 5th March 2024

Approved by the ICB Board: 21st March 2024

Review Date: September 2024

**Appendix 1**

**Decisions and functions delegated to the Finance and Estates Committee**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **Finance and Estates Committee** | Delegated responsibility to:   * provide oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system financial, estates and digital plans; and processes which meet the health and care needs of the citizens of Derby and Derbyshire and aid the implementation of the ICS vision and strategy; * provide the ICB board with an accurate understanding of the system’s current and forecast financial position and the development and oversight of the system’s medium term financial recovery plan to correct any underlying challenge; * identify and allocate resources including consideration of significant investment or disinvestment decisions; * ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements and review adequacy; and * open bank accounts or make changes to banking arrangements. | Finance and Estates Committee Terms of Reference  SORD 7.1 |

|  |  |  |  |
| --- | --- | --- | --- |
| **7.** | **Bank accounts and payment methods** |  | |
| 7.1 | Opening of bank accounts or changes to banking arrangements | Finance and Estates Committee | The ICB will use Government Banking Services only. |

**Appendix 2**

**Finance, Estates and Digital Committee Sub-Group Structure**

People and Culture Committee

**Terms of Reference**

1. scope
   1. The People and Culture Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a Non-Executive Member committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by their respective organisation's Standing Orders and other policies.
2. Purpose

The purpose of the Committee is to:

* 1. oversee the development and delivery of an Integrated Care System ("ICS") Health and Care Workforce Strategy which supports the sovereign organisations in Joined Up Care Derbyshire, Provider Leadership Collaborative and Integrated Place Partnership, City and County to achieve their objective of improving the health and well-being of the people in Derby and Derbyshire;
  2. provide assurance to the ICB Board, the sovereign organisations in Joined Up Care Derbyshire, Provider Collaborative and Integrated Care Partnerships on the implementation of the strategy and the identification and mitigation of people, culture and workforce risks;
  3. have oversight of the 10 ICB people functions, as set out in NHS England's [Building strong integrated care systems everywhere: guidance on the ICS people function](https://www.england.nhs.uk/wp-content/uploads/2021/06/B0662_Building-strong-integrated-care-systems-everywhere-guidance-on-the-ICS-people-function-August-2021.pdf).

1. Roles and Responsibilities

The Committee will be responsible for:

* 1. ensuring that the Derby and Derbyshire ICS has an agreed Health and Care Workforce Strategy;
  2. ensuring the Health and Care Workforce Strategy supports the ICS and its partners to achieve the ambition to be an Anchor Institution;
  3. ensuring equality, diversity, and inclusion for our current and future workforce; maximising our potential as employers to reduce health inequalities and to improve the health and wellbeing of our communities;
  4. overseeing the development and delivery of the work programme to grow our system leadership capacity, capability, talent, and culture across our ICS;
  5. ensuring there is a robust package of support and focus on the wellbeing of the workforce.
  6. ensuring plans are in place to train, retain and reform the health and care workforce, adopting a partnership approach with all partners across the ICS, promoting collaborative recruitment, education and training of existing and future health and care staff where appropriate;
  7. ensuring analysis and intelligence is used to coordinate our ICS workforce plan that integrates workforce, activity and finance planning where appropriate across health and care to meet current and future population, service and workforce needs, across programmes, pathways and Place;
  8. overseeing the development and progress of a system wide approach to delivering People Services; ensuring the ten People Functions for the ICS are in place to make Derby and Derbyshire a better place to live and work for the ICS people;

3.8 promoting integrated system-working and to support collaborative working at scale;

* 1. ownership and monitoring of the workforce Board Assurance Framework (BAF) risks and providing assurance to the ICB Board of the risks.

1. DELEGATED AUTHORITY
   1. At this stage the group would not have any formally delegated authority from the Boards of sovereign organisations. However, there may be specific areas where the ICB Board, Provider Leadership Collaborative Board and Integrated Place Partnership has come to a collective agreement which may be delegated to the People and Culture Committee to enact. ICB delegated responsibilities can be found at Appendix 1.
   2. The seniority of individual members means that they are committing their respective organisations and making decisions within the scope of their own authority in tandem with other members of the group.
2. Accountability
   1. The Committee is accountable to the ICB Board and sovereign organisations.
   2. The minutes of the meetings shall be formally recorded by the secretary, submitted to the ICB Board and made available to the sovereign organisations in accordance with the Standing Orders.
   3. The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made. The report will include recommendations that are outside the delegated limits of the Committee and which require escalation to, and approval from the ICB Board, if not already approved by them.
   4. The Committee will provide an annual report to the ICB Board, Provider Leadership Collaborative Board and Integrated Place Partnership including progress and a summary of key achievements in delivery of the Health and Care Workforce strategy.
   5. The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
   6. The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
   7. The Chair is responsible for proactively notifying the Chair of the ICB Board, of any matters pertinent to the business of the Strategic People and Culture Committee which need to be on the agenda of Board meetings.
3. Membership and attendance

Membership

* + 1. Members of the Committee shall be approved by the ICB Board in accordance with the ICB Constitution.
    2. Any committee or sub-committee established in accordance with clause 4.6 of the ICB Constitution may consist of or include persons who are not ICB members or employees.
    3. When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
    4. The membership of the Committee will comprise of:
       1. ICB Non-Executive Member for People and Culture;
       2. ICB Non-Executive Member for Finance and Estates;
       3. ICB Chief People Officer;
       4. System Non-Executive Directors/ Chairs of Trust People Committees;
       5. Chief People Officers/HRD's from Provider Trusts;
       6. Programme Director of the Provider Leadership Collaborative Board;
       7. Chair of the Integrated Place Executive;
       8. Local Authorities HRD (or nominated Representative) and Service Lead;
       9. Independent Primary Care Provider leader;
       10. East Midlands Ambulance Service NHS Trust representation;
       11. Derbyshire Health United 111 (East Midlands) Community Interest Company representation.
    5. Subject experts will be attendees at each meeting.
    6. The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
    7. Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

Chair and Vice Chair

* + 1. The Chair of the Committee shall be the ICB Non-Executive Member for People and Culture. In the event that the Chair is unavailable to attend, the Vice Chair will deputise and Chair the meeting.
    2. The Vice Chair shall be the ICB Non-Executive Member for Finance and Estates.

Attendance

* + 1. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee.
    2. Members are expected to attend at least 80% of meetings held each calendar year to ensure consistency.
    3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

1. Meeting Arrangements and Frequency

The Committee will meet formally bi-monthly and align to the reporting to timetable for the ICB Board meeting to ensure all people, culture and workforce information submitted to the Board has been properly scrutinised and to develop an agreed view on any future issues arising.

The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.

Where necessary members will be required to respond to virtual electronic communications owing to timescales.

The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.

Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.

There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

1. Quoracy
   1. The quorum necessary for the transaction of business shall be 6 members to include 2 Non-Executives (to include 1 ICB Non-Executive Member (to include the Chair or Vice Chair) and 1 System Non-Executive Director),1 ICB Executive Member and 3 other members.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
2. Behaviours and decision-making

Behaviours

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with their respective organisation's Constitution, Standing Orders, and Standards of Business Conduct Policy.

Decision-Making

* + 1. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
    2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
    3. Voting
       1. Decisions will be taken in accordance with the ICB's Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
       2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
       3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
    4. Urgent Decisions
       1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
       2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
       3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
  1. **Equality and Diversity**
  2. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
  3. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  4. **Due Regard**
  5. The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Sub-Committees
   1. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups. The Terms of Reference of each such sub‑committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
   2. Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.
2. Interdependencies with other groups
   1. There is a strong relationship with the system finance and estates committee to ensure alignment between finance, workforce and activity. The Committee will ensure any financial concerns are escalated to the Finance and Estates Committee.
3. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Board Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item at each meeting.
4. Managing Conflicts of Interest

Members of the Committee shall adopt the following approach:

* 1. ensure that they continue to comply with relevant organisational policies/ governance framework for probity and decision-making, in line with sections 6.2.1 and 6.2.3 of the ICB's Constitution;
  2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
  3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
  4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
     1. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
        1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
        2. allowing the individual to participate in the discussion, but not the decision-making process;
        3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the ICB Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by People and Culture Committee: 22nd February 2024

Approved by the ICB Board: 21st March 2024

Review Date: September 2024

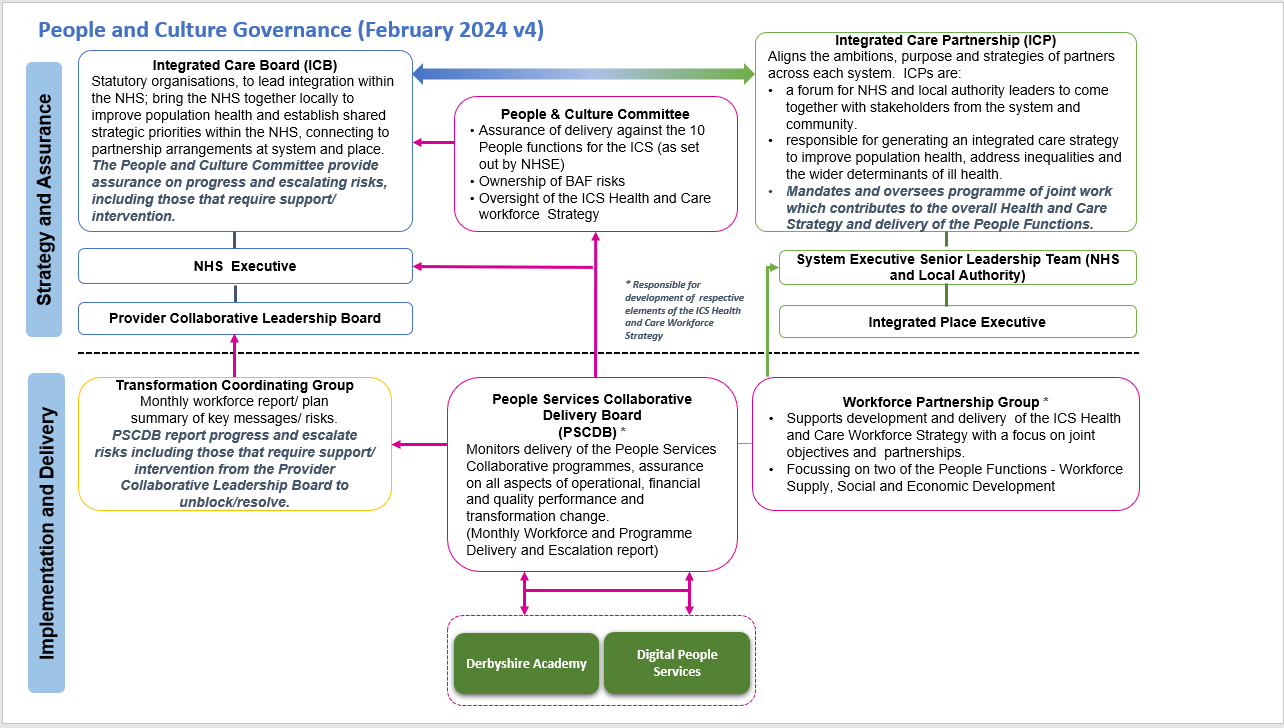
**Appendix 1**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **People and Culture Committee** | Delegated responsibility to:   * promote education and training of existing and future health care staff; * deliver the commitments of the NHS People Plan across the system; * oversee plans to develop, support and retain the health and care workforce, adopting a "one workforce" approach\* with all partners across the ICS; * ensure the appropriate workforce capacity and capability to deliver the ICS objectives together with an organisational development plan; and * oversee the demonstration of equality, diversity and inclusion in its plans and their implementation. | People and Culture Committee Terms of Reference |

\*One workforce approach - to have more staff, working together better in a compassionate and inclusive culture - and help make their local area a better place to live and work (Building strong integrated care systems everywhere: guidance on the ICS people function, NHS England, V1, August 2021)

**Appendix 2**

**People and Culture Committee Sub-Group Structure**



Public Partnership Committee

**Terms of Reference**

1. scope
   1. The Public Partnership Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The committee is a non-executive chaired committee of the ICB board and its members, including those who are not members of the ICB board, are bound by the standing orders and other policies of the ICB.
2. Purpose

The purpose of the Committee is to:

* 1. monitor the continued development and delivery of the Joined Up Care Derbyshire (JUCD) Engagement Strategy to ensure alignment with the ten principles for working with people and communities outlined in national guidance;
  2. ensure any service changes and plans are developed and delivered through effective engagement with those affected by change and that patients, carers and the public are at the centre of shaping the future of health and care in Derbyshire;
  3. provide a lay forum within which discussions can take place to assess levels of assurance and risk in relation to the delivery of statutory duties of the Integrated Care Board in public and patient involvement and consultation, as defined within the Health & Care Act 2022;
  4. retain a focus on the need for engagement in strategic priorities and programmes;
  5. to support the local health system in developing robust processes in the discharging of duties relating to involvement and consultation;
  6. promote innovation and improvement in public and patient engagement;
  7. provide update reports to the ICB Board on assurance and risk; and on the delivery of duties and activities relating to patient and public engagement and involvement;
  8. champion Patient and Public Involvement in all processes relating to ICB and JUCD decisions;
  9. seek assurance that the ICB is following defined processes to take due regard when considering and implementing service changes as defined by the Equality Act 2010 and delivered through targeted engagement.

1. Roles and Responsibilities

The Committee is asked to:

* 1. seek assurance that robust engagement is undertaken by the ICB in relation to its decisions, by primary care providers including general practice, and in other NHS-commissioned services where the ICB is made aware of service change proposals;
  2. champion patient and public engagement across the Derbyshire health and care system, providing a watchful eye in scrutinising service developments; ensure that the development and delivery of the Derby and Derbyshire Integrated Care Strategy is driven by the insight and opinions gathered from local people;
  3. champion the routine principles of continuous engagement and co-production when assessing public engagement activity, challenging and escalating findings where standards and principles have not been met;
  4. seek assurance of work to reach underserved groups and that this is being coordinated across partners and agencies, ensuring that all voices are being heard;
  5. seek assurance, through reports, reviews and presentations that the public are an integral part of designing, commissioning, transforming and monitoring services;
  6. seek assurance that the ICB – and when in scope the wider NHS - meeting statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022, including those relating to Local Authority Scrutiny;
  7. seek assurance that the ICB has robust mechanisms for training relevant staff on statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022;
  8. oversee the development and delivery of a robust infrastructure of engagement mechanisms including, but not limited to, place-level engagement, reference groups to provide insight on emerging issues, a lay reference group from which can be drawn individuals across a matrix of geography/conditions/protected characteristics, project-specific lay representation and other mechanisms as required;
  9. ensure due process and appropriate methodologies have been followed in terms of involving the public in system projects, including providing constructive advice and challenge on proposed methods;
  10. sign off the approach to all formal consultation programmes, either with delegated authority from the ICB Board or prior to their final sign off at those meetings;
  11. seek assurance that the ICB has processes to ensure that adherence to the Equality Act duties of due regard is informing engagement programmes accordingly;
  12. report to the ICB Board with regard to key risk areas and monitoring actions;
  13. make recommendations for improvements and innovations in the way the system works with patients and the public;
  14. oversee the development, completion and action planning of any internal or external audits relating to public engagement;
  15. respond to external reviews and National Lessons Learnt reviews and bulletins especially with regards to the way patients and the public are engaged;
  16. ensure that all voices are heard at committee and programme meetings and that all groups are given appropriate opportunity to shape local services;
  17. act as an advocate for the engagement work being carried out for the future of health and social care in Derbyshire through appropriate networks.

1. DELEGATED AUTHORITY
   1. The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time. Decisions and functions delegated to the Committee are detailed in Appendix 1.
   2. The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.
2. Accountability
   1. The Committee is directly accountable to the ICB Board.
   2. The Committee is authorised by the ICB Board to provide the ICB Board with appropriate assurances in respect of ensuring the voice of the public is heard throughout the ICB processes in the planning, commissioning, transformation and monitoring of services and to provide advice and support in the delivery of appropriate and effective methodologies.
   3. The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB in accordance with the Standing Orders.
   4. The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made. The report will include recommendations that are outside the delegated limits of the Committee and which require escalation to, and approval from the ICB Board, if not already approved by them.
   5. The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
   6. The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
   7. The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
3. Membership and attendance

Membership

* + 1. Members of the Committee may be appointed from the ICB Board, Officers of the ICB or other external bodies as required to enable the Committee to fulfil its purpose.
    2. When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
    3. Any committee or sub-committee established in accordance with clause 4.6 of the ICB Constitution may consist of or include persons who are not ICB members or employees.
    4. The membership of the Committee will comprise of the following voting and non‑voting members:

Voting Members

* Chair, ICB Non-Executive Member for Public Partnership
* Vice-Chair, ICB Non-Executive Member for Audit and Governance
* Patient Lay Members
* NHS Foundation Trust Governor Members
  + Chesterfield Royal Hospital NHS FT
  + Derbyshire Community Health Services NHS FT
  + Derbyshire Healthcare NHS FT
  + University Hospitals of Derby and Burton NHS FT
* Voluntary Sector Representative
* ICB Diversity & Inclusion Network representative

Non-voting Members

* Chief Executive, Healthwatch Derby
* Chief Executive, Healthwatch Derbyshire
* ICB Chief of Staff
* ICB Chief Strategy and Delivery Officer
* ICB Deputy Director of Communications and Engagement
* Community engagement representative, Derbyshire County Council
* Community engagement representative, Derby City Council
* ICB Head of Engagement
  + 1. The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
    2. Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

Chair and Vice Chair

The Chair of the Committee shall be a Non-Executive Member of the ICB Board. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

Attendance

* + 1. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
    2. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
    3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

1. Meeting Arrangements and Frequency

The Committee will meet bi-monthly before every ICB Board meeting to ensure all information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising. Development sessions will take place throughout the course of the year as agreed.

The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.

Where necessary members will be required to respond to virtual electronic communications owing to timescales.

The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.

Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.

There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

1. Quoracy
   1. The quorum shall be 1 ICB Non-Executive Member, to include the Chair or Vice Chair, plus at least 2 representatives drawn from the lay members and FT Governors, and 1 Executive Director or Deputy.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
2. Behaviours and decision-making

Behaviours

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

Decision-Making

* + 1. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
    2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
    3. Voting
       1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
       2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
       3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
    4. Urgent Decisions
       1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
       2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
       3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
  1. **Equality and Diversity**
     1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
     2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  2. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Sub-Committees
   1. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups. The Terms of Reference of each such sub‑committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
   2. Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.
2. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Board Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
3. Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making, in line with sections 6.2.1 and 6.2.3 of the ICB's Constitution;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the ICB Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Public Partnership Committee: 30th January 2024

Approved by the ICB Board: 21st March 2024

Review Date: September 2024

**Appendix 1**

**Decisions and functions delegated to the Public Partnership Committee**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **Public Partnership Committee** | Delegated responsibility to:   * ensure appropriate engagement and consultation with patients and the public for new or changing services; * assess levels of assurance and risk in relation to the delivery of statutory duties in public and patient involvement and consultation, as defined within the Health & Social Care Act 2012; * retain a focus on the need for engagement in strategic priorities and programmes, to ensure the local health system is developing robust processes in the discharging of duties relating to involvement and consultation; and * seek assurance that the Derbyshire system is following defined processes to take due regard when considering and implementing service changes as defined by the Equality Act 2010 and delivered through targeted engagement. | Public Partnership Committee Terms of Reference |

**Appendix 2**

**Public Partnership Committee Sub-Group Structure**

Quality and Performance Committee

**Terms of Reference**

1. SCOPE
   1. The Quality and Performance Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a non-executive member chaired committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.
2. Purpose
   1. The Committee has been established to provide the ICB with assurance that it is delivering its functions in a way that secures continuous improvement in the quality of service and performance, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Bill 2021. This includes reducing inequalities in the quality of care.
   2. The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB, that there is an effective system of quality governance and performance. It needs to ensure internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high quality care.
   3. The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit.
   4. The purpose of the Committee is to:
      1. maintain system oversight in relation to quality and performance across the ICB;
      2. be assured that the system is focused on:
         1. developing and reviewing shared quality and performance priorities for the system;
         2. sharing knowledge, insights and learning to inform improvement;
         3. understanding variation and risks to quality across the system, including early warning flags; and
         4. discussing collective action needed to address risks and issues, which the system is responsible for delivering with support from wider partners;
      3. be assured that focus is on quality and performance across pathways, care journeys, services and sectors (e.g. planned care, urgent and emergency care, mental health, learning disabilities and autism, children and young people, Primary Care and Social Care);
      4. be sighted on quality, performance and outcome information against key performance trajectories and be assured that quality issues are appropriately acted upon;
      5. be sighted on exceptions from the ICS Quality Report and gain assurance that the system and each statutory board deliver against all Key Quality Indicators, aligned to the Quality Framework;
      6. receive matters of escalation in relation to exceptions from the ICS Quality Report, and other concerns raised by the System Quality Group and the System Oversight and Delivery Group;
      7. maintain oversight that the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement;
      8. be assured in terms of delivery against of the Constitution, NHS Long Term Plan, Public Health Outcomes Framework and associated NHS performance regimes, and the Local Authority Quality Assurance Strategy agreeing any action plans or recommendations as appropriate;
      9. manage any risks associated with the delivery of the System Quality Strategy and more general strategic quality risks across the system; a register will be maintained to ensure effective tracking of mitigations and escalation as necessary; and
      10. oversee and monitor patient outcomes, experience and access to services.
3. Roles and Responsibilities

The responsibilities of the Committee will be authorised by the ICB Board. It is expected that the Committee will:

* 1. be assured that there are robust processes in place for the effective management of quality and performance;
  2. scrutinise structures in place to support quality, performance, planning, control and improvement, to be assured that the structures operate effectively and timely action is taken to address areas of concern;
  3. agree and put forward the key quality priorities that are included within the ICB strategy/annual plan, including priorities to address variation/inequalities in care;
  4. oversee and monitor the delivery of the ICB key statutory requirements;
  5. review and monitor those risks on the Board Assurance Framework and the System Quality Group Risk Register which relate to quality and performance, and high-risk operational risks which could impact on care. the System Quality Group will need to escalate relevant risks to the Corporate Risk Register;
  6. ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner;
  7. oversee and scrutinise the ICB’s response to all relevant Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care, NHSEI and other regulatory bodies/external agencies (e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained;
  8. maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all sites;
  9. oversee and seek assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes;
  10. ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place;
  11. receive assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded;
  12. receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report);
  13. to be assured that people drawing on services are systematically and effectively involved as equal partners in quality activities;
  14. scrutinise the robustness of the arrangements for and assure compliance with the ICB’s statutory responsibilities for safeguarding adults and children;
  15. scrutinise the robustness of the arrangements for and assure compliance with the ICB’s statutory responsibilities for infection prevention and control;
  16. scrutinise the robustness of the arrangements for and assure compliance with the ICB’s statutory responsibilities for equality and diversity as it applies to people drawing on services;
  17. scrutinise the robustness of the arrangements for and assure compliance with the ICB’s statutory responsibilities for medicines optimisation and safety;
  18. have oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Committee (e.g. System Quality Groups, Infection Prevention and Control, Safeguarding Boards /Hubs etc.); and
  19. ensure the delivery of the quality and performance aspects within the ICB Strategy and Derby and Derbyshire NHS' Five Year Plan 2023/24 to 2027/28. .
  20. **Collaboration**

The Committee will maintain oversight and receive assurance in relation to ensuring:

* + 1. there is a collaborative approach to promote multi-professional leadership and a shared vision for quality and performance within the System;
    2. a culture of learning and improvement to ensure provision of high-quality sustainable services;
    3. quality oversight is maintained in relation to public health outcomes and the wider determinants of health; and take appropriate action as required to support the reduction in health inequalities; and
    4. quality and performance oversight is maintained in relation to the performance of Health and Social Care organisations within the ICS in terms of the Care Quality Commission (CQC) and any other relevant regulatory bodies.
  1. **Systems**

The Committee will maintain oversight and receive assurance in relation to ensuring:

* + 1. there are clear roles and accountabilities in relation to quality and performance oversight;
    2. effective improvement mechanisms are in place, including peer review and external support;
    3. ensuring there are processes to effectively identify early warning signs that there is a quality or performance issue;
    4. processes are established to identify, resolve and escalate risk emerging from poor quality as a result of poor performance against performance indicators;
    5. implementation of the Patient Safety Strategy, including process and compliance in relation to PSIRF; being informed of all Never Events and informing the key partners of any escalation or sensitive issues;
    6. processes are in place to interpret and implement local, regional and national policy (e.g. quality accounts, safeguarding etc.) and provide assurance that policy requirements are embedded in services;
    7. receiving assurance from the System Quality Group on the approval of nursing and quality policies. The Committee shall provide assurance on this to the ICB Board via the Committee's assurance report;
    8. considerations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver statutory functions of all Health and Social Care Organisations within the ICS; and
    9. Equality Impact Assessments (EQIAs) are undertaken and reviewed by System Quality Group for proposed service changes using the established mechanisms with any matters of concern escalated.

The definition of the System and the scope is any quality and performance issues within the boundary of Derbyshire/Derby City. It covers health and social care providers, private providers of care, voluntary and charitable services.

* 1. **Learning and Insight**

The Committee will maintain oversight and receive assurance in relation to:

* + 1. establishing systems to draw from intelligence in order to inform quality and performance improvement, and to act on early warning signs;
    2. maintaining oversight in terms of variation and risk across clinical pathways and to provide a view on the quality aspects of clinical pathways, care journeys and Transformation Programmes;
    3. ensuring that quality and performance assurance data is used to inform commissioning decisions and drive improvements;
    4. ensuring that processes are in place to provide assurance and oversight that services are high quality; meaning that they are safe, effective, caring, responsive and well-led and provide patients, service users and carers with positive experiences of care, and
    5. will liaise with appropriate external bodies such as the CQC or professional regulatory bodies.
  1. **Improvement**

The Committee will maintain oversight and receive assurance in relation to ensuring:

* + 1. that at every service level there is a consistent set of meaningful “measures that matter” which can be used to inform improvement;
    2. data and intelligence are effectively utilised in order to identify and prioritise the most important quality and performance issues, enabling corrective action to be taken; and
    3. action is taken where required to investigate any quality, safety or patient experience concerns, noting action is taken to ensure that improvements in quality are implemented where necessary.

1. DELEGATED AUTHORITY
   1. The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time. Decisions and functions delegated to the Committee are detailed in Appendix 1.
   2. The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.
2. Accountability
   1. The Committee is directly accountable to the ICB Board.
   2. The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
   3. The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
   4. The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
   5. The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
   6. The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
   7. The Committee will receive schedules assurance report from its delegated groups. Any delegated groups would need to be agreed by the ICB Board.
3. Membership and attendance

Membership

* + 1. Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
    2. Any committee or sub-committee established in accordance with clause 4.6 of the ICB Constitution may consist of or include persons who are not ICB members or employees.
    3. The ICB Board will appoint no fewer than four members of the Committee including two who are Non-Executive Members of the ICB Board. Other attendees of the Committee need not be members of the ICB Board, but they may be.
    4. When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
    5. The membership of the Committee will comprise of:
       1. ICB Board Clinical (Other) Member;
       2. ICB Non-Executive Member for Finance and Estates;
       3. ICB Chief Nursing Officer;
       4. ICB Chief Medical Officer;
       5. ICB Chief Strategy and Delivery Officer;
       6. Provider Non-Executive Directors, with responsibility for Quality;
       7. Primary Care Representative.
    6. Local Authority representatives will be invited to attend the meeting as participants.
    7. Subject experts and supporting officers will be attendees at each meeting.
    8. The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
    9. Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

Chair and Vice Chair

The Chair of the Committee shall be the ICB Board Clinical (Other) Member of the ICB Board. In the event that the Chair is unavailable to attend, the ICB Non-Executive Member for Finance and Estates will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

Attendance

* + 1. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
    2. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
    3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

1. Meeting Arrangements and Frequency

The Committee will meet monthly before every ICB Board meeting to ensure all quality and performance information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.

The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.

Where necessary members will be required to respond to virtual electronic communications owing to timescales.

The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.

Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.

There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

1. Quoracy
   1. The quorum shall be one ICB Non-Executive Member, to include the Chair or Vice Chair, plus at least the Chief Nursing Officer, or Chief Medical Officer from the ICB (or deputy), and two provider representatives (to include one provider Non-Executive Director, with responsibility for Quality). Nominated deputies are invited to attend in place of the regular member as required.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
2. Behaviours and decision-making

Behaviours

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

Decision-Making

* + 1. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
    2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
    3. Voting
       1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
       2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
       3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
    4. Urgent Decisions
       1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
       2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
       3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

Equality and Diversity

* + 1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
    2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  1. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Sub-Committees
   1. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups (see Appendix 2). The Terms of Reference of each such sub‑committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
   2. Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.
2. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Board Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
3. Managing Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making, in line with sections 6.2.1 and 6.2.3 of the ICB's Constitution;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the ICB Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.
   3. The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

Reviewed by Quality and Performance Committee: 29th February 2024

Approved by the ICB Board: 21st March 2024

Review Date: September 2024

**Appendix 1**

**Decisions and functions delegated to the Quality and Performance Committee**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **Quality and Performance Committee** | Delegated responsibility to ensure:   * the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement; * quality and outcome information against key performance trajectories is received and quality issues identified, ensuring they are acted upon; * delivery against of the Constitution, NHS Long Term Plan, Public Health Outcomes Framework, and associated NHS performance regimes, agreeing any action plans or recommendations as appropriate; * continuous improvements in quality and outcomes of clinical effectiveness, safety and patient experience are secured; * processes are in place to interpret and implement local, regional and national policy (e.g. Quality Accounts, Safeguarding etc.) and provide assurance that policy requirements are embedded in services; and * considerations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver statutory functions of all Health and Social Care Organisations within the ICS. | Quality and Performance Committee Terms of Reference |

**Appendix 2**

**Quality and Performance Committee Sub-Group Structure**

Integrated Care Board

Patient Experience

CHC/ Commissioning for Individuals

LeDeR Governance Panel

LeDeR

LeDeR Steering Group

Infection Prevention Control (IPC)

Provider Quality Assurance (CQRG)

NHS Standard Contract

* Schedule 4
* CQUIN

Quality Visits

Patient Safety Meetings

Derby and

Derbyshire Safeguarding Childrens Partnership

Derby and Derbyshire

Safeguarding Adults Board

Named and

Designated Professionals and Health Assurance Children Group

DDICS Safeguarding Children, Looked After Children and Safeguarding Adults Committee

DDICB Safeguarding Children and Looked After Children and Safeguarding Adults collaboration meeting.

Quality & Safety Forum

System Quality & Performance Committee

System Quality Group

ICB Board

Local Maternity and Neonatal System Board

Population Health and Strategic Commissioning Committee

**Terms of Reference**

1. scope
   1. The Population Health and Strategic Commissioning Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a non-executive chaired committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.
2. Purpose
   1. The purpose of the Committee is to ensure that the ICB complies with the principles of good governance whilst effectively delivering the statutory functions of the ICB.
   2. The Committee has delegated authority to make decisions as set out in the ICB’s Prime Financial Policies and the Scheme of Reservation and Delegation.
   3. In accordance with its statutory powers under section 65Z5 of the NHS Act, NHS England has delegated the exercise of the following functions in the delegation agreement to the ICB relating to:
      1. primary medical services;
      2. primary dental services and prescribed dental services;
      3. primary ophthalmic services;
      4. pharmaceutical services and local pharmaceutical services.

Decisions of the ICB in respect of the Delegated Functions and made in accordance with the terms of this Agreement shall be binding on NHS England and the ICB. The ICB has established the Population Health and Commissioning Committee to function as a corporate decision-making body for the management of these delegated functions and the exercise of the delegated powers. This Committee will receive recommendations from the Primary Care Sub Group for decision on behalf of the ICB in line with the national delegation agreement.

1. Roles and Responsibilities

The Committee will have delegated responsibility for overseeing the provision of health services in line with the allocated resources across the ICS through a range of activities including:

* 1. ensuring strategic, long-term and outcome-based contracts and agreements are in place to secure the delivery of the ICB's commissioning strategy, Derby and Derbyshire NHS' Five Year Plan 2023/24 to 2027/28 and associated operating plans;
  2. overseeing the preparation and publication of the ICB's commissioning strategy, Derby and Derbyshire NHS' Five Year Plan 2023/24 to 2027/28 and associated operating plans, aligned to the Health and Wellbeing Boards and Integrated Care Partnership strategies;
  3. overseeing the implementation of ICB commissioning policies, within the financial envelope to help secure the continuous improvement of the quality of the services commissioning by the ICB;
  4. overseeing the development of savings plans and services as detailed in the ICB’s Operational Plan, approving the appropriate business cases and mobilisation plans, subject to appropriate evidence being provided (with particular reference to statutory equality and engagement duties) to support the decisions made;
  5. prioritising service investments/disinvestments arising from strategic and operational plans, underpinned by value-based decisions and against available resources, and ensuring that appropriate evaluation is in place for new and existing investments;
  6. ensuring commissioning decisions are underpinned and informed by communications and engagement with the membership and local population as appropriate;
  7. supporting providers (working both within the Integrated Care System and Integrated Care Partnership) to lead major service transformation programmes to achieve agreed outcomes, including through joining-up health, care and wider support;
  8. working alongside councils to invest in local community organisations and infrastructure and, through joint working between health, social care and other partners including police, education, housing, safeguarding partnerships, employment and welfare services, ensuring that the NHS plays a full part in social and economic development and environmental sustainability;
  9. driving a focus on reducing health inequalities, improved outcomes and quality, and ensuring that the delivery of the ICB's strategic and operational plans are achieved within financial allocations

1. DELEGATED AUTHORITY
   1. The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time. Decisions and functions delegated to the Committee are detailed in Appendix 1.
   2. The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.
   3. The Committee may further establish sub-groups and delegate decisions in accordance with guidance, for example to provider collaboratives at scale and at place.
2. Accountability
   1. The Committee is directly accountable to the ICB Board.
   2. The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
   3. The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
   4. The Committee will advise the Audit and Governance Committee on the adequacy of assurances available and contribute to the Annual Governance Statement.
   5. The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
   6. The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
   7. The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
3. Membership and attendance

Membership

* + 1. Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
    2. Any committee or sub-committee established in accordance with clause 4.6 of the ICB Constitution may consist of or include persons who are not ICB members or employees.
    3. The membership of the Committee will comprise of:
       1. ICB Non-Executive Member for Population Health and Strategic Commissioning and Public Partnerships
       2. ICB Board Clinical (Other) Member
       3. Two System Non-Executive Directors
       4. Representative for Provider Collaborative at Scale
       5. Representative for Provider Collaborative at Place
       6. Representative for Clinical and Professional Leadership Group – Clinician(s)
       7. GP Clinical Lead
       8. Secondary Care Doctor
       9. Allied Health Professional Representative
       10. Director of Public Health
       11. Chief Strategy and Delivery Officer
       12. Chief Nursing Officer
       13. Chief Medical Officer
       14. Chief Finance Officer
       15. Director of Primary Care
       16. Director of Medicines Management and Clinical Policies
       17. Chief People Officer
    4. Subject experts will be attendees at each meeting.
    5. The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
    6. Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

Chair and Vice Chair

The Chair of the Committee shall be the Non-Executive Member for Population Health and Strategic Commissioning and Public Partnerships. In the event that the Chair is unavailable to attend, the ICB Board Clinical (Other) Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

Attendance

* + 1. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
    2. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
    3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

1. Meeting Arrangements and Frequency

The Committee will meet monthly before every ICB Board meeting to ensure all information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.

The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.

Where necessary members will be required to respond to virtual electronic communications owing to timescales.

The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.

Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.

There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

1. Quoracy
   1. The quorum necessary for the transaction of business shall be 7 members, to include 2 Non-Executive Members (to include 1 ICB Non-Executive Members and 1 System Non-Executive Director), 1 ICB Executive Director and 4 other members including two clinical.
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by telephone conference call, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
2. BEHAVIOURS, Values and decision-making

Behaviours

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

Values

In delivering their roles and responsibilities, the Committee shall undertake to contribute towards delivery of the following key purposes of an Integrated Care System:

* + 1. strive to improve the outcomes in population health and healthcare;
    2. tackle inequalities in outcomes, experience and access;
    3. enhance productivity and value for money; and
    4. assist the NHS in supporting broader social and economic development.

Decision-Making

* + 1. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
    2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
    3. Voting
       1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
       2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
       3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
    4. Urgent Decisions
       1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
       2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via telephone conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
       3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

Equality and Diversity

* + 1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
    2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  1. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Board Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
2. Sub-Committees
   1. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups. The Terms of Reference of each such sub‑committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
   2. Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.
3. Interdependencies with other groups
   * 1. The Committee will ensure any quality concerns are escalated to the System Quality and Performance Committee. The Finance and Estates Committee and Integrated Care Partnership will also be dependent on this Committee.
     2. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups (see Appendix 2).
4. Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/ governance framework for probity and decision-making in line with sections 6.2.1 and 6.2.3 of the ICB's Constitution;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.
    6. Conflicts of interest will apply to all providers of Primary Medical Care Services including GP partners, Primary Care Networks, Derbyshire Community Health Services NHS Foundation Trust, Chesterfield Royal Hospital NHS Foundation Trust and DHU Healthcare for decisions relating to Primary Medical Care Services.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the ICB Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Population Health & Strategic Commissioning Committee: 14th March 2024

Approved by the ICB Board: 21st March 2024

Review Date: To be reviewed during Quarter 1 of 2024/25

**Appendix 1**

**Decisions and functions delegated to the Population Health & Strategic Commissioning Committee**

| **ICB Committee** | **Decisions and functions delegated to the committee** | **Reference** |
| --- | --- | --- |
| **Population Health and Strategic Commissioning Committee** | Delegated responsibility for:   * overseeing the preparation and publication of the commissioning plan with the involvement of the Health and Wellbeing Boards and aligned to the strategy developed by the ICP; * developing and implementing the commissioning strategy and policy of the ICB and to help secure the continuous improvement of the quality of services, including the specified duties under the Mental Health Act; * retaining a focus on health inequalities, improved outcomes and quality and ensure that the delivery of the ICB's strategic and operational plans are achieved within financial allocations; * commissioning consistently with the duties of the Secretary of State and NHSEI objectives, having regard to the Constitution; * making decisions within the limits as set out in the ICB's Scheme of Reservations and Delegation; and * further delegating to sub-committees relating specifically to primary care medical services but will retain oversight and accountability. | Population Health and Strategic Commissioning CommitteeTerms of Reference |
| **Population Health and Strategic Commissioning Committee** | The delegation arrangements and financial authority limits are as follows:   * the approval of decisions within budget delegated to the Committee where the annual revenue consequence is less than £1,500,000. | SORD 1.1(d) |

|  |  |  |  |
| --- | --- | --- | --- |
| **1.** | **Commissioning and Investment Decisions** | ***This includes capital and revenue expenditures and income (both healthcare and non-healthcare), and activities relating to such i.e. business cases, procurements, terminations and disinvestments*** | |
| 1.1 | Approval of decisions within budget, where the annual revenue consequence is: |  | These delegations apply where decisions are within budgets delegated to the individual or Committee.  The delegated individual must ensure recurrent budget / funding is available for future years before approval.  Committees, Delivery Boards, Provider Collaborative and other such forums are not delegated to make decisions. Those delegated may wish to seek assurance from any such forum before the approval of a decision.  Where a Primary Care contract or arrangement which has, or is capable of having, a term that exceeds five years, approval from NHS England's Local Team Director or Director of Finance must be sought. |
|  | (a) Up to £50,000 | (a) Functional Directors (Budget Managers) |
|  | (b) Up to £100,000 | (b) Executive Directors (Budget Holders) |
|  | (c) Up to £1,000,000 | (c) ICB Executive Team |
|  | (d) Up to £1,500,000 | (d) Population Health & Strategic Commissioning Committee |
|  | (e) Above £1,000,000 | (e) ICB Board |

**Appendix 2**

**Population Health & Strategic Commissioning Committee Sub-Group Structure**

NHS Derby and Derbyshire Integrated Care Partnership

**Terms of Reference and core strategic functions**

1. Background
   1. The Derby and Derbyshire Integrated Care Partnership (ICP) is a statutory joint committee in accordance with Section 116ZA of Local Government and Public Involvement in Health Act 2007 and is part of the Derby and Derbyshire Integrated Care System (ICS).
   2. Derby and Derbyshire Integrated Care System works across the local authority footprints of Derby City and Derbyshire County. The ICP is one of two statutory bodies within the ICS, the other being the Derby and Derbyshire Integrated Care Board (ICB), which has also been established by legislation.
   3. The ICP is a broad alliance of organisations and representatives concerned with improving the care, health, and wellbeing of the population, jointly convened by local authorities and the NHS as equal partners to facilitate joint action to improve health and care outcomes and experiences, influence the wider determinants of health, and plan and deliver improved integrated health and care.
   4. The ICP will work alongside other organisations and members of the voluntary sector, as well as the Health and Wellbeing Boards for Derby and Derbyshire, in relation to delivering population health and wellbeing outcomes.
2. Purpose and Functions
   1. The ICP’s primary purpose will be to act in the best interest of people, patients, and the system, rather than representing individual interests of any one constituent partner.
   2. Under s1176ZB of the Local Government and Public Involvement in Health Act 2007 the Derby and Derbyshire ICP is required to prepare an Integrated Care Strategy that:
      1. details how the needs of resident of its areas will be met either by the ICB, NHS England or local authorities;
      2. considers how NHS bodies and local authorities could working together to meet these needs using section 75 of the National Health Service Act 2006;
      3. must have regard to the NHS mandate and guidance published by the Secretary of State;
      4. involves Local Healthwatch and people who live or work in the ICP’s area;
      5. is reviewed and revised as required when a new joint strategic needs assessment is received from a local authority within the ICP;
      6. considers how health related services can be more closely integrated with arrangements for the provision of health services and social care in its area; and
      7. is published and provided to each local authority in its area and each partner Integrated Care Board of those local authorities.
   3. Under s116B of the Local Government and Public Involvement in Health Act 2007 a local authority and each of its partner ICPs must have regard to:
      1. any joint assessment of health and social care in relation to the area for which they are responsible;
      2. any Integrated Care Strategy that applies to the area of the local authority;
      3. any Joint Health and Wellbeing Strategy prepared by the local authorities and any of its partner ICBs.
   4. These statutory functions will be supported by the following actions:
      1. provide a forum to build on the joint positive working between the NHS ,local authorities and the voluntary sector;
      2. sign off the strategic intent for the health and social care system including the development of the Integrated Care Strategy and refresh;
      3. oversee integration between NHS and social care, including conversations about shared budgets;
      4. leads on preventative actions that are clearly linked to health and social care service provision;
      5. drive the delivery of a shift of resources into prevention;
      6. provide the opportunity to unblock obstacles to success emerging in local Place Alliances and to hear the voices of those on the frontline to inform strategic thinking and planning within Derby and Derbyshire Integrated Care System;
      7. develop a clear view on the contribution of the health and social care services into improving population health, the wider determinants of health and reducing health inequalities;
      8. contribute to the “anchor” approach;
      9. working with Health and Wellbeing Boards and with broader partnerships and partners to support action linked to primary prevention and the wider determinants of health;
      10. collaborate with the activity of the Integrated Care Board to ensure an aligned approach to activity;
      11. mobilises services linked to partner organisations to operationalise and support delivery in health and social care space.
3. Chairing
   1. **Chair**
      1. The meeting will be chaired on a rotating basis by the Chair of Derby Health and Wellbeing Board and the Chair of the Derbyshire Health and Wellbeing Board.
      2. The Health and Wellbeing Board representatives or ICB representative can name a suitable delegate to represent them on a regular basis at the meeting.
   2. **Vice-chair**
      1. The vice chair will be the ICB Board Chair, and this person will deputise should the scheduled Chair be unable to attend a meeting.
      2. The chairs and vice chair will be equal functional roles in this partnership.
   3. **Chairing arrangements**
      1. The chair of the meeting will rotate after every three meetings. Development sessions will be jointly chaired, and appropriate arrangements will be put in place for any additional meetings convened at short notice.
      2. Should neither the Chair nor vice-chair be able to attend a meeting of the Integrated Care Partnership, the ICP members present at meeting will agree to appoint a Chair for that meeting from the members present. It is assumed that in the first instance the Health and Wellbeing Board Chair not currently holding the chair on the rotation would be asked.
4. Membership
   1. The full Integrated Care Partnership membership will comprise:

* Rotating Chairs: Derby City Council Health and Wellbeing Board Chair and Derbyshire County Council Health and Wellbeing Board Chair
* Vice Chair: Integrated Care Board Chair
* NHS Derby and Derbyshire Integrated Care Board:
  + the ICB Chief Executive Officer
  + One Executive Director member
  + One Non-Executive member

At least one member of the ICB must be present at the meeting.

* Political leadership from Derby City Council and Derbyshire County Council comprising:
  + Executive member with responsibility for Public Health (if not covered by Health and Wellbeing Board Chair role)
  + Executive member with responsibility Adult Social Care
  + Executive member with responsibility Children’s Social Care
* Local authority officers from Derby City Council and Derbyshire County Council comprising:
  + Statutory Officer who fulfils the role of Director of Adult Social Services
  + Statutory Officer who fulfils the role of Director of Children’s Services
  + Statutory Officer who fulfils the role of Director of Public Health

At least one representative from each local authority must be present at the meeting. This can be a political or senior officer representative

Other members of the Integrated Care Partnership include:

* Derbyshire Community Health Services NHS Foundation Trust, Chief Executive
* Derbyshire Healthcare NHS Foundation Trust, Chief Executive
* University Hospitals of Derbyshire and Burton NHS Foundation Trust, Chief Executive Officer
* Chesterfield Royal Hospital NHS Foundation Trust, Chief Executive Officer
* East Midlands Ambulance Service NHS Foundation Trust representative
* DHU Health Care, Chief Executive
* Primary Care Networks Clinical Director
* Place Partnerships Clinical Chair
* Provider GP Leadership Board Chair
* Clinical Professional Leadership Board Chair
* District and borough council political leadership comprising:
  + Two elected members who are representatives on Derbyshire Health and Wellbeing Board
* District and borough council chief officers comprising:
  + Two chief officers from the same organisations as the political district and borough council leadership reps
* Voluntary and Community Sector representatives:
  + One person representing Derbyshire based organisations
  + One person representing Derby City based organisations
* Healthwatch Chief Executive Officers
  + Healthwatch Derbyshire, Chief Executive Officer, Healthwatch Derbyshire
  + Healthwatch Derby, Chief Executive Officer, Healthwatch Derby
  1. Specific officers may be asked to attend meetings to provide detailed insight and input to topics or issues and these officers will not be able to vote on matters. NHS England shall be entitled to attend meeting as an observer and shall not be entitled to vote.
  2. The ICP membership will be reviewed annually in line with the financial year commencing in April.
  3. Public and patient experience, including those with lived experience, will feed into the Derby and Derbyshire ICP though its engagement activities and its Citizens Panel which will inform the work of the partnership.

1. Attendance

Attendance of ICP meetings will be monitored and fed back to the ICP annually. Members are expected to attend at least four meetings held each calendar year.

1. Term of office

The term of office of members shall end if:

* 1. rescinded by the organisation by whom they are appointed;
  2. a Councillor appointed by a Council cease to be a member of the appointing Council;
  3. the individual change’s role within an organisation and is no longer in the role that led to their appointment to the ICP.

1. Substitutes

It is expected that members will prioritise attendance at these meeting and make themselves available. Exceptionally where this is not possible a deputy of sufficient seniority may attend, if required who will be able to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this group. The Chair of the ICP must be informed in advance of the relevant meeting of the identify of a substitute.

1. Responsibilities of ICP members

Members should be senior leaders and key decision makers who are able to actively contribute to, and be collectively accountable for, the development and delivery of the Integrated Care Strategy and achievement of our shared ambition to health and care outcomes and reduce health inequalities. All members will:

* 1. fully engage in the Integrated Care Partnership including active participation in discussions and decision-making relating to all relevant agenda items;
  2. propose, as appropriate, agenda items, for information or discussion, to the Integrated Care Partnership;
  3. represent their respective organisations or networks they represent and must take responsibility for communicating all relevant information within their organisation or network;
  4. actively progress any strategic decision or action agreed at the Integrated Care Partnership through their own organisation and any relevant partners and networks;
  5. ensure full support and implementation of the Integrated Care Strategy through their own organisation and relevant networks;
  6. ensure their organisations are fully represented and participate in relevant sub-groups and/ or Task and Finish groups as appropriate;
  7. members are expected to make good two-way connections between the Derby and Derbyshire ICP and the constituent partners, modelling a collaborative approach to working, and listening to the voices of people, patients, and the public utilising where possible the ‘Ten principles for how ICSs work with people and communities, attached as Appendix 2.
  8. District Council members are in attendance on behalf of the other district councils and therefore have an obligation to feed in and out from the broader group of district councils;
  9. for Local Authority representatives this will be in accordance with the due political process;
  10. the Integrated Care Partnership will direct and commission specific pieces of work;
  11. ICP members will be expected to action, coordinate, and feedback on agreed actions within agreed timescales.

1. Frequency
   1. The ICP will meet every eight weeks for a maximum of 3 hours unless the ICP agrees via a formal vote of members at the meeting to continue beyond this time limit.
   2. If there is insufficient business the Chair can agree to cancel the meeting up to 5 days in advance of the set meeting date.
   3. The date, time and venue of meetings will be fixed in advance and an annual schedule of meetings will be agreed.
   4. Additional meetings may be convened at the request of the Chair or Vice Chair.
2. Reporting

Reports considered by the Integrated Care Partnership will need to make a clear recommendation and demonstrate how they are delivering against integrated Care Strategy priorities. Reports for information and noting will be circulated electronically between meetings to ensure that information is shared in a timely manner.

1. Agenda planning
   1. All partnership members will be asked to put forward reports for consideration prior to agendas being finalised.
   2. The Chair will set the agenda for the meeting.
   3. **Meeting Agenda** 
      1. The agenda will be approved by the co-chairs and will follow the following format:
      * Apologies
      * Declarations of Interest
      * Minutes and action log of previous meeting
      * Items for discussion and decision
      * Items for information (where no decision is required)
      1. All reports associated with agenda items must meet standard reporting requirements and be received by the secretariat by the date stated when agenda items are requested.
      2. No late items will be accepted.
      3. The agenda will be published at least five clear working days before the meeting, a copy of the agenda and associated papers will be sent to every member of the ICP.
2. Minutes

The minutes of the proceedings will be approved at the next suitable meeting after they have been agreed as a correct record at that meeting. The minutes will be accompanied by a list of agreed action points which may be discussed in considering the minutes of the previous meeting should they not be specifically listed as items on the agenda for that meeting.

1. Quorum
   1. The meeting will be quorate when one ICB representative and one local authority member from both Derby and Derbyshire local authorities are present. The meeting will not proceed if Quorum is not met.
   2. If any member of the Derby and Derbyshire ICP has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
2. Declaration of Interests
   1. Any interests held by members should be declared on any item of business at the meeting in accordance with procedures of the host authority.
   2. The code of conduct for the members organisation will apply e.g., Derbyshire County Council Councillor will utilise their code of conduct. If organisations do not have their own code of conduct, then the code of conduct for the organisation hosting the meetings will apply.
3. Voting
   1. At this stage of its development the ICP will operate on a consensus basis.
   2. Where items cannot be agreed on a consensus basis a small task and finish group involving necessary representatives will be established to consider matters outside of the ICP meeting, reporting back with an agreed way forward. If required, this will be facilitated by a third party.
4. Development sessions

In addition to the formal public meetings, the ICP will hold regular development sessions. Development sessions will be held in private to support specific issue focused discussion and learning and active development of ICP members.

1. Operational Delivery
   1. Where possible delivery against priorities in the ICS Strategy and actions agreed by the ICP will be delivered by established system groups.
   2. The ICP will be mindful of other system priorities and key groups, such as the Health and Wellbeing Board, Health and Wellbeing Partnerships and City Partnership when agreeing work programmes or actions.
   3. The ICP will have a clear understanding of its relationships with other boards and seek to avoid duplication of effort and ensure alignment with other system activity. The governance diagram at Appendix 1 of this document sets out the relationship between the ICP and other groups and programmes of work in Derbyshire. If required a protocol document between the ICP and other strategic groups will be established to facilitate discussions and delivery against priorities.
   4. The ICP will have two groups which can as appropriate report into the meeting, the Integrated Place Executive, and the Provider Collaboration Board. The Board will also receive regular updates from Derbyshire Health and Wellbeing Board and Derby Health and Wellbeing Board. The ICP will also update other Boards on its programme of work on a regular basis.
   5. Place Alliances will be aligned to the Integrated Care Partnership and act as a delivery structure, working alongside Derbyshire Health and Wellbeing Partnerships and strategic groups in Derby City, to coordinate delivery of agreed actions and pieces of work.
   6. Task and finish groups will be established by exception to take forward key pieces of work where this is no identified system group. Task and finish groups will include representatives from partner organisations and wider stakeholders.
2. Access to Information/Freedom of information

The ICP shall be regarded as a local authority committee for access to information purposes and meetings will normally be open to the press/public.

1. ICP papers
   1. The agenda and supporting papers shall be circulated at least five clear working days in advance meetings and published on the Derby City Council website. Minutes will be published on the Derby City Council website.
   2. Partners will be able to link to this online resource and share information about forthcoming meetings as appropriate.
2. Scrutiny

Decisions of the ICP will be subject to scrutiny and the “call-in” powers of the constituent councils’ scrutiny arrangements.

1. Secretariat

The Secretariat role will be provided by Derby City Council. This role will include minute-taking and distribution, administration of all agenda items and associated papers.

1. Renumeration

Members attendance at meeting will not result in additional payments. Mileage and expenses can be made by the respective authorities or organisations in line with organisational policy and procedures.

1. Support arrangements

The host authority will also provide support via the Monitoring Officer and Section 151 officer.

1. Information Sharing Protocol

If necessary, the ICP and partners will develop an information sharing protocol to enable the effective sharing of information and ensure compliance with General Data Protection Regulations.

1. Review

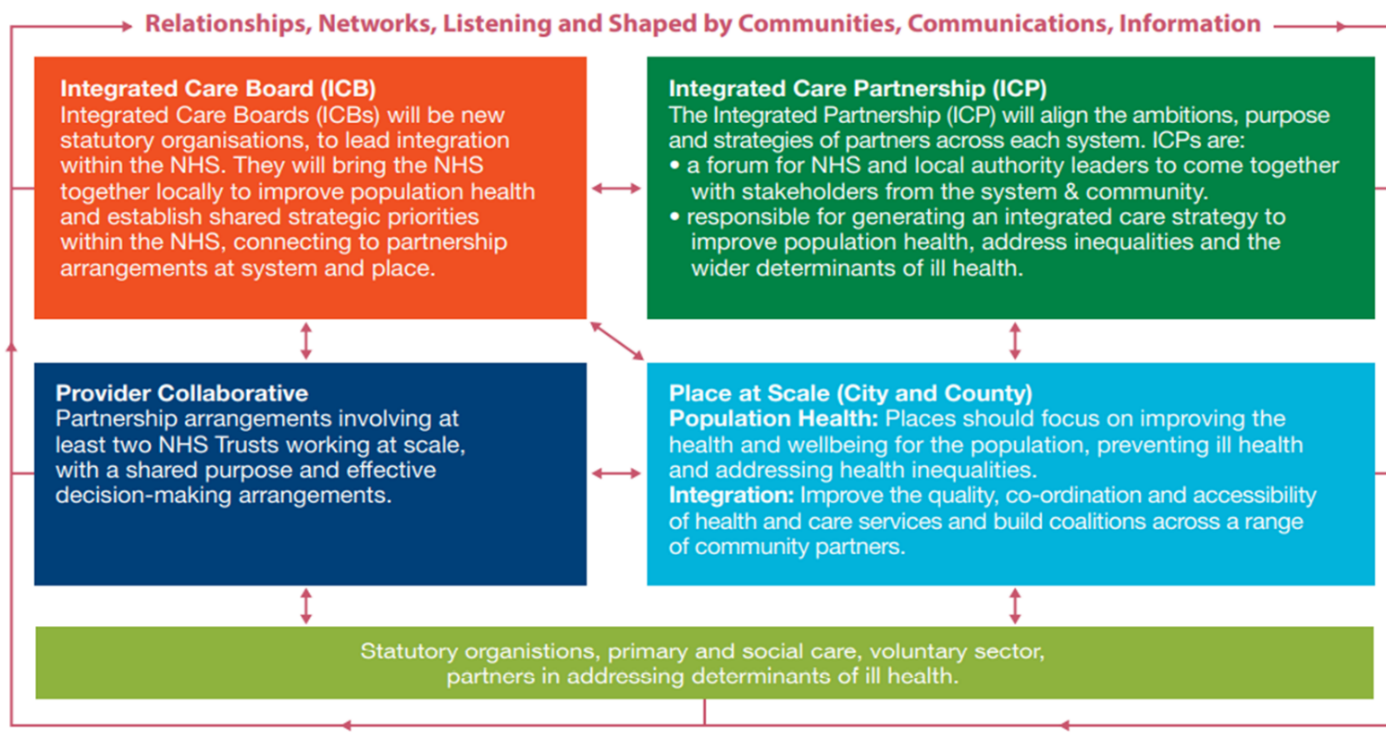
These terms of reference will be reviewed annually or earlier if required.

Reviewed by the Integrated Care Partnership: September 2022

Approved by the Integrated Care Partnership: 12th October 2022

Review Date: April 2023

**Appendix 1 – ICP Relationship with other Boards**



**Appendix 2 – 10 Principles for how ICSs work with people and communities**

1. Put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS.

2. Start engagement early when developing plans and feed back to people and communities how their engagement has influenced activities and decisions.

3. Understand your community’s needs, experience and aspirations for health and care, using engagement to find out if change is having the desired effect.

4. Build relationships with excluded groups, especially those affected by inequalities.

5. Work with Healthwatch and the voluntary, community and social enterprise (VCSE) sector as key partners.

6. Provide clear and accessible public information about vision, plans and progress, to build understanding and trust.

7. Use community development approaches that empower people and communities, making connections to social action.

8. Use co-production, insight, and engagement to achieve accountable health and care services.

9. Co-produce and redesign services and tackle system priorities in partnership with people and communities.

10. Learn from what works and build on the assets of all ICS partners – networks, relationships, activity in local places.

Integrated Place Executive

**Terms of Reference**

1. Purpose
   1. To bring together local government, the NHS, social care providers, the voluntary, community and social enterprise sector and other community partners to co-ordinate and integrate services.
   2. Embedding co-production with people who use our local services; facilitating accountability to local communities and building broader coalitions with community partners to create health and well-being. To enable healthier years of life for the people of Derby and Derbyshire.
   3. To lead the development of and deliver the Integrated Care Partnership Strategy.
2. Membership
   1. Chair – Clinical and Professional Lead Executive
   2. Deputy Chair – Director of Adult Social Care, Derbyshire County Council
   3. The Integrated Place Executive are executive directors from:
      * Public Health
      * Adult Social Care (Deputy Chair)
      * Children's Services
      * GP Provider Rep (City and County)
      * Derbyshire Community Health Services NHS Foundation Trust
      * University Hospitals of Derby and Burton NHS Foundation Trust
      * Derbyshire Healthcare NHS Foundation Trust
      * Chesterfield Royal Hospital NHS Foundation Trust
      * East Midlands Ambulance Service NHS Trust
      * Derbyshire Health United
      * Voluntary, Community and Social Enterprise Representative – linked to alliance
      * Healthwatch (supported by underpinning patient / public forum)
      * All County Local Place Alliance and City Board Link
      * Director lead for Place Development and Delivery
3. Quoracy

A quorum will be at least 50% of the membership to include the Chair or Deputy Chair.

1. Frequency

Meetings will be held monthly, via MS Teams or face to face.

1. Roles and Responsibilities
   1. **Strategy**
      1. Lead development of the Integrated Care Strategy.
      2. Identifying Place priorities from system strategic plans.
      3. Oversee local delivery of performance against national targets; the ICS Long Term Plan and the Strategy.
   2. **Workforce**

Supporting integrated workforce development and deployment.

* 1. **Working with Communities**
     1. Promote stakeholder engagement, including with VCSE partners, embedding co‑production with people who use our local services.
     2. Amplifying the voice of the least heard.
  2. **Data and Digital**

Oversee the implementation of a population health management system to ensure care coordination and integration is informed by population health data and analytics.

* 1. **Transformation**
     1. Managing relevant whole system transformation programmes.
     2. Interface with provider collaborative and delivery boards to determine the implications for local provision.
     3. Identifying and addressing system / inter-agency barriers to integrated care.
  2. **Governance**
     1. Oversee the use of resources within the delegated financial allocations and promote financial sustainability.
     2. Make recommendations to the ICB for appropriate integrated / community services and joint commissioning budgets.
     3. Establishing governance mechanisms to support Place.
  3. **Clinical and Professional Leadership**

Engaging and developing full range of professional leadership and driving change at all place level.

1. Sub-Groups
   * + Team Up Steering Group
     + Personalisation Delivery Group
     + End of Life Programme
     + Social Prescribing Advisory Group
     + Primary and Community Care Delivery Board
2. Communication Links
   * + Health & Wellbeing Boards; City and County
     + Integrated Care Partnership
     + Place Partnership Boards; City and County
     + Provider Collaborative
     + Health and Wellbeing Partnerships
     + Provider Boards and Executive Teams
     + Voluntary sector services
     + Council Cabinets and Senior management Teams
     + Other related system delivery groups
     + Primary Care Networks
     + Local Place Alliances
3. Reporting To
   * + Integrated Care Partnership
     + Integrated Care Board SLT
4. Accountability

The IPE is accountable to partner members as well as being accountable to the ICB.

1. Delegated Authority
   1. The IPE is a joint executive created by the members of the Place Partnership Boards and accountable back to them and the individual member organisations.
   2. At this stage the IPE has no formally delegated authority from the Boards of statutory organisations. The seniority of individual members means that they are committing their respective organisations and making decisions within the scope of their own authority in tandem with other members of the group.
2. Conflicts of Interest
   1. Members should continue to comply with relevant organisational policies/governance framework for probity and decision making.
   2. A register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying the Chair of any changes to their respective declarations as and when they occur.
   3. In advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.
   4. The Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting.
   5. The Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
      1. allowing the individual to participate in the discussion, but not the decision-making process;
      2. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements;
      3. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions.
   6. In considering the approach to Conflicts of interest the Chair will take account of the guidance given in Section G of the document ‘Interim Guidance on the functions and governance of the integrated Care Board’ (NHS August 2021) or any updated versions including the advice that
      1. it should not be assumed that members are personally or professionally conflicted just by virtue of being an employee, director, partner or otherwise holding a position with one of these organisations;
      2. actions to mitigate Conflicts of Interest should be proportionate and should seek to preserve the spirit of collective decision-making wherever possible; and
      3. ICBs should clearly distinguish between those individuals who should be involved in formal decision taking, and those whose input informs decisions, including shaping the ICB’s understanding of how best to meet patients’ needs and deliver care for their populations.

Reviewed by the Integrated Place Executive: April 2022

Approved by the Integrated Place Executive: May 2022

Review Date: November 2022

Provider Collaborative Leadership Board Partnership

**Document and Terms of Reference**

**Development / Changes from the previous version**

Updated for clarity and to take account of clarified accountabilities and emerging operational arrangements.

Where reference is made to the Board this means the Provider Collaborative Leadership Board. The term provider Boards refers to the Boards of the providers which make up the PCLB.

1. Background
   1. Provider collaboratives are the vehicle for joining up the delivery of health and social care and vary in scale and scope. They are essential in the development of strong Integrated Care Systems (ICSs) as they can support and enable vertical integration (e.g., primary, community, local acute services) and horizontal integration (e.g. across multiple places or across multiple ICSs).
   2. Provider collaboratives support improved decision making and delivery across multiple organisations. Through collaborating at scale, they can effectively align strategic decision making and make quicker and more effective decisions including standardisation of approaches and delivery where variation is unwarranted. Through working together providers can make the best use of the resources available and support the strategic aim of reducing health inequalities.
   3. This can be over local areas known as being ‘at Place’ but sometimes, many people will have more complex or acute needs, requiring specialist expertise which can only be planned and organised effectively over a larger area than Place. This may be because concentrating skills and resources in bigger sites improves quality or reduces waiting times; because it is harder to predict what smaller populations will need; or because scale working can make better use of public resources. Because of this, some services such as hospital, specialist mental health and ambulance needs to be organised through provider collaboration that operates at a whole-ICS area – or more widely where required.
   4. The intention is that all people served by the ICS, and wider East Midlands collaborations are able to:

access a full range of high-quality acute hospital, mental health and ambulance services;

experience fair access to these services, based on need and not factors such as geography, race or socio-economic background;

optimise pathways of care to achieve best in class health and care outcomes for the people of Derby and Derbyshire.

* 1. The JUCD Board has agreed that Provider Collaboratives will cover:

Hospital Services (secondary, tertiary, networks);

Mental Health;

Ambulance (999 & 111 / Urgent and Emergency Care);

General Practice (In & Out of Hours Primary Care).

* 1. The scope will include a plan to modernise and develop services including on a wider area (at scale) and transformation to ensure the quality and sustainability of services. The scope will also explore the use of clinical networks, system level support and mutual aid arrangements between organisations to enhance resilience, together with fair and equal access to services across the ICS area, and East Midlands ICS network(s). It will also ensure collaboration in the delivery of health, social and economic development by improving provider productivity, efficiency and reduce unwarranted variation. The collaborative will also agree non-clinical areas of focus where a wider economy of scale would improve outputs, efficiency and effectiveness.

1. The Providers

* Chesterfield Royal Hospital NHS FT
* Derbyshire Community Health Services NHS FT
* Derbyshire Healthcare NHS FT
* DHU Health Care C.I.C
* East Midlands Ambulance Service NHS Trust
* University Hospitals of Derby and Burton NHS FT

1. The Board and Governance Approach
   1. The Board has been formed by the NHS provider organisations in the JUCD ICS as a single Provider Collaborative Leadership Board to manage the collective endeavours of the Derbyshire NHS Providers. The approach is in line with the requirements of the ICS Design Framework and the opportunities for different ways of working identified in the Health and Care Act.
   2. The Board is an executive group dedicated to driving forward the collaborations which it identifies as being required on behalf of the provider Boards and will function through engagement and discussion between its members. Direct accountability is to provider Boards.
   3. This document does not seek to be binding but instead sets out the principles and approach to working together to deliver seamless quality services for the people of Derby and Derbyshire which meet the quadruple aim of JUCD of:

improving experience of care (quality & satisfaction);

improving the health of the population;

improving staff experience and resilience; and

reducing the per capita cost of healthcare.

* 1. The providers acknowledge that arrangements will evolve and agree, that the key to all collaboration is working together to build trust, and to begin with a streamlined governance structure and build as situations or emerging regulation require.
  2. It is envisaged that in time the full Provider Collaborative Leadership Board may take the form of a joint committee made up of the constituent organisations with delegations from these bodies to enable it to make appropriate decisions on their behalf. The Board is established by the providers, each of which remains a separate legal entity accountable for the services they provide, to ensure a governance framework for the further development of collaborative working between the providers. .
  3. The Board gives the opportunity to determine the areas of interest which it will be appropriate for the provider collaborative to concentrate on and therefore clarity regarding the delegations will be determined as required.
  4. The actions of the participants and bodies represented will:
     1. be driven by the interests of the people and communities served;
     2. support each other to address barriers to system transformation;
     3. design health, care and wellbeing services to meet the needs and wants of the people who use them, not the organisations who provide them;
     4. ensure services are provided as close as possible to the places people live.
  5. To ensure these aims in operating as a Board it will:
     1. be guided by the approaches defined through the Provider Chairs and Chief Executives meeting;
     2. function through engagement and discussion between its members. Any agreements reached at the Board will be enacted through the decision-making processes of the organisations involved;
     3. seek to reach consensus in deciding its recommendations and making decisions on system matters. The Chair will actively seek to reach decisions by consensus. If consensus cannot be reached, views which oppose the majority view will be recorded and presented with the report/advice ensure transparency.
  6. The Board is made up of willing partners and as such, any of the six member organisations can withdraw from the Board. This should be done in writing from the CEO and Chair of the organisation to the other Provider Collaborative Leadership Board members giving at least one months’ notice. It should be noted that the legislation requires Acute and Mental Health providers (as a minimum) to be part of one or more provider collaboratives.
  7. The work of the Board will be supported by a Programme Director who will work across the constituent bodies and be hosted by one of the provider organisations (Derbyshire Healthcare Foundation Trust).

1. Membership and Business
   1. Membership and quoracy arrangements are set out in the terms of reference. Membership will reflect the need for a clear senior leadership driving collaborations and the need to bring in a wide range of expertise. Core Members are:

accountable for contributing and taking personal responsibility for achieving the purposes set out in the Terms of Reference and taking forward relevant decisions to or on behalf of their organisations;

expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments, modelling collective leadership;

expected to provide information as necessary to support the undertaking of accurate analysis to inform developments;

responsible for keeping their organisational board or equivalent updated on the progress of the ICS and the provider collaborative and will take key items for approval ensuring timely decision making does not delay the work of the ICS development and delivery;

will confirm to all provisions regarding conflicts of interest detailed in the terms of reference. The approach to conflicts of Interest will also be guided by the approach identified in Section G of the document ‘Interim Guidance on the functions and governance of the integrated Care Board’ (NHS August 2021) or any updated versions.

* 1. In line with Statue the Chair of this Board is not a member of the ICB however the ICB has members from two of the provider Boards which ensures a link with the Provider Collaborative Leadership Board.
  2. The work of the Board will involve:
     1. advising on the collective approach to look at the scope of opportunities at scale in areas requiring a bigger footprint approach to provision. It is the sole purpose of the Board to work on these areas on the collective behalf of the providers and to engage meaningfully with the Health and Care partnerships to further influence change;
     2. confirming what added value provider collaborations at scale will offer, and what will the respective approaches to collaboration at scale be in terms of configuration, functions, accountabilities and supporting infrastructure;
     3. working closely with the Integrated Place Executive and the Place Partnership Boards and the three Delivery Boards/Alliances to collectively influence how the system operating model may need to change based on the outcomes of these JUCD programmes;
     4. receiving updates from each of the providers in relation to the programme of work defined for delivery through provider collaboratives at scale;
     5. overseeing the development and implementation of an annual work programme which reflects the agreed priorities of the Board and works towards the future operating model, responding to opportunities and shared challenges through collaborative work;
     6. keeping the provider Boards and ICB appraised of its work and progress;
     7. reviewing its effectiveness and approach at every meeting and reviewing progress against the agreed maturity matrix.
  3. In doing this the Board will:
     1. provide joint system leadership to transform and address provider quality and efficiency, working together at scale with a shared purpose and effective decision-making arrangements;
     2. plan, deliver and transform services, address unwarranted variation and inequality in access, experience, and outcomes across wider populations, improve resilience and ensuring that specialisation and consolidation occur where this will provide better outcomes and value;
     3. identify and agree opportunities and priorities for collaboration in line with strategic objectives;
     4. agree on deployment of local assets and resources for service recovery, restoration and transformation;
     5. agree management of risks and mitigations of each provider partner;
     6. agree the strategic plan for provider collaboration for recommendation to ICB Board.
  4. The agreed areas of focus for the Board are:
     1. evolution and development of the JUCD Provider Collaborative;
     2. clinical pathway redesign;
     3. clinical pathway enablers;
     4. monitoring the performance of our (provider) system;
     5. corporate efficiency.

1. Information Sharing and Confidential Information
   1. It is essential to ensure full collaboration that relationships are built on mutual trust. Key to this is confidence that providers will share all information that is required in order to achieve the best outcome for the citizens of Derbyshire and that the information that is shared is treated appropriately.
   2. As such whilst nothing in this document impacts on providers’ regulatory or statutory obligations it is anticipated / expected that:
      1. providers will make sure that they share information, and in particular competition sensitive information, in such a way that is compliant with competition and data protection law. The approach will be in compliance with the Provider Selection Regime which it is anticipated will be included within the Health and Care Act;
      2. all providers will keep in strict confidence all confidential Information it receives from another provider;
      3. providers will only use confidential Information received from another provider for the purpose of collaboration and not for any other purpose.

Terms of reference for the Provider Collaborative Leadership Board

1. Purpose
   1. The Board provides the formal joint leadership for the collaborations to enable the delivery of a shared agenda. It provides oversight of the development and delivery of a robust, viable and deliverable sustainability and transformation plan, and new ways of working which meets the health and care needs of the citizens of Derby and Derbyshire.
   2. The Board will be responsible for the following key functions:
      1. providing joint system leadership to transform and address provider quality and efficiency, working together at scale with a shared purpose and effective decision-making arrangements;
      2. planning, delivering, and transforming services, to address unwarranted variation and inequality in access, experience, and outcomes across wider populations, improve resilience and ensure that specialisation and consolidation occur where this will provide better outcomes and value;
      3. identifying and agreeing opportunities and priorities for collaboration in line with strategic objectives;
      4. agreeing the deployment of local assets and resources for service recovery, restoration and transformation;
      5. overseeing the management of risks and agreeing the mitigations of each provider partner;
      6. agreeing a strategic plan for collaboration for recommendation to ICB Board.
2. Accountability
   1. The Board is directly accountable to the provider Boards. The Chair represents the voice of the Provider Collaborative Leadership Board and provides regular reports (including but not limited to, risk management and delivery). In addition, an annual report will be provided to the ICB/ to include progress and a summary of key achievements. Wider oversight and accountability is provided through the provider organisations and the / ICP.
   2. The Chair is responsible for proactively notifying the Chair of the ICB/, of any matters pertinent to the business of the Board. The Board will work closely with the Provider Collaborative at Place processes and individual organisations lead officers within the ICS.
   3. Collaboration between providers is required outside of the boundary of Place at ICS, or wider regional networks which is a function of the ICB / ICP Board.
3. Membership, attendance and responsibilities
   1. The initial approach is to focus on a core membership which can be expanded as the Board matures. Any changes to Core members will require agreement by the Provider Boards with any changes to ‘Partner Members ’ or those to be ‘In attendance’ agreed by the Board via amendment to the Terms of Reference.
   2. The membership of the Board will be:

Core Members

Provider CEOs (6). If the CEO is not able to attend the CEO may designate their deputy CEO to attend or in exceptional circumstances a role of equivalent seniority – any designate must have the ability to make decisions on behalf of the relevant CEO at the meeting. The Executive Director of Strategy & Transformation EMAS will represent EMAS.

Partners

* + - 1. Programme Director (SRO), Provider Collaborative.
      2. Chair of Derbyshire GP Provider Board.
      3. Representative from the Clinical Professional Leadership Group & SRO work stream leads for Delivery Boards (4).
      4. Chief Digital Information Officer and Chief People Officer as appropriate.
      5. Enablers/finance and estates as appropriate.

In attendance

* + - 1. By invitation – other partners / links from other systems.
      2. Governance / finance / communications support (as needed).
      3. Specific individuals/roles supporting the development of the Provider Collaborative Leadership Board will also be invited to attend.
  1. It is expected that members will prioritise meetings and make themselves available. Members, through notifying the Chair in advance of the meeting, may identify a deputy of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Board for that meeting.
  2. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

1. Quorum
   1. The meeting will be quorate when four of the provider Chief Executive’s or their deputies are present.
   2. If any member of the Board has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum for that part of the meeting.
2. Chairing arrangements
   1. The meeting will be chaired by a NHS Provider CEO and will be chosen through the agreement of the core members. The term of office will be for 12 months unless otherwise agreed by a quorate meeting of the Board.
   2. Should the Chair or vice not be present at a meeting the core members present will agree which of their number will take the chair for that meeting.
3. Meeting Process
   1. The group will meet formally before every ICB Board meeting to ensure all Board information submitted to the Board has been properly scrutinised and to develop an agreed view on any future issues arising. The Chair may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner
   2. The meeting may be held, and meeting papers distributed, through electronic means. Where necessary, members will be required to respond to virtual electronic communications to consider issues.
   3. The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference and sent to members and attendees, unless by prior agreement, a minimum of two working days before the meeting. Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing. Brief minutes of the meeting and a note of actions will be taken at the meeting.
   4. The preparation and distribution of the agenda and meeting records will be supported by the provider organisation which takes the chair. The brief minutes and action notes will be circulated to members for approval at the next meeting.
   5. There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.
4. Delegated Authority
   1. At this stage the Board has no formally delegated authority from the Boards of statutory organisations.
   2. The seniority of individual members means that they are committing their respective organisations and making decisions within the scope of their own authority in tandem with other members of the group.
5. Urgent Decisions
   1. The Board may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between meetings and in relation to which a decision must be made prior to the next scheduled meeting. Where an urgent decision is required, a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video / telephone conference or (where meeting in person or remotely is not possible) communicate by email to take an urgent decision. Requests for all urgent decision will be made by the chair (or in the chair’s absence the vice chair) and administered through the provider organisation which takes the chair.
   2. The quorum will be as described in section 4 and will require the participation of four of the Provider Chief Executives or their deputies . In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
6. Conflicts of interest
   1. As a Provider Collaborative Leadership Board and not yet taking delegated decisions the requirements in relation to conflicts are less onerous, however it is felt important that good practice should be followed and therefore Members should adopt the following approach:

that they continue to comply with relevant organisational policies/governance framework for probity and decision making;

a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying the Chair of any changes to their respective declarations as and when they occur;

in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;

the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;

the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:

* + - 1. allowing the individual to participate in the discussion, but not the decision-making process;
      2. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements;
      3. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
  1. In considering the approach to Conflicts of interest the Chair will take account of the guidance given in Section G of the document ‘Interim Guidance on the functions and governance of the integrated Care Board’ (NHS August 2021) or any updated versions including the advice that:
     1. it should not be assumed that members are personally or professionally conflicted just by virtue of being an employee, director, partner or otherwise holding a position with one of these organisations;
     2. actions to mitigate Conflicts of Interest should be proportionate and should seek to preserve the spirit of collective decision-making wherever possible;
     3. ICBs should clearly distinguish between those individuals who should be involved in formal decision taking, and those whose input informs decisions, including shaping the ICB’s understanding of how best to meet patients’ needs and deliver care for their populations.

1. Review
   1. The Board will review its effectiveness and approach to full status at every meeting and review progress against the maturity matrix.
   2. In reviewing its effectiveness, the Board may amend its Partnership Document and Terms of Reference by resolution. The meeting will confirm whether the changes are substantive enough to require consideration by the provider Boards. Where this is indicated the changes will not take effect until the consultation has been undertaken. The revised Partnership Document and Terms of Reference will be shared with the ICB once confirmed.
   3. These Terms of Reference will be reviewed at least annually to ensure good governance practice.

Clinical and Professional Leadership Group

Terms of Reference

1. Purpose
   1. The Joined Up Care Derbyshire vision is to improve Life Expectancy and Healthy Life Expectancy for the people and communities we serve AND reduce the Health Inequalities driving these differences. CPLG as an agnostic group provides clinical and professional leadership which directs the system in achieving this vision and in doing so, drives achievement of the Quadruple Aim of improving patient outcomes, improving patients’ experience of care, improving staff experience of delivering care and to reduce the per capita cost of health care.
   2. The primary purpose of the CPLG is to act as the clinical and professional conscience for the Integrated Care System (ICS) by providing collective direction, impetus and guidance, which enables the system to achieve its strategic priorities to:
      1. improve outcomes in population health and healthcare;
      2. tackle inequalities in outcomes, experience and access;
      3. enhance productivity and value for money; and
      4. help the NHS support broader social and economic development
   3. CPLG has a central role in the development of wider system Clinical and Professional Leadership and have agreed a Clinical and Professional Leadership Model (see Appendix 1) which underpins everything the group does. The vision for CPLG is:

*“The Clinical and Professional Leadership Group (CPLG) will facilitate, strengthen and build clinical & professional leadership within the Joined Up Care Derbyshire ICS so that the best outcomes for the population are achieved collectively. We will do this by ensuring clinicians and professionals are involved, informed, have the ability and opportunity to influence and lead decision making at all levels; supported by trusted and connected leadership”.*

* 1. CPLG will:
     1. be driven by the interests of the people and communities we serve; ensuring health and care services are designed to meet the needs and wants of the people who use them, not the organisations who provide them;
     2. be recognised, utilised and connected in decision making at all levels as the strategic Clinical and Professional Leadership Group in the ICS by influencing and informing the ICS strategic agenda through high quality advice and shared learning;
     3. ensure system developments and transformation are aligned to consistent frameworks/principles; seeking to ensure shared learning, innovation and following evidence-based practice;
     4. act as the clinical and professional conscience for the system; making recommendations to the ICB, ICP and other strategic groups;
     5. provide an ‘open door’ to resolve difficult system problems with a role in holding partnerships/organisations to account;
     6. ensuring there are mechanisms for strong clinical and care professional involvement in service redesign proposals;
     7. define clinical and professional roles, responsibilities and representation at the heart of decision making throughout ICS developments; ensuring leadership is resourced (funding, support and infrastructure);
     8. reduce duplication and add value, with everyone working towards the same vision (making the system less complex);
     9. develop and oversee Clinical and Care Professional Leadership by facilitating relationships and structures across the system at all levels;
     10. avoid duplication by ensuring distributed leadership is embedded in the right place and time with CPLG as a group providing the strategic umbrella.

1. Remit

The CPLG will ensure delivery of its purpose through 3 strategic areas, aligned to wider ICS development and delivery:

* 1. to provide advice and assurance to the **ICB** on matters specifically relating to the **NHS** and **Provider** **Collaboratives**:
     1. undertake clinical pathway and transformation reviews, ensuring strong clinical and professional involvement is evident as developments are progressed;
     2. support the work of the Provider Collaborative Leadership Board (PCLB) to ensure strong connections with collaboration at scale and underpinning structures such as the Delivery Boards;
     3. develop and ensure rollout of the Clinical Pathways Development Process (appendix 3) to ensure CPLG is utilised effectively in pathway developments and can make recommendations to the Population Health and Strategic Commissioning Committee and/or other groups as necessary;
  2. to influence the work of the **ICP** and **Place** **Partnerships**:
     1. influence the Integrated care strategy development by utilising CPLG effectively;
     2. support the work of the Integrated Place Executive to ensure strong clinical and professional distributed leadership is embedded consistently in our Place Partnerships, Local Place Alliances (inc. Social Care) and PCNs;
     3. ensure the ICP infrastructure is aware of the Clinical Pathways Development Process (appendix 3) and utilises the CPLG as set out where necessary/ appropriate;
     4. provide assurance to the ICP of strong CCP leadership and involvement in developments, ensuring broader health and care perspectives are taken into account;
  3. to develop and embed system wide **Clinical** **and** **Care** **Professional** **distributed** **leadership** arrangements:
     1. responsible for delivery of the CCPL framework and associated action plan to ensure progress is being made;
     2. strengthen the distributed leadership model with the group acting as the glue to ensure all aspects brought together and embedded;
     3. facilitate strengthening of the strategic relationships and connectivity between CPLG and both Local Authorities, which has a shared purpose and is aligned to the integrated care strategy objectives;
     4. work with the Workforce Advisory Group to provide direction and facilitate the required cultural change.

1. Roles and Responsibilities
   1. The specific CPLG Chair and Vice Chair areas of responsibility can be found at Appendix 2.
   2. All CPLG members are responsible for:
      1. contributing to delivery of the overarching objectives as set out in these Terms of Reference;
      2. ensuring clinical and care professional ownership of changes and supporting leadership behaviours across the system;
      3. acting as ambassadors for JUCD; ensuring there are clinical and care professional advocates and involvement in service redesign proposals;
      4. ensuring that wider system clinical and care professional colleagues are kept informed and are engaged in developments as appropriate;
      5. providing the necessary intelligence and information to support the undertaking of accurate analysis to inform decision making.
2. Delegated Authority
   1. The scheme of delegation set out in the agreed clinical pathway development process will be followed for all clinical pathway and transformation proposals (see Appendix 3). The process defines the thresholds which CPLG can sign-off directly and what needs escalating to other ICS groups. CPLG will discusses the proposal in its meeting, and will provide one of the following recommendations:
      1. Fully Supported – with comments and considerations;
      2. Partially supported – with recommendations and suggestions for further development;
      3. Not currently supported – Further additional work needs to be undertaken prior to CPLG being in a position to provide a considered view and make recommendations.
   2. CPLG does not have the ability to make decisions which commit resources, however CPLG will make firm recommendations to relevant groups to inform decision making.
   3. CPLG will make decisions on behalf of the system in relation to the clinical and professional leadership developments, working with other groups and committees as appropriate.
3. Accountability
   1. CPLG is accountable to the Derby and Derbyshire Integrated Care Board (ICB) and the Derby and Derbyshire Integrated Care Partnership (ICP), through the CPLG Chair as a partner member on the respective Boards.
   2. The Chair of CPLG will provide regular updates to highlight key considerations, recommendations and escalations to the ICB and ICP.
   3. The Chair is responsible for proactively notifying the Chair of the ICB and ICP of any matters which need to be on the agenda of Board meetings, which are pertinent to the business of CPLG.
   4. In addition, an annual report from CPLG will be developed to include progress and effectiveness in relation to system clinical leadership and engagement.
4. Membership and Attendance

The membership of CPLG will be kept under continual review to ensure it is evolutionary, depending on the ongoing needs of the system, and of the CCPL community. This will ensure the membership remains inclusive and representative, whilst balancing the value added both in the meetings and in enabling stronger connections with the wider ICS.

* 1. **Membership**
* CPLG Chair
* CPLG Vice Chairs (1)
* CPLG Management Lead
* AHP Council representative
* Chief/Director of Pharmacy
* Directors of Nursing from CRH, DCHS, DDICB, DHCFT, DHU, EMAS (2), UHDB
* Medical Directors from CRH, DCHS, DDICB, DHCFT, DHU, EMAS (2), UHDB
* General Practice Provider Board representative
* LMC representative
* Public Health representative (s)
* Senior Social Care representative (s) (3)
* Integrated Place Executive Clinical Lead
* Local Dentistry Committee representative (4)
* Psychological Therapies Representative (4)
* Social Work Representative (4)

Notes:

(1) Vice Chairs may be members of CPLG in another capacity from the wider membership

(2) Recognising the scale of the service provider and necessity to connect with multiple ICSs and/or the nature of the discussion, EMAS members will be invited and included in the membership, but it is noted that they may not be able to consistently attend the meetings. Where there are pertinent agenda items for discussion then endeavours will be made to ensure representation

(3) Senior social care representatives are considered vital and important in ensuring a holistic view across the ICS and influencing the developments beyond the NHS in isolation. It is noted that this relationship is evolving to ensure value is added in the contributions. Representatives will remain as members of CPLG, but it is recognised that further clarity and confirmation will evolve.

(4) Members are included to provide a broader and more inclusive view and connectivity into wider clinical and care professional leadership developments. Developments are taking place to engage Local Pharmacy Committee and Local Optical Committees to recognise NHSE delegated function with effect from 1 March 2023/22

* + 1. At this point in time, connectivity to the Provider Collaborative Leadership Board (PLCB) will be through the CPLG Chair attendance at the PLCB to create the strategic link, there is no request for a specific PLCB clinical lead in addition to this. Clinical and/or professional leads for the Delivery Boards reporting to the PCLB will be invited to CPLG subject to the agenda.
    2. Where members are unable to attend a meeting, an appropriate deputy should be identified to attend in their absence.
    3. By invitation:
* Programme Leads as required
* Delivery Board/ Programme Clinical Leads as required
* Any other representatives from across the system as required

All members will be required to provide organisationally agnostic clinical and care professional views in discussions.

* 1. **Attendance**
     1. Members will be expected to attend 70% of the planned meetings.
     2. It is recognised that, for a forum of this nature, there may be difficulties in attendance due to clinical commitments, therefore the Chair must be satisfied that there are enough representatives in the room to give a good cross-system balanced opinion for a firm recommendation to be made.

1. Meeting Arrangements and Frequency
   1. Meetings will be held monthly for duration of 1.5-2 hours; extraordinary meetings may be arranged if required to consider matters in a timely manner.
   2. All meetings will be held via MS Teams to facilitate attendance, except for development sessions which will be held face-to-face on occasion.
   3. Where necessary members will be required to respond to ‘virtual’ electronic communications owing to timescales.
   4. The Chair and Vice Chairs will be responsible for jointly agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
   5. Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
   6. Papers will be circulated at least 4 working days prior to the meeting; meetings will be clearly minuted and circulated promptly following the meeting to all members.
   7. There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.
2. Quoracy

Quoracy will be at least one representative, as a minimum, from each of the sectors below:

* Acute
* Community services
* Mental health
* Primary Care
* Commissioners
* CPLG Management Lead
* Local Authority - Public Health/ Social Care (depending on the subject matter)

1. Behaviours and Decision Making
   1. **Behaviours**

CPLG members will:

* + 1. model collective leadership by acting as system ambassadors to ensure the common purpose of ICS is delivered;
    2. facilitate broader clinical and professional leadership, which is recognisable, connected, representative and diverse;
    3. value everyone's contributions; actively listening and enabling people to be heard and having trust that their opinions and decision making will make a difference for the mutual benefit of our population;
    4. act as facilitators to engage respective organisations in the direction of travel;
    5. support each other to address barriers to system integrated care transformation;
    6. be inclusive and engaging with all levels of the system;
    7. demonstrate consistent and effective messaging and communication;
    8. be fair, open and transparent;
    9. make proactive and positive contributions.
  1. **Decision-Making**
     1. The CPLG has no powers other than those included in the Terms of Reference.
     2. The group will seek to reach consensus in deciding recommendations. Where consensus cannot be reached, views which oppose the majority view will be recorded and presented with the report to the relevant committee to ensure transparency.
     3. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments, modelling collective leadership.
     4. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
     5. Urgent Decisions
        1. The CPLG may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
        2. Where an urgent decision is required, a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
        3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

1. Equality and Diversity

Members must demonstrably consider the equality and diversity implications of ant decisions and recommendations made.

1. Managing Conflicts of Interest

Members of ICS governance groups shall adopt the following approach:

* 1. members must ensure that they continue to comply with relevant organisational policies / governance framework for probity and decision making;
  2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
  3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
  4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
  5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
     1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
     2. allowing the individual to participate in the discussion, but not the decision-making process;
     3. allowing full participation in discussion and the decision- making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

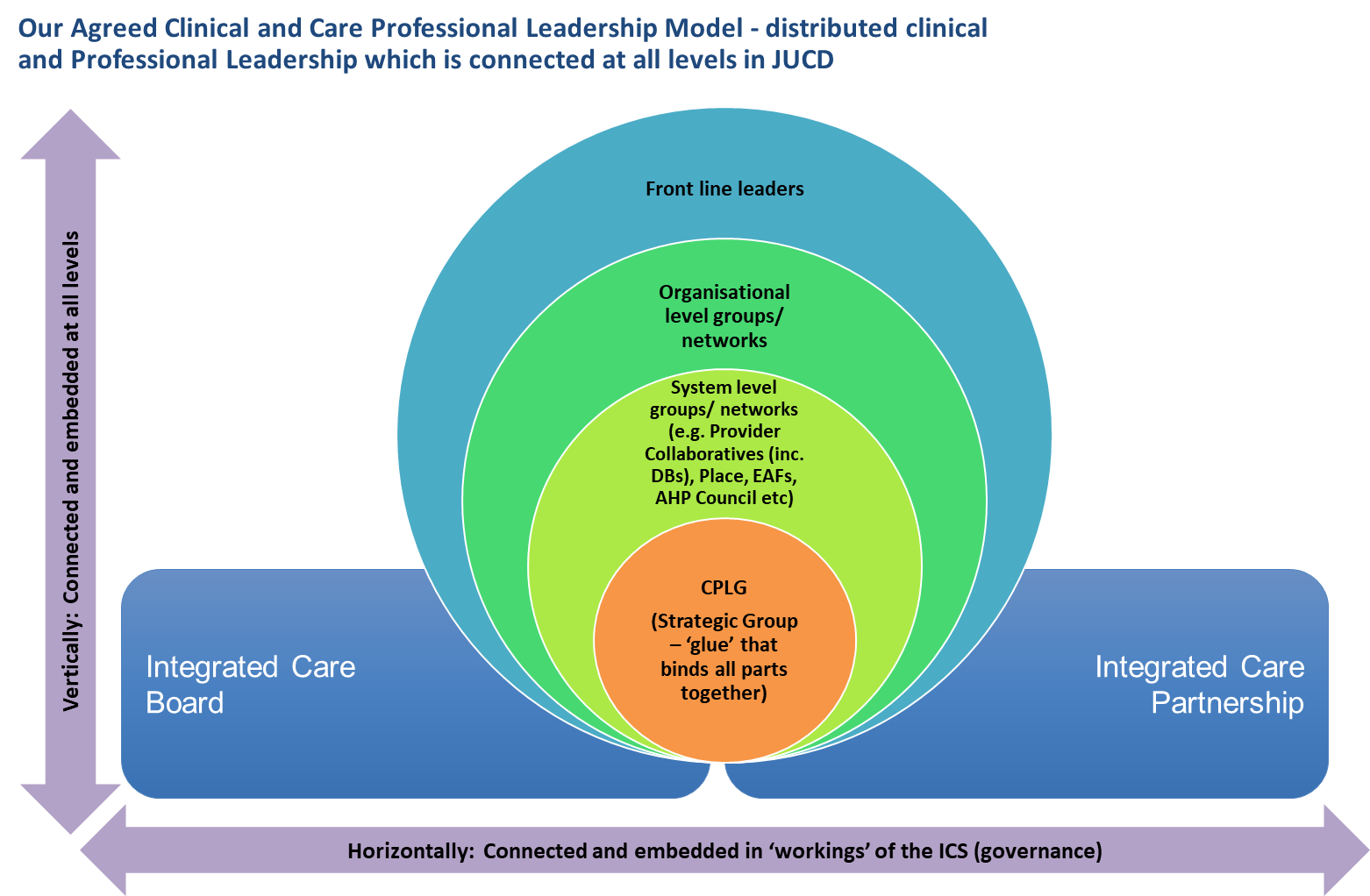
The CPLG shall be supported with a secretariat function which will include ensuring that:

* 1. attendance of those invited to each meeting is monitored;
  2. records of members' appointments and renewal dates are maintained so that the Board is prompted to renew membership and identify new members where necessary;
  3. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  4. the Chair is supported to prepare and deliver reports to the Board;
  5. CPLG is updated on pertinent issues/areas of interest/policy developments;
  6. action points are taken forward between meetings and progress against those actions is monitored.

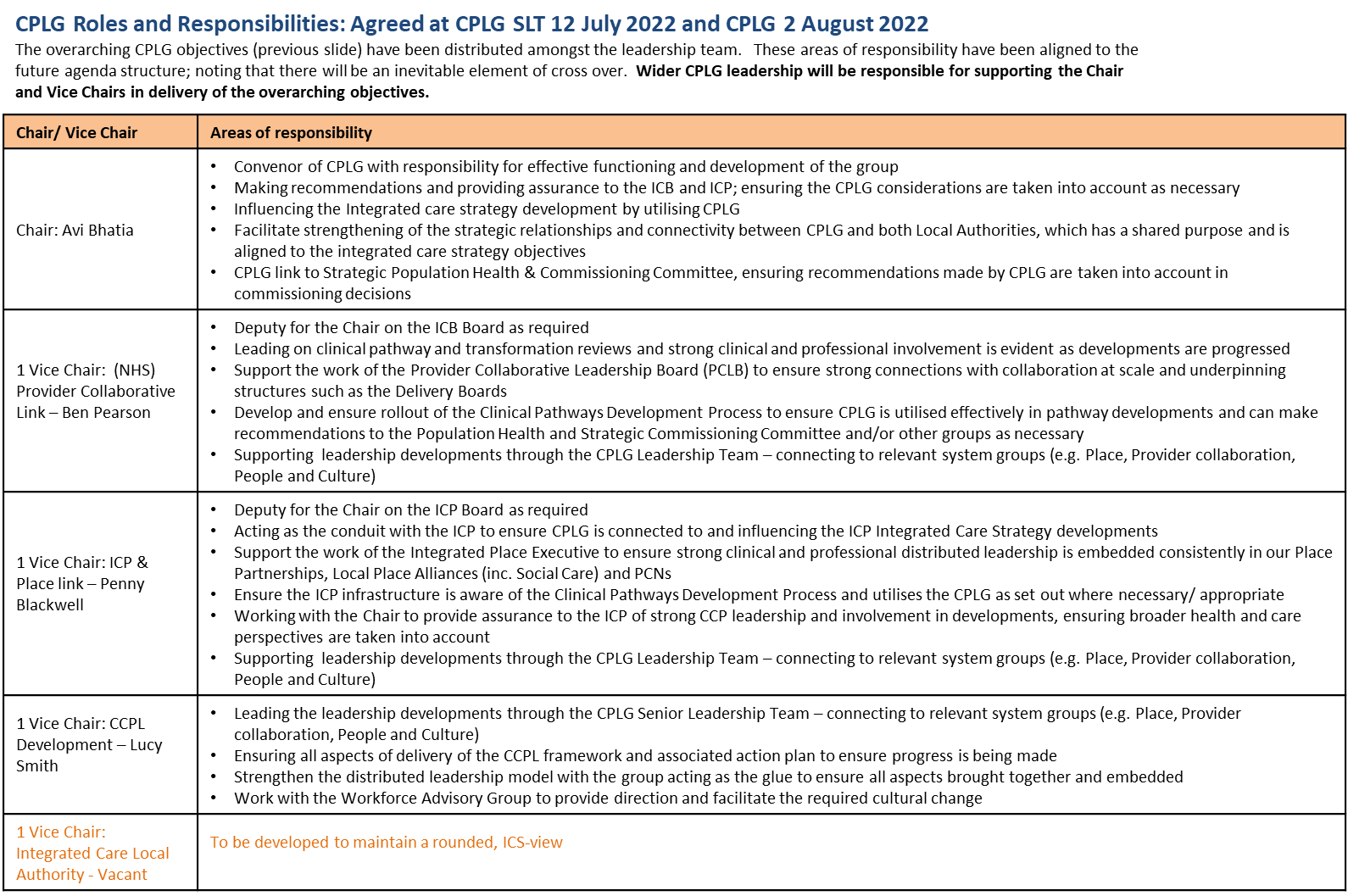
1. REVIEW
   1. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board and ICP Board for approval.
   2. To facilitate continual learning and development, a 6-monthly review will take place to ensure that CPLG continues to be effective in discharge of its functions.

|  |  |  |
| --- | --- | --- |
| **Reviewed:** | CPLG | 20 December 2022 |
| **Approved:** | NHS Executive  ICB Board | 6 January 2023  19 January 2023 |
|  | ICP Board | For Information |
| **Review Date:** |  | 19 January 2024 |

**Appendix** **1 – Clinical and Care Professional Leadership Model**



**Appendix 2 – Clinical and Professional Leadership Group Responsibilities**



**Appendix 3 – Clinical Pathways Development Process**

*(Approved by the Population Health & Strategic Commissioning Committee: 10 November 2022 and the Provider Collaborative Leadership Board: 30 November 2022)*

1. Purpose
   1. This paper seeks to clarify the JUCD clinical pathways development process, following recent discussions at Clinical and Professional Leadership Group (CPLG) regarding approval of Expert Advisory Forums (EAF) proposals, and proposes a clear, streamlined route for approval and enactment of proposals generated at specialty/pathway level.
   2. It is important to note that this paper does not aim to define the wider system governance arrangements, which are still evolving. The focus of the approach set out below is to define a specific element regarding pathway developments that are an important part of the whole. CPLGs role in both the approach described in this paper and with the wider ICS governance will be crucial and therefore for context Appendix A describes a wider view of CPLG’s developing relationship with other JUCD system elements. In this context, this paper will be reviewed after 12 months, as the wider ICS system governance evolves further.
2. Background – Case for Change
   1. Expert Advisory Forums (EAFs) are one of a series of specialty/pathway level groups that exist within the JUCD governance. EAFs specifically are intended as forums where primary, community and secondary clinicians can come together to develop service improvements within a particular specialty. There are steering groups in a number of other pathways (e.g., LTCs, MSK) which perform a similar function to EAFs.
   2. The governance route through which EAFs’ recommendations is enacted is not clear. Nominally, EAFs report to the Outpatient Delivery Board, although their work often extends well beyond outpatient services. Other comparable groups report through different Delivery Boards.
   3. A recent issue has highlighted this lack of clarity – the Dermatology EAF proposed the adoption of an Advice & Guidance model in both CRH and UHDB, however this led to concern from elements within the wider GP community who felt that there could be significant impacts upon primary care services, and that adequate engagement had not taken place.
   4. Discussion therefore took place at the May and June 2022 CPLG meetings (and in a supporting pre-meeting) to determine what an appropriate model could be, which would incorporate adequate engagement for clinical, operational and financial matters; not place undue bureaucracy or delays in the way of proposed developments; and be both streamlined and link into current known wider system governance. These discussions, with senior primary, community and secondary care representation, form the basis of this proposal. Following the initial development through CPLG, the proposal has been considered by other system leads to seek their feedback and inform any subsequent refinement.
   5. Additionally, there is scope alongside the main proposal for CPLG to influence the groups which feed into the model. System priorities, based upon population health data, should influence the range of EAFs and equivalent groups in the system. At the same time, there are instances of potential duplication, with multiple system-level groups for some individual specialties – as an example, ENT clinicians have supported a proposal to concentrate all system ENT work through the EAF. There is scope to create greater simplicity and consistency in these groups. CPLG should be in a position to support this drive to reduce duplication, and to be proactive in system design.
3. Proposed Model
   1. It is intended that the proposed model:
      1. offers a streamlined and simplified governance route providing a clear clinical and professional view;
      2. supports collaboration and co-production;
      3. ensures communication and consultation with stakeholders across the system, including patient engagement;
      4. offers the ability to make recommendations to the system from a clinical and care professional perspective;
      5. enables the individuals in CPLG to work with their own organisations to aid enactment and transformation.
   2. **Description**
      1. A Scheme of Delegation should be in place, to determine what CPLG can sign-off directly and what needs escalating. CPLG should be able to immediately sign off lower risk initiatives or those with little or no cost, or little or no shift or allocation of resource. The Scheme should determine the exact thresholds. This will aid delivery, enactment and ownership as well as aiding transformation in stakeholder groups.
      2. Appendix B sets out the high-level checklist of considerations which underpin the steps defined below; this is based on the scheme of delegation thresholds.
      3. **Step 1:** It is proposed that EAFs and other comparable groups (having sought appropriate expert input) send their output to CPLG for ratification. The EAF / equivalent needs to have consulted relevant subject matter experts (e.g., finance, workforce, digital, estates) and stakeholders from across the system (incl. patients) before presenting to CPLG. This is to include discussions among all relevant professional groups (such as General Practice, Allied Health Professionals and social care) to evidence that alternative models of service delivery have been considered where appropriate and any wider impacts beyond the immediate scope have also been considered. A clear process for seeking of relevant input, and for recording this to assist CPLG with their decision making, will be communicated to EAFs and equivalents, and it would be expected that this is adhered to, in order to secure CPLG sign-off.

The seeking of expert input should incorporate e.g., reasonable engagement on primary and secondary care opinions although this does not need to be through a formal group (e.g., LMC or GP Provider Board). The development of a standard process / template is recommended, to ensure that EAFs and equivalent groups can demonstrate the engagement and rationale behind their proposals in a clear and structured way. This is important to ensure any advice and/or concerns raised during the development of proposals is evidenced and addressed.

Within this step and prior to seeking formal CPLG support, if necessary, the CPLG can also be utilised to gain a broader system clinical and professional objective view to test any conceptual ideas. However, that would not preclude the need to then undertaken the specific engagement set out above.

* + 1. **Step 2:** CPLG then discusses the proposal in its meeting, and then will provide one of the following recommendations:
       1. Fully Supported – with comments and considerations
       2. Partially supported – with recommendations and suggestions for further development
       3. Not currently supported – Further additional work needs to be undertaken prior to CPLG being in a position to provide a considered view and make recommendations
    2. **Step 3:** For proposals where there are no commissioning decisions required (i.e. no resource implications, wider system impacts/risks), CPLG will be in a position to support implementation. For all other proposals where initiatives require a shift in allocation of resource, and / or with wider system implications, and / or carrying higher risk, the appropriate commissioning forum will make the necessary decisions. This will be informed by CPLG's recommendations having undertaken an initial review of the proposal; noting CPLG would not be able to consider any financial implications and would therefore consider the merits from a model of care perspective only and would provide that view to the necessary commissioning decision making group.

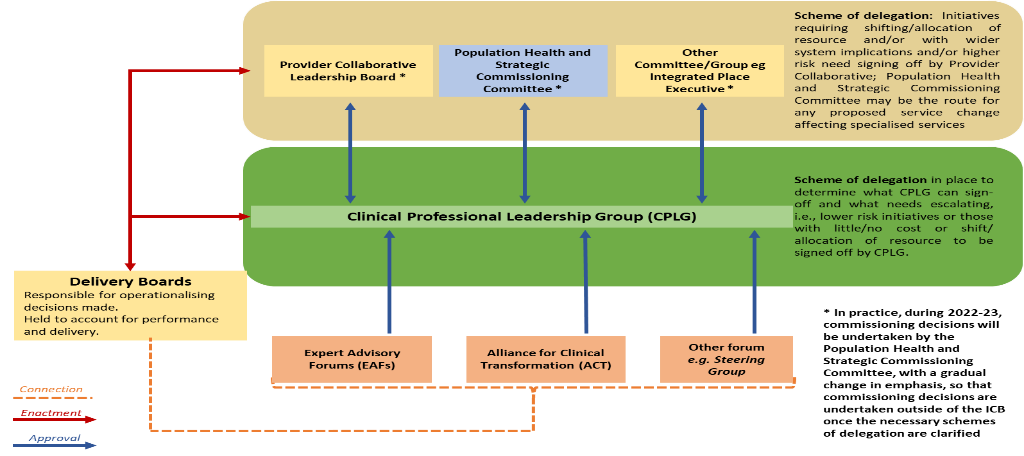
One sign-off route from CPLG would be to the JUCD Provider Collaborative (i.e., the Provider Collaborative Leadership Board, PCLB, or its immediate operational sub-committee). The Provider Collaborative will have delegated authority for significant amounts of the commissioning function previously carried out by CCGs and is likely to be resourced to enable this. Additionally, the Provider Collaborative will have prime delivery responsibility for the system and will be able to ensure that EAF initiatives will help to meet that delivery.

In other cases, Population Health and Strategic Commissioning Committee may be the route for any proposed service change, e.g., anything affecting specialised services or if there are particularly wide-reaching system implications – the Scheme of Delegation should cover this. Alternative routes may develop as the ICS matures.

In practice, during 2022-23, it is likely that commissioning decisions will be undertaken by the Population Health and Strategic Commissioning Committee. It is expected that there will be a gradual change in emphasis over time, so that ‘traditional’ commissioning routes are undertaken outside of the ICB (e.g., provider collaboratives) once the necessary schemes of delegation are clarified. Therefore, as the broader arrangements develop, so too will the extent to which there is an ability to commit resource to CPLG recommended schemes.

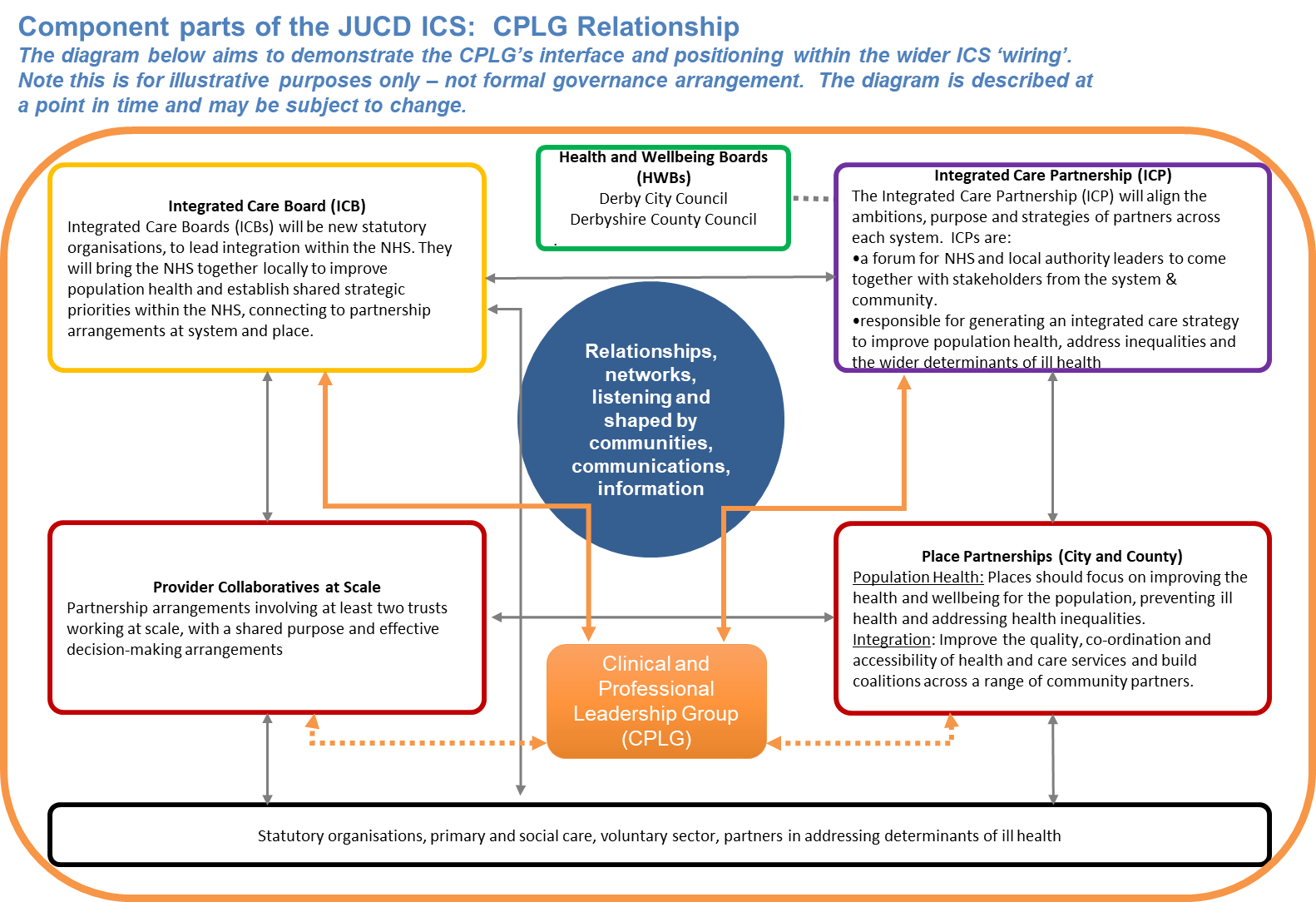
It is important to note that the focus of these proposals relate more specifically to the NHS specialty level pathways and therefore are more closely aligned to the provider collaboratives as described in the diagram below. It is recognised that the other commissioning routes, as they develop will include Place Partnerships but at this time that is not within the scope of this proposal. It will however be necessary to understand such delegation as it evolves so that end to end pathways which are closely related to Place Partnerships delivery are enabled and supported through CPLG with a similar/consistent approach.

* + 1. **Step 4:** Delivery / enactment of initiatives will normally sit with the relevant JUCD Delivery Board, likely to be within the Provider Collaborative and therefore with clear accountability for system performance and delivery. This paper does not cover the Delivery Board Terms and composition, but it is noted that a greater and appropriate clinical and professional presence on the Delivery Boards may help to ensure greater alignment with CPLG.
    2. **Schematic:** The diagram below illustrates the proposed model, per the above description:

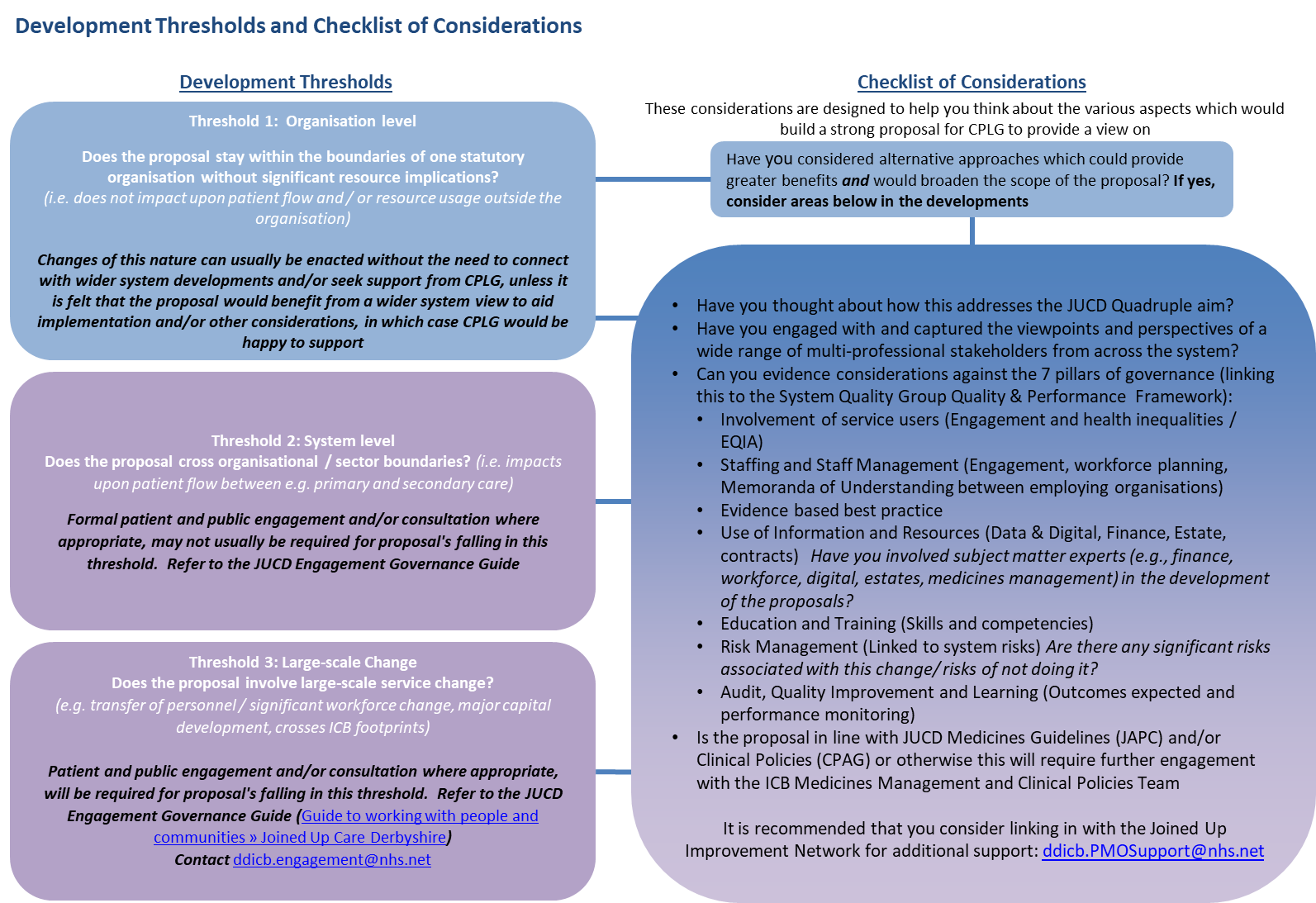


**Appendix A – Clinical Pathways Development Process**

The diagram below (adapted from the JUCD ICS System Development Plan refresh, May 2022) shows a wider view of CPLG’s developing relationship with other JUCD system elements. This is presented for context and does not directly impact the proposals above. It is recognised that JUCD system governance is work in progress.



**Appendix B – Clinical Pathways Development Process**

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Derbyshire Health & Wellbeing Board

**Terms of Reference**

1. Composition
   1. The Health & Wellbeing Board (HWB) will involve NHS Provider organisations and have a NHS Derby and Derbyshire Integrated Care Board (ICB) Vice-Chair in line with national best practice guidance. The Cabinet Member for Health and Communities, Derbyshire County Council will Chair the Board and Vice-Chairs are indicated in the membership list below should the Chair be unable to attend a meeting. The full HWB membership will comprise:
      * Cabinet Member for Health and Communities (Chair) (Statutory)
      * Accountable Officer for the ICB (Statutory) (Vice-Chair)
      * ICB Board Chair representative (Statutory)
      * Executive Director Adult Care, Derbyshire County Council (Statutory)
      * Executive Director Children’s Services, Derbyshire County Council (Statutory)
      * Director of Public Health, Derbyshire County Council (Statutory)
      * One representative from Healthwatch Derbyshire (Statutory)
      * Cabinet Member for Adult Care
      * Cabinet Member for Young People
      * Chair of 3D to represent the voluntary sector
      * One officer rep from Provider Alliance Group to represent officers from Derbyshire NHS Providers
      * Chair of Clinical Professional Reference Group to provide clinical view from NHS Providers
      * Chair of Tameside and Glossop Single Commission
      * Two District Council elected members on behalf of all district councils in Derbyshire
      * A District Council Chief Executive to champion wellbeing on behalf of all district councils in Derbyshire
      * A District Council Chief Executive to champion housing on behalf of all district councils in Derbyshire
      * Police and Crime Commissioner for Derbyshire
      * One senior officer representative from Derbyshire Constabulary
      * One senior officer representative from Derbyshire Fire and Rescue Service
      * One senior officer from East Midlands Ambulance Service NHS Trust
      * STP Senior Responsible Officer (if not already represented on the Board)

The Board can co-opt additional members as it considers appropriate in relation to HWBS priorities.

* 1. Both NHS England and Public Health England can attend the Board meetings as required, but in relation to a specific issues or area of interest.
  2. Specific officers may be asked to attend one or a series of HWB meetings to provide detailed insight and input to particular topics or issues, such as one of the HWB priorities.

1. Core strategic functions of the Derbyshire HWB
   1. Provide strategic leadership and direction for the health and wellbeing agenda in Derbyshire by:
      1. determining and outlining priorities for improving the health and wellbeing of the population of Derbyshire, with a particular focus on tackling health inequalities and preventing ill-health through consideration of issues linked to the wider determinants of health;
      2. holding organisations and partners to account for delivering against the priorities outlined in the Health and Wellbeing Strategy;
      3. working as part of the wider system to address strategic challenges for health and care, with a particular focus where appropriate of working collaboratively with Derby City Health and Wellbeing Board in relation to identified joint priorities;
      4. exploring opportunities to improve health and wellbeing in Derbyshire, building on the shared assets and leveraging additional investment where possible from the public, voluntary and private sectors;
      5. championing prevention and population health as important strategic issues and influencing organisations and partnerships to reflect this in their work.
   2. The strategic function will be supported by the following actions:
      1. identify and develop a shared understanding of the needs and priorities for population health and wellbeing in Derbyshire through the development of a Joint Strategic Needs Assessment (JSNA) and utilising other locally available evidence regarding the health needs of the population. The Board will:
         1. ensure the Derbyshire JSNA is reviewed, refreshed and further developed to reflect the latest qualitative and quantitative evidence;
         2. ensure the JSNA drives the development of a Health and Wellbeing Strategy (HWBS) which is outcomes focused;
         3. prepare, publish and oversee the HWBS to ensure that the needs identified in the JSNA are delivered in a planned, coordinated and measured way;
         4. ensure the HWBS priorities shape and influence decision making and commissioning activity and where appropriate the HWB hold organisations or partnership groups to account to ensure the effective delivery of the priorities outlined;
         5. ensure that where appropriate system wide delivery plans are in place to support the HWBS strategic priorities and outcomes;
         6. challenge performance against the outcomes outlined in the HWBS via the HWB dashboard indicators which make links to performance frameworks for the NHS, public health and local authorities;
         7. develop mechanisms to measure, monitor and report improvements in health and wellbeing outcomes for Derbyshire.
      2. Ensure there are effective and appropriate mechanisms to communicate, engage and involve local people and stakeholders in Derbyshire in relation to health and wellbeing. The Board will:
         1. champion public engagement involvement and co-production in strategies and documents that impact on population health;
         2. ensure that appropriate structures and arrangements are in place to ensure the effective engagement and influence of local people and stakeholders in decision-making;
         3. represent Derbyshire in relation to health and wellbeing issues at a regional and national level where appropriate;
         4. work closely with the Derbyshire Healthwatch to ensure that appropriate engagement and involvement with patients and service users.
2. Governance
   1. **Agenda Planning**

The Chair and Vice-Chairs in conjunction with the Executive Director Adult Care at Derbyshire County Council, will set the agenda for future Health and Wellbeing Boards. All Board members will be asked to put forward reports for consideration prior to agendas being finalised.

* 1. **Reporting**

Reports tabled to the HWB will need to make a clear recommendation to the Health and Wellbeing Board and also demonstrate how they are delivering against HWBS priorities. Reports for information and noting will be circulated electronically to the Board between meetings to ensure that information is shared in a timely manner.

* 1. **Delivery of pieces of work**

Work will be delivered by established system groups and HWB will direct and commission specific pieces of work via Board members who will need to action, coordinate and feedback to the Board within agreed timescales.

* 1. **Task and Finish Groups**

Task and Finish Groups will be established by exception to take forward key pieces of work for the HWB. They will be chaired by HWB members and include representatives from HWB partners and wider stakeholders.

* 1. **Relationship with other Boards**

The governance diagram at the end of this document sets out the relationship between the HWB and other key Boards and programmes of work in Derbyshire. A separate protocol will be developed setting out the relationship between the HWB and STP to ensure that the HWB can provide appropriate challenge to the STP Board and associated delivery groups.

1. Meetings of the Board
   1. **Frequency**

The HWB will meet on quarterly basis. The date, time and venue of meetings will be fixed in advance by the Board and an annual schedule of meetings will be agreed. Meetings will normally take place at County Hall, Matlock unless the Health and Wellbeing Board is required to visit another venue or participate in a joint session with Derby City Health and Wellbeing Board. Additional meetings may be convened at the request of the Chair or Vice-Chair.

* 1. **Voting**

At this stage of its development the HWB will operate on a consensus basis.

* 1. **Declaration of Interests**

Any interests held by members or co-opted members should be declared on any item of business at meeting in accordance with the Council’s Code of Conduct for Members and the Localism Act 2011.

* 1. **Quorum**

A quorum of five will apply for meetings of the HWB including at least one representative from the County Council and one representative of the ICB.

1. Access to Information/Freedom of information

The Board shall be regarded as a County Council committee for access to information purposes and meetings will normally be open to the press/public.

1. Public questions

Public questions must be tabled in advance and in line with the procedures for Full Council and will be considered at the Chair’s discretion to ensure they are relevant to the work of the Health and Wellbeing Board. Questions must be asked exactly as submitted, and no supplementary questions are allowed.

1. Board papers

The agenda and supporting papers shall be circulated at least five clear working days in advance meetings and published on the County Council website. Minutes will be published on the County Council web site.

1. Scrutiny

Decisions of the HWB will be subject to scrutiny, but will not be subject to the “call-in powers” of the Improvement and Scrutiny Committee.

1. Review

These terms of reference will be reviewed annually or earlier if required.

Derby Health & Wellbeing Board

**Terms of Reference**

1. Background
   1. Under the Health and Social Care Act 2012 all local authorities were required to establish a Health and Wellbeing Board for its area. The Health and Wellbeing Board is established as a committee of Derby City Council. As such the Health and Wellbeing Board and its members are bound by the Council’s Committee Procedure Rules. These Terms of Reference should therefore be read in conjunction with the Committee Procedure Rules.
   2. The legislative framework for Health and Wellbeing Boards and wider health and social care system is within the Health and Social Care Act 2012 (link: <http://www.legislation.gov.uk/ukpga/2012/7/pdfs/ukpga_20120007_en.pdf?view=interweave>) and Local Government and Public Involvement in Health Act 2007.
2. Vision and Objectives
   1. Derby Health and Wellbeing Board has a vision to:
      * safeguard and improve the health and wellbeing of the people in the city; and
      * reduce health inequalities.
   2. And objective that the people of Derby:
      * have the best start in life;
      * live well and stay well;
      * age well and die well.
3. Purpose and Functions
   1. Derby Health and Wellbeing Board is a forum where political, clinical, professional and community leaders from across the care and health system come together to improve the health and wellbeing of our local population and aims to reduce health inequalities. Alongside its partners, the Health and Wellbeing Board will lead action to improve people’s lives at place level and is responsible for promoting greater integration and partnership between the NHS, public health and local government.
   2. The Health and Wellbeing Board has a duty (under the Health and Social Care Act 2012; Health and Social Care Act 2022; Local Government and Public Involvement Act 2007; National Health Service Act 2006) to:
      1. promote integrated working – through promoting an ethos of integration and partnership in the planning, commissioning and delivery of services to improve and protect the health and wellbeing of the population of Derby and reduce health inequalities;
      2. prepare and publish a Joint Strategic Needs Assessment (JSNA) of current and future health and social care needs in relation to the population of the local authority;
      3. prepare and publish a Joint Local Health and Wellbeing Strategy (JLHWS) which must reflect the evidence of the JSNA and set out the priorities for improving the health and wellbeing of its local population and how the assessed needs will be addressed – including addressing health inequalities. The local Healthwatch and people living or working in the area must be involved in the development of the strategy;
      4. be involved in the development of Derby and Derbyshire’s Integrated Care Strategy and to review the Joint Local Health and Wellbeing Strategy as appropriate following the development of the Integrated Care Strategy;
      5. receive and respond to the forward plan of the Integrated Care Board (ICB) on how it intends to exercise its functions – this includes involvement of the HWB in the preparation of the plan, consultation on a draft and the HWB may provide NHS England its opinion on whether the ICB takes proper account of its joint local health and wellbeing strategy. If it does so, the HWB must give the ICB and its partner NHS trusts and NHS foundation trusts a copy of its opinion;
      6. be consulted by the ICB as part of its Annual Report, on the steps the ICB has taken to implement the JLHWS;
      7. receive the joint capital resource use plans (and any revisions) of the ICB and partner NHS trusts and NHS foundation trusts;
      8. prepare and publish a Pharmaceutical Needs Assessment (PNA) to assess the need for pharmaceutical services in Derby.
   3. In addition, regulation 26A in the amended NHS (Pharmaceutical and Local Pharmaceutical Services) Regulations puts an obligation on Health and Wellbeing Boards to express an opinion when an application from pharmacies in an area to consolidate or merge application is submitted.
   4. In addition, the Health and Wellbeing Board will also:
      1. work in partnership with Joined Up Care Derbyshire and Derby Place Partnership to ensure achievement of shared population health and health inequality outcomes taking a lead on driving preventative action and wider determinants;
      2. be part of the planning and delivery arrangements of Derby Partnership Board with particular responsibility for supporting the implementation of the Resilient component of the Partnership’s plan;
      3. agree Better Care Fund submissions and have strategic oversight of the delivery of agreed programmes;
      4. establish time limited task and finish groups as required to carry out work on behalf of the Board;
      5. provide a written response to Provider Quality Reports.

All responsibilities will be discharged in accordance with any published statutory guidance.

1. Membership

The membership of the Health and Wellbeing Board is as follows:

* 1. **Statutory membership**

The Health and Social Care Act 2012 states that the Health and Wellbeing Board must consist of:

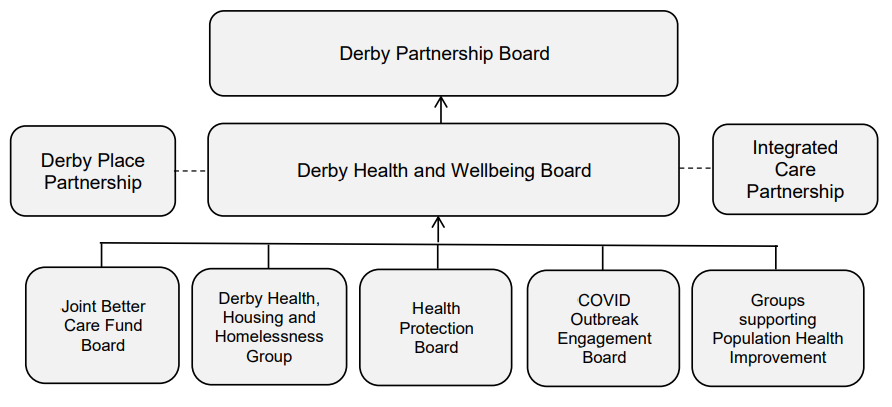
* + 1. at least one Councillor of the local authority nominated by the Executive Leader (who will also appoint further Councillor representation as deemed appropriate);
    2. the Director of Adult Social Services for the local authority;
    3. the Director of Children’s Services for the local authority;
    4. the Director of Public Health for the local authority;
    5. a representative of the Local Healthwatch organisation for the area of the local authority;
    6. a representative of Derby and Derbyshire Integrated Care Board.
  1. **Non-statutory membership**
     1. Elected members will be directly appointed to the Board by the Leader of the Council.
     2. Subject to approval by the Full Council, the Health and Wellbeing Board may nominate such additional persons to be members of the Board as it thinks appropriate.
     3. In addition to the statutory membership, the agreed non-statutory membership of the Health and Wellbeing Board consists of the following representation:
        1. Deputy Chief Executive (Communities and Place), Derby City Council;
        2. Derby and Derbyshire Integrated Care Board;
        3. Derby City Council, Environmental Health;
        4. Derby Health Inequalities Partnership;
        5. Derby Health, Housing and Homelessness Group;
        6. Derby Place Partnership;
        7. Derby Poverty Commission;
        8. Derbyshire Constabulary;
        9. Derbyshire Fire and Rescue Service;
        10. General practice (tbc);
        11. Healthcare Provider Collaborative (tbc);
        12. Police and Crime Commissioner for Derbyshire;
        13. Stronger Communities Lead and Partnership Sector Link;
        14. University of Derby.

The current membership of the Health and Wellbeing Board is shown in Appendix 1.

* 1. **Additional attendees by invitation**
     1. Additional individuals may attend the Board by invitation of the Chair to provide expert input as required relating to specific agenda items or particular themed Boards.
     2. Members of the Board may suggest additional attendees to the Chair. Such suggestions must be made to the Chair at least 24 hours prior to the meeting.
     3. The decision on the invitation and attendance of any additional attendees shall be at the discretion of the Chair.
  2. **Responsibilities of Board members**
     1. Members should be senior leaders and key decision-makers who are able to actively contribute to, and be collectively accountable for, the development and delivery of the Joint Local Health and Wellbeing Strategy and achievement of our shared ambition to improve population health and wellbeing outcomes and reduce health inequalities.
     2. All members of the Health and Wellbeing Board must comply with the Council’s Code of Conduct for members of committees and must declare any Disclosable Pecuniary Interests (DPIs).
     3. All members will:
        1. make every effort to attend all meetings of the Health and Wellbeing Board or send an appropriate substitute;
        2. fully engage in the Health and Wellbeing Board including active participation in discussions and decision-making relating to all relevant agenda items;
        3. propose, as appropriate, agenda items, for information or discussion, to the Health and Wellbeing Board;
        4. represent their respective organisation or group and be responsible for communicating all relevant information within this organisation or group as appropriate;
        5. actively progress any strategic decision or action agreed at the Health and Wellbeing Board through their own organisation, group and any relevant partners and networks;
        6. ensure full support and implementation of the Joint Local Health and Wellbeing Strategy through their own organisation, group and relevant networks and partnerships;
        7. actively support the implementation of the plan of the Derby Partnership Board;
        8. actively support the implementation of the Derby and Derbyshire Integrated Care Strategy;
        9. ensure their organisations are fully represented and participate in relevant sub-groups and/ or Task and Finish groups as appropriate.
     4. In addition to the above expectations of all members, it is also the role of the Healthwatch representative to ensure the appropriate representation of Derby’s patient, public and carer population.
     5. Any member of the Health and Wellbeing Board failing to meet the responsibilities as specified above will be removed from membership of the Board.
  3. **Attendance**

If members are unable to attend a meeting they are expected to nominate a substitute of suitable seniority. This applies to all members of the Board, including elected members. The Board must be advised of attendance of a substitute in advance of the meeting. Substitutes can be advised via email to [committee@derby.gov.uk](mailto:committee@derby.gov.uk).

* 1. **Governance and Reporting Relationships**

Figure 1 shows the governance and reporting relationships of the Health and Wellbeing Board:*Figure 1: Governance and reporting relationships of the Health & Wellbeing Board*

* 1. **Joint Better Care Fund Board**

Derbyshire-wide Board providing leadership and delivery of the Better Care Fund.

* 1. **Derby City Health, Housing and Homelessness Group**

Responsible for the co-ordination and implementing of work to tackle housing and homelessness issues that impact on population health outcomes and health inequalities. This group incorporates the statutory responsibilities of the Homeless Reduction Board.

* 1. **Health Protection Board**

Derbyshire-wide Board providing leadership and planning around health protection issues.

* 1. **Covid-19 Outbreak Engagement Board**
     1. Time-limited sub-group established for as long as necessary to support effective response to COVID 19. Responsible for the provision of appropriate leadership and decision-making, as necessary, to effectively manage an increase in prevalence of COVID 19 within the community or setting, and local outbreaks.
     2. Each of the sub-groups will provide regular update reports to the Board.
     3. In addition to the established sub-groups, the Health and Wellbeing Board may establish time-limited Task and Finish groups as required to take forward specific tasks as defined by the Health and Wellbeing Board.
     4. Further to the governance and reporting structure outlined, the Health and Wellbeing Board will maintain effective collaborative working with relevant partnerships and groups as relevant to achieve our shared health and wellbeing outcomes.

1. Meeting management
   1. **Meetings**

Unless specified otherwise, meetings of the Health and Wellbeing Board will be conducted in accordance with the Committee Procedure Rules, as detailed at Part 4 of the Council Constitution.

* 1. **Chairing** 
     1. The Chair of the Board shall be a statutory councillor member nominated by the Executive Leader and appointed by the Annual General Meeting of Council.
     2. The Vice Chair of the Board shall be the ICB non-executive member.
     3. Should neither the Chair nor Vice Chair be able to attend a meeting of the Health and Wellbeing Board, the Council’s Committee Procedure Rule CP90 will be followed requiring a Chair to be elected at the meeting.
  2. **Voting and decision-making**
     1. All named members of the Health and Wellbeing Board have voting rights. Named substitutes advised in advance and agreeing to follow the Council’s Code of Conduct and declaring any Disclosable Pecuniary Interests (DPIs) will have voting rights. Substitutes not complying with the above will be able to participate in debates but will not have voting rights.
     2. The Chair of the Board shall have the casting vote.
     3. The Chair of the Health and Wellbeing Board has delegated decision making powers in cases or urgency, where it would be impractical for a full meeting of the Board to be convened. All urgent decisions are to be reported to the next meeting of the Health and Wellbeing Board.
  3. **Frequency of meetings**
     1. The Board will meet every two months, in accordance with the Council’s Schedule of Meetings.
     2. The Chair of the Board shall have the right to convene, following consultation with the Vice Chair, special meetings of the Board as appropriate.
  4. **Quorum**

The quorum of the meeting shall be three statutory members, or their named substitute, and must include at least one representative of Derby City Council and one of either Healthwatch or Derby and Derbyshire Integrated Care Board.

* 1. **Meeting principles and way of working**

The Health and Wellbeing Board will work in-line with the following principles, to:

* + 1. provide collective local leadership and relevant accountability to achieve shared population health outcomes with specific focus on prevention, early intervention and the wider determinants of health;
    2. champion and deliver for our most vulnerable individuals and communities;
    3. work with and alongside our communities;
    4. work pro-actively and dynamically to ensure our plans are implemented and positive change is achieved;
    5. be outcome-focused ensuring that population health improvement, wellbeing and reducing health inequalities is our primary goal and all action is to this end;
    6. recognise the role and value of all members and wider partners in achieving our shared ambitions;
    7. ensure the Board is a forum for open, honest and constructive challenge and conversation;
    8. provide a route for colleagues and partners to share progress and to raise issues and barriers to activity and that the Board will use its influence to remove such barriers and issues;
    9. keep central our responsibility to local people and that we have a shared duty to deliver best value from our collective resources.
  1. **Agenda and meeting format**
     1. As a Committee of the Council the agenda will include the statutory business of the committee. Members of the public may attend meetings.
     2. The agenda will be approved by the Board Chair and will follow the following format:
        1. constitutional items:
           1. apologies;
           2. late items to be introduced by the Chair;
           3. declarations of interest; and
           4. minutes;
        2. items for discussion and decision;
        3. items for information (where no Board decision is required). This will include standing item updates from each of the Board sub-groups;
        4. private items – if there are any items that require consideration in private session i.e. they meet one of the exemption clauses set out in the local Government Act 1972.
     3. Any proposals for agenda items are to be made to the Board Chair and/ or co-ordinating officer.
     4. By exception, urgent items may be proposed to the Chair in advance of the meeting where it is deemed important that the Health and Wellbeing Board is made aware of, or considers, a particular issue. It is at the discretion of the Chair as to whether proposed items are included as a late item.
     5. All reports associated with agenda items must meet standard reporting requirements and be received by the Board secretariat by the date stated when agenda items are requested.
     6. The agenda and associated reports must be available to Democratic Services to enable publishing eight days in advance of the scheduled meeting. Items will be removed from an agenda if associated reports are not received within these timescales.
     7. In addition to the formal public meetings, the Board will hold regular development sessions – both as a Derby Health and Wellbeing Board and jointly with Derbyshire Health and Wellbeing Board as appropriate. Development sessions will be held in private to support specific issue-focused discussion and learning, ongoing review of Board functioning and active development of the Board and its members.
  2. **Secretariat**

The Secretariat role will be provided by Council Democratic Services. This role will include minute-taking and distribution, administration of all agenda items and associated papers. Democratic Services will be supported with co-ordination and operational assistance by Public Health officer staff.

1. Amendment and review
   1. Amendments can be made to these Terms of Reference at any point following consultation and agreement of the Health and Wellbeing Board, and subsequent approval by Council.
   2. The Terms of Reference updated in September 2022 incorporate necessary changes to ensure a fit-for-purpose Health and Wellbeing Board operating in a developing national and local health and care system.
   3. These Terms of Reference will be formally reviewed in March 2024.

Reviewed by the Derby Health & Wellbeing Board: 15 August 2022

Approved by the Derby Health & Wellbeing Board: 8 September 2022

Date agreed by Council: 21 September 2022

Review Date: March 2024

Joined Up Care Derbyshire NHS Executive Team

Terms of Reference

1. Purpose

The primary purpose of the NHS Executive Team (NHS ET) is to retain executive-level oversight of the NHS delivery, performance (operational, quality, finance) and transformation. The NHS ET would therefore incorporate the current role undertaken by the regionally led system review meetings (SRMs), providing executive level assurance to inform assurance provided to the Integrated Care Board (ICB).

1. Remit
   1. The NHS ET will ensure delivery of its purpose by:
      1. overseeing NHS strategic, tactical and operational system planning and delivery;
      2. overseeing NHS performance improvement and transformation;
      3. overseeing system performance of the NHS Oversight Framework (Quality of Care, access and outcomes; preventing ill health and reducing inequalities; finance and use of resources; people; leadership and capability; local strategic priorities);
      4. managing the system’s process of operational control and escalation to the ICB;
      5. supporting the delivery of assurance against NHS Finance including capital and system efficiency, Quality, People & Culture, Estates and the management of system Risk and Governance;
      6. ensuring that NHS delivery supports improvements in Derby & Derbyshire populations’ Life Expectancy (LE) and Healthy Life Expectancy (HLE) as well as reductions in the Health Inequalities.
   2. **Leadership**
      1. Providing strong leadership to ensure delivery of the strategic direction of travel; facilitating effective collaboration and trust.
      2. Promoting consensus on change to be delivered; acting with ‘one NHS voice’; leading the development and delivery of one system, one plan and one control total for Derbyshire. In doing so, ensuring actions are progressed across Provider Collaboration at Scale and Place Partnerships, and within constituent organisations to achieve the agreed outcomes.
      3. Providing leadership and co-ordination for NHS developments requiring an NHS partnership response to ensure system wide NHS decision making and enabling cohesive recommendations to the Derby and Derbyshire Integrated Care Board as required.
      4. Communicating with key internal stakeholders and where necessary seek support for system wide recommendations.
      5. Provide timely decision making and support mechanisms.
   3. **System Management**
      1. Acting as the NHS system operational executive group to drive delivery within the ICS; ensuring the direction of travel to achieve the Derbyshire agreed model of care remains consistent and at the forefront in any considerations whilst remaining cognisant of the statutory roles of sovereign bodies.
      2. Ensuring alignment to broader partnership strategies (including ICP Integrated Care Strategy and H&WB Board strategies).
      3. Ensuring NHS transformation and operational delivery is embedded throughout the ICS and in constituent organisations.
      4. Receiving formal reports from sub groups to the NHS Executive to monitor and oversee delivery.
      5. Supporting system wide NHS regulatory assurance framework responses.
      6. Facilitating development of all component parts of the ICS including Strategic Commissioner, Provider Collaboration at Scale, Place Partnerships and Primary Care Networks.
      7. Providing a platform for system partners to escalate strategic NHS risks, and debate mitigation proposals; seeking to find collective solutions where necessary.
      8. Ensuring the Boards or equivalent of all member organisations are fully briefed on decisions and proposed changes, and associated implications and risks.
      9. Agreeing and allocating the necessary resources (financial, knowledge, people and time) required to build the capacity and capability deliver system objectives.
   4. **Delivery**
      1. Provide the overarching ‘Programme Board’ function for the NHS system; acting as the engine to drive forward delivery of the ICS NHS specific objectives and expected benefits.
      2. Monitoring delivery of the NHS system plan at the strategic level and agree associated delivery plans to include clear deliverables and expected benefits and corrective measures where required.
      3. Providing the mandate to deliver the NHS system objectives; ensuring programmes of work are aligned and aggregated to the overarching system objectives and cross programme interdependencies are effectively managed.
      4. Reviewing and endorsing recommendations from sub-groups to ensure successful delivery; where necessary unblocking obstacles preventing progress.
      5. Overseeing the allocation of NHS resources at a system level to ensure sufficient capacity is in place to progress delivery.
      6. Monitoring NHS risks associated with delivery across the system; a register will be maintained to ensure effective tracking of mitigations as necessary. Sub-Groups will maintain their own respective risk registers, enabling escalation to the NHS Executive Group for specific risks as necessary.
2. Accountability

The Group is accountable to NHS Derby and Derbyshire Integrated Care Board (ICB). The following groups will report into the NHS Executive:

* Provider Leadership Board
* GP Leadership Board (TBC)
* System Operational Resilience Group\*
* System Oversight and Delivery Board\*
* System Directors of Finance Group\*
* System Quality Group\*
* People function\*

1. Delegated Authority
   1. The executive leadership and seniority of individual members means that they will act in a capacity to committing their respective organisations as required.
   2. Recognising that in order to deliver a programme of this complexity, a flexible and responsive management approach will be adopted by members. There may be specific areas where the NHS Executive comes to a collective agreement, which may be delegated to the group to enact and where decisions taken will therefore be supported by respective member organisations.
2. Membership

* Chair: ICB CEO
* "Core" Members:
  + ICB CEO
  + NHS Provider Trust CEOs (including the functions of AO lead for Provider Collaboration, Place, UECC, Planned Care & MH,LD&A)
  + Director of Strategic Transformation, North Midlands NHSE[[2]](#footnote-2)
* "Other" Members:
  + ICB Executive Director of Finance (includes function of System DoF Chair)
  + ICB Chief Nurse (Deputy ICB CE & includes function of System Quality Group Chair)
  + ICB Executive Director of Strategy and Planning (including Performance function)
  + ICB Chief People Officer
  + ICB Director of Corporate Affairs (SRO for the NHS ET function)
  + Primary and Community Care Steering Group General Practice leader (tbc)
  + CPLG Representative (tbc)
  + Chair of SORG
* Attendees
  + Administrator – standing attendee
  1. By invitation, as may be required: Any representatives from across the system as required to facilitate specific agenda items discussions.
  2. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Group.
  3. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

1. Quoracy
   1. The Group shall be quorate if 70% or more of the membership is present. If the meeting is not quorate the meeting can progress if those present determine. However, no business decisions shall be transacted and items requiring approval may be submitted to the next meeting for formal ratification.
   2. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
2. Decision-making
   1. The System Executive will seek to reach consensus in deciding its recommendations and making decisions on system matters. The Chair will actively seek to reach decisions by consensus. Where consensus cannot be reached, views which oppose the majority view will be recorded and presented with the report/advice to the ICB Board to ensure transparency.
   2. The members of the System Executive are accountable for contributing and taking personal responsibility for achieving the purposes set out in these ToR, and making relevant decisions on behalf of their organisations.
   3. Members are expected to act as facilitators and champions, providing effective communication to engage their respective organisations in the developments; modelling collective leadership.
   4. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
   5. Members are responsible for keeping their organisational board or equivalent updated on the progress of the ICS and will take key items for approval where necessary; ensuring timely decision making does not delay the work of the ICS development, submission and delivery.
   6. Members should model collective leadership and act as ambassadors for JUCD and their respective areas of work across the system.
3. Meeting Arrangements and Frequency
   1. Meetings will be bi-weekly for duration of 1.5 hours, more frequently if required to consider matters in a timely manner and will alternate between system performance, and wider system development.
   2. The meetings and the corresponding agendas will be separated into two different meeting approaches every month. Firstly, there will be a monthly Planning, Performance, Quality & Delivery session that shall undertake the function of the delegated NHSE SRM assurance role and will require the attendance of the NHSE North Midlands Director of Strategic Transformation. Secondly, there will be a monthly meeting covering areas of NHS broader development including the emerging functions of Integrated Commissioning, Integrated Assurance and Integrated Care within the NHS; these sessions will not require the attendance of the NHSE North Midlands Director of Strategic Transformation.
   3. Where necessary members will be required to respond to virtual electronic communications owing to timescales.
4. Circulation of papers

Papers will be circulated at least 4 working days prior to the meeting; meetings will be clearly minuted and circulated promptly to all members.

1. Review
   1. The NHS Executive shall keep its membership and responsibilities under review in light of the development of the programme and will make recommendations on any changes to its membership or responsibilities.
   2. These Terms of Reference will be reviewed at least annually to ensure good governance practice.

**Date of Review:** March 2023

Joined Up Care Derbyshire Executive Team

Terms of Reference

1. Purpose
   1. Joined Up Care Derbyshire (JUCD) is the collective name for the Integrated Care System (ICS) for Derby & Derbyshire; it has an underpinning partnership committee, the Integrated Care Partnership (ICP).
   2. Whilst the ICS & ICP will be a broad partnership, in statutory terms, the principal partners are the NHS and Local Authorities (LAs) with statutory responsibility for Public Health and Social Care.
   3. The primary purpose of the ICS ET is to be a most senior executive forum for the ICS and principally, health and social care system.
   4. Amongst other roles, the ICS ET will provides an executive support and connectivity function for the Integrated Care Partnership (ICP).
   5. Its primary focus will be the collective opportunities and actions to address health inequalities, improve life expectancy and healthy life expectancy, including anchor institution developments, to enable delivery of the Joined Up Care Derbyshire ICS ambitions.
   6. It shall also be the most senior joint executive forum between the NHS and upper tier LAs that will support the development and delivery of the Strategic Intent function (see below) for the ICS in addition to providing a joint executive group to support joint operational and delivery challenges between the partners.
   7. Whilst the ICS ET will support the functions of the ICP, its work shall also inform and respond to the requirements and functions of the NHS Derby & Derbyshire Integrated Care Board (ICB), the Cabinets of both Upper Tier Local Authorities and the two Health and Wellbeing Boards (HWBBs) of the JUCD ICS.
2. Remit
   1. **Oversight**

The ICS ET will ensure delivery of its purpose through oversight of the following:

* + 1. ICS Development;
    2. the joint Strategic Intent function of the NHS together with the Public Health and Social Care functions of the upper tier LAs which will support the strategic work of the ICB, LA cabinets and the ICP. It will comprise the following Key functions across the health, public health & social Care partnership:
       1. Strategic Joint Commissioning
       2. Health Protection
       3. Population Health & Clinical Strategy
       4. Clinical Standards, Improvement & Innovation AND Learning & Development
    3. the strategic oversight of the development of the Integrated Care Strategy for the ICP;
    4. the strategic oversight of the development of integrated care in the ICS including Provider Collaboration at Place and at Scale;
    5. to be assured on behalf of the ICB, the upper tier LAs and the ICP that the 3 key strategies (NHS Five Year Plan, The Integrated Care Strategy of the ICP and the HWBB strategies) effectively map together and that the associated delivery mechanisms are aligned to deliver the best possible outcomes;
    6. the ICS's Anchor Institutions strategy;
    7. the strategic oversight of joint operational delivery areas across the ICS and be a mechanism for escalation between the NHS and Local Authorities linked to the ICS's SEC (System Escalation Call) and SORG (System Operational & Resilience Group) mechanisms;
    8. the ICS's approach to developing Health & Care Professional leadership.
  1. **Leadership**
     1. Providing strong leadership to ensure delivery of the agreed strategic direction of travel; facilitating effective collaboration and trust.
     2. Providing leadership and co-ordination for developments requiring a system response to ensure system wide decision making and making cohesive recommendations to the ICS and affiliated partners as required.
     3. Facilitating effective partnership working with key stakeholders, broader than the membership of the ICS ET where necessary.
     4. Communicating with key internal stakeholders and where necessary seek support for system wide recommendations.
     5. Recognising the dynamic nature of ICS development and delivery, provide timely decision making and support mechanisms.
     6. Providing a steer to the wider programme teams who will deliver the ICS work on a day-to-day basis.
  2. **System Management**
     1. Acting as the system operational health and social care executive group to drive delivery within the ICS; ensuring the direction of travel to achieve the Derbyshire agreed model of care remains consistent and at the forefront in any considerations whilst remaining cognisant of the statutory roles of sovereign bodies (NHS and Local Authorities).
     2. Ensuring alignment to the Health & Wellbeing strategies; enabling a stronger focus on delivering the wider determinants agenda for the ICS.
     3. Ensuring transformation and operational delivery is embedded throughout the ICS and in constituent organisations.
     4. Facilitating development of all component parts of the ICS including the Integrated Care Partnership, Strategic Commissioner, Provider Collaboration at Scale, Place Partnerships, Primary Care Networks, and Clinical and Professional Leadership.
     5. Providing a platform for system partners to escalate strategic risks, and debate mitigation proposals; seeking to find collective solutions where necessary.
     6. Ensuring the Boards/Cabinet of all member organisations are fully briefed on decisions and proposed changes, and associated implications and risks.
     7. Agreeing and allocating the necessary resources (financial, knowledge, people and time) required to build the capacity and capability deliver the system objectives.
  3. **Delivery**
     1. Provide the overarching convening function for the ICS; acting as the facilitator to drive forward delivery of the ICS objectives and expected benefits.
     2. Monitoring delivery of the ICP strategy and agree associated delivery plans to include clear deliverables and expected benefits and corrective measures where required.
     3. Providing the mandate to deliver the system objectives; ensuring programmes of work are aligned and aggregated to the overarching system objectives and cross programme interdependencies are effectively managed.
     4. Reviewing and endorsing recommendations from sub-groups to ensure successful delivery; where necessary unblocking obstacles preventing progress.
     5. Overseeing the allocation of resources at a system level to ensure sufficient capacity is in place to progress delivery.

1. Accountability
   1. The ICS ET is accountable to the Derby and Derbyshire Integrated Care System (ICS) represented by the ICP; its officers are also individually accountable to their own constituent organisations including the ICB and the upper tier LAs.
   2. The ICS ET shall also respond to and support the functions of:

* NHS Derby & Derbyshire Integrated Care Board (ICB);
* The cabinets of both City & County upper tier Local Authorities; and
* The two Health & Wellbeing Boards (HWBBs) of the ICS.
  1. The ICS ET shall also take account of and be informed by the following groups:
* Place Partnerships Executive;
* Anchor Institutions Group; and
* Clinical and Professional Leadership Group (CPLG): in developing a true ICP based Health & Care Professional Leadership group, the ICS ET will initially seek to understand the developments in the current CPLG forum and how we could move forward under a fully ICP based approach.

1. Delegated Authority
   1. The ICS ET will not have specific organisation delegation at this stage however, the executive leadership and seniority of individual members means that they will act in a capacity to commit their respective organisations as required in keeping with individual levels and schemes of delegation.
   2. Recognising that in order to deliver a programme of this complexity, a flexible and responsive management approach will be adopted by members. There may be specific areas where the ICS ET comes to a collective agreement, which may be delegated to the group to enact and where decisions taken will therefore be supported by respective member organisations.
2. Membership
   1. Chair: Co-chair arrangement between the NHS ICB CE and Chief Officers from the two upper tier Local Authorities.
   2. Members:

* Director of Adult Social Care, Derbyshire County Council
* Director of Childrens Services, Derbyshire County Council
* Strategic Director of People Services, Derby City Council
* Director of Public Health, Derbyshire County Council
* Director of Public Health, Derby City Council
* NHS ICB CE
* NHS ICB exec. Director of Strategy & Planning
* NHS ICB Chief Medical Officer
* NHS ICB Chief Pharmacist
* NHS ICB CFO
* Place Partnership Lead Executive (AO or SRO)
* Clinical & Professional Leadership Group Representative – approach tbc
  1. Attendees:
* Administrator – standing attendee
* Assistant Director of Communications and Engagement – standing attendee
  1. By invitation, as may be required: Any representatives from across the system as required to facilitate specific agenda items discussions.
  2. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Group. For Local Authority representatives this will be in accordance with the due political process.
  3. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
  4. A Senior Responsible Officer (SRO) (or co-officer arrangement) shall be agreed between the NHS and Local Authorities to coordinate the work and undertakings of the ICS ET.

1. Quoracy
   1. The Group shall be quorate if 70% or more of the membership is present. If the meeting is not quorate the meeting can progress if those present determine. However, no business decisions shall be transacted and items requiring approval may be submitted to the next meeting for formal ratification.
   2. As a guiding principle, although technically possible to be quorate without one of the founding organisations being present, "true" quoracy shall be sought whereby there are representatives from the NHS and the two upper tier LAs present; however, every effort shall be made to seek the vies of any absent partner if there are unavoidable reasons as to why participation in the meeting itself cannot occur.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
2. Decision-making
   1. The System SLT will seek to reach consensus in deciding its recommendations and making decisions on system matters. The Chair will actively seek to reach decisions by consensus. Where consensus cannot be reached, views which oppose the majority view will be recorded and presented with the report/advice to the relevant associated functions/groups (see above).
   2. The members of the Group are accountable for contributing and taking personal responsibility for achieving the purposes set out in these Terms of Reference and making relevant decisions on behalf of their organisations.
   3. Members are expected to act as facilitators and champions, providing effective communication to engage their respective organisations in the developments; modelling collective leadership.
   4. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
   5. Members are responsible for keeping their organisational board or equivalent updated on the progress of the ICS and will take key items for approval where necessary; ensuring timely decision making does not delay the work of the ICS development, submission and delivery.
   6. Members should model collective leadership and act as ambassadors for JUCD and their respective areas of work across the system.
3. Meeting Arrangements and Frequency
   1. Meetings will be held monthly for a duration of 1.5 hours, more frequently if required to consider matters in a timely manner.
   2. Where necessary members will be required to respond to virtual electronic communications owing to timescales.
   3. The Chairing arrangements for individual meetings shall be agreed by the Co-chairs as set out.
   4. A post meeting letter confirming the main areas of discussion will be circulated to members for sharing and discussion with respective executive teams.
   5. Papers will be circulated at least 4 working days prior to the meeting; meetings will be clearly minuted and circulated promptly to all members.
4. Review
   1. The ICS ET shall keep its membership and responsibilities under review in light of the development of the programme and will make recommendations on any changes to its membership or responsibilities.
   2. These ToR will be reviewed at least annually to ensure good governance practice.

Approved by the Joined Up Care Derbyshire Executive Team: 21st October 2022

Review Date: September 2023

1. Eligible Providers of Primary Medical Services

The following are eligible providers of primary medical services:

| **Practice Name** | **Address** | **Practice Code** | **Contract** | **Place** | **Primary Care Network** |
| --- | --- | --- | --- | --- | --- |
| Adam House Medical Centre | 85-91 Derby Road, Sandiacre, Nottingham, NG10 5HZ | C81026 | PMS | Erewash | Erewash |
| Aitune Medical Practice | Midland Street, Long Eaton, Nottingham, NG10 1RY | C81023 | PMS | Erewash | Erewash |
| Alvaston Medical Centre | 14 Boulton Lane, Alvaston, Derby, DE24 0GE | C81047 | GMS | Derby City | Derby City South |
| Appletree Medical Practice | 47A Town Street, Duffield, Derby, DE56 4GG | C81048 | GMS | Amber Valley | Belper |
| Arden House Medical Practice | Sett Close, New Mills, SK22 4AQ | C81634 | PMS | High Peak | High Peak |
| Arthur Medical Centre | Main Street, Horsley Woodhouse, Derby, DE7 6AX | C81017 | GMS | Amber Valley | Belper |
| Ashbourne Medical Practice | Clifton Road, Ashbourne, Derby, DE6 1DR | C81037 | GMS | Derbyshire Dales | Derbyshire Dales |
| Ashbourne Surgery | Clifton Road, Ashbourne, Derby, DE6 1RR | C81086 | GMS | Derbyshire Dales | Derbyshire Dales |
| Ashover Medical Centre | Milken Lane, Ashover, Chesterfield, S45 0BA | C81611 | GMS | Derbyshire Dales | Derbyshire Dales |
| Bakewell Medical Centre (Peak and Dales Medical Partnership) | Butts Quarry, Bakewell, De45 1ED | C81016 | GMS | Derbyshire Dales | Derbyshire Dales |
| Barlborough Medical Practice | 7 Worksop Road, Barlborough, Chesterfield, S43 4TY | C81662 | PMS | Bolsover and North Eastern Derbyshire | North East Derbyshire |
| Baslow Health Centre | Church Lane, Baslow, Bakewell, DE45 1SP | C81013 | GMS | Derbyshire Dales | Derbyshire Dales |
| Blackwell Medical Centre | 6 Gloves Lane, Blackwell, Alfreton, DE55 5JJ | C81661 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Blue Dykes Surgery (Royal Primary Care) | Eldon Street, Clay Cross, Chesterfield, S45 9NR | C18008 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Brailsford Medical Centre | The Green, Derby, DE6 3BX | C81075 | GMS | Derbyshire Dales | Derbyshire Dales |
| Brimington Surgery | Church Street, Brimington, Chesterfield, S41 1JG | C81058 | PMS | Chesterfield | Chesterfield and Dronfield |
| Brook Medical Centre | 183 Kedleston Road, Derby, DE22 1FT | C81653 | GMS | Derby City | Greater Derby |
| Brooklyn Medical Practice | 65 Mansfield Road, Derby, DE75 7AL | C81052 | GMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Buxton Medical Practice | Temple Road, Buxton, SK17 9BZ | C81065 | GMS | High Peak | High Peak |
| Calow and Brimington Practice | Foljambe Road, Brimington, Chesterfield, S43 1DD | C81649 | PMS | Chesterfield | Chesterfield and Dronfield |
| Castle Street Medical Centre | Castle Street, Bolsover, Chesterfield, S44 6PP | C81638 | PMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Chapel Street Medical Centre | 10 Chapel Street, Spondon, Derby, DE21 7RJ | C81068 | GMS | Derby City | Greater Derby |
| Chatsworth Road Medical Centre | Chatsworth Road, Brampton, Chesterfield, S40 3PY | C81067 | PMS | Chesterfield | Chesterfield and Dronfield |
| Chellaston and Melbourne Medical Practice | Rowallan Way, Chellaston, Derby, DE73 5GB | C81108 | GMS | Derby City | Derby City South |
| Chesterfield Medical Partnership  (Royal Primary Care Chesterfield West) | Ashgate Manor, Ashgate Road, Chesterfield, S40 4AA | C81045 | PMS | Chesterfield | Chesterfield and Dronfield |
| Clay Cross Medical Centre | Bridge Street, Clay Cross, Chesterfield, S45 9NG | C81056 | GMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| College Street Medical Practice | 86 College Street, Long Eaton, Nottingham, NG10 4NP | C81097 | PMS | Erewash | Erewash |
| Cottage Lane Surgery | 47 Cottage Lane, Gramesley, Glossop  Derbyshire, SK13 6EQ | C81615 | GMS | High Peak | Glossopdale |
| Crags Health Care | 174 Elmton Road, Creswell, Worksop, S80 4DY | C81096 | GMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Creswell Medical Centre | Welbeck Street, Creswell, Worksop, S80 4HA | Y04977 | APMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Crich Medical Practice | Oakwell Drive, Crich, Derby, DE4 5PB | C81094 | GMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Darley Dale Medical Centre (Credas Medical) | Two Dales, Matlock, DE4 2SA | C81030 | PMS | Derbyshire Dales | Derbyshire Dales |
| Derby Family Medical Centre | 1 Hastings Street, DE23 6QQ | C81118 | GMS | Derby City | Greater Derby |
| Derwent Medical Centre | 26 North Street, Derby, DE1 3AZ | C81652 | GMS | Derby City | Derby City North |
| Derwent Valley Medical Practice | 20 St Mark’s Road, DE61 6AT | C81652 | GMS | Derby City | Greater Derby |
| Dr Webb & Partners | Ilkeston Health Centre, South Street, Ilkeston, DE7 5PZ | C81022 | GMS | Erewash | Erewash |
| Dronfield Medical Practice | High Street, Dronfield, S18 1PY | C81025 | PMS | Bolsover and North Eastern Derbyshire | Chesterfield and Dronfield |
| Eden Surgery | Cavendish Road, Ilkeston, Derbyshire, DE7 5AN | C81604 | PMS | Erewash | Erewash |
| Elmwood Medical Centre | Burlington Road, Buxton, SK17 9AY | C81074 | PMS | High Peak | High Peak |
| Emmett Carr Surgery | Abbey Place, Renishaw, S21 3TY | C81095 | PMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Evelyn Medical Centre | Marsh Avenue, Hope, S33 6RJ | C81092 | GMS | Derbyshire Dales | Derbyshire Dales |
| Eyam Surgery | Church Street, Eyam, Hope Valley, S32 5QH | C81039 | GMS | Derbyshire Dales | Derbyshire Dales |
| Friar Gate Surgery | Agard Street, Derby, DE1 1DZ | C81036 | GMS | Derby City | Derby City North |
| Friendly Family Surgery | Welbeck Road, Bolsover, Chesterfield, S44 6DE | C81655 | PMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Gladstone House Surgery | Gladstone Street West, Ilkeston, Derbyshire, DE7 5QS | C81115 | PMS | Erewash | Erewash |
| Golden Brook Practice | Midland Street, Long Eaton, Nottingham, NG10 1RY | C81083 | GMS | Erewash | Erewash |
| Goyt Valley Medical Practice | Chapel Road, Whaley Bridge, SK23 7SR | C81080 | PMS | High Peak | High Peak |
| Gresleydale Healthcare Centre | Glamorgan Way, Church Gresley, Swadlincote, DE11 9JT | C81114 | GMS | Derby City | Swadlincote |
| Hannage Brook Medical Centre | Hannage Way, Wirksworth, Derbyshire, DE4 4JG | C81062 | GMS | Derbyshire Dales | Derbyshire Dales |
| Hartington Surgery | Dig Street, Hartington, SK17 0AQ | C81082 | GMS | High Peak | High Peak |
| Haven Medical Centre | 690 Osmaston Road, Derby, DE24 8GT | C81087 | GMS | Derby City | Derby City South |
| Heartwood Medical Practice | Civic Way, Swadlincote, Derby, DE11 0AE | Y01812 | GMS | Derby City | Swadlincote |
| Hollybrook Medical Centre | Hollybrook Way, Heatherton, Derby, DE23 3TX | C81054 | PMS | Derby City | Derby City South |
| Horizon Healthcare | 3-5 Burton Road, Derby, DE1 1TH | C81006 | GMS | Derby City | Derby City North |
| Howard Medical Practice (Group Practice Centre) | Howard Street, Glossop, SK13 7DE | C81077 | GMS | High Peak | Glossopdale |
| Imperial Road Surgery | 8 Imperial Road, Matlock, DE4 3NL | C81028 | GMS | Derbyshire Dales | Derbyshire Dales |
| Inspire Health | 109 Saltergate, Chesterfield, S40 1LE | C81084 | PMS | Chesterfield | Chesterfield and Dronfield |
| Ivy Grove Surgery | Steeple Drive, Ripley, Derbyshire, DE5 3TH | C81004 | PMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Jessop Medical Practice | Greenhill Lane, Riddings, Alfreton, DE55 1LU | C81005 | GMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Kelvingrove Medical Centre | 28 Hands Road, Heanor, Derbyshire, DE75 7HA | C81049 | GMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Killamarsh Medical Practice | 209 Sheffield Road, Killamarsh, Sheffield, S21 1DX | C81091 | PMS | Bolsover and North Eastern Derbyshire | North East Derbyshire |
| Lambgates Health Centre | Wesley Street, Hadfield, Glossop, SK13 1DJ | C81106 | GMS | High Peak | Glossopdale |
| Lime Grove Medical Centre | Lime Grove Walk, Matlock, DE4 3FD | C81101 | GMS | Derbyshire Dales | Derbyshire Dales |
| Limes Medical Centre | Limes Ave, Alfreton, DE55 7DW | C81099 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Lister House Chellaston Surgery | Fellow Lands Way, Derby, DE73 6SW | Y05286 | APMS | Derby City | PCCO |
| Lister House Surgery | 207 St Thomas Road, Derby, DE23 8RJ | C81072 | GMS | Derby City | PCCO |
| Littlewick Medical Centre | 42 Nottingham Road, Ilkeston, Derbyshire, DE7 5PR | C81061 | GMS | Erewash | Erewash |
| Macklin Street Surgery | 90 Macklin Street, Derby, DE1 1JX | C81073 | GMS | Derby City | Derby City North |
| Manor House Surgery | Manor House, Glossop, SK13 8PS | C81081 | PMS | High Peak | Glossopdale |
| Mickleover Medical Centre | Vicarage Road, Mickleover, Derby, DE3 0HA | C81042 | GMS | Derby City | Greater Derby |
| Mickleover Surgery | 10 Cavendish Way, Mickleover, Derby, DE3 9BJ | C81113 | GMS | Derby City | Greater Derby |
| Moir Medical Centre | Regent Street, Long Eaton, Nottingham, NG10 QQ | C81010 | PMS | Erewash | Erewash |
| Newbold Surgery | 3 Windemere Road, Newbold, Chesterfield, S31 8DU | C81015 | PMS | Chesterfield | Chesterfield and Dronfield |
| Newhall Surgery | 46-48 High Street, Swadlincote, Derby, DE11 0HU | C81020 | GMS | Derby City | Swadlincote |
| North Wingfield Medical Centre | Chesterfield Road, North Wingfield, S42 5ND | C81055 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Oakhill Medical Practice | Oakhill Road, Dronfield, S18 2EJ | C81070 | GMS | Bolsover and North Eastern Derbyshire | Chesterfield and Dronfield |
| Old Station Surgery | Heanor Road, Ilkeston, Derbyshire, DE7 8ES | C81021 | GMS | Erewash | Erewash |
| Osmaston Surgery | 212 Osmaston Road, Derby, DE23 8JX | C81071 | PMS | Derby City | Derby City North |
| Overdale Medical Practice | Breaston Surgery, 1 Bridgefield, Breaston, DE72 3DS | C81066 | GMS | Derby City | Oakdale Park |
| Park Farm Medical Centre | 3 Park Farm Centre, Allestree, Derby, DE22 2QN | C81064 | GMS | Derby City | Greater Derby |
| Park Lane Surgery | 2 Park Lane, Allestree, Derby, DE22 2DS | C81040 | GMS | Derby City | Greater Derby |
| Park Medical Practice | Maine Drive, Chaddesden, Derby, DE21 6LA | C81051 | GMS | Derby City | Oakdale Park |
| Park Surgery | 60 Ilkeston Road, Heanor, Ilkeston, DE75 7DX | C81031 | GMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Park View Medical Centre | Cranfleet Way, Long Eaton, Nottingham, NG10 3RJ | C81642 | PMS | Erewash | Erewash |
| Parkfields Surgery | 1217 London Road, Alvaston, Derby, DE24 8QJ | Y05733 | APMS | Derby City | Derby City South |
| Parkside Surgery | Alfreton Primary Care Centre, Church Street, Alfreton, DE55 7AH | C81053 | PMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Peartree Medical Centre | 159 Peartree Road, Derby, DE23 8NQ | C81616 | GMS | Derby City | Greater Derby |
| Ripley Medical Centre | Derby Road, Ripley, Derbyshire, DE5 3HR | C81059 | PMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Riversdale | 59 Bridge Street, Belper, Derbyshire, DE56 1AX | C81069 | GMS | Amber Valley | Belper |
| Royal Primary Care | Stubbing Road, Grangewood, Chesterfield, S40 2HP | Y04995 | APMS | Chesterfield | Chesterfield and Dronfield |
| St. Lawrence Road Surgery | 17-19 St Lawrence Road, North Wingfield, Chesterfield, S42 5LH | C81647 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| St. Thomas Road Surgery | 207 St Thomas Road, Derby, DE23 8RJ | Y02442 | APMS | Derby City | Greater Derby |
| Sett Valley Medical Centre | Hyde Bank Road, New Mills, SK22 4BP | C81003 | PMS | High Peak | High Peak |
| Shires Healthcare | 18 Main Street, Shirebrook, Mansfield, NG20 8DG | C81033 | PMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Simmondley Medical Practice | 15 Pennine Road, Glossop, SK13 6NN | C81640 | GMS | High Peak | Glossopdale |
| Somercotes Medical Centre | 22 Nottingham Road, Somercotes, Derbyshire, DE55 4JJ | C81027 | GMS | Amber Valley | Alfreton, Ripley, Heanor and Crich |
| Springs Health Centre | Recreation Close, Clowne, Chesterfield, S43 3PL | C81001 | PMS | Bolsover and North Eastern Derbyshire | North East Derbyshire |
| Staffa Health | 3 Waverley Street, Tibshelf, Alfreton, DE55 5PS | C81029 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Stewart Medical Centre | Hartington Road, Buxton, SK17 6JP | C81034 | PMS | High Peak | High Peak |
| Stubley Medical Centre | 7 Stubley Drive, Dronfield Woodhouse, Dronfield, S18 8QU | C81089 | PMS | Bolsover and North Eastern Derbyshire | Chesterfield and Dronfield |
| Surgery at Wheatbridge | 30 Wheatbridge Road, Chesterfield, S40 1AB | C81012 | PMS | Chesterfield | Chesterfield and Dronfield |
| Swadlincote Surgery | Darklands Road, Swadlincote, Derbyshire, DE11 0PP | C81032 | GMS | Derby City | Swadlincote |
| Thornbrook Surgery | Thornbrook Road, Chapel en Le Frith, SK23 0RH | C81063 | PMS | High Peak | High Peak |
| Valleys Medical Partnership | Gosber Road, Eckington, S21 4BZ | C81002 | GMS | Bolsover and North Eastern Derbyshire | North East Derbyshire |
| Vernon Street Medical Centre | 13 Vernon Street, Derby, DE1 1FW | C81007 | GMS | Derby City | Greater Derby |
| Village Surgery | 108 Victoria Road, Pinxton, NG16 6NH | C81050 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Village Surgery | Village Community Medical Centre, Derby, DE23 8AL | C81035 | GMS | Derby City | Derby City South |
| Welbeck Road Surgery | 1b Welbeck Road, Bolsover, Chesterfield, S44 6DF | C81041 | PMS | Bolsover and North Eastern Derbyshire | North Hardwick and Bolsover |
| Wellbrook Medical Centre | Welland Road, Derby, DE65 5GZ | C81110 | GMS | Derby City | Derby City South |
| West Hallam Medical Centre | The Village, West Hallam, Ilkeston, DE7 6GR | C81046 | GMS | Amber Valley | Erewash |
| Whitemoor Medical Centre | Whitemoor Lane, Belper, Derbyshire, DE56 2JU | C81038 | GMS | Amber Valley | Belper |
| Whittington Moor Surgery | Scarsdale Road, Whittington Moor, Chesterfield, S41 8NA | C81044 | PMS | Chesterfield | Chesterfield and Dronfield |
| Willington Surgery | Kingfisher Lane, Willington, Derbyshire, DE65 6YB | C81057 | GMS | Derby City | Derby City South |
| Wilson Street Surgery | 11 Wilson Street, Derby, DE1 1PG | C81009 | GMS | Derby City | Derby City North |
| Wingerworth Medical Centre | 3 Allendale Road, Wingerworth, Chesterfield, S42 6PX | C81658 | PMS | Bolsover and North Eastern Derbyshire | South Hardwick |
| Woodville Surgery | Burton Road, Woodville, Swadlincote, DE11 7JE | C81060 | GMS | Derby City | Swadlincote |

1. Scheme of Reservations and Delegation

The Scheme of Reservation and Delegation can be found on the ICB's website [here](https://joinedupcarederbyshire.co.uk/derbyshire-integrated-care-board/).

1. Standing Financial Instructions

**NHS Derby and Derbyshire**

**Integrated Care Board**

**Standing Financial Instructions**

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1. Introduction

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* 1. **Purpose**
     1. These Standing Financial Instructions:
        1. are issued in accordance with the Directions issued by the Secretary of State for Health under the provisions of the NHS Act 2006 (“the 2006 Act”) as amended by the Health and Social Care Act 2012, with responsibilities set out under that and subsequent secondary legislation for the regulation of the conduct of NHS Derby and Derbyshire Integrated Care Board (ICB) in relation to all financial matters and are applicable to the whole organisation;
        2. contain directions that the ICB must follow and also contains directions from NHS England regarding resources, capital allocation and funding to ICBs. The ICB is established under Chapter A3 of Part 2 of the National Health Service Act 2006, as inserted by the Health and Care Act 2022 and has the general function of arranging for the provision of services for the purposes of the health services in England in accordance with the Act. Each ICB is to be established by order made by NHS England for an area within England, the order establishing an ICB makes provision for the constitution of the ICB;
        3. detail the financial responsibilities, policies and procedures adopted by the ICB. They are designed to ensure that the ICB’s financial transactions are carried out in accordance with the law and with Government policy in order to achieve probity, accuracy, economy, efficiency, effectiveness and value for money;
        4. should be used in conjunction with the Scheme of Reservations and Delegation (Section 6 in the ICB’s Governance Handbook) and shall have effect as if incorporated into the ICB's constitution;
        5. identify the financial responsibilities, that apply to everyone working for the ICB, without exception. The user of these Standing Financial Instructions should also be familiar with and comply with the provisions of the ICB’s Standing Orders and must also consider prevailing Department of Health and Social Care and/or HM Treasury instructions.
     2. They do not provide detailed procedural advice and should be read in conjunction with the detailed departmental and financial procedure notes. All financial policies must be approved by the Audit and Governance Committee following review and recommendation by the Finance and Estates Committee (FEC).
     3. Any policy referred to in these Standing Financial Instructions is also deemed to be an integral part of the Standing Financial Instructions.
     4. The Chief Executive Officer shall have responsibility for ensuring that members of the ICB Board, sub-committees, employees and others as required are aware of the existence of these documents, and where necessary, be familiar with their detailed provisions.
     5. The Executive Director of Finance should also ensure that the direction and guidance in the framework is followed by the ICB. The Financial Framework is:
        1. Standing Orders (SO):
           1. Scheme of Reservations and Delegation
        2. ICB Governance Handbook:
           1. Section 7 – Standing Financial Instructions (SFIs)
           2. Section 6 – Scheme of Reservations and Delegation of the ICB Board.
  2. **Interpretation**

Should any difficulties arise regarding the interpretation or application of any of the Standing Financial Instructions then the advice of the Executive Director of Finance must be sought before acting.

* 1. **Non-Compliance with Standing Financial Instructions**
     1. The failure to comply with Standing Financial Instructions and Standing Orders may result in disciplinary action in accordance with the ICB Disciplinary Policy in operation at the time. Disciplinary sanction may include dismissal.
     2. All members of the ICB and staff have a duty to disclose any non-compliance with these Standing Financial Instructions to the Executive Director of Finance.
  2. **Scope**
     1. All officers of the ICB, without exception, are within the scope of the SFIs without limitation. The term officer includes, permanent employees, secondees and contract workers.
     2. Within this document, words imparting any gender include any other gender. Words in the singular include the plural and words in the plural include the singular.
     3. Any reference to an enactment is a reference to that enactment as amended.
     4. Unless a contrary intention is evident, or the context requires otherwise, words or expressions contained in this document, will have the same meaning as set out in the applicable Act.
  3. **Responsibilities and delegation**
     1. The ICB Board

The ICB Board exercises financial supervision and control by:

* + - 1. formulating and approving the financial strategy;
      2. requiring the submission and approval of budgets within approved allocations/overall income;
      3. defining and approving essential features in respect of important procedures and financial systems (including the need to obtain value for money); and
      4. defining and delegating specific responsibilities for the performance of its functions to members of the ICB Board, Chief Executive Officer and employees as indicated in the Scheme of Reservations and Delegation.
    1. Chief Executive Officer and Executive Director of Finance

The Chief Executive Officer and Executive Director of Finance will, as far as possible, delegate their detailed responsibilities, but they remain accountable and responsible for financial control.

* + 1. Chief Executive Officer

Within the Standing Financial Instructions, it is acknowledged that the Chief Executive Officer:

* + - 1. is ultimately accountable to the ICB Board, and to the Secretary of State for Health and Social Care for ensuring that the ICB Board meets its obligation to perform its functions within the available financial resources;
      2. has overall executive responsibility for the ICB’s activities; and is responsible to the Chair and the ICB Board for ensuring that its financial obligations and targets are met; and has overall responsibility for the ICB’s system of internal control;
      3. has a duty to ensure that Members of the ICB Board and Committees, employees, all new appointees and contractors and their employees are notified of, and put in a position to understand their responsibilities within these Instructions.
    1. Executive Director of Finance
       1. The Executive Director of Finance reports directly to the ICB Chief Executive Officer and is responsible for:
          1. financial leadership and financial performance of the ICB;
          2. implementing the ICB’s financial policies and for coordinating any corrective action necessary to further these policies;
          3. maintaining an effective system of internal financial control including ensuring that detailed financial procedures and systems incorporating the principles of separation of duties and internal checks are prepared, documented and maintained to supplement these instructions;
          4. ensuring that sufficient records are maintained to show and explain the ICB’s transactions, in order to disclose, with reasonable accuracy, the financial position of the ICB at any time; and, without prejudice.
       2. The duties of the Executive Director of Finance include:
          1. the provision of financial advice to other members of the ICB Board, Committees and employees in relation to ICB activities;
          2. the design, implementation and supervision of systems of internal financial control;
          3. the preparation and maintenance of such certificates, estimates, records and reports as the ICB may require for the purpose of carrying out its statutory duties;
          4. the preparation and audit of annual accounts;
          5. adherence to the directions from NHS England in relation to accounts preparation;
          6. ensuring that the allocated annual revenue and capital resource limits are not exceeded;
          7. meeting statutory requirements relating to taxation;
          8. supporting the ICB Board in delivery of the financial targets for the ICB as set out by NHS England;
          9. ensuring planned budgets are approved by the relevant board; and
          10. supporting a strong culture of public accountability, probity, and governance, ensuring that appropriate and compliant structures, systems, and process are in place to minimise risk.
    2. ICB Board Members, Committee Members and Employees

All members of the ICB Board and Committees and employees, severally and collectively, are responsible for:

* + - 1. the security of the property of the ICB;
      2. avoiding loss;
      3. exercising economy and efficiency in the use of resources; and
      4. conforming with the requirements of Standing Orders, Standing Financial Instructions, Financial Procedures and the Scheme of Reservations and Delegation.
    1. Where financial functions are carried out by Committees, or employees, the form in which their financial records are kept and the manner in which they discharge their duties, must be to the satisfaction of the Executive Director of Finance.
    2. Contractors and their employees

Any contractor or employee of a contractor who is empowered by the ICB to commit the ICB to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the Chief Executive Officer to ensure that such persons are made aware of this.

1. Roles and Responsibilities

|  |  |
| --- | --- |
| **Covering** | |
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* 1. **Audit and Governance Committee**

The ICB Board and Chief Executive Officer should be supported by an audit and risk assurance committee, which should provide proactive support to the board in advising on:

* + 1. the management of key risks
    2. the strategic processes for risk;
    3. the operation of internal controls;
    4. control and governance and the governance statement;
    5. the accounting policies, the accounts, and the annual report of the ICB;
    6. the process for reviewing of the accounts prior to submission for audit, management’s letter of representation to the external auditors; and the planned activity and results of both internal and external audit.
  1. **Executive Director of Finance**
     1. The Executive Director of Finance is responsible for:
        1. ensuring that there are arrangements to review, evaluate and report on the effectiveness of internal financial control including the establishment of an effective Internal Audit function;
        2. ensuring that the Internal Audit function meets the mandatory audit standards and provides sufficient independent and objective assurance to the Audit and Governance Committee and the Chief Executive Officer;
        3. deciding at what stage to involve the police in cases of misappropriation and other irregularities not involving fraud or corruption;
        4. ensuring that an annual Internal Audit report is prepared for the consideration of the Audit and Governance Committee;
        5. ensuring that the delegated authority as noted in the Scheme of Reservations and Delegation to the Officers of the ICB Board adopted by the ICB is reviewed periodically.
     2. The Executive Director of Finance, internal auditors and external auditors are entitled without necessarily giving prior notice to require and receive:
        1. access at all reasonable times to any land, premises or members of the ICB Board and Sub-Committee or employee of the ICB;
        2. access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature;
        3. the production of any cash, stores or other property of the ICB under a member of the ICB Board, Sub-Committee's or an employee's control; and
        4. explanations concerning any matter under investigation.
  2. **Internal Audit**
     1. Internal Audit services are provided under arrangements proposed by the Executive Director of Finance and approved by the Audit and Governance Committee, on behalf of the ICB Board.
     2. Only the Executive Director of Finance may commission the procurement of internal audit services (including services akin to internal audit services), having sought the approval of the Audit and Governance Committee.
     3. The appointment and termination of the Head of Internal Audit and/or the Internal Audit Service must be approved by the Audit and Governance Committee.
     4. Internal Audit will be responsible for providing an independent and objective opinion on risk management, control and governance, arrangements by measuring and evaluating their effectiveness to support the achievement of the organisation’s agreed strategic and operational objectives.
     5. The Head of Internal Audit will be responsible for providing to the Audit and Governance Committee:
        1. a strategic audit plan covering the next three years;
        2. a risk-based detailed plan for the coming year of internal audit work as agreed with Executive Director of Finance, for approval by the Audit and Governance Committee. This will be based upon the ICB’s Assurance Framework and will enable the auditors to collect sufficient evidence to give an opinion on the adequacy and effective operation of the ICB;
        3. regular updates on the progress against plan including written audit reports in a form agreed by the Audit and Governance Committee for each audit undertaken;
        4. reports of management’s progress on the implementation of agreed action plans that are required as result of internal audit findings;
        5. an annual report containing the opinion on the effectiveness of the whole system of internal control. This opinion will be used by the ICB Board to inform the Annual Governance Statement in the Annual Report and by NHS England as part of its performance management role of the ICB. The opinion will be based on a systematic review and evaluation of risk management, control and governance that comprises the policies, procedures and operations in place and in accordance with current assurance framework guidance issued by the Department of Health and Social Care, in order to:
           1. deliver a clear opinion on the effectiveness of internal control in the ICB;
           2. identify and assess any major internal financial control weaknesses discovered;
           3. establish and monitor the achievement of the ICB’s strategic and operational objectives;
           4. identify, assess and manage strategic and operations risks to achieving the organisation’s objectives;
           5. identify the extent of economical, effective and efficient use of resources;
           6. identify the extent of compliance with, and the financial effect of, the relevant established policies (including behavioural and ethical expectations), plans, procedures, laws and regulations;
           7. identify the extent to which the ICB’s assets and interests are accounted for and safeguarded from loss of any kinds, including those arising from:
* fraud, bribery, corruption and other offences;
* waste, extravagance or inefficient administration;
* poor value for money;
* other causes;
  + - * 1. review the integrity and reliability of information, accounts and data, including internal and external reporting and accountability processes.
        2. progress against plan in the current year;
        3. additional reports as requested by the Audit and Governance Committee.
    1. Whenever any matter arises, which involves, or is thought to involve, irregularities concerning cash or other property or any suspected irregularity in the exercise of any function of a pecuniary nature, the Executive Director of Finance must be notified immediately.
    2. The Head of Internal Audit will normally attend Audit and Governance Committee meetings and has a right of access to all Audit and Governance Committee members, the Chair and Chief Executive Officer of the ICB.
    3. The Head of Internal Audit is accountable to the Executive Director of Finance. The reporting system for Internal Audit shall be agreed between the Executive Director of Finance, the Audit and Governance Committee and the Head of Internal Audit. The agreement shall be in writing and shall comply with the guidance on reporting contained in Public Sector Internal Audit Standards. The reporting system shall be reviewed at least every three years.
  1. **External Audit**
     1. The appointment (and where necessary the dismissal) of the External Auditor has been delegated by the ICB Board to the Audit and Governance Committee and will be as directed by the Department of Health and Social Care: Guidance on the Local Procurement of External Auditors for NHS Trusts and ICBs (2016).
     2. The Code of Audit Practice published by the National Audit Office (the "Audit Code") contains the auditor's statutory responsibilities in relation to audit scope, reporting and additional duties. It also contains the responsibilities of the audited body in relation to the audit of financial statements and value for money arrangements.
     3. The ICB shall comply with the Audit Code.
     4. The External Auditor shall comply with the Audit Code.
     5. The Head of External Audit will normally attend Audit and Governance Committee meetings and has a right of access to all Audit and Governance Committee members, the Chair and Chief Executive Officer of the ICB.
     6. The Head of External Audit reports to the Audit and Governance Committee and is accountable to the Executive Director of Finance.
  2. **Security Management**
     1. The Audit and Governance Committee will be responsible for approving the ICB's security management arrangements.
     2. In line with their responsibilities, the ICB's Chief Executive Officer will monitor and ensure compliance with Directions issued by the Secretary of State for Health and Social Care on NHS Security Management.
     3. The ICB shall nominate a suitable person to carry out the duties of the Local Security Management Specialist (LSMS) as specified by the Secretary of State for Health guidance on NHS Security Management.
     4. The ICB shall nominate a Lay Member to oversee the NHS Security Management service who will report to the ICB Board.
     5. The Chief Executive Officer has overall responsibility for controlling and coordinating security. However, key tasks are delegated to the Director of Corporate Delivery and the appointed LSMS.
  3. **Whistleblowing**

The Audit and Governance Committee will be responsible for the review of the effectiveness of arrangements in place for allow staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

* 1. **Conflicts of Interest**

The Audit and Governance Committee shall receive reports in respect of any Conflicts of Interest breaches and will review the impact and actions taken.

1. Fraud, Bribery and Corruption (Economic Crime)
   1. The Audit and Governance Committee will:
      1. satisfy itself that the ICB has adequate arrangements in place for countering fraud as described in NHS Counter Fraud Authority (NHSCFA) - Standards for NHS Commissioners;
      2. approve the ICB’s counter fraud arrangements;
      3. approve the annual counter fraud work programmes;
      4. review the outcomes of such work;
      5. ensure that the ICB has a Fraud, Bribery and Corruption Policy;
      6. ensure that the ICB has arrangements in place to work effectively with the NHS Counter Fraud Authority;
      7. review the NHSFA annual self-review tool (SRT) prior to its required annual submission to NHSCFA. The SRT:
         1. enables the ICB to produce a summary of the counter fraud, bribery and corruption work carried out over the previous twelve months;
         2. covers the key areas of activity outlined in the standards shown in NHSCFA – Standards for NHS Commissioners.
   2. The Chief Executive Officer will ensure that the ICB Board, committee members and employees are aware of the Fraud, Bribery and Corruption Policy and comply with it.
   3. Through a tender process, the ICB shall appoint a suitable person to carry out the duties of the Local Counter Fraud Specialist (LCFS) as specified by the NHSCFA – Standards for NHS Commissioners.
   4. The LCFS will:
      1. report to the ICB’S Executive Director of Finance;
      2. work with staff in the NHSCFA and any other bodies in accordance with the NHSCFA – Standards for NHS Commissioners;
      3. provide a written report, at least annually, on counter fraud work within the ICB.
   5. In line with their responsibilities, the ICB Chief Executive Officer and Executive Director of Finance shall monitor and ensure compliance with Directions issued by the Secretary of State for Health and Social Care on fraud and corruption.
2. Expenditure control, Allocations, Annual Plan, Budgets, Budgetary Control and Monitoring

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| **Covering** | |
| Expenditure Control | 4.1 |
| Allocations | 4.2 |
| Preparation and approval of an Annual Plan and Budgets | 4.3 |
| Budgetary Delegation | 4.4 |
| Budgetary Control and Reporting | 4.5 |
| Quality, Innovation, Productivity and Prevention (QIPP) | 4.6 |
| Capital Expenditure | 4.7 |
| Monitoring Returns | 4.8 |

* 1. **Expenditure Control**
     1. The ICB is required by statutory provision not to exceed the allocations it receives from NHS England and any other sums it has received and is legally allowed to spend.
     2. The Chief Executive Officer has overall executive responsibility for the ICB’s activities and is responsible to the ICB Board for ensuring that it stays within its Resource Limit.
     3. Any sums received on behalf of the Secretary of State excluding charges arising under Part II of the NHS Act 1977 are treated as sums received by the ICB.
     4. The Executive Director of Finance will:
        1. provide monthly reports in the form required by the ICB Board, NHS England and the Secretary of State for Health and Social Care;
        2. ensure money drawn from the Department of Health and Social Care against the financing requirement arising from the Resource Limit is required for approved expenditure only, and is drawn down only at the time of need; following best practice as set out in ‘HM Treasury Managing Public Money’;
        3. be responsible for ensuring that an adequate system of monitoring financial performance is in place to enable the ICB to fulfil its statutory responsibility not to exceed its Annual Revenue and Capital Resource Limits.
  2. **Allocations**

The ICB’s Executive Director of Finance will be responsible for:

* + 1. the periodical review of the basis and assumptions used by NHS England for distributing allocations and ensure that these are reasonable and realistic in order to secure the ICB’s entitlement to funds;
    2. preparing an Annual Plan prior to the start of each financial year for submission to the ICB Board for approval showing the initial allocations received and their proposed uses including any sums to be held in reserve;
    3. regularly updating the ICB SFEC and ICB Board on significant changes to the initial allocation and the uses of the new allocations; and
    4. establishing a system for management of the Capital Resource Limit and the approval of investment proposals.
  1. **Preparation and Approval of Integrated Plan and Budgets**
     1. The Chief Executive Officer will be responsible for compiling a ICB Clinical Commissioning Strategy. The Strategy will take into account financial targets and forecast allocations along with any other available resources, and will be approved by the ICB Board and contain:
        1. a statement of the significant assumptions on which the strategy is based;
        2. details of major changes in workload, delivery of services or resources required to achieve the strategy.
     2. Prior to the start of the financial year the Executive Director of Finance will be responsible for preparing an Annual Plan for the ICB, including budgets for review by the SFEC.
     3. The SFEC will submit the Annual Plan to the ICB Board for approval.
     4. The Annual Plan and associated budgets will:
        1. be in accordance with the aims and objectives set out in the Clinical Commissioning Strategy and Commissioning Intentions;
        2. accord with workload and manpower plans;
        3. be produced following discussion with appropriate budget holders;
        4. be prepared within the limits of available funds;
        5. identify potential risks.
     5. All budget holders must provide information as required by the Executive Director of Finance to enable budgets to be compiled.
     6. The Executive Director of Finance:
        1. shall ensure that arrangements are in place to monitor and review financial performance against budget on a monthly basis, and report to the SFEC and ICB Board along with other committees as appropriate. This report should include explanations for significant variances from budget;
        2. has a responsibility to ensure that adequate training is delivered on an ongoing basis to budget holders to help them manage their budgets successfully.
  2. **Budgetary Delegation**
     1. The Chief Executive Officer may delegate the management of a budget to permit the performance of a defined range of activities. This delegation must be in writing and be accompanied by a clear definition of:
        1. the amount of the budget;
        2. the purpose(s) of each budget heading;
        3. individual and group responsibilities;
        4. authority to exercise virement;
        5. achievement of planned levels of service;
        6. the provision of regular reports.
     2. The Chief Executive Officer and delegated budget holders must not exceed the budgetary total or virement limits set by the ICB Board.
     3. All budget holders will sign up to their allocated budgets at the start of the financial year.
     4. Any budgeted funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive Officer, subject to any authorised use of virement.
     5. Non-recurring budgets should not be used to finance recurring expenditure without the authorisation in writing of the Chief Executive Officer, as advised by the Executive Director of Finance.
     6. The Scheme of Reservations and Delegation to Officers of the ICB Board, summarises the matters delegated by the Chief Executive Officer, and to whom they are delegated.
  3. **Budgetary Control and Reporting**
     1. The Executive Director of Finance will ensure that systems to devise and maintain budgetary control are in place. These will include:
        1. monthly financial reports to the SFEC and ICB Board in a form approved by the ICB Board containing:
           1. income and expenditure to date showing trends and forecast year-end position;
           2. movements in cash and allocations;
           3. capital project spend and projected outturn against plan;
           4. explanations of any material variances from plan;
           5. details of any corrective action where necessary and the Chief Executive Officer’s and/or Executive Director of Finance’s view of whether such actions are sufficient to correct the situation;
        2. the issue of timely, accurate and comprehensible advice and financial reports to each budget holder, covering the areas for which they are responsible;
        3. investigation and reporting of variances from financial activity and manpower budgets;
        4. monitoring of management action to correct variances;
        5. arrangements for the authorisation and processing of budget virements.
     2. Each Budget Holder is responsible for ensuring that:
        1. any likely overspending or reduction of income which cannot be met by virement is not incurred without the prior consent of the ICB Board;
        2. the amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised, subject to the rules of virement;
        3. all permanent employees are appointed in line with the Scheme of Reservations and Delegation to Officers of the ICB Board, of the ICB Constitution and in line with the ICB Recruitment and Selection Policy and Procedure;
        4. agency staff or temporary staff are procured in accordance with the ICB’s Temporary Agency Workers Procedure and the delegated limits shown in Scheme of Reservations and Delegation to Officers of the ICB by the ICB Board.
  4. **Efficiencies**
     1. The ICB will have a risk adjusted Efficiencies Delivery Plan that delivers a balanced budget.
     2. The Executive Director of Finance will be responsible for ensuring that:
        1. actual efficiency delivery is collated on a monthly basis;
        2. efficiency forecasts are collated.
     3. The Population Health and Strategic Commissioning Committee will:
        1. have clinical oversight of the efficiency programme and the responsibility for the approval of new efficiency Schemes;
        2. act as the gateway of invest to save efficiency schemes to the ICB Board.
     4. The Executive Director of Corporate Affairs will be responsible for ensuring that:
        1. the ICB efficiency programmes are managed;
        2. a review of the risks associated with delivering the efficiency programme is undertaken and reported to the SFEC;
        3. remedial action plans are developed for review by the SFEC;
        4. exception reports on any material breaches of delivery of agreed efficiency schemes are prepared for review by the SFEC.
     5. The SFEC will:
        1. review efficiency programmes managed by the Executive Director of Corporate Affairs;
        2. review exception reports on any material breaches of the delivery of agreed efficiency schemes including the adequacy of proposed remedial action plans;
        3. provide a framework which proactively manages the ICB’s efficiency programme and provides assurance in the delivery of efficiency to the ICB Board.
  5. **Capital Expenditure**

The general rules applying to delegation and reporting shall also apply to capital expenditure (the particular applications relating to capital are contained in SFI section 16).

* 1. **Monitoring Returns**

The Chief Executive Officer is responsible for ensuring that the appropriate monitoring forms are submitted to the requisite monitoring organisation.

1. Annual Report and Accounts

The Executive Director of Finance, on behalf of the ICB, is responsible for ensuring:

* 1. the preparation of annual accounts in accordance with the accounting policies and guidance given by the Department of Health and Social Care, HM Treasury, NHS England, the ICB’s accounting policies, International Financial Reporting Standards (IFRS) and generally accepted accounting practice;
  2. the submission of annual accounts to NHS England for each financial year in accordance with the timetable prescribed by NHS England;
  3. that the ICB will publish an annual report, in accordance with guidelines on local accountability. The document will comply with the Department of Health and Social Care Group Accounting Manual (issued annually);
  4. that a ICB timetable is prepared for producing the annual report and accounts which must be agreed with external audit and the Audit and Governance Committee;
  5. that the external auditor’s management letter is published on the ICB’s website, and all issues raised in the management letter are fully addressed within the agreed timescales;
  6. that the ICB’s annual report and accounts are audited by External Audit, presented to a public meeting and made available to the public in accordance with guidelines on local accountability.

1. Computerised Financial Data

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| **Covering** | |
| Responsibilities and duties of the Executive Director of Finance | 6.1 |
| Responsibilities and duties of other Directors and Officers in relation to computer systems of a general application | 6.2 |
| Contracts for computer services with other organisations | 6.3 |
| Requirements for computer systems which have an impact on corporate financial systems | 6.4 |

* 1. **Responsibilities and duties of the Executive Director of Finance**

The Executive Director of Finance is responsible for:

* + 1. ensuring that systems are in place to ensure the accuracy and security of the ICB's computerised financial data, and having due regard for the Data Protection Act 2018 will devise and implement any necessary procedures to ensure adequate (reasonable) protection of the ICB's data, programs and computer hardware from:
       1. accidental or intentional disclosure to unauthorised persons;
       2. deletion or modification;
       3. theft or damage;
    2. ensuring that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure:
       1. security, privacy, accuracy, completeness, and timeliness of the data;
       2. the efficient and effective operation of the system;
    3. ensuring that adequate controls exist such that the computer operation is separated from development, maintenance and amendment;
    4. ensuring that an adequate management (audit) trail exists through all computerised finance system and that such computer audit reviews as the Executive Director of Finance may consider necessary are carried out;
    5. ensuring that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy must be obtained from them prior to implementation;
    6. ensure, in relation to finance systems:
       1. awareness and understanding of financial systems, value for money and commercial issues;
       2. that transacting is carried out efficiently in line with current best practice e.g. e-invoicing;
       3. that the ICB meets the required financial and governance reporting requirements as a statutory body by the effective use of finance systems;
       4. the prevention and the detection of inaccuracies and fraud, and the reconstitution of any lost records;
       5. that the financial transactions of the authority are recorded as soon as, and as accurately as, reasonably practicable;
       6. publication and implementation of all ICB business rules and ensure that the internal finance team is appropriately resourced to deliver all statutory functions of the ICB;
       7. that risk is appropriately managed;
       8. identification of the duties of officers dealing with financial transactions and division of responsibilities of those officers;
       9. the ICB has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of the ICB;
       10. that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes; and
       11. where another health organisation or any other agency provides a computer service for financial applications, the Executive Director of Finance shall periodically seek assurances that adequate controls are in operation.
  1. **Responsibilities and duties of other Directors and Officers in relation to computer systems of a general application**

In the case of computer systems which are proposed General Applications (i.e. normally those applications which the majority of ICBs in the Region wish to sponsor jointly) all responsible directors and employees will send to the Executive Director of Finance:

* + 1. details of the outline design of the system;
    2. in the case of packages acquired either from a commercial organisation, from the NHS, or from another public sector organisation, the operational requirement.
  1. **Contracts for computer services with other organisations**
     1. The Executive Director of Finance shall ensure that contracts for computer services for financial applications with another organisation shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.
     2. Where another organisation provides a computer service for financial applications, the Executive Director of Finance shall periodically seek assurances that adequate controls as outlined above are in operation.
  2. **Requirements for computer systems which have an impact on corporate financial systems**

Where computer systems have an impact on corporate financial systems the Executive Director of Finance shall need to be satisfied that:

* + 1. systems acquisition, development and maintenance are in line with corporate policies such as an Information Technology Strategy;
    2. data produced for use with financial systems is adequate, accurate, complete and timely, and that a management (audit) trail exists;
    3. the Executive Director of Finance, finance staff and other relevant staff have access to such data;
    4. such computer audit reviews as are considered necessary are carried out.

1. Bank and Government Banking Service Accounts

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| **Covering** | |
| General | 7.1 |
| Governing Banking Service Account | 7.2 |
| Banking Procedures | 7.3 |
| Tendering and Review | 7.4 |

* 1. **General**
     1. The Executive Director of Finance is responsible for managing the ICB’s banking arrangements and for advising the ICB Board on the provision of banking services and operation of accounts. This advice will take into account guidance/directions issued by the Department of Health and Social Care and Secretary of State.
     2. In line with HM Treasury, “Managing Public Money”, the ICB has no commercial bank accounts and uses the Government Banking Service (GBS) accounts, for all banking services.
     3. Commercial bank accounts require the consent of HM Treasury in all instances.
     4. The SFEC shall approve the opening of any new bank accounts.
     5. The Executive Director of Finance is responsible for procedures relating to the proper use and security of credit cards. Staff who have responsibility for the use of credit cards will agree to abide by these procedures.
  2. **Governing Banking Services**

The Executive Director of Finance is responsible for:

* + 1. accounts operated through the Government Banking Service;
    2. establishing separate bank accounts for the ICB’s Funds held on Trust, including charitable funds, if any exist;
    3. ensuring that arrangements are in place that ensure payments made from GBS accounts do not exceed the amount credited to the account except where arrangements have been made;
    4. reporting to the ICB Board all arrangements made with the ICB’s bankers for accounts to be overdrawn;
    5. ensuring that there are arrangements in place for the monitoring of compliance with Department of Health and Social Care guidance on the level of cleared funds; and
    6. ensuring that cash flows are prepared to record and forecast cash inflows and outflows in order to deliver the ICB’s liquidity requirements.
  1. **Banking Procedures**
     1. The Executive Director of Finance will prepare detailed instructions on the operation of GBS accounts, which must include:
        1. the conditions under which each GBS account is to be operated;
        2. those authorised to sign cheques or other orders drawn on the ICB’s accounts (the “Bank Mandate”).
     2. The Executive Director of Finance must advise the ICB’s bankers in writing of the conditions under which each account will be operated.
  2. **Tendering and Review**
     1. Tendering and review is not required for GBS accounts.
     2. If the ICB has commercial bank accounts, the Executive Director of Finance will review the banking arrangements of the ICB at intervals not exceeding five years, to ensure they reflect best practice and represent best value for money. This will include seeking competitive tenders for the ICB’s commercial banking business.
     3. The results of the tendering exercise should be reported to the ICB Board.

1. Income, Fees and Charges/Security of cash, cheques and other negotiable instruments

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| **Covering** | |
| Income Systems | 8.1 |
| Fees and Charges | 8.2 |
| Debt Recovery | 8.3 |
| Security of cash, cheques and other negotiable instruments | 8.4 |

* 1. **Income Systems**
     1. An ICB has the power to do anything specified in section 7(2)(a), (b) and (e) to (h) of the Health and Medicines Act 1988 for the purpose of making additional income available for improving the health service.
     2. The Executive Director of Finance is responsible for ensuring that:
        1. systems are in place for designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, and collection and coding of all monies due to the ICB;
        2. effective systems are in place for the prompt banking of all monies received by the ICB;
        3. arranging to register with HM Revenue and Customs, if required, under money laundering legislation.
  2. **Fees and Charges**
     1. The Executive Director of Finance is responsible for:
        1. approving and regularly reviewing the level of all fees and charges other than those determined by NHS England or by Statute. Independent professional advice on matters of valuation shall be taken as necessary;
        2. developing effective arrangements for making grants or loans.
     2. All employees must inform the Finance Directorate, in accordance with notified procedures, promptly of money due arising from transactions which they initiate/deal with, including all contracts, leases and other transactions.
  3. **Debt Recovery**
     1. The Executive Director of Finance is responsible for the appropriate recovery action on all outstanding debts.
     2. Income not received should be dealt with in accordance with the ICB’s losses procedures.
     3. Overpayments should preferably be prevented, but if made they should be identified and full recovery made.
  4. **Security of Cash, Cheques and other Negotiable Instruments**
     1. The Executive Director of Finance is responsible for ensuring that systems and procedures are in place:
        1. to approve the form of all receipt books, agreement forms, or other means of officially acknowledging or recording monies received or receivable;
        2. to order and securely control any such stationery;
        3. to provide adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes, the procedures for keys, and for coin operated machines;
        4. for the proper use and secure handling of cash and negotiable securities on behalf of the ICB.
     2. Official money shall not, under any circumstances, be used for the encashment of private cheques or IOUs.
     3. All cheques, postal orders, cash etc., shall be banked intact. Disbursements shall not be made from cash received, except under arrangements approved by the Executive Director of Finance.
     4. The holders of safe keys shall not accept unofficial funds for depositing in their safes unless such deposits are in special sealed envelopes or locked containers. It shall be made clear to the depositors that the ICB is not to be held liable for any loss, and written indemnities must be obtained from the organisation or individuals absolving the ICB from responsibility for any loss.

1. Procurement of Goods and Services

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| --- | --- |
| **Covering** | |
| Duty to comply with Standing Orders and Standing Financial Instructions | 9.1 |
| World Trade Organisation Directives Governing Public Procurement | 9.2 |
| Delegated Limits | 9.3 |
| Committing to Expenditure | 9.4 |
| Procurement | 9.5 |
| Procurement Policy | 9.6 |
| Agency or Temporary Staff Contracts | 9.7 |
| Financial standing and technical competence of suppliers of goods and services | 9.8 |
| Health care services | 9.9 |
| Exceptions and instances where formal tendering need not be applied | 9.10 |

* 1. **Duty to comply with Standing Orders and Standing Financial Instructions**

The procedure for making all contracts by or on behalf of the ICB shall comply with the ICB Standing Orders and Standing Financial Instructions (except where Suspension of Standing Orders is applied) and comply with the Procurement Policy.

* 1. **UK Procurement Thresholds Governing Public Procurement**

UK Procurement Thresholds promulgated by the Department of Health and Social Care prescribing procedures for awarding all forms of contracts shall have effect as if incorporated in these Standing Orders and Standing Financial Instructions, and will be detailed in the Procurement Policy.

* 1. **Delegated Limits**

Delegated Limits must be complied with and are prescribed in Scheme of Reservations and Delegation to Officers of the ICB Board.

* 1. **Committing to Expenditure**
     1. Expenditure commitments must only be made if the budget holder i.e. Executive Director, has a budget for the expenditure.
     2. Consideration must be given as to whether the expenditure will be accounted for as a lease. If it is, capital funding will be required.
     3. All business cases and contract awards should be based on the whole life of the contract. This should include the cost of any extension periods and all VAT.
     4. All employees and anyone able to commit to expenditure on its behalf must ensure that they:
        1. be aware of and comply with the Procurement Policy;
        2. do not commit either verbally or in writing to any expenditure, without ensuring compliance with the Procurement Policy and delegated limits. This includes variations and/or extensions to contracts which must consider the whole life cost of a contract;
        3. have the required delegated limit to commit the ICB’s resources before undertaking procurement;
        4. obtain approval for a business case, as required by the delegations;
        5. seek quotes / tenders for the procurement of their goods, services or works in a legally compliant manner as set out in the Procurement Policy that ensures the best value for the ICB;
        6. ensure that a signed contract, has been put in place prior to the expenditure being incurred;
        7. adhere to the rule of aggregation, as detailed in the ICB Procurement Policy, when identifying the total value of the contracts. Budget holders must not split purchase orders and contracts to avoid procurement thresholds. Suspected disaggregation will be investigated and may lead to disciplinary action; and
        8. set the length of the proposed contract following a rigorous assessment of service need and value for money. Arbitrarily setting the length of a contract to avoid control processes will be subject to disciplinary action.
  2. **Procurement**

The Chief Executive Officer is responsible for ensuring that:

* + 1. the ICB has a legally compliant Procurement Policy;
    2. the ICB has a Procurement Strategy;
    3. the ICB has access to a specialist procurement service;
    4. all ICB employees and anyone able to commit to expenditure on its behalf is aware of and complies with the Procurement Policy; and
    5. all ICB procurement is in line with the Procurement Policy.
  1. **Procurement Policy**

The Procurement Policy will include but not be limited to details regarding:

* + 1. the full statutory and regulatory framework that the ICB must abide by;
    2. procurement rules and UK law;
    3. scope and applicability to ICB expenditure types;
    4. procurement delegated authority limits as per the Scheme of Reservations and Delegation;
    5. procurement options and routes, including threshold values;
    6. awarding of contracts;
    7. managing conflicts of interest.
  1. **Agency or temporary staff contracts**

The ICB can only enter into contracts to procure agency staff or temporary staff is in accordance with the ICB’s Temporary Agency Workers Procedure and the delegated limits shown in the Scheme of Reservations and Delegation.

* 1. **Financial standing and technical competence of suppliers of goods and services**

The Executive Director of Finance may make or institute any enquiries he/she/they deems appropriate concerning the financial standing and financial suitability of suppliers of goods and services. The Director with lead responsibility for clinical governance will similarly make such enquiries as is felt appropriate to be satisfied as to their technical/clinical competency.

* 1. **Health Care Services**

Where the ICB must invite tenders for the supply of healthcare services these Standing Orders and Standing Financial Instructions shall apply as far as they are applicable to the tendering procedure and need to be read in conjunction with the ICB Procurement Policy Standing Financial Instruction No. 10 Tendering and No. 11 Commissioning secondary healthcare services and the NHS standard contract.

* 1. **Exceptions and instances where formal tendering need not be applied**
     1. The waiving of competitive tendering procedures should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure.
     2. Where it is decided that competitive tendering is not applicable and should be waived, the fact of the waiver and the reasons should be documented and recorded in an appropriate ICB record (see Appendix 1 – Single Tender Waiver Form) approved by the Executive Director of Finance and reported to the Audit and Governance Committee for information at each meeting. Legal advice must be sought to ensure the rationale for no competition is valid.
     3. Formal tendering **must be applied** if the estimated expenditure is in excess of the current UK Procurement Thresholds limit as shown in the Procurement Policy.
     4. Formal tendering procedures **may be waived** ONLY where the following circumstances are met if the estimated expenditure is below the UK Procurement Thresholds limit as shown in the Procurement Policy but above the ICB’s limit for a competitive process as shown in the ICB’s Procurement Policy, as detailed in the Scheme of Reservations and Delegation and:
        1. in very exceptional circumstances where the Chief Executive Officer decides that formal tendering procedures would not be practicable or the estimated expenditure or income would not warrant formal tendering procedures, and the circumstances are detailed in an appropriate ICB record (legal advice is recommended);
        2. where the requirement is covered by an existing contract and where it does not materially / modify the contract beyond the original specification or exceed 50% of the total contract value awarded;
        3. where Framework Agreements are in place as described in the ICB’s Procurement Policy;
        4. where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members;
        5. where the timescale genuinely precludes competitive tendering but failure to plan the work properly would not be regarded as a justification for a single tender;
        6. where specialist expertise is required and is available from only one source;
        7. when the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate (experience, capacity, or intellectual property rights as an example) procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015;
        8. there is a clear benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering. Procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015;
        9. for the provision of legal advice and services providing that any legal firm or partnership commissioned by the ICB is regulated by the Law Society for England and Wales for the conduct of their business (or by the Bar Council for England and Wales in relation to the obtaining of Counsel’s opinion) and are generally recognised as having sufficient expertise in the area of work for which they are commissioned, the Executive Director of Finance will ensure that any fees paid are reasonable and within commonly accepted rates for the costing of such work.
        10. the annual value of contract is below £10,000.
     5. Formal tendering procedures **need not be applied** where:
        1. the estimated expenditure or income does not, or is not reasonably expected to, exceed the ICB’s limit for a competitive process as shown in the ICB’s Procurement Policy and as detailed in the Scheme of Reservations and Delegation; or
        2. where the supply is proposed under special arrangements negotiated by the Department of Health and Social Care, in which event the said special arrangements must be complied with;
        3. regarding disposals as set out in Standing Financial Instructions No. 19.

1. Tendering

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| **Covering** | |
| Formal competitive tendering | 10.1 |
| Invitation to tender | 10.2 |
| Items which subsequently breach thresholds after original approval | 10.3 |
| e-tendering | 10.4 |
| Tender Register | 10.5 |
| Admissibility | 10.6 |
| Acceptance of formal tenders | 10.7 |
| Reports to ICB Board on Contracts | 10.8 |
| In-house services | 10.9 |
| Tender reports to the ICB Board | 10.10 |

* 1. **Formal competitive tendering**
     1. The ICB shall ensure that tenders are invited according to the Procurement Policy for the supply of goods and services having regard to the anticipated contract amount over the life of the contract.
     2. Tenders may by either;
        1. a formal competitive tender process; or
        2. a fully compliant tender under UK regulations.
     3. The ICB’s procurement specialists should always manage the tender process:
  2. **Invitation to tender**

When the ICB is required to tender for goods and services the following will apply:

* + 1. all instructions for invitations to tender will be made using an e-tendering solution, including the latest date and time for the receipt of tenders;
    2. every potential tenderer must have given, or give a written undertaking, not to engage in collusive tendering or other restrictive practice.
  1. **Items which subsequently breach thresholds after original approval**

Items estimated to be below the limits set in the Procurement Policy for which formal tendering procedures are not required but subsequently prove to have a value above such limits shall be reported to the Chief Executive Officer, and be recorded in an appropriate ICB record.

* 1. **e-Tendering**
     1. The e-Tendering solution will:
        1. provide electronic receipt and safe-keeping of tenders in accordance with the control system and approved by the Chief Executive Officer;
        2. access applications through an e-Procurement tool by the designated evaluation panel via a username and login;
        3. require the Procurement Lead for the opening of tenders estimated above £50,000. The rules relating to the opening of tenders will need to be read in conjunction with any delegated authority set out in the ICB’s Scheme of Reservations and Delegation; and
        4. provide the facility for opening and recording of tenders in accordance with the control system contained within the system and approved by the Chief Executive Officer, or those delegated within the Scheme of Reservations and Delegation.
     2. The ‘originating’ Department will be taken to mean the Department commissioning the tender.
     3. All Executive Directors/members will be authorised to be allocated with open tenders by the Procurement Lead regardless of whether they are from the originating department provided that a secondary authorised person also receives the allocation and is not from the originating department.
     4. The ICB’s Secretary will count as a Director for the purposes of opening tenders.
  2. **Tender register**
     1. A register shall be maintained by the Chief Executive Officer, or a person authorised by him, to show for each set of competitive tender invitations despatched:
        1. the name of all firms/individuals invited;
        2. the names of firms/individuals from which tenders have been received;
        3. the date the tenders were received and opened;
        4. the persons present at the opening;
        5. the price shown on each tender;
        6. a note where price alterations have been made on the tender and suitably initialled.
     2. Each entry to this register shall be signed by those present.
     3. Incomplete tenders (those from which information necessary for the adjudication of the tender is missing) and amended tenders (those amended by the tenderer upon his/her/their own initiative in writing after the due time for receipt, but prior to the opening of other tenders) should be dealt with in the same way as late tenders.
  3. **Admissibility**
     1. If for any reason the designated officers are of the opinion that the tenders received are not strictly competitive or provide best value for money (for example, because the number of bids is insufficient or any are amended, incomplete or qualified) no contract shall be awarded without the approval of the Chief Executive Officer.
     2. Where only one tender is sought and/or received, the Chief Executive Officer and Executive Director of Finance shall, as far practicable, ensure that the price to be paid is fair and reasonable and will ensure value for money for the ICB through evaluation against the published criteria.
  4. **Late tenders**
     1. Late tenders cannot be received nor accepted when using the e-tendering solution.
     2. Tenderers should communicate any difficulties to the ICB prior to the deadline to ensure bids are submitted timely before the closing date.
     3. Tenders received after the due time and date, but prior to the opening of the other tenders, may be considered only if the Chief Executive Officer or his/her/their nominated officer(s) decides that there are exceptional circumstances i.e. dispatched in good time but delayed through no fault of the tenderer.
     4. While decisions as to the admissibility of late, incomplete or amended tenders are under consideration, the tender documents shall be kept strictly confidential, recorded, and held in safe custody (not released to the evaluation panel) by the Chief Executive Officer or his/her/their nominated officer(s).
     5. Accepted late tenders will be reported to the ICB Board before the evaluation process is completed.
  5. **Acceptance of formal tenders**
     1. All Tenders should be treated as confidential and should be retained for inspection.
     2. Any discussions with a tenderer, which are deemed necessary to clarify technical aspects of his/her/their tender before the award of a contract will not disqualify the tender. Clarification of responses is permitted as long as it not deemed as betterment (i.e. asking additional information or coaxing for a response).
     3. The Chief Executive Officer should ensure that appropriate checks are carried out as to the technical and financial capability of those firms that have submitted tenders. This should be detailed in the tender documentation.
     4. No tender shall be accepted which will commit expenditure in excess of that which has been allocated by the ICB and which is not in accordance with these Instructions, except with the authorisation of the Chief Executive Officer (e.g. where all tenders exceed the allocation).
     5. The use of these procedures must demonstrate that the award of the contract was to the Most Economically Advantageous Tender (MEAT), which should be a criteria disclosed for evaluation.
     6. Where other factors are taken into account in selecting a tenderer, these must be clearly recorded and documented upfront in the tender documentation and in the contract file and the reason(s) for not accepting the lowest tender clearly stated.
     7. It is accepted that for professional services such as management consultancy, the lowest price does not always represent the best value for money. Other factors affecting the success of a project include:
        1. experience and qualifications of team members;
        2. understanding of client’s needs;
        3. feasibility and credibility of proposed approach;
        4. ability to complete the project on time.
  6. **In-house Services**
     1. The Chief Executive Officer shall be responsible for ensuring that best value for money can be demonstrated for all services provided on an in-house basis. The ICB may also determine from time to time that in-house services should be market tested by competitive tendering.
     2. In all cases where the ICB Board or its Sub-Committees determine that in-house services should be subject to competitive tendering, the following groups shall be set up:
        1. specification group, comprising the Chief Executive Officer or nominated officer/s and specialist provided to work on behalf of the ICB;
        2. in-house tender group, comprising a nominee of the Chief Executive Officer and procurement support;
        3. evaluation team, normally comprising of a specialist officer provided to work on behalf of the ICB, a Procurement Officer and a representative of the Executive Director of Finance. For services having a likely expenditure exceeding the UK Procurement Thresholds limit, a non-officer member should be a member of evaluation team.
  7. **Tender reports to the ICB Board**

Reports to the ICB Board regarding ongoing tenders will be made on an exceptional circumstance basis only. All tender awards are reviewed for approval as per the Scheme of Reservations and Delegation to Officers of the ICB Board.

* + 1. Quotations: competitive and non-competitive
       1. General Position on quotations

Quotations are required where formal tendering procedures are not adopted in line with the Procurement Policy and as per the Scheme of Reservations and Delegation to Officers of the ICB Board.

* + - 1. Competitive Quotations
         1. Quotations must be in writing or via e-tendering.
         2. All quotations should be treated as confidential and should be retained for inspection.
         3. The Chief Executive Officer or his/her/their nominated officer(s) should evaluate the quotation and select the quote which gives the best value for money. If this is not the lowest quotation, then the choice made and the reasons why should be recorded in a permanent record.
      2. Non-Competitive Quotations

Non-competitive quotations in writing may be obtained in the following circumstances and where approval has been gained by the Chief Executive Officer or Executive Director of Finance:

* + - * 1. the supply of proprietary or other goods of a special character and the rendering of services of a special character, for which it is not, in the opinion of the delegated budget holder, possible or desirable to obtain competitive quotations. This would only apply under extreme circumstances and clear rationale would need to be provided to support why competition is absent;
        2. the supply of goods or manufactured articles of any kind which are required quickly and are not obtainable under existing contracts;
        3. miscellaneous services, supplies and disposals;
        4. where the goods or services are for building and engineering maintenance the responsible works manager must certify that the first two conditions of this SFI (i.e. (i) and (ii)) apply.
    1. Contract Award
       1. Providing all the conditions and circumstances set out in these Standing Financial Instructions and Procurement Policy have been fully complied with, formal authorisation and awarding of a contract may be decided by designated managers to the value of the contract as determined in Scheme of Reservations and Delegation to Officers of the ICB Board.
       2. Formal authorisation must be put in writing. In the case of authorisation by the ICB Board this shall be recorded in their minutes.
    2. Instances where formal competitive tendering or competitive quotation is not required

Where competitive tendering or a competitive quotation is not required, the ICB shall procure goods and services in accordance with procurement procedures approved by the Executive Director of Finance.

* + 1. Compliance requirements for all contracts

The ICB Board may only enter into contracts on behalf of the ICB within the statutory powers delegated to it by the Secretary of State and shall comply with:

* + - 1. the ICB’s Standing Orders and Standing Financial Instructions;
      2. Government Directives and other statutory provisions;
      3. such of The NHS Standard Contract Conditions as are applicable;
      4. ‘Standards for Better Health’;
      5. appropriate NHS guidance (particularly with regards to contracts with Foundation Trusts);
      6. the terms and conditions of contract as was the basis on which tenders or quotations were invited, where appropriate.

In all contracts made by the ICB, the ICB Board shall endeavour to obtain best value for money by use of all systems in place. The Chief Executive Officer shall nominate an officer who shall oversee and manage each contract on behalf of the ICB.

* + 1. Disposals (See overlap with SFI No. 18)
       1. Competitive Tendering or Quotation procedures shall not apply to the disposal of:
          1. any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the Chief Executive Officer or his/her/their nominated officer;
          2. obsolete or condemned articles, which may be disposed of in accordance with the supplies policy of the ICB;
          3. items to be disposed of with an estimated sale value of less than £5,000, this figure is to be reviewed on a periodic basis;
       2. All groups should work independently of each other and individual officers may be a member of more than one group but no member of the in-house tender group may participate in the evaluation of tenders.
       3. The evaluation team shall make recommendations to the ICB Board.
       4. The Chief Executive Officer shall nominate an officer to oversee and manage the contract on behalf of the ICB.

1. Commissioning Secondary Healthcare Services and the NHS Standard Contract

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| **Covering** | |
| Role of the ICB in Commissioning Secondary Healthcare Services | 11.1 |
| Role of the Chief Executive Officer | 11.2 |
| Role of Executive Director of Finance | 11.3 |
| NHS Standard Contract for the Provision of Services | 11.4 |
| Reports to ICB Board on Contracts | 11.5 |

* 1. **Role of the ICB in Commissioning Secondary Healthcare Services**
     1. The ICB has responsibility for commissioning healthcare services on behalf of its GP’s resident patient population. This will require the ICB to work in partnership with local NHS Trusts, and Foundation Trusts, other ICBs, local authorities, patients, carers and the voluntary sector to develop robust commissioning plans.
     2. Commissioning expenditure shall not exceed the budget approved by the ICB Board.
  2. **Role of the Chief Executive Officer**
     1. The Chief Executive Officer:
        1. is responsible for ensuring the ICB enters into contracts with service providers for the provision of NHS services and shall nominate officers to commission contracts with providers of healthcare in line with a Commissioning Plan approved by the ICB Board;
        2. shall nominate officers to commission services in line with the Clinical Commissioning Plan approved by the ICB Board; and
        3. is responsible, where the ICB makes arrangements for the provision of services by non-NHS providers, for ensuring that the agreements put in place have due regard to the quality and cost-effectiveness of services provided. Before making any agreement with non-NHS providers, the ICB should explore fully the scope to make maximum cost-effective use of NHS facilities.
  3. **Role of Executive Director of Finance**

The Executive Director of Finance is responsible for ensuring that a system of financial monitoring is maintained in order to ensure the effective accounting of expenditure under legally binding contracts and Non Contracted Activity. This should provide a suitable audit trail for all payments made under the agreements, maintain patient confidentiality and comply with Data Protection legislation.

* 1. **NHS Standard Contract for the provision of services**
     1. Under the National Health Service Commissioning Board and Integrated Care Boards (Responsibilities and Standing Rules) Regulations 2012, the NHS Standard Contract (contract) must be used by ICBs and by NHS England where they wish to contract for NHS-funded healthcare services (including acute, ambulance, patient transport, continuing healthcare services, community-based, high-secure, mental health and learning disability services).
     2. The Contract must be used regardless of the proposed duration or value of a contract (so it should be used for small-scale short-term pilots as well as for long- term or high-value services).
     3. Where a single contract includes both healthcare and non-healthcare services, the NHS Standard Contract must be used.
     4. The contract creates legally binding agreements between NHS commissioners and Foundation Trust, independent sector, voluntary sector and social enterprise providers.
     5. Agreements between commissioners and NHS Trusts are ‘NHS contracts’ as defined in Section 9 of the National Health Service Act 2006. NHS Trusts will use exactly the same contract documentation, and their contracts will be treated by the ICB with the same degree of rigour and seriousness as if they were legally binding.
     6. Agreements that involve a local authority as a commissioner and an NHS Trust will be legally binding between those parties.
     7. The ICB will comply with all of the current technical guidance issued by NHS England.
     8. All contracts should aim to implement the agreed priorities contained within the Integrated Care Plan and wherever possible, be based upon integrated care pathways to reflect expected patient experience. In discharging this responsibility, the Chief Executive Officer should take into account:
        1. the standards of service quality expected;
        2. the relevant national service framework (if any);
        3. the provision of reliable information on cost and volume of services;
        4. the NHS Oversight Framework and NHS Oversight Framework: ICB Metrics and Technical Annex;
        5. that contracts build where appropriate on existing Joint Investment Plans;
        6. that contracts are based on integrated care pathways.
  2. **Reports to ICB Board on Contracts**

The Chief Executive Officer will need to ensure that regular reports are provided to the ICB Board detailing actual and forecast expenditure against contracts as appropriate.

1. Terms of Service, and Recruitment of members of the ICB Board, Committees and Employees

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| **Covering** | |
| Remuneration Committee and Terms of Service | 12.1 |
| Funded Establishment | 12.2 |
| Staff Appointments | 12.3 |
| Contracts of Employment | 12.4 |

* 1. **Remuneration Committee and Terms of Service**
     1. In accordance with Standing Orders the ICB shall establish a Remuneration Committee, with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting and identifying which duties are delegated to any sub committees of the committee. (See NHS guidance contained in the Higgs report, ‘Review of the Role and Effectiveness of Non-Executive Directors').
     2. The Committee will:
        1. make written recommendations to the ICB Board on the appropriate remuneration and terms of service for the Chief Executive Officer, other officer members employed by the ICB and other senior employees including:
        2. all aspects of salary (including any performance-related elements/bonuses);
        3. provisions for other benefits, including pensions and cars;
        4. arrangements for termination of employment and other contractual terms;
        5. make such recommendations to the ICB Board on the remuneration and terms of service of officer members of the ICB Board and Committee members (and other senior employees) to ensure they are fairly rewarded for their individual contribution to the ICB - having proper regard to the ICB's circumstances and performance and to the provisions of any national arrangements for such members and staff where appropriate;
        6. monitor and evaluate the performance of individual officer members Sub-Committee (and other senior employees);
        7. advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.
     3. The Committee will report in writing to the ICB Board the basis for its recommendations. The ICB Board will use the report as the basis for their decisions, but remain accountable for taking decisions on the remuneration and terms of service of Committee members. Minutes of the ICB Board's meetings should record such decisions.
     4. For those employees not covered by the Committee, the ICB Board will consider and either approve or reject proposals presented by the Chief Executive Officer for the setting of remuneration and conditions of service.
     5. The ICB will pay allowances to the Chairman and non-officer members of the ICB Board in accordance with instructions issued by the Secretary of State for Health and Social Care.
  2. **Funded Establishment**
     1. The manpower plans incorporated within the annual budget will form the funded establishment.
     2. The funded establishment of any directorate may not be varied without the approval of the delegated officers detailed in the Scheme of Reservations and Delegation.
  3. **Staff Appointments**
     1. A member of the ICB Board or any other employee may only engage, re‑engage, or re-grade employees, or agree to changes in any aspect of remuneration if within the limit of their approved budget and funded establishment.
     2. The ICB Board will approve procedures presented by the Chief Executive Officer for the determination of commencing pay rates, condition of service, etc., for employees.
  4. **Contracts of Employment**

The ICB Board shall delegate responsibility to an officer to ensure that systems are in place for:

* + 1. ensuring that all employees are issued with a Contract of Employment in a form approved by the ICB Board and which complies with employment legislation;
    2. dealing with variations to, or termination of, contracts of employment;
    3. ensuring that all lay members receive a contract for service that appropriately reflects their status and entitlements, or not, pay and/or expenses.

1. Processing Payroll and Expenses

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| **Covering** | |
| Chief People Officer | 13.1 |
| Payroll Service | 13.2 |
| Internal ICB requirements | 13.3 |

* 1. **Chief People Officer**
     1. The Chief People Officer (CPO) (or equivalent people role in the ICB) will lead the development and delivery of the long-term people strategy of the ICB ensuring this reflects and integrates the strategies of all relevant partner organisations within the ICS.
     2. Operationally the CPO will be responsible for:
        1. defining and delivering the organisation’s overall human resources strategy and objectives; and
        2. overseeing delivery of human resource services to ICB employees.
     3. The CPO will ensure that the payroll system has adequate internal controls and suitable arrangements for processing deductions and exceptional payments.
     4. Where a third-party payroll provider is engaged, the CPO shall closely manage this supplier through effective contract management.
     5. The CPO is responsible for management and governance frameworks that support the ICB employees’ life cycle.
  2. **Payroll Service**
     1. The Executive Director of Finance is responsible for ensuring that:
        1. the ICB has arrangements in place for an effective payroll service and follow guidance from NHSE regarding the payroll service provider;
        2. if the payroll provider is contracted by the ICB and not NHSE, the chosen method of providing the ICBs Payroll Service is supported by appropriate, contracted terms and conditions, adequate internal controls and audit review procedures, and that suitable arrangement are made for the collection of payroll deductions and payment of these to appropriate bodies.
     2. If the payroll provider is contracted by the ICB and not NHSE, the Executive Director of Finance is responsible for ensuring that the contract with the relevant outsources service provider covers:
        1. verification and documentation of data;
        2. the timetable for receipt and preparation of payroll data and the payment of employees and allowances;
        3. maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay;
        4. security and confidentiality of payroll information;
        5. checks to be applied to completed payroll before and after payment;
        6. pay advances and their recovery;
        7. separation of duties of preparing records and inputs and verifying outputs and payments, including reconciliation of pay control accounts;
        8. the final determination of pay and allowances;
        9. ensuring that payment occurs on agreed dates;
        10. arrangements for ensuring compliance with the provisions of the Data Protection Act.
  3. **Internal ICB requirements**
     1. The Chief Executive Officer is responsible for ensuring that the ICB has:
        1. timetables for submission of properly authorised payroll documentation;
        2. suitable arrangements and comprehensive procedures in place for the effective and timely provision of information to the payroll provider to enable accurate, timely and effective processing of payroll by the payroll service provider enabling correct and timely payments to be made to employees;
        3. adequate internal controls and audit review processes to prevent incorrect payments being made.
     2. The Executive Director of Finance is responsible for ensuring that there are systems and procedures in place to issue instruction regarding:
        1. maintenance of regular and independent reconciliation of balance sheet pay control accounts;
        2. the recovery from leavers of any sums of money, including overpayments and property due from them to the ICB, which have not been recovered from pay prior to leaving.
     3. The Chief People Officer, alongside appropriately nominated managers and Committee members, has delegated responsibility for:
        1. submitting associated records (where applicable), and other notifications in accordance with agreed timetables;
        2. completing time records and other notifications in accordance with the instructions and in the form prescribed by the Executive Director of Finance;
        3. notifying the Human Resources department of any changes to contracts using the Change of Circumstances form;
        4. notifying the Human Resources department of any new starters using the New Starter form, and ensure other relevant actions are completed;
        5. maintaining leave (annual carer’s, parental etc.) and sickness records for all staff on the Electronic Staff Record (ESR)submitting termination forms in the prescribed form immediately upon knowing the effective date of an employee's or officer’s resignation, termination or retirement. Where an employee fails to report for duty or to fulfil sub-committee obligations in circumstances that suggest they have left without notice, the Executive Director of Finance must be informed immediately.

1. Payment to Members of the ICB Board, Committees and Employees

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| **Covering** | |
| Pay Dates | 14.1 |
| Overtime/Enhancements | 14.2 |
| Advance Payments and Payments on Account | 14.3 |
| Recovery of Salary Overpayments | 14.4 |
| Travel and Other Expenses | 14.5 |

* 1. **Pay Dates**

Monthly pay is due to be paid on the last day of each month but payment will be made on the 20th day of each month directly into an employee’s bank or building society account. If the 20th falls on a Saturday, Sunday or Bank Holiday, then payment will be made on the preceding working day. The Executive Director of Finance may vary this in exceptional circumstances.

* 1. **Overtime/Enhancements**

Any claim for non-contracted overtime or enhanced hours should be approved in advance by the budget holder i.e. Executive Director.

* 1. **Advance Payments and Payments on Account**
     1. Advance payments will only be made where an employee is underpaid through no fault of their own, and the individual is suffering financial hardship as a result.
     2. In such circumstances, the employee can request payment of the shortfall by completing the relevant form and submitting it to Human Resources following approval by the budget holder i.e. Executive. The authorised form will then be sent to the payroll provider to estimate the net pay amount following the calculation of deductions including tax and national insurance. The actual amount will be corrected in the employee’s next monthly salary payment.
     3. Any urgent payroll payments raised by the payroll provider must be approved by a member of the Finance Department who has delegated responsibility within the Finance Ledger.
  2. **Recovery of Salary Overpayments**
     1. Where payments are made in error, the employee receiving the overpayment must immediately notify their manager / former manager and the payroll provider who will instigate recovery of the full overpayment from the individual concerned.
     2. Their manager must inform the Head of Finance – Financial Control immediately.
     3. Full recovery will always be sought, however a repayment plan may be agreed with the employee/former employee.
     4. Repayments will be made through the payroll as a deduction against the individual’s pay. In cases where the individual is no longer employed by the ICB, another form of payment will be agreed.
  3. **Travel and Other Expenses**
     1. Travel expense claims will be paid in accordance with the ICB Travel and Expenses Policy.
     2. Reimbursement for expenses associated with travel and subsistence, relocation and removal expenses will be made by the e-Pay system.
     3. Claims must be made through the e-Pay system and must be approved in line with the Scheme of Reservations and Delegation to Officers of the ICB Board before the 5th of the month. Budget holders i.e. Executive Directors are accountable for line managers checking and authorising only appropriate expenses incurred in line with the ICB Travel and Expenses Policy.
     4. The e-Pay system will assist employees in calculating their claimable mileage and determination of the rate.
     5. The e-Pay system should never be used to reimburse items that should have been and could have been purchased via the ICB‘s requisitioning and ordering systems.

1. Non-Pay Expenditure, Requisitioning, Offician Orders and Payments

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| **Covering** | |
| System requirements | 15.1 |
| Delegation of Authority | 15.2 |
| Official Orders | 15.3 |
| Prepayments | 15.4 |
| Petty Cash | 15.5 |
| Joint Finance Arrangements with Local Authorities and Voluntary Bodies | 15.6 |

* 1. **System Requirements**
     1. The Executive Director of Finance is responsible for:
        1. advising the ICB Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in Standing Orders and Standing Financial Instructions and regularly reviewed;
        2. ensuring that the ICB has a arrangements in place for an effective fully integrated requisitioning, ordering and payment system;
        3. following guidance from NHSE regarding the provider of the system;
        4. providing a timetable and system for submission of accounts for payment; including provision for the early settlement of accounts subject to settlement discounts or otherwise requiring early payment;
        5. issuing instructions to employees regarding the handling and payment of accounts.
     2. The fully integrated requisitioning, ordering and payments system will:
        1. hold delegated authority limits and will have a list of ICB Board members and employees authorised to certify and approve requisitions, orders and invoices including their delegated limits;
        2. have a mechanism to convert authorised requisitions into official orders;
        3. have a receipt mechanism to confirm certification that goods or services have been duly received, examined and are in accordance with specification and order, and that the prices are correct;
        4. be able to record, code and provide payment details for all accounts payable by the ICB; and
        5. be integrated with the ICB’s nominal ledger.
  2. **Delegation of Authority**
     1. The ICB Board will approve the level of non-pay expenditure on an annual basis and the Chief Executive Officer will determine the level of delegation to budget managers.
     2. The delegated limits for non-pay contract signing, requisitioning, ordering and payment are included in the Scheme of Reservations and Delegation.
     3. The Chief Executive Officer will set out:
        1. the list of budget holders and managers who are authorised to place requisitions for the supply of goods and services;
        2. the maximum level of each requisition and the system for authorisation above that level.
        3. procedures on the seeking of professional advice regarding the supply of goods and services.
     4. Changes to the list of members/employees and officers authorised to certify invoices are notified to the Executive Director of Finance.
  3. **Official Orders**
     1. Official Orders must be:
        1. generated by the accounting system following the approval of a requisition;
        2. be in numerical order;
        3. be in a form approved by the Executive Director of Finance;
        4. state the ICB’s terms and conditions of trade;
        5. only be issued to, and used by, those duly authorised by the Chief Executive Officer.
     2. Managers and Officers when raising official orders must ensure that;
        1. they comply fully with guidance issued on behalf of the Executive Director of Finance and delegated limits specified in Scheme of Reservations and Delegation;
        2. orders are not split or otherwise placed in a manner devised so as to avoid the delegated financial limits;
        3. all contracts (except as otherwise provided for in the Scheme of Reservations and Delegation), leases, tenancy agreements and other commitments are to be agreed by the Executive Director of Finance and Directors responsible for Contracting and Quality in advance of any commitment being made, and subsequently approved per the Scheme of Reservations Delegation;
        4. where consultancy advice is being obtained, the procurement of such advice must be in accordance with guidance issued by the Department of Health and Social Care;
        5. no order shall be issued for any item or items to any firm which has made an offer of gifts, reward or benefit to directors or employees, other than in line with the ICB Standards of Interest and Managing Conflicts of Interest Policy;
        6. no requisition/order is placed for any item or items for which there is no budget provision unless authorised by the Executive Director of Finance on behalf of the Chief Executive Officer;
        7. all goods and services are ordered on an official order except services executed in accordance with a contract and purchases from petty cash or where an order cannot be reasonably raised e.g. hotel bookings;
        8. verbal orders must only be issued very exceptionally – by an employee designated by the Chief Executive Officer and only in cases of emergency or:
           1. authorisations have been obtained;
           2. the account is arithmetically correct;
           3. VAT has been correctly charged;
           4. the account is in order for payment; the verification;
           5. work done or services rendered have been satisfactorily carried out in accordance with the order, and, where applicable, the materials used are of the requisite standard and the charges are correct;
           6. for contracts based on the measurement of time, materials or expenses, will be made after confirming that:
* the time charged is in accordance with the time sheets;
* the rates of labour are in accordance with the agreed appropriate rates;
* the materials have been checked as regards quantity, quality, and price; and
* the charges for the use of vehicles, plant and machinery have been examined
  1. **Prepayments**
     1. Prepayments are only permitted for instances relating to payments for:
        1. rent;
        2. maintenance contracts;
        3. and in those instances, where, as normal business proactive, prepayments are required (e.g. training, publications).
     2. Prepayments which fall outside of normal business practice (advance payments) are only permitted in exceptional circumstances and require HM Treasury approval. In such instances:
        1. the financial advantages must outweigh the disadvantages;
        2. the appropriate budget holder i.e. Executive Director, must provide, in the form of a written report, a case setting out all relevant circumstances of the purchase. The report must set out the effects on the ICB if the supplier, is at some time during the course of the advance payment agreement, unable to meet their commitments. The report must also include the prepayment timescale;
        3. the Executive Director of Finance will need to be satisfied with the proposed arrangements and the Executive Director of Finance should have received HM Treasury Approval before contractual arrangements proceed; and
        4. the budget holder i.e. Executive Director is responsible for ensuring that all items due under an advance payment contract are received and they must immediately inform the Chief Executive Officer if problems are encountered.
     3. Petty Cash
        1. Authorisation for petty cash expenditure must comply with the delegated limits in the Scheme of Reservations and Delegation.
        2. Purchases from petty cash:
           1. should not circumvent normal procurement processes;
           2. are restricted in value and by type of purchase in accordance with instructions issued by the Executive Director of Finance.
        3. Petty cash is for use in the following circumstances:
           1. low value purchase;
           2. exceptional; or
           3. urgent.
        4. Petty cash is for the reimbursement of staff members and visitors for small expenses such as:
           1. postage;
           2. minor office supplies etc.
        5. Petty cash records are maintained in a form as determined by the Executive Director of Finance.
  2. **Joint Finance Arrangements with Local Authorities and Voluntary Bodies**

Payments to local authorities and voluntary organisations made under the powers of sections 75, 256 and 257 of the NHS Act 2006 and section 28A of the NHS Act 1977 shall comply with procedures laid down by the Executive Director of Finance, which shall be in accordance with these Acts.

1. Capital Investment, Private Financing and Fixed Asset Register

|  |  |
| --- | --- |
| **Covering** | |
| Introduction | 16.1 |
| Capital Delegated Approval Limits | 16.2 |
| Capital Investment | 16.3 |
| Private Finance | 16.4 |
| Asset Registers | 16.5 |
| Property solutions | 16.6 |
| NHS Local Improvement Finance Trust | 16.7 |

* 1. **Introduction**
     1. Capital investment typically covers land, buildings, equipment and IT, including and requires authority to:
        1. incur capital expenditure;
        2. make a capital grant;
        3. enter into a leasing arrangement.
     2. No procurement should be undertaken or commitment given to purchase from a supplier prior to approval being received in accordance with delegated limits shown in the Scheme of Reservations and Delegation.
  2. **Capital Delegated Approval Limits**

Capital Approval limits are shown in Scheme of Reservations and Delegation to Officers of the ICB Board.

* 1. **Capital Investment**
     1. The approval of a capital programme does not constitute approval for expenditure on any scheme included within that programme.
     2. The Chief Executive Officer is responsible for ensuring that:
        1. there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans;
        2. there are processes in place for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost;
        3. capital investment is not authorised without evidence of the availability of resources to finance all revenue consequences; and
        4. for a capital investment where the contracts stipulate stage payments, there are processes in place to issue procedures for their management, incorporating the recommendations of Estate code as applicable.
     3. For every capital expenditure proposal, there are processes in place to ensure that a business case (in line with the guidance contained within the (NHS England Business Case Approval Process Guidance) is produced setting out:
        1. an option appraisal of potential benefits compared with known costs to determine the option with the highest ratio of benefits to costs;
        2. confirmation that the Executive Director of Finance has examined and confirmed the appropriateness of the costs and revenue consequences detailed in the business case;
        3. appropriate project management and control arrangements; and
        4. the involvement of appropriate ICB personnel, NHSE personnel (if required) and external agencies.
     4. The Chief Executive Officer Is responsible for:
        1. issuing a scheme of delegation for capital investment management in accordance with Estate code guidance and the ICB’s Standing Orders; and
        2. issuing to the manager responsible for any scheme:
           1. specific authority to commit expenditure;
           2. authority to proceed to tender (see overlap with SFI No.9 and 10);
           3. approval to accept a successful tender (see overlap with SFI No 9 and 10).
     5. The Executive Director of Finance is responsible for ensuring that there are processes in place:
        1. for the issue of procedures for the regular reporting of expenditure and commitment against authorised expenditure;
        2. to issue procedures governing the financial management, including variations to contract, of capital investment projects and valuation for accounting purposes. These procedures shall fully take into account the delegated limits for capital schemes issued by the Department of Health and Social Care and shown in the Scheme of Reservations and Delegation; and
        3. to ensure that arrangements are in place for the financial control and financial audit of capital investment.
  2. **Private Finance**
     1. The ICB should have due regard to current HM Treasury and Department of Health and Social Care guidance in relation to the requirement to test for Private Finance Initiative (PFI)/Public-private partnership (PPP) funding when considering capital procurement. When it is proposed to use finance, which is to be provided other than through its allocations, the following procedures shall apply:
        1. the Executive Director of Finance shall be responsible for demonstrating that the use of private finance represents value for money and genuinely transfers significant risk to the private sector;
        2. where the sum involved exceeds delegated limits, the business case must be referred to the Department of Health and Social Care or in line with any current guidelines;
        3. the proposal must be specifically agreed by the ICB Board; and
        4. the procurement process will be in line with the ICB Procurement Policy and SFI’s.
  3. **Asset Registers**
     1. The Chief Executive Officer is responsible for ensuring that there are processes in place for the maintenance of both the register of assets (asset register) and the register of inventory items (inventory register).
     2. The Executive Director of Finance is responsible for ensuring there are processes in place to:
        1. define the items of equipment which will be recorded on either the capital asset register or the inventory register, taking account of the advice of the Executive Director of Finance concerning the form and the method of updating the registers;
        2. arranging for a physical verification of assets against the asset register to be conducted once a year; and
        3. regularly reconcile the registers to the ledger.
     3. The minimum data set to be held in the asset register shall be sufficient to meet the requirements of capital accounting and reporting in line with Department of Health Group Accounting Manual(issued annually).
     4. Additions to the fixed asset register must be clearly identified to an appropriate budget holder and be validated by reference to:
        1. properly authorised and approved agreements, architect's certificates, supplier's invoices and other documentary evidence in respect of purchases from third parties;
        2. stores, requisitions and wages records for own materials and labour including appropriate overheads;
        3. lease agreements in respect of assets held under a lease capitalised as a “right of use asset”.
     5. Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).
     6. The value of each asset shall be in accordance with methods specified in the Department of Health and Social Care Group Accounting Manual (issued annually) and:
        1. indexed to current values using methods and rates as specified in the ICBs accounting policies;
        2. depreciated using methods and rates as specified in the ICB’s accounting policies.
  4. **Property Solutions**

Any perceived requirement for a new property contract / additional office accommodation, should be discussed with the Chief Executive Officer in the first instance.

* 1. **NHS Local Improvement Finance Trust**

If the ICB is planning involvement with Local improvement Finance Trust (LIFT) projects, guidance from the joint Department of Health and Partnerships UK website at <http://www.communityhealthpartnerships.co.uk> should be accessed.

1. Security of Assets
   1. The overall control of assets is the responsibility of the Chief Executive Officer.
   2. Asset control procedures (including fixed assets, inventories, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Executive Director of Finance. This procedure shall make provision for:
      1. recording managerial responsibility for each asset;
      2. identification of additions and disposals;
      3. identification of all repairs and maintenance expenses;
      4. physical security of assets;
      5. annual verification of the existence of, condition of, and title to, assets recorded;
      6. identification and reporting of all costs associated with the retention of an asset;
      7. reporting, recording and safekeeping of cash, cheques, and negotiable instruments.
   3. All discrepancies revealed by verification of physical assets to the fixed asset register or inventory register shall be notified to the Executive Director of Finance.
   4. Every employee and officer has a responsibility for the security of property of the ICB. It is the responsibility of ICB Board, Committee members and senior employees in all disciplines to apply such appropriate routine security practices in relation to NHS property as may be determined by the ICB Board. A substantial or persistent breach of agreed security practices must be reported in accordance with agreed procedures.
   5. Any damage to the ICB’s premises, vehicles and equipment, or any loss of equipment or supplies must be reported by ICB Board, sub-committee members and employees in accordance with the procedure for reporting losses.
   6. Where practical, assets should be marked as ICB property.
2. Disposals and Condemnations
   1. **Disposals**
      1. The Executive Director of Finance is responsible for ensuring that detailed procedures for the disposal of assets, including recording and accounting for the disposal, are prepared and notified to managers.
      2. When it is decided to dispose of an ICB asset, the Budget Holder or authorised deputy will determine and advise the Executive Director of Finance of the estimated market value of the item, taking account of professional advice where appropriate.
   2. **Condemnations**
      1. The Executive Director of Finance is responsible for ensuring that detailed procedures for the condemnation of assets, including recording and accounting for the disposal, are prepared and notified to managers.
      2. All unserviceable articles shall be:
         1. condemned or otherwise disposed of by an employee authorised for that purpose by the Executive Director of Finance;
         2. recorded by the Condemning Officer in a form approved by the Chief Finance Officer which will indicate whether the articles are to be converted, destroyed or otherwise disposed of. All entries shall be confirmed by the countersignature of a second employee authorised for the purpose by the Executive Director of Finance.
   3. The Condemning Officer shall satisfy her/himself/themself as to whether or not there is evidence of negligence in use and shall report any such evidence to the Executive Director of Finance who will take the appropriate action.
3. Losses and Special Payments

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| **Covering** | |
| General | 19.1 |
| Employee/Officer Responsibilities | 19.2 |
| Theft, arson, neglect of duty or gross carelessness | 19.3 |
| Suspected fraud | 19.4 |

* 1. **General**
     1. The Executive Director of Finance is responsible for:
        1. ensuring that detailed procedural instructions for the recording of and accounting for losses and special payments are prepared and notified to employees;
        2. maintaining a Losses and Special Payments Register in which write-off action is recorded;
        3. taking any necessary steps to safeguard the ICB’s interests in Creditor Voluntary Arrangements personal bankruptcies and company liquidations; and
        4. considering whether an insurance claim can be made.
     2. All losses and special payments must be reported to the Audit and Governance Committee at every meeting.
     3. Within limits delegated to it by the Department of Health and Social Care, approval for writing-off of losses shall be in accordance with the Scheme of Reservations and Delegation. No special payments exceeding delegated limits shall be made without the prior approval of the Department of Health and Social Care.
     4. For detailed operational guidance on losses and special payments, please refer to the ICB Losses and Special Payments policy.
  2. **Employee/Officer Responsibilities**
     1. Any employee or officer discovering or suspecting a loss of any kind must either immediately inform:
        1. their Director, who must immediately inform the Chief Executive Officer and the Executive Director of Finance; or
        2. an officer charged with responsibility for responding to concerns involving loss. This officer will then appropriately inform the Executive Director of Finance and/or Chief Executive Officer.
  3. **Theft, Arson, Neglect or Duty or Gross Carelessness**
     1. Where a criminal offence is suspected that involves theft or arson, the Executive Director of Finance must immediately inform the police.
     2. Additionally, for losses apparently caused by theft, arson, neglect of duty or gross carelessness, except if trivial, the Executive Director of Finance must immediately notify:
        1. the ICB Board; and
        2. the External Auditor.
  4. **Suspected fraud**
     1. The ICB is committed to identifying, investigating and preventing economic crime.
     2. In cases of fraud and corruption or where anomalies may indicate fraud or corruption, the Executive Director of Finance must inform the relevant Local Counter Fraud Specialists in accordance with ICB Fraud, Bribery and Corruption Policy.
     3. The Executive Director of Finance has responsibility for:
        1. ensuring appropriate arrangements are in place to provide adequate counter fraud provision which should include reporting requirements to the ICB Board and Audit and Governance Committee, and defined roles and accountabilities for those involved as part of the process of providing assurance to the board. These arrangements should comply with the NHS Requirements the Government Functional Standard 013 Counter Fraud as issued by NHS Counter Fraud Authority and any guidance issued by NHS England and NHS Improvement; and
        2. notifying the NHS Counter Fraud Authority and the ICB External Auditor of all suspected frauds.

1. Acceptance of Gifts by Staff and Link to Standards of Business Conduct
   1. The Chief Executive Officer shall ensure that all staff are made aware of the requirement for them to comply with the ICB’s:
      1. Standards of Business Conduct Policy;
      2. Managing Conflicts of Interest Policy;
      3. Gifts and Hospitality Policy.
   2. These policies follow the guidance contained in the Managing Conflicts of Interest in the NHS Guidance for staff and organisations, which came into force on 1 June 2017.
2. Payments to GPs with Independent Contractor Status
   1. **Role of the ICB**

The ICB will approve additions to, and deletions from, approved lists of GPs with independent contractor status (“contractors”), taking into account the health needs of the local population, and the access to existing services. All applications and resignations received shall be dealt with equitably, within any time limits laid down in the contractors NHS terms and conditions of service.

* 1. **Duties of the Chief Executive Officer**

The Chief Executive Officer shall:

* + 1. ensure that an up-to-date list of all contractors, that the ICB is responsible for is maintained;
    2. ensure that systems are in place to deal with applications, resignations, inspection of premises, etc. within the appropriate contractor's terms and conditions of service.
  1. **Duties of the Executive Director of Finance**

The Executive Director of Finance shall:

* + 1. ensure that only contractors who are included on the ICB’s approved list receive payments;
    2. maintain a system of payments such that all valid contractors' claims are paid promptly and correctly, and are supported by the appropriate documentation and signatures;
    3. ensure that regular independent verification of claims is undertaken, to confirm that:
       1. rules have been correctly and consistently applied;
       2. overpayments are preferably prevented but once detected full recovery made;
       3. suspicions of possible fraud are identified and subsequently dealt with in line with the ICB’s Fraud, Bribery and Corruption Policy;
    4. ensure that arrangements are in place to identify contractors receiving exceptionally high, low or no payments, and highlight these for further investigation; and
    5. ensure that a prompt response is made to any query raised by NHS Business Services Authority via either the Prescription Service or the Dental Service, regarding claims from contractors submitted directly to them.

1. Retention of Records/Freedom of Information
   1. **Retention of Records**

The Chief Executive Officer shall be responsible for ensuring that systems are in place to maintain archives for all records required to be retained in accordance with the Records Management Code of Practice for Health and Social Care 2016 and other relevant notified guidance.

The records held in archives shall be capable of retrieval by authorised persons, and as such, arrangements are in place for effective responses to Freedom of Information requests.

Records held in accordance with the Records Management Code of Practice for Health and Social Care 2016, shall only be destroyed at the express instigation of the Chief Executive Officer in accordance with that guidance and the ICB policy. Details shall be maintained of records so destroyed.

* 1. **Freedom of Information**
     1. The Chief Executive Officer shall be responsible for publishing and maintaining a Freedom of Information Publication Scheme or adopting a model Publication Scheme approved by the Information Commissioner.
     2. A Publication Scheme is a complete guide to the information routinely published by a public authority. It describes the classes or types of information about this ICB that it makes publicly available.

1. Risk Management and Insurance

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| **Covering** | |
| Programme of Risk Management | 23.1 |
| Insurance: General | 23.2 |
| Insurance: Risk Pooling Schemes administered by NHS Resolution | 23.3 |
| Insurance arrangements with commercial insurers | 23.4 |
| Arrangements to be followed by the ICB Board in agreeing insurance cover | 23.5 |

* 1. **Programme of Risk Management**
     1. The Chief Executive Officer shall ensure that the ICB has a programme of risk management, in accordance with current Department of Health and Social Care assurance framework requirements, which must be approved by the ICB Board and monitored by the Audit and Governance Committee.
     2. The programme of risk management shall include:
        1. a process for identifying and quantifying risks and potential liabilities;
        2. engendering among all levels of staff a positive attitude towards the control of risk;
        3. management processes to ensure all significant risks and potential liabilities are addressed including effective systems of internal control, cost effective insurance cover, and decisions on the acceptable level of retained risk;
        4. contingency plans to offset the impact of adverse events;
        5. audit arrangements including internal audit; clinical audit; and health and safety review;
        6. a clear indication of which risks shall be insured;
        7. arrangements to review the risk management programme.
     3. The existence, integration and evaluation of the above elements will assist in providing a basis to complete the governance statement within the Annual Report and Accounts as required by current Department of Health and Social Care guidance.
  2. **Insurance: General**
     1. Insurance will be provided under arrangements proposed by the Executive Director of Finance to the ICB Board, and approved by HM Treasury where necessary.
     2. Only the Executive Director of Finance may commission the procurement of insurance arrangements.
  3. **Insurance: Risk Pooling Schemes administered by NHS Resolution**
     1. The ICB Board shall decide if the ICB will insure through the risk pooling schemes administered by the NHS Resolution or self-insure for some or all of the risks covered by the risk pooling schemes.
     2. Where it is possible to insure a risk via the risk pooling arrangement run by NHS Resolution, this will be the only acceptable form of insurance for that risk. These arrangements do not need the approval of HM Treasury.
     3. If the ICB Board decides not to use the risk pooling schemes for any of the risk areas (clinical, property and employers/third party liability) covered by the scheme this decision shall be reviewed annually.
  4. **Insurance arrangements with commercial insurers**

HM Treasury approval is required for insurance arrangements with commercial insurers. There are, however, three exceptions when ICBs may enter into insurance arrangements with commercial insurers without seeking HM Treasury approval. The exceptions are:

* + 1. for insuring motor vehicles, either owned or leased by the ICB including insuring third party liability arising from their use;
    2. where the ICB is involved with a consortium in a Private Finance Initiative contract and the other consortium members require that commercial insurance arrangements are entered into; and
    3. where income generation activities take place these should normally be insured against all risks using commercial insurance. If the income generation activity is also an activity normally carried out by the ICB for a NHS purpose the activity may be covered in the risk pool. Confirmation of coverage in the risk pool must be obtained from NHS Resolution. In any case of doubt concerning a ICB’s powers to enter into commercial insurance arrangements the Executive Director of Finance should consult the Department of Health and Social Care.
  1. **Arrangements to be followed by the ICB Board in agreeing insurance cover**
     1. Where the ICB Board decides to use the risk pooling schemes administered by NHS Resolution the Executive Director of Finance is responsible for ensuring that systems are in place to ensure that:
        1. the arrangements entered into are appropriate and complementary to the risk management programme; and
        2. documented procedures cover these arrangements.
     2. Where the ICB Board decides not to use the risk pooling schemes administered by NHS Resolution for one or other of the risks covered by the schemes, the Executive Director of Finance:
        1. shall ensure that the ICB Board is informed of the nature and extent of the risks that are self-insured as a result of this decision; and
        2. is responsible for ensuring systems are in place to draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses which will not be reimbursed.
     3. All the risk pooling schemes require Scheme members to make some contribution to the settlement of claims (the “deductible”). The Executive Director of Finance is responsible for ensuring systems are in place to ensure documented procedures also cover the management of claims and payments below the deductible in each case (which should be accounted for in accordance with the process for losses).

1. Custody of Seal, Sealing and Signature of Documents
   1. **Custody of Seal**

The common seal of the ICB shall be kept by the ICB’s Corporate Secretary in a secure place.

* 1. **Sealing of Documents**

Where it is necessary for a document to be sealed, it should be sealed in accordance with Section 6 of the ICB’s Standing Orders.

* 1. **Register of Sealing**

The Chief Executive Officer shall be responsible for keeping a register in which the Corporate Secretary shall enter a record of the sealing of every document.

* 1. **Use of Seal**

A seal would normally need to be applied on the following types of document:

* + 1. the transfer deed for a purchase or sale of freehold land or lease;
    2. a license or deed which is supplemental to a lease, for example: licenses to carry out works; licenses to assign; licenses to underlet; or a surrender of a lease;
    3. other miscellaneous deeds including planning agreements such as Section 106 Agreements, Deeds of Guarantee and Deeds of Easements (rights);
    4. where the Department of Health and Social Care or another statutory body insists on a document being sealed and following advice from the ICB’s legal advisors that this is appropriate;
    5. a construction contract and/or collateral warranty.
  1. **Signature of Documents**

Where any document that will be a necessary step in legal proceedings on behalf of the ICB, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive Officer; the Executive Director of Finance; or the Corporate Secretary.

Appendix 1 – Single Tender Waiver Form

**Application Form for the Waiving of Standing Orders and Standing Financial Instructions to Authorise Appointment of a Supplier following Receipt of Less than Requisite number of Quotes**

**DFI Waiver Ref:**

**To be approved by the Executive Director of Finance**

***Not to be approved exceeds the World Trade Organisation’s (WTO) Government Procurement Agreement (GPA) limit without direct procurement team advice to the contrary.***

**The Scheme of Reservations and Delegation**

In accordance with the ICB’s Scheme of Reservations and Delegation (SoRD) – for procurement of goods and services:

* Under £10,000, no written quotations required, direct award permissible.
* From £10,000 to £20,000, at least 3 written competitive quotations should be sought
* From £20,000 to £50,000, at least 5 written competitive quotations should be sought
* Above £50,000, a full tender is to be carried out.

**The SoD Waiver cannot be applied to the provision of goods or services where the value exceeds the UK Procurement Thresholds Government Procurement Agreement (GPA) limit (Value for Public Contracts 20/21 is £213,477 for goods and services, and is inclusive of VAT).**

Where competition is not practicable then reliance has to be placed on professional advice and where this is the case the appropriate member of staff giving such advice must certify that there is no other acceptable source of supply.

**SECTION 1 – REQUESTOR DETAILS**

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| **Requestor Name and Job Title:**  **ICB Executive / Functional Director Lead (if different to above):** |

**SECTION 2 – DETAILS OF GOODS AND SERVICES**

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| --- |
| **Proposed Supplier:**  **Expected Contract Start Date:**  **Estimate of the Contract Value:**  (please provide evidence of any quotes)  **Detail the goods or services you require:**  **Have any Conflicts of Interest been identified?:**  **If Yes,**  **a) please provide details:**  **b) what actions have been taken to manage the conflict(s)?:** |

**SECTION 3 - REASON FOR SINGLE SOURCE QUOTATION / TENDER**

Please state under which Detailed Financial Instructions heading(s) you are claiming that competition is not appropriate by placing a cross in the relevant box below.

The waiving of competitive tendering procedures should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure. Where it is decided that competitive tendering is not applicable and should be waived, the fact of the waiver and the reasons should be documented and recorded in an appropriate ICB record and reported to the Audit and Governance Committee at each meeting.

Formal tendering procedures **may be waived** ONLY where the following circumstances are met if the estimated expenditure is below the OJEU limit but above the ICB’s limit for a competitive process as shown in Section 1 above.

1. In very exceptional circumstances where the Chief Executive Officer decides that formal tendering procedures would not be practicable or the estimated expenditure or income would not warrant formal tendering procedures, and the circumstances are detailed in an appropriate ICB record (legal advice is recommended) (SFI 9.10.4 (a))
2. Where the requirement is covered by an existing contract and where it does not materially / modify the contract beyond the original specification or exceed 50% of the total contract value awarded (SFI 9.10.4 (b))
3. Where Framework Agreements are in place as described in the ICB’s Procurement Policy (SFI 9.10.4 (c))
4. Where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members (SFI 9.10.4 (d))
5. Where the timescale genuinely precludes competitive tendering but failure to plan the work properly is not a justification for waiving the requirement to tender (SFI 9.10.4 (e))
6. Where specialist expertise is required and is available from reduced number of source (SFI 9.10.4 (f))
7. When the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate (experience, capacity, or intellectual property rights as an example) procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015 (SFI 9.10.4 (g))
8. There is a clear benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering. Procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015 (SFI 9.10.4 (h)
9. For the provision of legal advice and services providing that any legal firm or partnership commissioned by the ICB is regulated by the Law Society for England and Wales for the conduct of their business (or by the Bar Council for England and Wales in relation to the obtaining of Counsel’s opinion) and are generally recognised as having sufficient expertise in the area of work for which they are commissioned, the Executive Director of Finance will ensure that any fees paid are reasonable and within commonly accepted rates for the costing of such work.. (SFI 9.10.4 (i))

|  |
| --- |
| **MANDATORY FIELD: Please make an appropriate statement to support your declaration answering the questions below;**  **1) Please provide information to explain the reasoning selected above**  **2) How did the ICB arrive at the situation where a Single Tender Waiver was required?**  **3) How will the ICB prevent this situation from arising in the future?** |
| **MANDATORY FIELD CONT:**  **4) How is the ICB assured we continue to receive Value for Money in contracting with a Single Provider?**  **5) Does the ICB continue to be legally compliant (if unsure, procurement advice should be sought by the requestor)?**  **6) What Governance Route has this contract/purchase been challenged to? E.g. Has this been through a Committee, or budget holder approval?** |

**Declaration**

The above information is true and complete and to the best of my knowledge represents best value for money. Neither I, nor anyone involved in the award of business have any direct or indirect financial interest in the recommended supplier and I confirm that I have not accepted any inducement or reward as a consequence of this recommendation. (To be completed in black ink)

Executive Director of Finance Signature

Print Name:

Job Title & Department:

**Date reported to Audit and Governance Committee:**

1. Corporate Governance Framework

**NHS Derby and Derbyshire**

**Integrated Care Board**

**Corporate Governance Framework**

|  |
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| **KEY POLICY MESSAGES** |
| 1. Aims to provide guidance to assist with the management of various ICB meetings |
| 1. Includes useful templates for use at ICB meetings |
| 1. Ensures a consistent approach and added value to the overall governance of the ICB |

**VERSION CONTROL**

|  |  |
| --- | --- |
| **Policy Title:** | NHS Derby and Derbyshire Integrated Care Board Corporate Governance Framework |
| **Supersedes:** | NHS Derby and Derbyshire CCG Corporate Governance Framework |
| **Description of Amendment(s):** | Version 0.1 and 0.2 – initial Drafts  Version 1.0 – final (approved)  Version 1.1 – updates made to Board and Committee cover sheet templates (Appendices 2, 3 and 4) and Appendix 16 Microsoft Teams Etiquette to include key notes when recording meetings.  Version 1.2 – updates made to Board agendas for new 2023/24 approach (Appendices 2, 3, 4 and 5) and Board Assurance Report template amended following new approach  Version 1.3 – updates to cover sheets in Appendices to include revised strategic risks. |
| **Financial Implications:** | No change |
| **Policy Area:** | Corporate Delivery |
| **Version No:** | Version 1.3 |
| **Author:** | Corporate Governance Manager |
| **Approved by:** | ICB Board, 1st July 2022 |
| **Effective Date:** | July 2022 |
| **Review Date:** | June 2024 |
| **List of Referenced Policies** | N/A |
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| **Reference Number** | CD08 |
| **Target Audience** | ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken. This framework is applicable, in particular, to Administrators, Executive Assistants, meeting organisers and Chairs of meetings. |

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1. Purpose
   1. This document aims to provide guidance to assist with the management of NHS Derby and Derbyshire Integrated Care Board ("ICB") Board and Committees, including the formulation of terms of reference; agendas and minutes; and the general management of the Committee process.
   2. Whilst this guidance is aimed at formal Committees it is equally applicable to other Committee meetings including 'task and finish' groups etc. Wherever possible such Committees/Groups are expected to adhere to these guidelines.
   3. The Framework should be read in conjunction with the following documents:
      1. ICB Constitution;
      2. ICB Governance Handbook;
      3. Standards of Business Conduct Policy;
      4. Managing Conflicts of Interest Policy;
      5. Report Writing Guidance and Principles.
   4. Further guidance regarding committee papers can be obtained from the Corporate Delivery Team.
2. Scope

The Framework is required to ensure a consistent approach to meetings and to ensure that all documentation presented at meetings add value to the overall governance of the ICB.

1. Intended users

Within this policy where it states "all employees", it relates to:

* 1. members of the ICB Board, Committees and Sub-Committees;
  2. employees of the ICB;
  3. third parties acting on behalf of the ICB.

1. Disclaimer Statement
   1. It is a requirement that the reader follows this policy and accepts professional accountability and maintains the standards of professional practice as set by the appropriate regulatory body applicable to their professional role and to act in accordance with the express and implied terms of their contract of employment, in accordance with the legal duties outlined in the NHS Staff Constitution (section 3b).
   2. If there are any concerns with this document then the reader should initially discuss the specific issue with their line manager or raise it through appropriate 'raising concerns' channels. The line manager should agree a course of action that is appropriate and reflect this with the policy sponsor.
2. Definitions and an explanation of terms used

“Agenda”

means a list of items of business to be considered and discussed at a meeting;

“Committee”

within the ICB, a Committee is defined as a high-level meeting which reports directly into the ICB Board or relevant Committee, and has delegated authority from the ICB Board or the relevant Committee;

“Conflicts of Interest”

means *"a set of circumstances by which a reasonable person would consider that an individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold”* (NHS England, 2017);

“Governance”

means the systems and processes by which the ICB leads, directs and controls its functions, in order to achieve organisational objectives and by which they relate to their partners and wider community;

“Group”

means a group in any other meeting which is held within the ICB with a Governance remit and reports through the Committee structure to the Board. ***N.B.*** *Within the Corporate Governance Framework where it states "Committee" please read it to be applicable to Committees and Groups*;

“Matters Arising”

means a summary of actions agreed at the meeting, which are to be carried out before the next meeting;

“Minutes”

means the written record of a meeting;

“Quoracy”

means having the necessary number of people present for decisions to be made at a meeting;

“Terms of Reference”

describes the purpose, scope and authority of a committee.

1. Full details of the framework

Good Governance

* + 1. Good governance is important within the ICB as it is concerned with:
       1. how the organisation is led and structured;
       2. how the organisation is able to demonstrate that it is operating in line with the fundamental principles of openness, integrity and accountability;
       3. how the ICB are meeting the statutory objective of providing high quality healthcare; and
       4. ensuring that the organisation's objectives are delivered economically, efficiently and effectively.
    2. Managers and other staff throughout the ICB spend a considerable amount of their time attending Committee meetings. It is essential that this resource is an effective use of time. Consideration should also be given to whether a face-to-face meeting needs to be held or whether the meeting could take place via video conference.
    3. Each Committee should have clear Terms of Reference related to the organisation's objectives so that its role is unambiguous and to ensure that it makes a relevant contribution. Committees should function effectively i.e. meet with appropriate frequency, be well attended and produce minutes that reflect their Terms of Reference.
    4. Committees should make decisions with clear actions and recommendations that are followed throughout subsequent meetings (with timescales for implementation where appropriate).

Terms of Reference

Each Committee's Terms of Reference (see Appendix 1 for an example) should include the following:

* + 1. **Scope:** an introduction to the Committee's constitutional responsibilities;
    2. **Purpose:** a summary of the Committee's purpose;
    3. **Roles and Responsibilities:** a summary of its main duties;
    4. **Delegated Authority:** a summary of what the Committee's delegated responsibilities are;
    5. **Accountability:** a description of who the Committee is accountable to and its direct reporting relationship;
    6. **Membership and Attendance:** a list of the membership including details of who the Chair and Vice Chair are, their titles, voting rights and deputies (if applicable). This section also includes details for the membership on attendance expectations;
    7. **Meeting Arrangements and Frequency:** how often the Committee will meet and the format of meeting preparation;
    8. **Quoracy:** details of the number and type of members that make up the quorum, i.e. 'four members, one of whom should have a clinical background';
    9. **Behaviours, Values and Decision Making:** details of the decision making and voting process;
    10. **Identifying and Managing Risks:** a summary of how the Committee will receive and review risks;
    11. **Sub-Committees:** a list of any sub-committee that reports into the Committee and the method by which they report in;
    12. **Interdependencies with other groups:** details any groups which the committee reports into;
    13. **Managing Conflicts of Interest:** a description of individuals' compliance with the ICB Constitution, Standards of Business Conduct Policy and Managing Conflicts of Interest Policy. This section also includes how the Committee will manage any conflicts of interest that arise in respect of the meeting;
    14. **Secretariat and Administration:** details of the individual or team responsible for providing administrative support to the meeting; and
    15. **Review:** it is recommended the Terms of Reference are reviewed at least annually.

Agendas

All meetings i.e. the ICB Board, Committees and internal meetings; should have an agenda (see Appendices 2–5 for examples) and should include the following:

* + 1. Board Agendas (see Appendices 2 and 3)
       1. **Title:** the agenda should begin by stating the ICB Board's title, the date, time and location of the meeting;
       2. **Content of the Agenda:** the agenda should normally follow the order below:
          1. Welcome, introductions and apologies
          2. Confirmation of quoracy
          3. Declarations of Interest (including an updated Register of Interests for members of the committee and summary register for recording any conflicts of interests during meetings)
          4. Glossary (where a meeting includes members of the public/Non-Executive Members, so any acronyms contained in the papers are understandable)
          5. Items received from members of the public
          6. Presentations and regular reports
          7. Minutes from sub-committees, for information
          8. Minutes of the previous meeting and Matters Arising Actions Log: any action points recorded in the previous minutes should be reported back to the Committee. The item title and the minute number should be listed as well as the individual responsible (see Appendix 12)
          9. Forward Planner (an agenda planning tool which enables reports to be scheduled in advance throughout the year)
          10. Any Other Business: members should be reminded that the Chair is to be notified at the beginning of the meeting, or earlier, of Any Other Business items that are to be raised
          11. Date and venue of next meeting
       3. The Substantive agenda items, including presentations/regular reports:all agenda items to be presented/received should have an agenda number which is included on the cover sheet. The numbers should be consecutive throughout the year to allow for ease of reference (i.e. ICB/2324/01, ICB/2324/02 etc.) and should be refreshed at the beginning of each financial year.
       4. Draft agendas are produced and discussed with the Executive Team 2-3 weeks before the meeting.
       5. Board agendas should be agreed by the ICB Chair and should consist of a reasonable amount of items to prevent the meeting lasting more than two hours.
    2. Committee Agendas (see Appendix 4)
       1. **Title:** the agenda should begin by stating the Committee's title, the date, time and location of the meeting;
       2. **Content of the Agenda:** the agenda should normally follow the order below:
          1. Welcome, introductions and apologies
          2. Confirmation of quoracy
          3. Declarations of Interest (including an updated Register of Interests for members of the committee and summary register for recording any conflicts of interests during meetings)
          4. Glossary (where a meeting includes member of the public, so any acronyms contained in the papers are understandable);
          5. Presentations/regular reports;
          6. Minutes from sub-groups;
          7. Minutes of the previous meeting and Matters Arising Actions Log: any action points recorded in the previous minutes should be reported back to the committee. The item title and the minute number should be listed as well as the individual responsible (see Appendix 12);
          8. Forward Planner: an agenda planning tool which enables reports to be scheduled in advance throughout the year;
          9. Assurance Questions: this is a final agenda item to review how effective the meeting was and to allow Committees to decide whether anything should be escalated to the Board. The following questions should be included:

Has the Committee been attended by all relevant Executive Directors and Senior Managers for assurance purposes?

Were the papers presented to the Committee of an appropriate professional standard, did they incorporate detailed reports with sufficient factual information and clear recommendations?

Were papers that have already been reported on at another committee presented to you in a summary form?

Was the content of the papers suitable and appropriate for the public domain?

Were the papers sent to Committee members at least 5 working days in advance of the meeting to allow for the review of papers for assurance purposes?

Does the Committee wish to deep dive any area on the agenda, in more detail at the next meeting, or through a separate meeting with an Executive Director in advance of the next scheduled meeting?

What recommendations do the Committee want to make to the ICB Board following the assurance process at today’s Committee meeting?

* + - * 1. Any Other Business: members should be reminded that the Chair is to be notified at the beginning of the meeting, or earlier, of Any Other Business items that are to be raised; and
        2. Date and venue of next meeting along with the papers' deadline.
      1. The substantive agenda items, including presentations / regular reports: all agenda items to be presented/received should have an agenda number which is included on the cover sheet. The numbers should be consecutive throughout the year to allow for ease of reference (i.e., ICB/2324/01, ICB/2324/02 etc.) and should be refreshed at the beginning of each financial year.
      2. All agendas should be agreed by the Chair of the meeting and should consist of a reasonable amount of items to prevent the meeting lasting more than three hours.
    1. Internal Meeting Agendas

The format of the agenda should follow the example provided at Appendix 5.

Virtual Decision Making

* + 1. If a decision is needed which cannot wait for the next scheduled meeting, then a virtual decision may be taken via video conference, email, online communication platform or face to face, subject to adherence of the following process:
       1. Chair of the meeting agrees to use of a virtual decision;
       2. the items for decision should be sent out to all Committee members via email with a reasonable deadline to allow the item to be reviewed and commented upon;
       3. a positive response must be received back from committee members via email to allow for the item to be approved – it cannot be approved until, as a minimum, the quoracy for the meeting has responded;
       4. the responses should be kept electronically with the Committee papers so an audit trail can be produced if required;
       5. the Committee members may respond with comments – if this is the case and they are simple amendments, the item should be approved subject to the amendments being made;
       6. if the amendments are more complex or there is a conflict in the responses from the Committee members, the Chair of the committee should make a decision whether it is appropriate to have a conference call to resolve the issues or whether it needs to wait until the next committee meeting where a full discussion can be held; and
       7. a written note of the outcome of the virtually approved decision should be an agenda item on the next committee meeting’s agenda so that the decision can be formally ratified and minuted.

Committee Papers

* + 1. If individual reports are not received in good time for circulation of Committee papers, the Chair should advise if the item is to be removed from the agenda.
    2. Reports should be received seven working days in advance of the meeting to ensure timely:
       1. distribution of the papers, in order for members to have sufficient time to review five working days prior to the meeting; and
       2. uploading to the ICB's website for the public to view, which is subject to auditor review and scrutiny.
    3. Cover Sheets
       1. All papers received by a Committee must have a fully completed Cover Sheet (see Appendices 6, 7, 8 and 9 for examples).
       2. The Cover Sheet helps identify the key pieces of information the committee needs to be aware of and what action the committee is required to take.
       3. Authors of papers are required to:
          1. clearly identify the ‘ask’ of the Committee;
          2. detail which of the ICB's objective the report supports;
          3. briefly describe the purpose and background to the report;
          4. summarise the main body of the report under ‘Report Summary’;
          5. clearly refer to any risks that have been identified within the report;
          6. give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed;
          7. state whether there are any project dependencies, detail any findings from completed impact assessments;
          8. include a risk rating and summary, if the project has been to the Quality and Equality Impact Assessment Panel;
          9. include a summary following any involvement with Patients, Public or other key stakeholders;
          10. confirm which of the Equality Delivery System goals the report supports, and whether there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty; and
          11. confirm that consideration has been given to the Derbyshire Integrated Care System Greener Plan targets, and detail any findings.
    4. Committee Reports
       1. Most reports will be requested by the Committee Administrator or Executive/ Senior Manager Representative, because they appear on the annual Forward Planner of Agenda Items or were requested at a previous meeting. Committees should normally have in place a Forward Planner of Agenda Items (regular reports) for the year. This is an agenda planning tool which enables reports to be scheduled in advance throughout the year.
       2. Members of Committees, as well as members of staff more generally, may also request that reports are submitted for consideration. Anyone wishing to make such a request is advised to consult with the relevant Committee Administrator, Chair or Executive Director/Senior Manager Representative well in advance of the deadline for receipt of reports.
       3. Regular report authors are advised to review the Forward Planner of Agenda Items and contact the Committee Administrator/Chair if they have any questions.
       4. In general terms, the reports received by Committees are:
          1. for assurance – e.g. reports to the Committee about the level of confidence and evidence that a particular course of action has been taken;
          2. for information – e.g. reports which do not require any formal action or decision;
          3. for decision – e.g. where a particular course of action is proposed and requires official sanction, or where policy, strategy, or regulation requires approval; or
          4. a combination of the above.
       5. Each paper should clearly identify what action it requires the Committee to take.
       6. Reports should seek to add value to the ICB, by providing important information, prompting high-level discussion and seeking approval for a course of action. Reports should be aligned to and contribute to the achievement of the ICB’s objectives.
       7. The use of acronyms should be minimised. Where acronyms are used, ensure they are displayed in full when first mentioned (e.g. Chesterfield Royal Hospital NHS Foundation Trust (CRHFT));
       8. Reports require, as a minimum, the following sections:
          1. Executive Summary – this is the most important section of the document; the reader will use the summary to decide how much of the report they need to read so make it clear and count;
          2. Introduction – including the aims and objectives of the report;
          3. Body – can be divided into sub-sections to help present the information to the reader. It may include research, data and other information relevant to the purpose of the report;
          4. Conclusion – the author’s assessment of the facts presented in the report;
          5. Recommendation – must clearly articulate what the meeting is being asked to do with the information in the report. Option may include:

**AGREE**

**APPROVE**

**NOTE**

**SUPPORT**

**RATIFY**

* + - 1. Timetables should be agreed for the submission of reports and the distribution of committee papers:
         1. agendas for Committees are agreed approximately 2–3 weeks prior to the meeting with the Executive Team, following which authors of scheduled reports are contacted and asked to submit their reports and provide an update on the actions log regarding outstanding actions in line with the agreed deadline;
         2. the deadline for receipt of papers and actions update by the Committee Administrator is seven working days before the meeting;
         3. the complete agenda with papers is distributed to the committee five working days prior to the meeting so that the members have the opportunity to fully read and consider all the papers.
      2. The most consistent difficulty faced in achieving the timely distribution of papers is the late submission of reports. Authors have a duty to ensure that papers are delivered by the deadline date. Late papers will not be included unless in exceptional circumstances that have been agreed by the Chair or Executive Directors/Senior Manager Representative in advance. Executive Directors/Senior Manager Representatives are responsible for the quality of the papers presented to the meetings.

For more information on writing reports, please refer to the ICB's Report Writing Guidance and Principles.

* 1. **Minutes**

The purpose of minutes is to provide a formal record of the decisions and substantive discussion occurring in a meeting and provide a record of the integrity of the meeting (see Appendix 11 for an example template). The Chair is responsible for summarising each agenda item at the meeting to ensure the substantive discussion is recorded in a clear and concise manner:

* + 1. Title

The name of the Committee and the time, date and venue or online communication platform of the meeting should be clearly stated at the beginning of the minutes. Start and finish times should also be recorded.

* + 1. Attendance
       1. When listing those present, the name of the individual and the position they are representing on the committee should be given. Members should be listed in alphabetical order (by surname) with the Chair identified by (Chair) written after the name. If a person joins or leaves the meeting the times and/or agenda item should be noted against their names for auditing purposes (e.g. (Item ICB/2324/01 only)).
       2. Where individuals are present at the meeting but are not part of the formal membership of the Committee, they should be recorded under 'In Attendance'. This would include any co-opted members and those presenting a paper/item to the Committee – in this instance the item number they are present for should be recorded.
       3. Apologies should be recorded, in alphabetical order, below those who are in attendance.
       4. In some situations, an individual may not be in attendance for the whole meeting. The minutes should reflect the point in time when that individual joined or left the meeting.
    2. Quoracy

The quorum of the relevant Committee can be found in its terms of reference and this quoracy should be functioning whenever any decisions need to be made. If the meeting is not fully quorate, members present will agree in principle to any decisions, with a caveat that agreement will be sought from the missing members outside of the meeting. Confirmation that these items were agreed with the missing members should be included as a post-meeting note within the minutes of the meeting and then ratified at the next meeting.

* + 1. Declarations of Interest
       1. It is imperative that the ICB ensures complete transparency in their decision making processes through robust record-keeping. Any declaration of interest, and arrangements agreed, in any meeting of the ICB, its Committees or sub-committees and Board should be recorded in the Register of Interests and in the relevant minutes.
       2. To support Chairs in their role, they will be provided with a declarations of interest checklist prior to meetings. A copy of this can be found in Appendix 5 of the Managing Conflicts of Interest Policy.
       3. At the beginning of all Committee meetings the Register of Interests for that meeting will be highlighted and there will be an opportunity for individuals to identify potential conflicts of interests relating to specific items of business. Individuals should also raise such items at the beginning of each agenda item so the appropriate course of action can be taken.
       4. Where an interest does occur during a meeting, the Chair is to notify the Corporate Governance Manager so that the Committee and ICB registers of interests can be updated, as well as making the Audit and Governance Committee aware.
       5. If any Committee members’ circumstances change and this is raised at a meeting, the Register for Recording Any Interests During Meetings should also be completed and signed by the Chair. The respective individual will be sent a new form to complete and the updated register will be circulated with the meeting papers by the Corporate Governance Manager.
       6. If any conflicts of interest are declared or otherwise arise in a meeting, the Chair must ensure the following information is recorded in the minutes:
          1. who has the interest;
          2. the nature of the interest and why it gives rise to a conflict, including the magnitude of any interest;
          3. the items on the agenda to which the interest relates;
          4. how the conflict was agreed to be managed; and
          5. evidence that the conflict was managed as intended (for example recording the points during the meeting when particular individuals left or returned to the meeting).
       7. An example of good minuting should include the following wording in the declarations of interest item:

*Declarations of interest*

*[Chair] reminded committee members of their obligation to declare any interest they may have on any issues arising at committee meetings which might conflict with the business of the ICB.*

*Declarations declared by members of the [name of committee] are listed in the ICB's Register of Interests and included with the meeting papers. The Register is also available either via the Executive Assistant to the ICB or the ICB website at the following link: [insert hyperlink]*

*Declarations of interest from sub‑committees*

*No declarations of interest were made.*

*[If declared, a register will be included in the papers to show who declared an interest, at what meeting and for which item]*

*Declarations of interest from today’s meeting*

*No declarations of interest were made. OR*

*The following update was received at the meeting:*

* *With reference to business to be discussed at this meeting, [name of individual] declared that he/she is a [shareholder in XXX].*

*[Chair] declared that the meeting is quorate and that [name of individual] would not be included in any discussions on agenda item [X] due to a direct conflict of interest.*

*[Chair] and [name of individual] discussed the conflict of interest, which is recorded on the register of interest, before the meeting and [name of individual] agreed to remove [himself/herself] from the table and not be involved in the discussion around agenda item [X].*

* + 1. Content
       1. Minutes must contain:
          1. what decisions were made, including the level of assurance agreed by the committee and any new risks identified;
          2. who proposed and supported items for decision;
          3. the result of any votes (the numbers in favour, against and any abstentions);
          4. what action was agreed; and
          5. who was given responsibility to carry out the action and by when.
       2. It is also a good idea to include a short summary of the opinions or challenges raised during the discussion of each agenda item, along with the reason why a certain decision was reached. Wherever possible, the minutes should focus on points made for and against a proposal or idea and should state the level of assurance the committee took from an agenda item and its relevant paper.
       3. Good minutes are accurate, brief (not verbatim) and clear. The minutes should be written in the order that the items appeared on the agenda and the minute numbers must correspond with the agenda numbers. If items were discussed in a different order at the meeting, then that should be explained at the start of the minutes (for example, "the Committee noted that 'Counter Fraud' (Item ICB/2324/05) would be discussed at the start of the meeting”).
       4. When referring to an individual for the first time, the person’s name must be written in full followed by their initials in brackets (e.g. John Smith (JS)). Only the initials are then used whenever this person is referenced within the minutes.
       5. Minutes should be written in a consistent style, from one meeting to the next. This is usually the Committee Administrator's responsibility. During the meeting, if the person writing the minutes is unsure of a decision or action, they should ask the Chair for clarification so that their minutes are accurate.
       6. The draft minutes should be approved by the Chair and then circulated by the Committee Administrator to members as soon as possible after the meeting.
       7. If the Chair wishes, they may request to sign the ratified minutes. A copy of this should be kept on file for future reference.
    2. Use of English
       1. It is important that minutes and reports are clear, concise grammatically correct and accurate. The following guidelines may be helpful:
          1. while it is necessary to use some specialist terms you should avoid using deliberately obscure words or jargon;
          2. where acronyms are used, ensure they are displayed in full when first mentioned (i.e. Chesterfield Royal Hospital NHS Foundation Trust (CRHFT));
          3. do not duplicate in the minutes information which is contained in the papers presented to the meeting. A brief summary is enough. Minutes are designed to be read alongside the papers they refer to;
          4. use the past tense when writing minutes, even if the events you are writing about have not yet happened (e.g. "it was reported that a further meeting would be arranged towards the end of the year");
          5. use paragraphs appropriately to break up long chunks of text;
          6. be impartial and do not use loaded terms (even if these were used in the meeting);
          7. use some of the words below to add variety to your minutes; and
          8. if in doubt, ask yourself: ''Would these minutes make sense to a member of the public"?.
       2. You may find the Plain English website useful: <http://www.plainenglish.co.uk>
       3. Some useful words to introduce variety in minutes:

|  |  |  |  |
| --- | --- | --- | --- |
| raised | mentioned | reported | stated |
| informed | proposed | discussed | suggested |
| indicated | contributed | explained | presented |
| pointing out | confirmed | supported | enquired |
| highlighted | focused on | targeted | understood |
| preferred | needed | hoped | opinion |
| emphasised | repeated | stressed | underlined |
| explored | investigated | pursued | questioned |
| responded | advised | clarified | accepted |
| expressed | considered | implemented |  |

* + 1. Use of recording devices
       1. Purpose
          1. The ICB permit the use of Dictaphones for designated administrative staff for the purpose of supporting the effective provision of minutes.
          2. The notification poster at Appendix 14 should be used at each face-to-face meeting where voice recording is to take place.
          3. The agendas of meetings should all include a caveat (as detailed in Appendices 2, 3 and 4) that notifies the attendees that the meeting will be recorded.
          4. All staff who undertake voice recordings should be aware of and agree the standard operating procedure with the Information Governance (IG) Team. This procedure describes clearly the processes which are required in each instance of the voice recording being processed. Within the term 'process' we understand that this includes the way in which information is Held, Obtained, Recorded, Used and Shared.
       2. Roles and Responsibilities
          1. All administrative staff who use voice recording equipment are responsible for its safe use and storage.
          2. Those who intend to use voice recording equipment in support of their minute taking role are responsible for seeking and obtaining agreement from the Chair of the meeting prior to commencing recording.
       3. Process

The process below shall be followed by each individual undertaking voice or video recording:

* + - * 1. *Prior to the meeting*

There will be an understanding of the expected duration of the meeting and provision made for both tapes and sufficient battery of a device.

Attendees of the meeting will be made aware of the intention to use voice or video recording by detailing this on the agenda – with any queries being raised with the IG Team in advance of the meeting, or to be flagged with the Chair at the commencement of the meeting. Should any objections to recording be made, recording will not be undertaken until concerns have been resolved.

It will be ensured that for each meeting, alternative meeting recording methods – i.e., laptop for typed notes or sufficient pads/pens will be available.

* + - * 1. *During the meeting*

The poster at Appendix 14, confirming the reasons for voice or video recording, will be clearly displayed on the meeting table. For larger meetings, more than one poster may be necessary.

For meetings held via an online communication platform it is the responsibility of the Committee Administrator to notify attendees if the meeting is being recorded. Further guidance and the etiquette standards for virtual online Microsoft Teams meetings are included at Appendix 16. If any objections are made within the meeting to the recording, this will not be undertaken.

The voice recording equipment will be the responsibility of the individual Committee Administrator, both for its set up and collection at the end of the meeting.

The Committee Administrator should have an agreement with the Chair where any change of tape is required, this will necessitate a pause in discussion where topics are complex.

* + - * 1. *After the meeting*

The equipment is taken with the administrative staff following the meeting.

The recording is held securely, either in a locked drawer, or locked flight case as agreed.

The recording is accessed in a private setting only – i.e. the recording is listened to using headphones for the transcription of formal minutes.

During the transcription of minutes, the recording is locked away when not in use.

Once minutes are completed, the tapes used are wiped using the dictation device. This is required as the draft is completed.

Tapes which have been used and wiped are held securely, to minimise any risk of ineffective deletion of data held on them.

* + - 1. *Incident Reporting*
         1. Those asked to undertake voice recording as part of their role understand that they are handling unencrypted data, and that if this were to be lost, stolen, or otherwise compromised this would be available to anyone finding that information. In that sense it is the same as printed confidential information.
         2. If there is an actual or suspected Loss, Theft or otherwise compromise of the voice recording, the individual staff member is required to report this to their line manager, and to the IG Team ([ddicb.igteam@nhs.net](mailto:ddicb.igteam@nhs.net)) immediately, noting that the ICB are required to report Information Governance related incidents within 72 hours.

Matters Arising

* + 1. It is good practice to ensure the actions agreed at the Committee are completed. It is recommended that the actions are summarised from the minutes into a Matters Arising Actions Log (see Appendix 12 for an example).
    2. The Matters Arising Actions Log should be circulated along with the Minutes of the previous meeting. The responsible action owner should provide an update on the action log for distribution with papers
    3. The Matters Arising Actions Log will ensure that if the person responsible for the action is not able to attend and feedback to the following meeting or if an action takes longer to implement than anticipated, the action is not 'lost' and the committee can receive assurance that it has been implemented.

Reporting to the Integrated Care Board

* + 1. Each Committee of the ICB should provide minutes of the most recent meeting to the ICB.
    2. At the end of each Committee meeting the relevant assurance questions (see paragraph 6.3.2(ix)) must be asked and any items that need escalating to ICB confirmed.
    3. Assurance Reports (see Appendix 10) are presented to the ICB Board to inform them of any decisions that have been made at Committees or any ICB-specific items that were discussed or directly impact the ICB. These reports should be completed immediately following the meetings in preparation for the succeeding ICB meeting.
    4. Committees should adhere to the arrangements set out in the Standing Financial Instructions – Financial Limits for Delegated Authority in the ICB Handbook.
    5. On an annual basis, preferably at the end of the financial year, each Committee should provide a Committee Annual Report to the ICB which summaries the key discussions and decisions made throughout the year. It will also include attendance, membership, quoracy and a review of the committee's effectiveness.
    6. The Annual Report is to be completed by the Executive Director/Senior Manager Representative responsible for the committee. It is then taken to the relevant committee for approval prior to being taken to the ICB Board.

The Role of the Committee Administrator

* + 1. The role of the Committee Administrator varies depending on the Terms of Reference, size and composition of the Committee, and the chairing skills/style of the Chair. There are, however, certain basic roles which can be identified:
       1. to make all the domestic arrangements for the meeting;
       2. to prepare and distribute all documentation;
       3. to present material impartially;
       4. to record all decisions/recommendations of the Committee in a presentable manner; and
       5. to update the Forward Planner of Agenda Items, Matters Arising Actions Log (see Appendix 12) and a meeting log of all the decisions made and discussions held.
    2. Good preparation for a meeting by the Committee Administrator helps to ensure that business runs smoothly and the following checklist will help the Committee Administrator to carry out their duties efficiently and effectively:
       1. *General duties*
          1. Ensure an up-to-date membership list giving the name, position and location of each member is available electronically.
          2. Ensure that all members are aware of the dates and venues or the means of online access for the meetings for the year and book the rooms in advance for the whole year. Ensure that it is appropriate in terms of refreshments, size, furniture, ventilation, etc. and make any necessary arrangements for refreshments or IT equipment.
          3. Establish a timetable of when papers are due to be submitted.
          4. Establish and maintain a Forward Planner of Agenda Items.
       2. *Induction of new members*

The Committee Administrator should send the following documents to newly appointed members:

* + - * 1. dates and venues of future committee meetings;
        2. Terms of Reference and membership of that Committee and its related (sub) committees;
        3. minutes of the previous three meetings;
        4. a Declarations of Interest form for completion if they are external to the organisation or their role has changed;
        5. contact details of the Chair and Director of Corporate Delivery.
      1. *Before the meeting*

Before the meeting, the Committee Administrator should:

* + - * 1. make any necessary arrangements for IT equipment;
        2. if booking a meeting room, consider the individual needs of people attending the meeting, e.g. are there any individual needs with respect to access (such as car parking, ramps, wide doors), hearing loops, toilet facilities or dietary needs;
        3. circulate to members in advance asking for any agenda items and giving a deadline for responses;
        4. prepare a draft agenda, together with any supporting papers, and discuss with the responsible Executive Director/Senior Management Representative or the Chair at least two weeks before the meeting. In doing this, check to see if any items recur on a yearly or other periodic basis by using the Forward Planner of Agenda Items;
        5. ensure that any acronyms which appear in the papers are included in the Glossary;
        6. prepare final documentation and circulate to members at least 5 working days before the meeting, ensuring that any individual (as directed by the Chair) who has a conflict of interest does not receive the relevant papers as per paragraph 6.10.3(c);
        7. if relevant, ensure Committee papers are uploaded to the ICB’s website; and
        8. try to arrive early for the meeting to check the room, layout etc. Always take:
* tabled papers (by exception) for distribution at the meeting (however, this should be avoided where possible unless the paper is hard to read, which is when A3 copies should be provided);
* a list of apologies and confirmation of quoracy;
* attendance sheet;
* meeting in progress sign(s);
* stationery (pens and paper);
* recording device and Poster for Table Voice Recording, if applicable;
* procedural information (e.g. Terms of Reference);
* register for recording interests declared at meetings;
* name plates;
* any correspondence for the members; and
* presentations uploaded to a laptop, if applicable.
  + - 1. *During the meeting*

During the meeting, the Committee Administrator should:

* + - * 1. notify the attendees as to whether the meeting will be recorded, if the meeting is being held in person or via an online communication platform;
        2. ensure that a clear record of any recommendations is taken, including any conflicts of interest which arise;
        3. record attendance and ensure the signing-in sheet is signed by each person at the meeting (see Appendix 13 for an example);
        4. make sure the Chair follows the agenda and that no items have been omitted;
        5. ensure that levels of assurance and new risks identified are fully recorded and reported as well as making sure that agreed actions have an owner and a deadline for completion.
      1. *After the meeting*

After the meeting, the Committee Administrator should:

* + - * 1. write to those who need to know about the Committee's decisions, including any referrals made to other Committees for action;
        2. draft and check minutes within three working days for approval by the Chair within two working days and make any amendments;
        3. circulate minutes (remembering to attach tabled papers for members who were not present) and Matters Arising Actions Log to members and anyone responsible for an action;
        4. if relevant, ensure the agreed minutes of the previous meeting are uploaded to the ICB's website;
        5. add requested papers to the Forward Planner of Agenda Items;
        6. ensure information from the meeting is appropriately circulated to Committee Administrators/specified individuals;
        7. remind members of any work to be done before the next meeting;
        8. communicate to any non-members who have been delegated any actions or future papers and agree realistic deadlines with them, to be agreed with the Chair or Executive Director/Senior Management Representative;
        9. file all papers and place electronic copies of all documents on the shared drive;
        10. update the Committee Meeting Log;
        11. start preparations for the next meeting.

Role of the Chair

The role of the Chair varies depending on the Terms of Reference, size and composition of the Committee, but there are certain basic roles which can be identified:

* + 1. review the draft agenda with the Committee Administrator, at least two weeks before the meeting;
    2. ensure the meeting is quorate in advance and at the start of the meeting;
    3. when a member of the meeting (including the Chair or Vice Chair) has a conflict of interest in relation to one or more items of business to be transacted at the meeting, the Chair (or Vice Chair or remaining non-conflicted members) must decide how to manage the conflict. The appropriate course of action will depend on the particular circumstances, but could include one or more of the following:
       1. where the Chair has a conflict of interest, deciding that the Vice Chair (or another non-conflicted member of the meeting if the Vice Chair is also conflicted) should chair all or part of the meeting;
       2. requiring the individual who has a conflict of interest (including the Chair or Vice Chair if necessary) not to attend the meeting;
       3. ensuring that the individual concerned does not receive the supporting papers or minutes of the meeting which relate to the matter(s) which give rise to the conflict;
       4. requiring the individual to leave the discussion when the relevant matter(s) are being discussed and when any decisions are being taken in relation to those matter(s). In private meetings, this could include requiring the individual to leave the room and in public meetings to either leave the room or join the audience in the public area;
       5. allowing the individual to participate in some or all of the discussion when the relevant matter(s) are being discussed but requiring them to leave the meeting when any decisions are being taken in relation to those matter(s). This may be appropriate where, for example, the conflicted individual has important relevant knowledge and experience of the matter(s) under discussion, which it would be of benefit for the meeting to hear, but this will depend on the nature and extent of the interest which has been declared;
       6. noting the interest and ensuring that all attendees are aware of the nature and extent of the interest but allowing the individual to remain and participate in both the discussion and in any decisions. This is only likely to be the appropriate course of action where it is decided that the interest which has been declared is either immaterial or not relevant to the matter(s) under discussion;
    4. ensure introductions are made at meetings where there are new attendees or members of the public present;
    5. at the beginning of all meetings the Register of Interests for that meeting should be highlighted and the Chair should give individuals the opportunity to identify potential conflicts of interests relating to specific items of business. Where an interest does occur during a meeting, the Chair is to complete and sign the Register for Recording Any Interests During Meetings (Appendix 6 of the ICB's Managing Conflicts of Interest Policy). This should then be passed to the Committee Administrator who will send this to the Corporate Governance Manager so that the Committee’s register of interests and the ICB's register of interests can be updated. If any committee members’ circumstances change and they raise this at the meeting, this register should also be completed and signed by the Chair (a declarations of interest checklist for Chairs can be found in Appendix 5 of the ICB’s Managing Conflicts of Interest Policy);
    6. ensure the meeting runs to time (no more than two hours);
    7. ensure all members have the opportunity to speak during the meeting – keeping order as necessary, and discussion relevant and to the point;
    8. ensure decisions are made and actions agreed – where there is a split vote, with no clear majority, the Chair will hold the casting vote;
    9. close off each item on the agenda and assist the minute taker by summarising key points, decisions and actions at the end;
    10. with the exception of the ICB, at the end of the meeting the Chair should ask the Committee’s assurance questions (see paragraph 6.3.2(ix)) and confirm whether anything requires escalation to ICB;
    11. review and agree the draft minutes with the minute taker; and
    12. ensure all actions are followed up.

Role of the Corporate Secretary

The role of the Corporate Secretary varies depending on the Terms of Reference, size and composition of the committee, and the chairing skills/style of the Chair. There are, however, certain roles which can be identified:

* + 1. to provide support to all Committee Administrators;
    2. to check whether new members have any special needs to enable them to participate fully in meetings and, if so, make provision accordingly with the Committee Administrator;
    3. to advise the meeting on procedural issues and matters, and past precedent;
    4. to be familiar with the Terms of Reference of the Committee and ensure that the position of the Committee is understood;
    5. read and be aware of the minutes of past meetings to ensure familiarity with the history of the committee and past major decisions which have been taken; and
    6. arrange to see the Chair of the Committee on a regular basis if possible. This will help establish a good working relationship and will also ensure that information about items which affect the Committee are related.

Layout and Format of Committee Papers

Printed information, including all Committee papers, should be accessible to people with sight problems, the following is general guidance and further information is available from the Royal National Institute for the Blind website (snib.org.uk). The following should be used whenever documents are likely to be accessed by the public:

* + 1. type size should be between 11 and 14 points;
    2. there should be good contrast between background and text, black text on a white background provides best contrast;
    3. Arial font should be used;
    4. blocks of capital letters, underlined or italicised text are difficult to read and should be avoided;
    5. numbers (including page numbers) should be printed in a typeface which is easy to read. Readers with sight problems can misread 3, 5, 8 & 0;
    6. avoid glossy paper or paper that is very thin.

Be Aware of Your Audience

It is important to be aware that it is relatively easy for members of the public, including the press, to access Committee papers, either because the meetings are held in public i.e. the ICB, or as a result of a 'Freedom of Information' request. Authors of papers need to be mindful of this particularly when conveying sensitive information. Further advice can be obtained from the following departments in the ICB:

* + 1. Corporate Governance;
    2. Information Governance; and
    3. Communications.
  1. Version control is important when documents are being created, and for any records that undergo a lot of revision and redrafting. Ensure that consistent numbering is used when using version control i.e. v1.0, v1.1, v1.2.

1. Meeting etiquette

Meeting etiquette is important as it provides a basis of trust, respect and honesty for the ICB. Meeting etiquette should be adhered to by all ICB staff, Board and Committee members at all meetings, sub-committees and groups. Further detail on these expectations can be found at Appendix 15.

1. Equality Statement
   1. The ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
   2. In carrying out its function, the ICB must have due regard to the PSED. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
2. Due Regard

This policy has been reviewed in relation to having due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Monitoring/Audit

The Corporate Governance Team is responsible for the monitoring and performance management of the Corporate Governance Framework and associated Committees. Where relevant Committees are failing to adhere to this framework and the Corporate Governance Handbook, it will be reported to the Audit and Governance Committee and the Committee Chair will be required to provide a report stating how they intend to rectify the situation, this includes when there are recurrent delays in the circulation of papers and inappropriate lengths of meetings.

Appendix 1 – Terms of Reference template

**[Committee Name]**

**Terms of Reference**

1. Scope
   1. The X Committee (“the Committee”) is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
   2. These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
   3. The Committee is a Non-Executive Member committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.
2. Purpose

The purpose of the Committee is to ensure that [insert].

1. ROLES AND RESPONSIBILITIES

The Committee will incorporate the following duties [insert].

1. Delegated Authority
   1. The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservations and Delegation and may be amended from time to time.
   2. The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.
2. Accountability
   1. The Committee is directly accountable to the ICB Board.
   2. The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
   3. The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
   4. The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
   5. The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
   6. The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
3. Membership and attendance
   1. **Membership**
      1. Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
      2. When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
      3. The membership of the Committee will comprise of:
      4. Subject experts will be attendees at each meeting.
      5. The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
      6. Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.
   2. **Chair and Vice Chair**

The Chair of the Committee shall be a Non-Executive Member of the ICB Board. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

* 1. **Attendance**
     1. It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
     2. Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
     3. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

1. Meeting Arrangements and Frequency
   1. The Committee will meet monthly before every ICB Board meeting to ensure all Quality and Performance information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.
   2. The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
   3. Where necessary members will be required to respond to virtual electronic communications owing to timescales.
   4. The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
   5. Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
   6. Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
   7. There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.
2. Quoracy
   1. The quorum necessary for the transaction of business shall be [XX] members, to include [TBC].
   2. A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
   3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
   4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.
3. Behaviours and decision-making
   1. **Behaviours**

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB’s Constitution, Standing Orders, and Standards of Business Conduct Policy.

* 1. **Decision-Making**
     1. Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
     2. Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
     3. Voting
        1. Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
        2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
        3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
     4. Urgent Decisions
        1. The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
        2. Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
        3. In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.
  2. **Equality and Diversity**
     1. The ICB aims to meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. The ICB aims to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration is also given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
     2. In carrying out its function, the ICB must have due regard to the Public Sector Equality Duty (PSED). This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  3. **Due Regard**

The ICB has due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. Sub-Committees
   1. The Committee may delegate responsibility for specific aspects of its duties to sub‑committees or working groups. The Terms of Reference of each such sub‑committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
   2. Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.
2. Interdependencies with other groups

[Insert]

1. Identifying and Managing Risks
   1. The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
   2. The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.
2. Managing Conflicts of Interest

Members of the Committee shall adopt the following approach:

* + 1. ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
    2. a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
    3. in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
    4. the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
    5. the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
       1. requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
       2. allowing the individual to participate in the discussion, but not the decision-making process;
       3. allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

1. Secretariat and Administration

The Committee shall be supported with a secretariat function which will include ensuring that:

* 1. the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
  2. attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
  3. records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
  4. good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
  5. the Chair is supported to prepare and deliver reports to the Board;
  6. the Committee is updated on pertinent issues/ areas of interest/ policy developments;
  7. action points are taken forward between meetings and progress against those actions is monitored.

1. Review
   1. The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
   2. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by [Committee Name]: [Date]

Approved by [insert committee accountable to]: [Date]

Review Date: [Date]

Appendix 2 –Board Agenda Template – Meeting in Public – ICB Business

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**MEETING IN PUBLIC AGENDA – ICB BUSINESS**

**[Date], [Time]**

**Via MST**

|  |
| --- |
| *Questions from members of the public should be emailed to* [*ddicb.enquiries@nhs.net*](mailto:ddicb.enquiries@nhs.net) *and a response will be provided within seven working days*  *This meeting will be recorded – please notify the Chair if you do not give consent* |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Time** | **Reference** | **Item** | **Presenter** | **Delivery** |
| **[xx:xx]** | **Introductory Items** | | | |
|  | ICB/2324/XX | Welcome, introductions and apologies | [Chair's Name] | Verbal |
|  | ICB/2324/XX | Confirmation of quoracy | [Chair's Name] | Verbal |
|  | ICB/2324/XX | Declarations of Interest   * Register of Interests * Summary register for recording interests during the meeting * Glossary | [Chair's Name] | Paper |
|  | ICB/2324/XX | Items Received from members of the public | [Chair's Name] | Verbal |
| **[xx:xx]** | **Minutes and Matters Arising** | | | |
|  | ICB/2324/XX | Minutes from the meeting held on [Date] | [Chair's Name] | Paper |
|  | ICB/2324/XX | Action Log from the meeting held on [Date] | [Chair's Name] | Paper |
| **[xx:xx]** | **Strategic Planning & Commissioning** | | | |
|  | ICB/2324/XX | Commissioning Reports/ Plans/Business Cases | [Name] |  |
| **[xx:xx]** | **Integrated Assurance & Performance** | | | |
|  | ICB/2324/XX | Integrated Assurance and Performance Report   * Quality * Performance * Workforce * Finance | [Name] | Paper |
| **[xx:xx]** | **Corporate Assurance** | | | |
|  | ICB/2324/XX | Audit and Governance Assurance Report | [Name] | Paper |
|  | ICB/2324/XX | Derbyshire Public Partnership Assurance Report | [Name] | Paper |
|  | ICB/2324/XX | Corporate Risk Register | [Name] | Paper |
| **[xx:xx]** | **Items for Information** | | | |
|  | *The following items are for information and will not be individually presented* | | | |
|  | ICB/2324/XX | Ratified minutes of ICB Committee Meetings:   * Audit & Governance Committee * People & Culture Committee * Public Partnership Committee * Quality & Performance Committee | [Name] | Paper |
| **[xx:xx]** | **Closing Items** | | | |
|  | ICB/2324/XX | Forward Planner | [Chair's Name] | Paper |
|  | ICB/2324/XX | Any Other Business | [Chair's Name] | Verbal |
|  | ICB/2324/XX | Date and time of next meeting:  Date:  Time:  Venue: | [Chair's Name] | Verbal |
| **Date and time of next Public NHS System meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams  **Date and time of next Public ICB Business meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams | | | [Chair's Name] | Paper |

Appendix 3 – Board Agenda Template – Confidential Meeting – ICB Business

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**CONFIDENTIAL MEETING AGENDA – ICB BUSINESS**

**[Date], [Time]**

**[Venue]**

|  |
| --- |
| *This meeting will be recorded – please notify the Chair if you do not give consent* |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Time** | **Reference** | **Item** | | **Presenter** | | **Delivery** |
| **[xx:xx]** | **Introductory Items** | | | | | |
|  | ICBC/2324/XX | Welcome, introductions and apologies | | [Chair's Name] | | Verbal |
|  | ICBC/2324/XX | Confirmation of quoracy | | [Chair's Name] | | Verbal |
|  | ICBC/2324/XX | Declarations of Interest   * Register of Interests * Summary register for recording interests during the meeting | | [Chair's Name] | | Paper |
| **[xx:xx]** | **Minutes and Matters Arising** | | | | | |
|  | ICBC/2324/XX | Minutes of the meeting held on [date] | | [Chair's Name] | | Paper |
|  | ICBC/2324/XX | Action Log – [date] | | [Chair's Name] | | Paper |
| **[xx:xx]** | **Strategic Planning & Commissioning** | | | | | |
|  | ICBC/2324/XX | Commissioning Reports/ Plans/Business Cases | | [Name] | | Paper |
| **[xx:xx]** | **Corporate Assurance** | | | | | |
|  | ICBC/2324/XX | Monthly System Finance Report | | [Name] | | Paper |
|  | ICBC/2324/XX | Confidential Finance & Estates Committee Assurance Report | | [Name] | | Paper |
|  | ICBC/2324/XX | Confidential Population Health and Strategic Commissioning Committee Assurance Report | | [Name] | | Paper |
|  | ICBC/2324/XX | Confidential Corporate Risk Register Report | | [Name] | | Paper |
| **[xx:xx]** | **Items for Information** | | | | | |
|  | *The following items are for information and will not be individually presented* | | | | | |
|  | ICBC/2324/XX | Ratified minutes of Confidential ICB Committee Meetings:   * Finance and Estates Committee * Population Health and Strategic Commissioning Committee | |  | | Paper |
| **[xx:xx]** | **Closing Items** | | | | | |
|  | ICBC/2324/XX | Forward Planner | | [Chair's Name] | | Paper |
|  | ICBC/2324/XX | Any Other Business | | [Chair's Name] | | Verbal |
| **Date and time of next Confidential NHS System meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams  **Date and time of next Confidential ICB Business meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams | | | [Chair's Name] | | Paper | |

Appendix 4 – Board Agenda Template – Meeting in Public– NHS System

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**MEETING IN PUBLIC AGENDA – NHS SYSTEM**

**[Date], [Time]**

**[Venue]**

|  |
| --- |
| *Questions from members of the public should be emailed to* [*ddicb.enquiries@nhs.net*](mailto:ddicb.enquiries@nhs.net) *and a response will be provided within seven working days*  *This meeting will be recorded – please notify the Chair if you do not give consent* |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Time** | **Reference** | **Item** | | **Presenter** | | **Delivery** |
| **[xx:xx]** | **Introductory Items** | | | | | |
|  | ICBS/2324/XX | Welcome, introductions and apologies | | [Chair's Name] | | Verbal |
|  | ICBS/2324/XX | Confirmation of quoracy | | [Chair's Name] | | Verbal |
|  | ICBS/2324/XX | Declarations of Interest   * Register of Interests * Summary register for recording interests during the meeting * Glossary | | [Chair's Name] | | Paper |
| **[xx:xx]** | **Minutes and Matters Arising** | | | | | |
|  | ICBS/2324/XX | Minutes of the meeting held on [date] | | [Chair's Name] | | Paper |
|  | ICBS/2324/XX | Action Log – [date] | | [Chair's Name] | | Paper |
| **[xx:xx]** | **System Assurance** | | | | | |
|  | ICBS/2324/XX | Pathway Review *(e.g. urgent care/ mental health) – to include patient story* | | [Name] | | Paper |
| **[xx:xx]** | **System Focus** | | | | | |
|  | ICBS/2324/XX | Communities and Places *(e.g. joint commissioning/place alliance)* | | [Name] | | Paper |
| **[xx:xx]** | **System Enabling Functions** | | | | | |
|  | ICBS/2324/XX | Enabling functions *(e.g. one workforce plan/green plan)* | | [Name] | | Paper |
| **[xx:xx]** | **Corporate Assurance** | | | | | |
|  | ICBS/2324/XX | System Board Assurance Framework (ICB) | | [Name] | | Paper |
| **[xx:xx]** | **Items for Information** | | | | | |
|  | *The following items are for information and will not be individually presented* | | | | | |
|  | ICBS/2324/XX | Ratified minutes of System Meetings:   * Derby City Health & Wellbeing Board * Derbyshire County Health & Wellbeing Board * Integrated Care Partnership * Provider Collaborative Leadership Board * Integrated Place Executive | | [Name] | | Paper |
| **[xx:xx]** | **Closing Items** | | | | | |
|  | ICBS/2324/XX | Forward Planner | | [Chair's Name] | | Paper |
|  | ICBS/2324/XX | Any Other Business | | [Chair's Name] | | Verbal |
| **Date and time of next Public ICB Business meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams  **Date and time of next Public NHS System meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams | | | [Chair's Name] | | Paper | |

Appendix 5 – Board Agenda Template – Confidential Meeting – NHS System

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**CONFIDENTIAL MEETING AGENDA – NHS SYSTEM**

**[Date], [Time]**

**[Venue]**

|  |
| --- |
| *This meeting will be recorded – please notify the Chair if you do not give consent* |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Time** | **Reference** | **Item** | | **Presenter** | | **Delivery** |
| **[xx:xx]** | **Introductory Items** | | | | | |
|  | ICBSC/2324/XX | Welcome, introductions and apologies | | [Chair's Name] | | Verbal |
|  | ICBSC/2324/XX | Confirmation of quoracy | | [Chair's Name] | | Verbal |
|  | ICBSC/2324/XX | Declarations of Interest   * Register of Interests * Summary register for recording interests during the meeting | | [Chair's Name] | | Paper |
| **[xx:xx]** | **Minutes and Matters Arising** | | | | | |
|  | ICBSC/2324/XX | Minutes of the meeting held on [date] | | [Chair's Name] | | Paper |
|  | ICBSC/2324/XX | Action Log – [date] | | [Chair's Name] | | Paper |
| **[xx:xx]** | **Confidential System Assurance** | | | | | |
|  | ICBSC/2324/XX | Pathway Review *(e.g. urgent care/ mental health) – to include patient story* | | [Name] | | Paper |
| **[xx:xx]** | **Confidential System Focus** | | | | | |
|  | ICBSC/2324/XX | Communities and Places *(e.g. joint commissioning/place alliance)* | | [Name] | | Paper |
| **[xx:xx]** | **Confidential System Enabling Functions** | | | | | |
|  | ICBSC/2324/XX | Enabling functions *(e.g. one workforce plan/green plan)* | | [Name] | | Paper |
| **[xx:xx]** | **Corporate Assurance** | | | | | |
|  | ICBSC/2324/XX |  | |  | |  |
| **[xx:xx]** | **Items for Information** | | | | | |
|  | *The following items are for information and will not be individually presented* | | | | | |
|  | ICBSC/2324/XX |  | |  | |  |
| **[xx:xx]** | **Closing Items** | | | | | |
|  | ICBSC/2324/XX | Forward Planner | | [Chair's Name] | | Paper |
|  | ICBSC/2324/XX | Any Other Business | | [Chair's Name] | | Verbal |
| **Date and time of next Confidential ICB Business meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams  **Date and time of next Confidential NHS System meeting:**  **Date:** [Date]  **Time:** [Time]  **Venue:** via MS Teams | | | [Chair's Name] | | Paper | |

Appendix 6 – ICB Corporate Committee Agenda Template

**NHS DERBY AND DERBYSHIRE INTEGRATED CARE BOARD**

**[NAME OF COMMITTEE] AGENDA**

**[Date], [Time]**

**[Venue]**

|  |
| --- |
| *This meeting will be recorded – please notify the Chair if you do not give consent* |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Time** | | **Reference** | | **Item** | | **Presenter** | **Delivery** |
| **[xx:xx]** | | **Introductory Items** | | | | | |
|  | | [Initials of meeting/2324/XX] | | Welcome, introductions and apologies | | [Chair's Name] | Verbal |
|  | | [Initials of meeting/2324/XX] | | Confirmation of quoracy | | [Chair's Name] | Verbal |
|  | | [Initials of meeting/2324/XX] | | Declarations of Interest   * Register of Interests * Summary register for recording interests during the meeting | | [Chair's Name] | Paper |
| **[xx:xx]** | | **Items for Decision** | | | | | |
|  | | [Initials of meeting/2324/XX] | | [Name of Report] | | [Name] |  |
| **[xx:xx]** | | **Items for Discussion** | | | | | |
|  | | [Initials of meeting/2324/XX] | | [Name of Report] | | [Name] |  |
| **[xx:xx]** | | **Corporate Assurance** | | | | | |
|  | | [Initials of meeting/2324/XX] | | [Name of Report] | | [Name] |  |
| **[xx:xx]** | | **Items for Information** | | | | | |
|  | | *The following items are for information and will not be individually presented* | | | | | |
|  | | [Initials of meeting/2324/XX] | | Ratified minutes of: | | [Name] | Paper |
| **[xx:xx]** | | **Minutes and Matters Arising** | | | | | |
|  | | [Initials of meeting/2324/XX] | | Minutes from the meeting held on [Date] | | [Chair's Name] | Paper |
|  | | [Initials of meeting/2324/XX] | | Action Log from the meeting held on [Date] | | [Chair's Name] | Paper |
| **[xx:xx]** | | **Closing Items** | | | | | |
|  | | [Initials of meeting/2324/XX] | | Forward Planner | | [Chair's Name] | Paper |
|  | [Initials of meeting/2324/XX] | | 1. | | Has the Committee been attended by all relevant Executive Directors and Senior Managers for assurance purposes? | | |
| 2. | | Were the papers presented to the Committee of an appropriate professional standard, did they incorporate detailed reports with sufficient factual information and clear recommendations? | | |
| 3. | | Has the committee discussed everything identified under the BAF and/or Risk Register, and are there any changes to be made to these documents as a result of these discussions? | | |
| 4. | | Were papers that have already been reported on at another committee presented to you in a summary form? | | |
| 5. | | Was the content of the papers suitable and appropriate for the public domain? | | |
| 6. | | Were the papers sent to Committee members at least 5 working days in advance of the meeting to allow for the review of papers for assurance purposes? | | |
| 7. | | Does the Committee wish to deep dive any area on the agenda, in more detail at the next meeting, or through a separate meeting with an Executive Director in advance of the next scheduled meeting? | | |
| 8. | | What recommendations do the Committee want to make to the ICB Board following the assurance process at today’s Committee meeting? | | |
|  | | [Initials of meeting/2324/XX] | | Any Other Business | | [Chair's Name] | Verbal |
|  | | [Initials of meeting/2324/XX] | | Date and time of next meeting:  Date:  Time:  Venue: | | [Chair's Name] | Verbal |

Appendix 7 – Internal Meeting Agenda Template

**NHS DERBY AND DERBYSHIRE INTEGRATED CARE BOARD**

**[NAME OF INTERNAL MEETING] AGENDA**

**[Date], [Time]**

**[Venue]**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Time** | **Reference** | **Item** | **Presenter** | **Delivery** |
| **[xx:xx]** | **Introductory Items** | | | |
|  | [Initials of meeting/2324/XX] | Welcome, introductions and apologies | [Chair's Name] | Verbal |
|  | [Initials of meeting/2324/XX] | Confirmation of quoracy | [Chair's Name] | Verbal |
|  | [Initials of meeting/2324/XX] | Declarations of Interest   * Register of Interests (if not applicable, please use the following definition: *Members are asked to declare any conflicts they have in regards to the agenda items today. A conflict of interest is defined as “a set of circumstances by which a reasonable person would consider that an Individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold” (NHS England, 2017).*) * Summary register for recording interests during the meeting | [Chair's Name] | Paper |
| **[xx:xx]** | **Items for Decision** | | | |
|  | [Initials of meeting/2324/XX] | [Name of Report] | [Name] |  |
| **[xx:xx]** | **Items for Discussion** | | | |
|  | [Initials of meeting/2324/XX] | [Name of Report] | [Name] |  |
| **[xx:xx]** | **Items for Information** | | | |
|  | *The following items are for information and will not be individually presented* | | | |
|  | [Initials of meeting/2324/XX] |  | [Name] | Paper |
| **[xx:xx]** | **Minutes and Matters Arising** | | | |
|  | [Initials of meeting/2324/XX] | Minutes from the meeting held on [Date] | [Chair's Name] | Paper |
|  | [Initials of meeting/2324/XX] | Action Log from the meeting held on [Date] | [Chair's Name] | Paper |
| **[xx:xx]** | **Closing Items** | | | |
|  | [Initials of meeting/2324/XX] | Forward Planner | [Chair's Name] | Paper |
|  | [Initials of meeting/2324/XX] | Any Other Business | [Chair's Name] | Verbal |
|  | [Initials of meeting/2324/XX] | Date and time of next meeting:  Date:  Time:  Venue: | [Chair's Name] | Verbal |

Appendix 8 – ICB Board Cover Sheet Template

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**[DATE]**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | | | | | **Item: [XX]** | | |
|  |  | | | | | | | |
| **Report Title** | [Insert title of report] | | | | | | | |
|  |  | | | | | | | |
| **Author** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Sponsor**  **(Executive Director)** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Presenter** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Paper purpose** | Decision |  | Discussion |  | Assurance |  | Information |  |
|  |  | | | | | | | |
| **Appendices** | [Please list all appendices and attachments to the report] | | | | | | | |
|  |  | | | | | | | |
| **Assurance Report Signed off by Chair** | [Name, Job Title]/[Not Applicable] | | | | | | | |
|  |  | | | | | | | |
| **Which committee has the subject matter been through?** | [Name of committee, date of meeting] | | | | | | | |

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Recommendations** | | | | | | | | | | | | | | | | | | | | | | | |
| The ICB Board are recommended to **[APPROVE/DISCUSS/NOTE/RATIFY/AGREE]** the [insert title of report]. | | | | | | | | | | | | | | | | | | | | | | | |
| **Purpose** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Background** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Report Summary** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Identification of Key Risks** | | | | | | | | | | | | | | | | | | | | | | | |
| **SR1** | The increasing need for healthcare intervention is not met in most appropriate and timely way, and inadequate capacity impacts the ability of the NHS in Derby and Derbyshire and upper tier Councils to deliver consistently safe services with appropriate levels of care. | | | | | | | | | | |  | | **SR2** | | | | Short term operational needs hinder the pace and scale required to improve health outcomes and life expectancy. | | | | |  | |
| **SR3** | There is a risk that the population is not sufficiently engaged and able to influence the design and development of services, leading to inequitable access to care and poorer health outcomes. | | | | | | | | | | |  | | **SR4** | | | | The NHS in Derbyshire is unable to reduce costs and improve productivity to enable the ICB to move into a sustainable financial position and achieve best value from the £3.4bn available funding. | | | | |  | |
| **SR5** | There is a risk that the system is not able to maintain a sustainable workforce and positive staff experience in line with the people promise due to the impact of the financial challenge. | | | | | | | | | | |  | | **SR6** | | | | *Risk merged with SR5* | | | | |  | |
| **SR7** | Decisions and actions taken by individual organisations are not aligned with the strategic aims of the system, impacting on the scale of transformation and change required. | | | | | | | | | | |  | | **SR8** | | | | There is a risk that the system does not establish intelligence and analytical solutions to support effective decision making. | | | | |  | |
| **SR9** | There is a risk that the gap in health and care widens due to a range of factors including resources used to meet immediate priorities which limits the ability of the system to achieve long term strategic objectives including reducing health inequalities and improve outcomes. | | | | | | | | | | |  | | **SR10** | | | | There is a risk that the system does not identify, prioritise and adequately resource digital transformation in order to improve outcomes and enhance efficiency. | | | | |  | |
| *Please indicate above which strategic risk(s) the paper supports and also make reference here to any risks within the ICB's risk register, which can be found* [*here*](https://intranet.ddicb-nhs.uk/staff-area/governance/risk-management/)*.* | | | | | | | | | | | | | | | | | | | | | | | |
| **Financial impact on the ICB or wider Integrated Care System** | | | | | | | | | | | | | | | | | | | | | | | |
| ***[To be completed by Finance Team ONLY]*** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | No | | | | | | | | | | | | N/A | | | |
| **Details/Findings**  *What is the full cost of this project/commitment/business case?*  *How is this funded? And is the funding recurrent/non-recurrent?*  *Is there a financial benefit expected elsewhere in the System?*  *Is there a clear exit strategy from this project if funding is expected to cease?* | | | | | | | | | | | | | | | | | | | | **Has this been signed off by a finance team member?**  *Please indicate, by name and job title, the finance lead that has contributed to this paper.* | | | |
| **Have any conflicts of interest been identified throughout the decision-making process?** | | | | | | | | | | | | | | | | | | | | | | | |
| *Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed* | | | | | | | | | | | | | | | | | | | | | | | |
| **Project Dependencies** | | | | | | | | | | | | | | | | | | | | | | | |
| **Completion of Impact Assessments** | | | | | | | | | | | | | | | | | | | | | | | |
| **Data Protection Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Quality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Equality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Risk Rating:** | | | | | | | | | | | **Summary:** | | | | | | |
| **Has there been involvement of Patients, Public and other key stakeholders?**  **Include summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Summary:** | | | | | | | | | | | | | | | | | |
| **Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:** | | | | | | | | | | | | | | | | | | | | | | | |
| Better health outcomes | | | | | | | | | |  | | | Improved patient access and experience | | | | | | | | |  | |
| A representative and supported workforce | | | | | | | | | |  | | | Inclusive leadership | | | | | | | | |  | |
| **Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?** | | | | | | | | | | | | | | | | | | | | | | | |
| *When the ICB delivers their functions, the ICB must have due regard in:*   * *eliminating unlawful discrimination* * *advancing equality of opportunity between people who share a protected characteristic* * *encouraging good relations between those who share a protected characteristic and those who do not*   *Please discuss any implications or risks that have been identified in regard to these duties.* | | | | | | | | | | | | | | | | | | | | | | | |
| **When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?** | | | | | | | | | | | | | | | | | | | | | | | |
| Carbon reduction | | | |  | | | AirPollution | | | | | | | | |  | | | Waste | |  | | |
| **Details/Findings** | | | | | | | | | | | | | | | | | | | | | | | |

Appendix 9 – Confidential ICB Board Cover Sheet Template

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**CONFIDENTIAL SESSION**

**[DATE]**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | | | | | **Item: [XX]** | | |
|  |  | | | | | | | |
| **Report Title** | [Insert title of report] | | | | | | | |
|  |  | | | | | | | |
| **Author** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Sponsor**  **(Executive Director)** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Presenter** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Paper purpose** | Decision |  | Discussion |  | Assurance |  | Information |  |
|  |  | | | | | | | |
| **Appendices** | [Please list all appendices and attachments to the report] | | | | | | | |
|  |  | | | | | | | |
| **Assurance Report Signed off by Chair** | [Name, Job Title]/[Not Applicable] | | | | | | | |
|  |  | | | | | | | |
| **Which committee has the subject matter been through?** | [Name of committee, date of meeting] | | | | | | | |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Recommendations** | | | | | | | | | | | | | | | | | | | | | | | |
| The ICB Board are recommended to **[APPROVE/DISCUSS/NOTE/RATIFY/AGREE]** the [insert title of report]. | | | | | | | | | | | | | | | | | | | | | | | |
| **Reason for inclusion in the confidential session** | | | | | | | | | | | | | | | | | | | | | | | |
| *Please explain why this paper cannot be considered in the public session* | | | | | | | | | | | | | | | | | | | | | | | |
| **Purpose** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Background** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Report Summary** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Identification of Key Risks** | | | | | | | | | | | | | | | | | | | | | | | | |
| **SR1** | The increasing need for healthcare intervention is not met in most appropriate and timely way, and inadequate capacity impacts the ability of the NHS in Derby and Derbyshire and upper tier Councils to deliver consistently safe services with appropriate levels of care. | | | | | | | | | | |  | | **SR2** | | | | Short term operational needs hinder the pace and scale required to improve health outcomes and life expectancy. | | | | |  | | |
| **SR3** | There is a risk that the population is not sufficiently engaged and able to influence the design and development of services, leading to inequitable access to care and poorer health outcomes. | | | | | | | | | | |  | | **SR4** | | | | The NHS in Derbyshire is unable to reduce costs and improve productivity to enable the ICB to move into a sustainable financial position and achieve best value from the £3.4bn available funding. | | | | |  | | |
| **SR5** | There is a risk that the system is not able to maintain a sustainable workforce and positive staff experience in line with the people promise due to the impact of the financial challenge. | | | | | | | | | | |  | | **SR6** | | | | *Risk merged with SR5* | | | | |  | | |
| **SR7** | Decisions and actions taken by individual organisations are not aligned with the strategic aims of the system, impacting on the scale of transformation and change required. | | | | | | | | | | |  | | **SR8** | | | | There is a risk that the system does not establish intelligence and analytical solutions to support effective decision making. | | | | |  | | |
| **SR9** | There is a risk that the gap in health and care widens due to a range of factors including resources used to meet immediate priorities which limits the ability of the system to achieve long term strategic objectives including reducing health inequalities and improve outcomes. | | | | | | | | | | |  | | **SR10** | | | | There is a risk that the system does not identify, prioritise and adequately resource digital transformation in order to improve outcomes and enhance efficiency. | | | | |  | | |
| *Please indicate above which strategic risk(s) the paper supports and also make reference here to any risks within the ICB's risk register, which can be found* [*here*](https://intranet.ddicb-nhs.uk/staff-area/governance/risk-management/)*.* | | | | | | | | | | | | | | | | | | | | | | | | |
| **Financial impact on the ICB or wider Integrated Care System** | | | | | | | | | | | | | | | | | | | | | | | | |
| ***[To be completed by Finance Team ONLY]*** | | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | No | | | | | | | | | | | | N/A | | | | |
| **Details/Findings**  *What is the full cost of this project/commitment/business case?*  *How is this funded? And is the funding recurrent/non-recurrent?*  *Is there a financial benefit expected elsewhere in the System?*  *Is there a clear exit strategy from this project if funding is expected to cease?* | | | | | | | | | | | | | | | | | | | | **Has this been signed off by a finance team member?**  *Please indicate, by name and job title, the finance lead that has contributed to this paper.* | | | | |
| **Have any conflicts of interest been identified throughout the decision-making process?** | | | | | | | | | | | | | | | | | | | | | | | |
| *Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed* | | | | | | | | | | | | | | | | | | | | | | | |
| **Project Dependencies** | | | | | | | | | | | | | | | | | | | | | | | |
| **Completion of Impact Assessments** | | | | | | | | | | | | | | | | | | | | | | | |
| **Data Protection Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Quality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Equality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Risk Rating:** | | | | | | | | | | | **Summary:** | | | | | | |
| **Has there been involvement of Patients, Public and other key stakeholders?**  **Include summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Summary:** | | | | | | | | | | | | | | | | | |
| **Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:** | | | | | | | | | | | | | | | | | | | | | | | |
| Better health outcomes | | | | | | | | | |  | | | Improved patient access and experience | | | | | | | | |  | |
| A representative and supported workforce | | | | | | | | | |  | | | Inclusive leadership | | | | | | | | |  | |
| **Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?** | | | | | | | | | | | | | | | | | | | | | | | |
| *When the ICB delivers their functions, the ICB must have due regard in:*   * *eliminating unlawful discrimination* * *advancing equality of opportunity between people who share a protected characteristic* * *encouraging good relations between those who share a protected characteristic and those who do not*   *Please discuss any implications or risks that have been identified in regard to these duties.* | | | | | | | | | | | | | | | | | | | | | | | |
| **When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?** | | | | | | | | | | | | | | | | | | | | | | | |
| Carbon reduction | | | |  | | | AirPollution | | | | | | | | |  | | | Waste | |  | | |
| **Details/Findings** | | | | | | | | | | | | | | | | | | | | | | | |

Appendix 10 – Committee Cover Sheet Template

**[COMMITTEE NAME]**

**[DATE]**

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|  | | | | | | **Item: [XX]** | | |
|  |  | | | | | | | |
| **Report Title** | [Insert title of report] | | | | | | | |
|  |  | | | | | | | |
| **Author** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Sponsor**  **(Executive Director)** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Presenter** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Paper purpose** | Decision |  | Discussion |  | Assurance |  | Information |  |
|  |  | | | | | | | |
| **Appendices** | [Please list all appendices and attachments to the report] | | | | | | | |
|  |  | | | | | | | |
| **Which committee has the subject matter been through?** | [Name of committee, date of meeting] | | | | | | | |

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| **Recommendations** | | | | | | | | | | | | | | | | | | | | | | | |
| The [Committee name] are recommended to **[APPROVE/DISCUSS/NOTE/RATIFY/AGREE]** the [insert title of report]. | | | | | | | | | | | | | | | | | | | | | | | |
| **Purpose** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Background** | | | | | | | | | | | | | | | | | | | | | | | |
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| **Report Summary** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Identification of Key Risks** | | | | | | | | | | | | | | | | | | | | | | | | |
| **SR1** | The increasing need for healthcare intervention is not met in most appropriate and timely way, and inadequate capacity impacts the ability of the NHS in Derby and Derbyshire and upper tier Councils to deliver consistently safe services with appropriate levels of care. | | | | | | | | | | |  | | **SR2** | | | | Short term operational needs hinder the pace and scale required to improve health outcomes and life expectancy. | | | | |  | | |
| **SR3** | There is a risk that the population is not sufficiently engaged and able to influence the design and development of services, leading to inequitable access to care and poorer health outcomes. | | | | | | | | | | |  | | **SR4** | | | | The NHS in Derbyshire is unable to reduce costs and improve productivity to enable the ICB to move into a sustainable financial position and achieve best value from the £3.4bn available funding. | | | | |  | | |
| **SR5** | There is a risk that the system is not able to maintain a sustainable workforce and positive staff experience in line with the people promise due to the impact of the financial challenge. | | | | | | | | | | |  | | **SR6** | | | | *Risk merged with SR5* | | | | |  | | |
| **SR7** | Decisions and actions taken by individual organisations are not aligned with the strategic aims of the system, impacting on the scale of transformation and change required. | | | | | | | | | | |  | | **SR8** | | | | There is a risk that the system does not establish intelligence and analytical solutions to support effective decision making. | | | | |  | | |
| **SR9** | There is a risk that the gap in health and care widens due to a range of factors including resources used to meet immediate priorities which limits the ability of the system to achieve long term strategic objectives including reducing health inequalities and improve outcomes. | | | | | | | | | | |  | | **SR10** | | | | There is a risk that the system does not identify, prioritise and adequately resource digital transformation in order to improve outcomes and enhance efficiency. | | | | |  | | |
| *Please indicate above which strategic risk(s) the paper supports and also make reference here to any risks within the ICB's risk register, which can be found* [*here*](https://intranet.ddicb-nhs.uk/staff-area/governance/risk-management/)*.* | | | | | | | | | | | | | | | | | | | | | | | | |
| **Financial impact on the ICB or wider Integrated Care System** | | | | | | | | | | | | | | | | | | | | | | | | |
| ***[To be completed by Finance Team ONLY]*** | | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | No | | | | | | | | | | | | N/A | | | | |
| **Details/Findings**  *What is the full cost of this project/commitment/business case?*  *How is this funded? And is the funding recurrent/non-recurrent?*  *Is there a financial benefit expected elsewhere in the System?*  *Is there a clear exit strategy from this project if funding is expected to cease?* | | | | | | | | | | | | | | | | | | | | **Has this been signed off by a finance team member?**  *Please indicate, by name and job title, the finance lead that has contributed to this paper.* | | | | |
| **Have any conflicts of interest been identified throughout the decision-making process?** | | | | | | | | | | | | | | | | | | | | | | | |
| *Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed* | | | | | | | | | | | | | | | | | | | | | | | |
| **Project Dependencies** | | | | | | | | | | | | | | | | | | | | | | | |
| **Completion of Impact Assessments** | | | | | | | | | | | | | | | | | | | | | | | |
| **Data Protection Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Quality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Equality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Risk Rating:** | | | | | | | | | | | **Summary:** | | | | | | |
| **Has there been involvement of Patients, Public and other key stakeholders?**  **Include summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Summary:** | | | | | | | | | | | | | | | | | |
| **Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:** | | | | | | | | | | | | | | | | | | | | | | | |
| Better health outcomes | | | | | | | | | |  | | | Improved patient access and experience | | | | | | | | |  | |
| A representative and supported workforce | | | | | | | | | |  | | | Inclusive leadership | | | | | | | | |  | |
| **Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?** | | | | | | | | | | | | | | | | | | | | | | | |
| *When the ICB delivers their functions, the ICB must have due regard in:*   * *eliminating unlawful discrimination* * *advancing equality of opportunity between people who share a protected characteristic* * *encouraging good relations between those who share a protected characteristic and those who do not*   *Please discuss any implications or risks that have been identified in regard to these duties.* | | | | | | | | | | | | | | | | | | | | | | | |
| **When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?** | | | | | | | | | | | | | | | | | | | | | | | |
| Carbon reduction | | | |  | | | AirPollution | | | | | | | | |  | | | Waste | |  | | |
| **Details/Findings** | | | | | | | | | | | | | | | | | | | | | | | |

Appendix 11 – Confidential Committee Cover Sheet Template

**[COMMITTEE NAME]**

**CONFIDENTIAL SESSION**

**[DATE]**

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|  | | | | | | **Item: [XX]** | | |
|  |  | | | | | | | |
| **Report Title** | [Insert title of report] | | | | | | | |
|  |  | | | | | | | |
| **Author** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Sponsor**  **(Executive Director)** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Presenter** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Paper purpose** | Decision |  | Discussion |  | Assurance |  | Information |  |
|  |  | | | | | | | |
| **Appendices** | [Please list all appendices and attachments to the report] | | | | | | | |
|  |  | | | | | | | |
| **Which committee has the subject matter been through?** | [Name of committee, date of meeting] | | | | | | | |

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| **Recommendations** | | | | | | | | | | | | | | | | | | | | | | | |
| The [Committee name] are recommended to **[APPROVE/DISCUSS/NOTE/RATIFY/AGREE]** the [insert title of report]. | | | | | | | | | | | | | | | | | | | | | | | |
| **Reason for inclusion in the confidential session** | | | | | | | | | | | | | | | | | | | | | | | |
| *Please explain why this paper cannot be considered in the public session* | | | | | | | | | | | | | | | | | | | | | | | |
| **Purpose** | | | | | | | | | | | | | | | | | | | | | | | |
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| **Background** | | | | | | | | | | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | | | | | | | | | | |
| **Report Summary** | | | | | | | | | | | | | | | | | | | | | | | |
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| **Identification of Key Risks** | | | | | | | | | | | | | | | | | | | | | | | | |
| **SR1** | The increasing need for healthcare intervention is not met in most appropriate and timely way, and inadequate capacity impacts the ability of the NHS in Derby and Derbyshire and upper tier Councils to deliver consistently safe services with appropriate levels of care. | | | | | | | | | | |  | | **SR2** | | | | Short term operational needs hinder the pace and scale required to improve health outcomes and life expectancy. | | | | |  | | |
| **SR3** | There is a risk that the population is not sufficiently engaged and able to influence the design and development of services, leading to inequitable access to care and poorer health outcomes. | | | | | | | | | | |  | | **SR4** | | | | The NHS in Derbyshire is unable to reduce costs and improve productivity to enable the ICB to move into a sustainable financial position and achieve best value from the £3.4bn available funding. | | | | |  | | |
| **SR5** | There is a risk that the system is not able to maintain a sustainable workforce and positive staff experience in line with the people promise due to the impact of the financial challenge. | | | | | | | | | | |  | | **SR6** | | | | *Risk merged with SR5* | | | | |  | | |
| **SR7** | Decisions and actions taken by individual organisations are not aligned with the strategic aims of the system, impacting on the scale of transformation and change required. | | | | | | | | | | |  | | **SR8** | | | | There is a risk that the system does not establish intelligence and analytical solutions to support effective decision making. | | | | |  | | |
| **SR9** | There is a risk that the gap in health and care widens due to a range of factors including resources used to meet immediate priorities which limits the ability of the system to achieve long term strategic objectives including reducing health inequalities and improve outcomes. | | | | | | | | | | |  | | **SR10** | | | | There is a risk that the system does not identify, prioritise and adequately resource digital transformation in order to improve outcomes and enhance efficiency. | | | | |  | | |
| *Please indicate above which strategic risk(s) the paper supports and also make reference here to any risks within the ICB's risk register, which can be found* [*here*](https://intranet.ddicb-nhs.uk/staff-area/governance/risk-management/)*.* | | | | | | | | | | | | | | | | | | | | | | | | |
| **Financial impact on the ICB or wider Integrated Care System** | | | | | | | | | | | | | | | | | | | | | | | | |
| ***[To be completed by Finance Team ONLY]*** | | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | No | | | | | | | | | | | | N/A | | | | |
| **Details/Findings**  *What is the full cost of this project/commitment/business case?*  *How is this funded? And is the funding recurrent/non-recurrent?*  *Is there a financial benefit expected elsewhere in the System?*  *Is there a clear exit strategy from this project if funding is expected to cease?* | | | | | | | | | | | | | | | | | | | | **Has this been signed off by a finance team member?**  *Please indicate, by name and job title, the finance lead that has contributed to this paper.* | | | | |
| **Have any conflicts of interest been identified throughout the decision-making process?** | | | | | | | | | | | | | | | | | | | | | | | |
| *Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed* | | | | | | | | | | | | | | | | | | | | | | | |
| **Project Dependencies** | | | | | | | | | | | | | | | | | | | | | | | |
| **Completion of Impact Assessments** | | | | | | | | | | | | | | | | | | | | | | | |
| **Data Protection Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Quality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Equality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Risk Rating:** | | | | | | | | | | | **Summary:** | | | | | | |
| **Has there been involvement of Patients, Public and other key stakeholders?**  **Include summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Summary:** | | | | | | | | | | | | | | | | | |
| **Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:** | | | | | | | | | | | | | | | | | | | | | | | |
| Better health outcomes | | | | | | | | | |  | | | Improved patient access and experience | | | | | | | | |  | |
| A representative and supported workforce | | | | | | | | | |  | | | Inclusive leadership | | | | | | | | |  | |
| **Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?** | | | | | | | | | | | | | | | | | | | | | | | |
| *When the ICB delivers their functions, the ICB must have due regard in:*   * *eliminating unlawful discrimination* * *advancing equality of opportunity between people who share a protected characteristic* * *encouraging good relations between those who share a protected characteristic and those who do not*   *Please discuss any implications or risks that have been identified in regard to these duties.* | | | | | | | | | | | | | | | | | | | | | | | |
| **When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?** | | | | | | | | | | | | | | | | | | | | | | | |
| Carbon reduction | | | |  | | | AirPollution | | | | | | | | |  | | | Waste | |  | | |
| **Details/Findings** | | | | | | | | | | | | | | | | | | | | | | | |

Appendix 12 – Board Assurance Report Template

**NHS DERBY AND DERBYSHIRE ICB BOARD**

**[MEETING IN PUBLIC]/[CONFIDENTIAL MEETING]**

**[DATE]**

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|  | | | | | | **Item: [XX]** | | |
|  |  | | | | | | | |
| **Report Title** | [Name of committee] Assurance Report – [date(s) of meeting(s)] | | | | | | | |
|  |  | | | | | | | |
| **Author** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Sponsor**  **(Executive Director)** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Presenter** | [Name, Job Title] | | | | | | | |
|  |  | | | | | | | |
| **Paper purpose** | Decision |  | Discussion |  | Assurance |  | Information |  |
|  |  | | | | | | | |
| **Appendices** | Appendix 1 – Committee Assurance Report | | | | | | | |
|  |  | | | | | | | |
| **Assurance Report agreed by:** | [Name of Chair and role] | | | | | | | |
|  |  | | | | | | | |
| **Which committee has the subject matter been through?** | [Name of committee], [Date(s) of meeting(s)] | | | | | | | |

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| **Recommendations** | | | | | | | | | | | | | | | | | | | | | | | |
| The ICB Board are recommended to **NOTE** the [name of committee] Assurance Report. | | | | | | | | | | | | | | | | | | | | | | | |
| **Items to escalate to the ICB Board** | | | | | | | | | | | | | | | | | | | | | | | |
| *[Please refer here to any items detailed within Appendix 1 which need to be escalated to the Board]* | | | | | | | | | | | | | | | | | | | | | | | |
| **Purpose** | | | | | | | | | | | | | | | | | | | | | | | |
| This report provides the Board with a brief summary of the items transacted at the meeting of the [committee meeting name] on the [date(s) of meeting(s)]. | | | | | | | | | | | | | | | | | | | | | | | |
| **Background** | | | | | | | | | | | | | | | | | | | | | | | |
| The [committee meeting name] ensures that the ICB effectively delivers the statutory functions of the ICB. | | | | | | | | | | | | | | | | | | | | | | | |
| **Report Summary** | | | | | | | | | | | | | | | | | | | | | | | |
| The [name of committee]'s Assurance Report (Appendix 1) highlights to the ICB Board any:   * matters of concern or key risks to escalate; * decisions made; * major actions commissioned or work underway; * positive assurances received; and * comments on the effectiveness of the meeting. | | | | | | | | | | | | | | | | | | | | | | | |
| **Identification of Key Risks** | | | | | | | | | | | | | | | | | | | | | | | |
| **SR1** | The increasing need for healthcare intervention is not met in most appropriate and timely way, and inadequate capacity impacts the ability of the NHS in Derby and Derbyshire and upper tier Councils to deliver consistently safe services with appropriate levels of care. | | | | | | | | | | |  | | **SR2** | | | | Short term operational needs hinder the pace and scale required to improve health outcomes and life expectancy. | | | | |  |
| **SR3** | There is a risk that the population is not sufficiently engaged and able to influence the design and development of services, leading to inequitable access to care and poorer health outcomes. | | | | | | | | | | |  | | **SR4** | | | | The NHS in Derbyshire is unable to reduce costs and improve productivity to enable the ICB to move into a sustainable financial position and achieve best value from the £3.4bn available funding. | | | | |  |
| **SR5** | There is a risk that the system is not able to maintain a sustainable workforce and positive staff experience in line with the people promise due to the impact of the financial challenge. | | | | | | | | | | |  | | **SR6** | | | | *Risk merged with SR5* | | | | |  |
| **SR7** | Decisions and actions taken by individual organisations are not aligned with the strategic aims of the system, impacting on the scale of transformation and change required. | | | | | | | | | | |  | | **SR8** | | | | There is a risk that the system does not establish intelligence and analytical solutions to support effective decision making. | | | | |  |
| **SR9** | There is a risk that the gap in health and care widens due to a range of factors including resources used to meet immediate priorities which limits the ability of the system to achieve long term strategic objectives including reducing health inequalities and improve outcomes. | | | | | | | | | | |  | | **SR10** | | | | There is a risk that the system does not identify, prioritise and adequately resource digital transformation in order to improve outcomes and enhance efficiency. | | | | |  |
| *Please indicate above which strategic risk(s) the paper supports and also make reference here to any risks within the ICB's risk register, which can be found* [*here*](https://intranet.ddicb-nhs.uk/staff-area/governance/risk-management/)*.* | | | | | | | | | | | | | | | | | | | | | | | |
| **Financial impact on the ICB or wider Integrated Care System** | | | | | | | | | | | | | | | | | | | | | | | |
| ***[To be completed by Finance Team ONLY]*** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | | | | | | | No | | | | | | | | | | | | N/A | | | |
| **Details/Findings**  *What is the full cost of this project/commitment/business case?*  *How is this funded? And is the funding recurrent/non-recurrent?*  *Is there a financial benefit expected elsewhere in the System?*  *Is there a clear exit strategy from this project if funding is expected to cease?* | | | | | | | | | | | | | | | | | | | | **Has this been signed off by a finance team member?**  *Please indicate, by name and job title, the finance lead that has contributed to this paper.* | | | |
| **Have any conflicts of interest been identified throughout the decision-making process?** | | | | | | | | | | | | | | | | | | | | | | | |
| *Were any conflicts of interest raised at the meeting?* | | | | | | | | | | | | | | | | | | | | | | | |
| **Project Dependencies** | | | | | | | | | | | | | | | | | | | | | | | |
| **Completion of Impact Assessments** | | | | | | | | | | | | | | | | | | | | | | | |
| **Data Protection Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Quality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Equality Impact Assessment** | | | | | Yes | | | | No | | N/A | | | | **Details/Findings** | | | | | | | | |
|  | | | | | | | | |
| **Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Risk Rating:** | | | | | | | | | | | **Summary:** | | | | | | |
| **Has there been involvement of Patients, Public and other key stakeholders?**  **Include summary of findings below, if applicable** | | | | | | | | | | | | | | | | | | | | | | | |
| Yes | | No | N/A | | | **Summary:** | | | | | | | | | | | | | | | | | |
| **Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:** | | | | | | | | | | | | | | | | | | | | | | | |
| Better health outcomes | | | | | | | | | |  | | | Improved patient access and experience | | | | | | | | |  | |
| A representative and supported workforce | | | | | | | | | |  | | | Inclusive leadership | | | | | | | | |  | |
| **Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?** | | | | | | | | | | | | | | | | | | | | | | | |
| *When the ICB delivers their functions, the ICB must have due regard in:*   * *eliminating unlawful discrimination* * *advancing equality of opportunity between people who share a protected characteristic* * *encouraging good relations between those who share a protected characteristic and those who do not*   *Please discuss any implications or risks that have been identified in regard to these duties.* | | | | | | | | | | | | | | | | | | | | | | | |
| **When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?** | | | | | | | | | | | | | | | | | | | | | | | |
| Carbon reduction | | | |  | | | AirPollution | | | | | | | | |  | | | Waste | |  | | |
| **Details/Findings** | | | | | | | | | | | | | | | | | | | | | | | |

**Appendix 1 – Board Assurance Report**

**Board Assurance Report**

**[name of committee] on [date of meeting]**

|  |  |
| --- | --- |
| **Matters of concern or key risks to escalate** | **Decisions made** |
|  |  |
| **Major actions commissioned or work underway** | **Positive assurances received** |
|  |  |
| **Comments on the effectiveness of the meeting** | |
|  | |

Appendix 13 – Minutes Template

**MINUTES OF THE [COMMITTEE NAME] HELD ON [DATE] [VENUE NAME] AT [TIME]**

*[All names should be presented alphabetically by surname after the Chair]*

|  |  |  |
| --- | --- | --- |
| **Present:** *[Those who are in attendance and a part of the Committee’s membership)* | | |
| [Chair Name] | [Initials] | [Job Title] (Chair) |
| [Name] | [Initials] | [Job Title] |
| **In Attendance:** *[(Those who are in attendance and not a part of the Committee’s membership]* | | |
| [Name] | [Initials] | [Job Title] |
|  |  |  |
| **Apologies:** | | |
| [Name] | [Initials] | [Job Title] |

|  |  |  |
| --- | --- | --- |
| **Item No.** | **Item** | **Action** |
| **[Initials of meeting/2324/XX]** | **Welcome, introductions and apologies** |  |
| **[Initials of meeting/2324/XX]** | **Confirmation of quoracy** |  |
| **[Initials of meeting/2324/XX]** | **Declarations of Interest**  [Chair] reminded committee members of their obligation to declare any interest they may have on any issues arising at committee meetings which might conflict with the business of the ICB.  Declarations declared by members of the [name of committee] are listed in the ICB’s Register of Interests and included with the meeting papers. The Register is also available either via the Executive Assistant to the Board or the ICB website at the following link: <https://joinedupcarederbyshire.co.uk/derbyshire-integrated-care-board/conflicts-of-interest/>  Declarations of interest from sub‑committees  No declarations of interest were made.  *[If declared, a register will be included in the papers to show who declared an interest, at what meeting and for which item]*  Declarations of interest from today’s meeting  No declarations of interest were made.  OR  The following update was received at the meeting:  With reference to business to be discussed at this meeting, [name of individual] declared that he/she has an interest in Item [XX]. This was due to [include details of why they are conflicted].  It was agreed that [name of individual] would not be included in any discussions on agenda item [X] due to a direct conflict of interest.  OR  [Chair] and [name of individual] discussed the conflict of interest, which is recorded on the register of interest, before the meeting and [name of individual] agreed to remove [himself/herself] from the table and not be involved in the discussion around agenda item [X].  OR  It was agreed that this item was for information purposes only and therefore [name of individual] would remain in the meeting. |  |
| **FOR DECISION** | | |
| **[Initials of meeting/2324/XX]** | **[Title of item]**  Due to a conflict of interest, [name of individual] left the meeting, excluding [himself/herself] from the discussion regarding [X].  **The [COMMITTEE NAME] APPROVED the [AGENDA ITEM X].** |  |
|  | [Name of individual] was brought back into the meeting. |  |
| **FOR DISCUSSION** | | |
| **[Initials of meeting/2324/XX]** |  |  |
| **FOR CORPORATE ASSURANCE** | | |
| **[Initials of meeting/2324/XX]** |  |  |
| **FOR INFORMATION** | | |
| **[Initials of meeting/2324/XX]** |  |  |
| **[Initials of meeting/2324/XX]** | **ANY OTHER BUSINESS**  [No other business was raised]. |  |
| **MINUTES AND MATTERS ARISING** | | |
| **[Initials of meeting/2324/XX]** | **Minutes from the meeting held on [Date]**  The minutes from the meeting held on [date] were agreed as a true and accurate record. |  |
| **[Initials of meeting/2324/XX]** | **Action Log from the meeting held on [Date]**  The action log was reviewed. |  |
| **DATE AND TIME OF NEXT MEETING** | | |
| **Date:** [Date] | | |
| **Time:** [Time] | | |
| **Venue:** [Venue] | | |

Appendix 14 – [name of committee] Matters Arising Actions Log Template [financial year]

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Item No.** | **Item Title** | **Lead** | **Action Required** | **Action Implemented** | **Due Date** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

Appendix 15 – Signing In Sheet Template

**Meeting:**

**Time/Date:**

**Venue:**

|  |  |  |  |
| --- | --- | --- | --- |
| **Name** | **Title** | **Organisation** | **Signature** |
|  |  |  |  |
|  |  |  |  |
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|  |  |  |  |

Appendix 16 – Poster for Table Voice Recording

Voice Recording (Dictaphone) is used in this meeting

The ICB has authorised voice recording for this meeting.

If you object to this being undertaken please inform the Chair prior to the commencement of the meeting.

The ICB have authorised the use of dictaphone/cassette equipment in this meeting. The purpose of this recording is as an administrative tool in support of the provision of clear and accurate minute taking.

The voice recording is not encrypted. A Standard Operating Procedure (SOP) is in place for the secure management of these recordings. The recording is retained for the period of drafting the minutes (normally a few days) and then subsequently deleted.

If you have any queries regarding the processing of information in this way please contact:

**Email:** [ddicb.igteam@nhs.net](mailto:ddicb.igteam@nhs.net)

**www.derbyandderbyshireccg.nhs.uk**

Appendix 17 – Meeting Etiquette

Meeting etiquette is important as it provides a basis of trust, respect and honesty for the ICB. The following should be adhered to by all ICB staff, Board and Committee members at all meetings, Sub-Committees, Committees and Boards:

**SHOWING A COMMITMENT TO ATTEND**

* Arrive at least 15 minutes before the scheduled start of the meeting and take the opportunity to talk informally to colleagues and visitors. If someone is unavoidably late, they will phone to let the Chair or Accountable Officer know their expected time of arrival
* Members of committees are expected to attend at least 80% of the meetings unless there are exceptional reasons why they cannot
* Phones will be kept on silent for the duration of the meeting
* Laptops and tablets will only be utilised to access papers and supplementary information relevant to the meeting

**BEING WELL PREPARED**

* Agendas will be agreed in reasonable time before the meeting by the relevant Executive(s)/Director(s) of that meeting. Once agendas are agreed, additional items should not be added
* Actions will be reviewed prior to meetings by the responsible action owner and an update should be provided on the action log for distribution with papers
* Cover sheets, reports and papers will be presented using the agreed templates found in the Corporate Governance Framework
* Reports will be approved in a timely manner (seven working days) by the relevant Executive Director or Senior Manager prior to inclusion within the papers
* Reports that miss the agreed deadline will be deferred until the next meeting, unless exceptional circumstances apply
* The use of acronyms will be avoided (if used, they will be spelt out in full on the first occasion)
* Papers will be read by all members of the committee prior to the meeting to ensure all items have been considered in their entirety to facilitate discussion and ample debate
* No reports will be tabled on the day of the meeting, as this does not allow for the members to review the item comprehensively
* Reports will be presented succinctly and taken as ‘read’ at the meeting – giving context and key points only. If other members of staff are presenting, the responsible Executive/Director/Senior Manager will brief them on the need for brevity
* Meetings should last for no more than three hours. The chair and members of the committee must be mindful of the need for the minute taker to take a break if required.

**ENCOURAGING DEBATE**

* Everyone has the right to:
  + contribute to meeting discussions, to ensure the best decisions can be taken. Contributions will be concise and only substantive issues will be raised;
  + challenge each other, respectfully and genuinely; and
  + have their views treated with equal value, and any questioning will not be attacking or dismissive.
* Authors of reports will be alerted if their paper poses particularly challenging questions or where more information is needed
* Any questions that arise in the meeting (but which cannot be answered immediately will be answered in full to members either by email after the meeting, or as a matter arising at the next meeting

**MAINTAINING CONFIDENTIALITY AND CORPORATE RESPONSIBILITY**

* Adhere to the NHS Code of Conduct and Accountability
* Comply with the ICB’s Constitution and Standards of Business Conduct and Managing Conflicts of Interest Policy
* Accept the principle of corporate responsibility
* Treat all issues on confidential agendas sensitively, unless agreed otherwise

**REVIEWING PERFORMANCE**

* At the end of each meeting, members will review whether they feel assured by the information they received, and whether anything should be escalated to the ICB Board or another committee.
* Each year all committees should provide an Annual Report to the ICB Board which summaries the key discussions and decisions made throughout the year. It will also include attendance, membership, quoracy and a review of the committee's effectiveness.

Appendix 18 – Virtual Online Microsoft Teams Meeting Etiquette

The ICB permit the recording of MS Teams meetings for the purpose of supporting the effective provision of minutes. The only exception is for the ICB Board meetings which are recorded for publishing purposes.

**ICB Board Meetings**

The recording will be for the Public session of the ICB Board only and will be published to the ICB website and to YouTube. There will be no editing, removal, suspension or amendment possible for these recordings, therefore the behaviour of all included in this meeting must be considered and our high standards maintained.

**For the recording of any MS Teams meeting:**

* Recording in MS Teams is managed by all attendees being informed that it is recorded as they join the call – their continued participation is considered their consent to the recording (and it asks you to dismiss the reminder).
* If the recording is to be used for a purpose other than supporting the provision of minutes, the IG Team must be informed prior to the concerned meeting ([ddicb.igteam@nhs.net](mailto:ddicb.igteam@nhs.net)).
* All recorded MS Teams meetings are available as a link in the chat, after the meeting to everyone who has been invited. The link will not need to be shared further as the people invited, but not in attendance, will still have access to the recording for the duration of the retention period.
* The person within the meeting who has pressed the record button, automatically becomes the 'owner' and it is only them who can delete the recording via their Microsoft Streams/SharePoint account.
* Meeting recordings must be deleted from the owner's account after the notes have been typed up / minutes have been approved (this is the retention period). This is to ensure that when the file is clicked on in the meeting chat, that members of the chat can no longer access the recording.

Below are some points to consider where the ICB have employed Microsoft Teams as the solution for online virtual meetings:

|  |  |
| --- | --- |
| **Before the meeting:** | |
| **Remember you are going to be recorded and that recordings are available to all attendees** | It will not be possible to edit or otherwise change any statements made or actions taken within the recording. Recordings of the meeting are automatically linked to the chat function and available to all attendees. It is important to note that this un-edited version is available even where an individual may have left the meeting because of a conflict of interest and should not be privy to certain information. |
| **Use a headset with mic if possible** | This provides the optimal audio experience for both you and other meeting attendees. If a headset isn’t available, use your device’s built-in audio/mic. |
| **Avoid sitting with your back to a window or bright light source** | This causes a silhouette appearance where others cannot see you or determine your identity. |
| **Think about the background** | When your camera is on, the JUCD background or the use of the *blur my background* feature in MS Teams, or a photograph background is required. |
| **Close doors to avoid unexpected visitors** | As we are working at home, others may pass by or inadvertently interrupt, and should the content of the meeting be confidential, cause a possible breach. |
| **Join a few minutes early if possible**. | This allows you to make sure everything is working and gives time to make any adjustments / check the screen setting etc. |
| **It you have any technical issues (broadband speed) choose audio participation only** | Do turn off your video and only use audio if you have poor broadband coverage (audio only requires less broadband capacity but still allows you to participate in the video conference). |
| **Mute other devices and apps** | Make sure to mute all other devices and close any other apps on your computer/laptop that might sound notifications or calls. |
| **During the meeting:** | |
| **Enter muted** | Enter any meeting with your mic muted and camera off. Others might already be engaged in conversation. |
| **Have a moderator or convener for large meetings** | During the meeting, the Chair will be supported by a nominated individual to monitor the ‘chat’ function.  The requirement is to put an asterisk in the chat box, to enable the meeting members to provide a verbal update as required. |
| **Support the Chair of the meeting** | Ensure that when you want to speak, you raise your hand, or you ask within the chat box by including an asterisk (for large meetings). |
| **Keep your mic muted** | Most important: Keep your mic muted unless you need to speak or are leading the meeting. If your audio becomes distracting, anyone in the meeting can mute any attendee. You will need to un-mute yourself to begin speaking when needed. |
| **Unmute when you wish to talk** | If you have muted your mic and need to speak, you must unmute before you start speaking. |
| **Avoid talking over others** | Unlike an in-person meeting, it’s sometimes difficult to distinguish between multiple conversations leading to confusion. |
| **Be clear, concise** | Speak in a concise and clear manner and tone so that everyone can hear what you are saying – remembering that this is a recorded session. |
| **Pause** | Remember to pause occasionally to ensure attendees have time to ask questions. |
| **Camera use** | Using (or not using) your camera is your choice. Within the call, windows will show for attendees of the meeting. These automatically show/hide based on participation. Be sure to pause/turn off your camera. Don’t walk around with your camera on (mobile device). |
| **Use chat window** | Consider, especially for large meetings, asking your questions in the chat window. Any conversations held within the chat box are not to be recorded within the minutes of a meeting. |
| **Use the ‘Raise Your Hand’ function** | As an easy way to ensure that participants can contribute to discussions without talking over each other. |
| **If you are not the meeting administrator, do not invite others into the meeting** | Should any additional participants be required, ensure that all members of the meeting understand who is present. |
| **Don’t take other calls during the meeting.** | Being ‘muted’ doesn’t mean that you are not required to be present in the meeting. |
| **Confidential sessions remain confidential sessions** | Be mindful that the content of any confidential session must remain confidential – please consider your working environment and who may be able to overhear the conversations. |
| **At the close of the meeting:** | |
| **Ensure you close the call by clicking the red ‘end call’ button.** | This way you will ensure that you are not being subject to any further recording. |

1. Standards of Business Conduct Policy

**NHS Derby and Derbyshire**

**Integrated Care Board**

**Standards of Business Conduct Policy**

|  |
| --- |
| **KEY MESSAGES** |
| 1. Outlines the standards of business conduct to be followed by all employees of the ICB. |
| 1. Ensures that the interests of patients and public funds are put first. |
| 1. Everything done by those who work in the ICB must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct. |

**VERSION CONTROL**

|  |  |
| --- | --- |
| **Title:** | NHS Derby and Derbyshire Integrated Care Board Standards of Business Conduct Policy v0.1 |
| **Supersedes:** | Standards of Business Conduct and Managing Conflicts of Interest Policy for NHS Derby and Derbyshire CCG |
| **Description of Amendment(s):** | Version 0.1 – initial draft  Version 1.0 – final (approved) |
| **Financial Implications:** | Not applicable |
| **Policy Area:** | Corporate Delivery |
| **Version No:** | Version 1.0 |
| **Author:** | Frances Palmer, Corporate Governance Manager |
| **Approved by:** | Audit and Governance Committee, 19th July 2022 |
| **Effective Date:** | July 2022 |
| **Review Date:** | June 2024 |
| **List of Referenced Policies** | See section 14 |
| **Key Words section (metadata for search facility online)** | Standards of Business Conduct  Fraud, Bribery and Corruption  Conflicts of Interest  Gifts, Hospitality, Sponsorship and Events  Private Transactions  Private Use of Equipment and Materials; Contract  Secondary Employment  Favouritism  Relatives of Directors or Officers  Raising a concern |
| **Reference Number** | CD25 |
| **Target Audience** | ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken. |

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1. Introduction
   1. It is a long established principle that all public sector bodies including the NHS must be impartial and honest in the conduct of their business and that their employees should remain beyond suspicion of fraud and corruption. All corrupt business activity is therefore contrary to the NHS Derby and Derbyshire Integrated Care Board (the "ICB") values and will not be tolerated. Moreover, since the NHS is publicly funded, the ICB must be accountable to NHS England and NHS Improvement (NHSEI) for the services it provides and for the effective and economical use of taxpayers’ money.
   2. This policy is based on the standards set out in the ‘Nolan Principles on Conduct in Public Life’. It should be read in conjunction with the ICB's Constitution and Standing Orders, and must be regarded as an integral part of the ICB’s Standing Financial Instructions. The provisions of these must be observed at all times.
2. Purpose

The purpose of this policy is to ensure that the overall business interests of the ICB, and thereby the best interests of patients, are not prejudiced by individual employees' personal interests. This policy outlines the standards of business conduct to be followed by all employees of the ICB and provides specific guidance in respect of those areas of activity where there might be particular concerns.

1. Scope
   1. This policy is mandatory and applies to all employees (permanent, seconded, contractors, management and clinical trainees, apprentices, temporary staff and volunteers) of the ICB, including ICB Board and Committee members. It also applies to ICB employed staff who carry out work within another organisation’s premises. These are collectively referred to as ‘individuals’ hereafter. Compliance with ICB policy is a formal contractual requirement.
   2. The guiding principles within paragraph 8 of this policy comprise:
      1. gifts, hospitality, sponsored events and sponsorship;
      2. conflicts of interest;
      3. procurement;
      4. contracting;
      5. secondary employment;
      6. preferential treatment in private transactions;
      7. private use of equipment and materials; and
      8. relatives of directors or officers.
   3. In all these areas the guiding principles are to ensure that the interests of patients and public funds are put first. Individuals should seek advice from their Line Manager if they are in any doubt about a particular situation.
   4. In the event of an infection outbreak, pandemic or major incident, the ICB recognises that it may not be possible to adhere to all aspects of this document. In such circumstances, individuals should take advice from their Line Manager.
2. Definitions

"Bribery"

means giving or receiving a financial or other advantage in connection with the "improper performance" of a position of trust, or a function that is expected to be performed impartially or in good faith;

"Conflict of Interest"

is defined as “a set of circumstances by which a reasonable person would consider that an Individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold” (NHS England, 2017).

"Gift"

means any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value;

“Procurement”

means the process of finding and agreeing to terms, and acquiring goods, services, or works from an external source, often via a tendering or competitive bidding process;

1. Legislation

Bribery Act 2010

* + 1. The Bribery Act 2010 replaced fragmented and complex offences at common law and in the Prevention and Corruption Acts 1889–1916. The Act creates five basic offences:
       1. bribing another person with the intention of inducing that person to perform a relevant function or activity improperly or to reward that person for doing so;
       2. accepting a bribe with the intention that a relevant function or activity should be performed improperly as a result;
       3. bribing a foreign public official;
       4. a director, manager or officer of a commercial organisation allowing or turning a blind eye to bribery within the organisation; and
       5. failing to prevent bribery – where a person (including employees, agents and external third parties) associated with a relevant commercial organisation bribes another person intending to obtain or retain a business advantage. This is a strict liability offence which can be committed by the organisation unless it can show in it its defence that it had adequate procedures in place to prevent bribery.
    2. Anyone working within a healthcare organisation (including the private sector) can be prosecuted for taking or offering a bribe. There is no maximum level of fine that can be imposed and anyone convicted of an offence could be imprisoned for up to 10 years.
    3. All individuals should be aware, therefore, that breaking the provisions of the Act renders them liable to prosecution and may also lead to termination of their employment and loss of NHS pension rights. Appendix 1 provides a summary of the key issues to be considered by all individuals.
    4. Individuals may report any concerns or allegations in complete confidence in line with the provisions of the ICB’s Raising Concerns at Work (Whistleblowing) Policy, through the ICB’s Local Counter Fraud Specialist on 07920 138606 or [ian.morris7@nhs.net](mailto:ian.morris7@nhs.net).. Alternatively individuals can report their suspicions to the Executive Director of Finance, Conflicts of Interest Guardian, Freedom to Speak Up Guardian and Ambassadors, or to the NHS Counter Fraud Authority on the Fraud and Corruption reporting line: 0800 028 40 60 or online at [www.cfa.nhs.uk/reportfraud](http://www.cfa.nhs.uk/reportfraud). All reports are treated with complete confidence and individuals are protected under the Public Interest Disclosure Act 1998.

1. Public Service Values

The NHS Code of Conduct[[3]](#footnote-3) defines three crucial public service values which must underpin the work of the Health Service, namely:

Accountability

Everything done by those who work in the NHS must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct.

Probity

Individuals should have an absolute standard of honesty in dealing with the assets of the NHS; integrity should be the hallmark of all personal and professional conduct in decisions affecting patients, colleagues and suppliers and in the use of information acquired in the course of NHS duties.

Openness

There should be sufficient transparency about NHS activities to promote confidence between individuals, patients and the public.

1. Responsibilities/Accountabilities

Chief Executive Officer

The Chief Executive Officer:

* + 1. is the ICB’s designated ‘Accountable Officer’ and has overall responsibility for ensuring the ICB operates efficiently, economically and with probity;
    2. has overall responsibility for ensuring that the ICB has effective Standing Orders and Standing Financial Instructions and that these are made available to all individuals that require them; and
    3. has overall responsibility for the implementation and operation of this policy.

Executive Director of Corporate Affairs

The Executive Director of Corporate Affairs will ensure that the:

* + 1. registers of interests, including declarations of interests; gifts, hospitality, sponsored events and sponsorship; and procurement are kept and maintained by the ICB. Information contained within these registers is also available to interested parties of the general public and to the ICB's auditors (both internal and external) and Counter Fraud function;
    2. contracts of employment for all new employees contain the guidance given at Appendix 1 of the policy. In addition, the contract shall contain a clause stating that failure to declare an interest may result in disciplinary action or criminal prosecution; and
    3. the ICB's Functions and Decisions map, found in the ICB Constitution, is maintained and kept up to date by the [Corporate Delivery Team] and finance colleagues.

Executive Director of Finance

The Executive Director of Finance will ensure that appropriate financial procedures are written and distributed to all individuals that require them to perform their financial duties.

Audit and Governance Committee

The Audit and Governance Committee will review key areas of risk and will investigate thoroughly when indications of fraud or corruption are found, with support from the Counter Fraud Specialist.

Directors and Managers

* + 1. All ICB Directors and Managers are responsible for assisting individuals in complying with this policy by ensuring:
       1. a copy of this policy, Standing Financial Instructions and the ICB Functions and Decisions Map are available to all individuals;
       2. that where a conflict of interest is made known to the manager, or where the manager has a conflict of interest, precise details of such interests are recorded in writing on the Declaration of Interests Form and sent to the Corporate Governance Manager for entry in the ICB's register of interests;
       3. when gifts, hospitality, sponsored events and sponsorship is accepted or declined a gifts and hospitality form (including sponsorship and events) is completed and sent to the Corporate Governance Manager for entry in the ICB's relevant register;
       4. that where attempts to compromise individuals have been made by external agencies, the facts are reported to the Executive Director of Finance, who will arrange for appropriate action to be taken;
       5. compliance with the NHS Procurement, Patient Choice and Competition Regulations 2013 (No. 2) and the ICB's Procurement Policy; where they or any individual is in contact with suppliers and contractors, including external consultants. Areas of particular concern relate to those individuals who are authorised to sign purchase orders, place contracts for goods or services and key decision makers/stakeholders in procurements and tenders.
    2. Work to counter fraud, bribery and corruption is a core management responsibility which is contracted to the ICB's Counter Fraud function overseen by the Executive Director of Finance and NHS Counter Fraud Authority, which will be reflected in job descriptions and through the appraisal process.

All ICB Employees

* + 1. All ICB employees must read and comply with the Summary of Staff Responsibilities Relating to Standards of Business Conduct (Appendix 1). In particular, individuals are expected to:
       1. ensure that the interests of patients remain paramount at all times;
       2. be impartial and honest in the conduct of their official business;
       3. use public funds entrusted to them to the best advantage of the service, always ensuring efficiency, economy and effectiveness;
       4. declare interests on an annual basis or whenever their circumstances change.
    2. Individuals must not:
       1. abuse their official position for personal gain or to benefit their family or friends; and
       2. seek to advantage or further private business or other interests in the course of their official duties.
    3. Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. The ICB reserves the right to terminate its contractual relationship with other workers not directly employed by the ICB but contracted to a third party, if they breach this policy. Any breach of this policy may also affect individual professional registration.
    4. All ICB employees must also comply with the Seven Principles of Public Life promulgated by the Nolan Committee, which include:
       1. **Selflessness** – individuals should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends;
       2. **Integrity** – individuals should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
       3. **Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending Individuals for rewards and benefits, ICB employees should make choices on merit;
       4. **Accountability** – individuals are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
       5. **Openness** – individuals should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
       6. **Honesty** – individuals have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest; and
       7. **Leadership** – individuals should promote and support these principles by leadership and example.

1. Implementing the Guiding Principles

Gifts, hospitality, sponsored events and sponsorship

* + 1. Gifts
       1. *Overarching Principles*
          1. Gifts should not be accepted that may affect, or be seen to affect their professional judgement. This overarching principle should apply in all circumstances; and
          2. any monetary gift or cash equivalents (e.g. vouchers, tokens, offers of remuneration to attend meetings whilst in a capacity working for or representing the ICB) must always be declined, whatever their value and whatever their source, and the offer which has been declined must be declared to the Corporate Governance Manager, who has designated responsibility for maintaining the register of gifts and hospitality and recorded on the register.
       2. *Gifts from suppliers or contractors*

All gifts of any nature offered to individuals by suppliers or contractors doing business (or likely to do business) with the ICB or GP Practice should be declined, whatever their value (subject to this, low cost branded promotional aids may be accepted and not declared where they are under the value of a common industry standard of £6). The Individual to whom the gifts were offered should also declare the offer to the Corporate Governance Manager so the offer which has been declined can be recorded on the register.

* + - 1. *Gifts from GP practices*

For teams within the ICB who work closely with GP practices, any gifts received of little financial value (i.e. less than £50) such as flowers, refreshments and small tokens of appreciation can be accepted, but must be declared.

* + - 1. *Gifts from other sources*
         1. Gifts offered from other sources should also be declined if accepting them might give rise to perceptions of bias or favouritism, and a common sense approach should be adopted as to whether or not this is the case. The only exceptions to the presumption to decline gifts relates to items of little financial value (i.e. less than £50) such as diaries, calendars, stationery and other gifts acquired from meetings, events or conferences, and items such as flowers and small tokens of appreciation from members of the public to individuals for work well done. Gifts of this nature may be accepted and do not need to be declared, nor recorded on the register.
         2. Gifts valued at over £50 should be treated with caution and only be accepted on behalf of the ICB, not in a personal capacity. These should be declared.
         3. A common sense approach should be applied to the valuing of gifts (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).
         4. Multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50, where the cumulative value exceeds £50.
    1. Hospitality
       1. *Overarching principles*
          1. Individuals should not ask for or accept hospitality that may affect, or be seen to affect, their personal judgement.
          2. A blanket ban on accepting or providing hospitality is neither practical nor desirable from a business point of view. However, Individuals should be able to demonstrate that the acceptance or provision of hospitality would benefit the NHS or ICB.
          3. Modest hospitality provided in normal and reasonable circumstances may be acceptable, although it should be on a similar scale to that which the ICB might offer in similar circumstances (e.g. tea, coffee, light refreshments at meetings). A common sense approach should be adopted as to whether hospitality offered is modest or not.
          4. When hospitality is offered by actual or potential suppliers or contractors, these can be accepted if modest and reasonable, but Individuals should always obtain senior approval and declare these.
       2. *Meals and refreshments*
          1. Under a value of £25 may be accepted and need not be declared.
          2. Of a value between £25 and £75 may be accepted and must be declared.
          3. Over a value of £75 should be refused unless (in exceptional circumstances) senior approval is given. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept.

A common sense approach should be applied to the valuing of meals and refreshments (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).

* + - 1. *Travel and accommodation*
         1. Modest offers to pay some or all of the travel and accommodation costs related to attendance at events may be accepted and must be declared.
         2. Offers which go beyond modest, or are of a type that the ICB itself might not usually offer, need approval by senior members of the ICB, should only be accepted in exceptional circumstances and must be declared. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept travel and accommodation of this type.
    1. Sponsored events
       1. Sponsorship of NHS events by external parties is valued. Offers to meet some or part of the costs of running an event secures the ICB’s ability to take place, benefiting individuals and patients. However, there is potential for conflicts of interest between the ICB and sponsor, particularly regarding the ability to market commercial products or services.
       2. When sponsorships are offered, the following principles must be adhered to:
          1. sponsorship of ICB events by appropriate external bodies should only be approved if a reasonable person would conclude that the event will result in clear benefit for the ICB and the NHS;
          2. during dealings with sponsors there must be no breach of patient or individual confidentiality or data protection rules and legislation;
          3. no information should be supplied to the sponsor from which they could gain a commercial advantage, and information which is not in the public domain should not normally be supplied;
          4. at the ICB’s discretion, sponsors or their representatives may attend or take part in the event but they should not have a dominant influence over the content or the main purpose of the event;
          5. the involvement of a sponsor in an event should always be clearly identified in the interest of transparency;
          6. sponsorship does not equate to endorsement of a company or its products and this should be made visibly clear on any promotional or other materials relating to the event; and
          7. Individuals should declare their involvement with arranging sponsored events for the ICB.
    2. Other forms of sponsorship

Organisations external to the ICB may also sponsor posts or research. However, there is potential for conflicts of interest to occur, particularly when research funding by external bodies does or could lead to a real or perceived commercial advantage, or if sponsored posts cause a conflict of interest between the aims of the sponsor and the aims of the organisation, particularly in relation to procurement and competition.

* + 1. Management of Gifts & Hospitality

Gifts, Hospitality, Events and Sponsorship will be declared using a Gifts and Hospitality Form, which can be found on the ICB's intranet. Upon receipt of these forms, the ICB will maintain a Gifts and Hospitality Register, which will be published on the ICB's website. Please see the ICB's Gifts and Hospitality Policy for more details.

Conflicts of Interest

Conflicts of interest can arise in many situations, environments and forms of commissioning, with an increased risk in primary care commissioning, out-of-hours commissioning and involvement with integrated care organisations and new care models, as individuals may here find themselves in a position of being both commissioner and provider of services. Conflicts of interest can arise throughout the whole commissioning cycle from needs assessment, to procurement exercises, to contract monitoring.

* + 1. Types of interests

Interests can be captured in four different categories:

* + - 1. financial interests;
      2. non-financial professional interests;
      3. non-financial personal interests;
      4. indirect interests.

Please see the ICB's Managing Conflicts of Interest Policy for more details on the types of interests above.

* + 1. Managing a conflict of interest
       1. The ICB will make arrangements to ensure conflicts of interests are declared as soon as possible, and in any event within 28 days. The Declarations of Interest Form is available on the ICB's intranet. Upon receipt of these forms, the ICB will update and maintain a declarations of interests register, which will be published on the ICB's website.
       2. Other opportunities to make declarations include:
          1. on appointment, of which they must complete and return their form within 28 days of starting their new role;
          2. six-monthly;
          3. at meetings;
          4. on changing role, responsibility or circumstances.
       3. Further, it should be noted that:
          1. the possibility of the perception of wrongdoing, impaired judgement or undue influence shall also be considered a conflict of interest for the purposes of this policy and should be declared and managed accordingly;
          2. where there is doubt as to whether a conflict of interest exists, it should be assumed that there is a conflict of interest and declared and managed accordingly; and
          3. for a conflict to exist, financial gain is not necessary.
       4. Where an Individual has any queries with respect to conflicts of interest they should seek advice from the [Head of Governance] or [Corporate Governance Manager].

Procurement

* + 1. Fair and open competition between prospective contractors or suppliers for ICB contracts is a requirement of the ICB Standing Orders and ICB Procurement Policy. This means that:
       1. no private, public or voluntary organisation or company which may bid for ICB business should be given any advantage over its competitors, such as advance notice of ICB requirements. This applies to all potential contractors, whether or not there is a relationship between them and the ICB, such as a long-running series of previous contracts;
       2. each new contract should be awarded solely on merit, taking into account the requirements of the ICB and the ability of the contractors to fulfil them.
    2. To ensure the ICB commissions services fairly and transparently it complies with all procurement and competition law. The duty to treat all potential providers equally. This could include engagement with providers on service design to ensure service specifications have not been designed to exclude certain providers and the deadline for tender submissions has not been set to favour certain providers.
    3. the ICB will ensure that no special favour is shown to current or former employees or their close relatives or associates in awarding contracts to private or other businesses run by them or employing them in a senior or relevant managerial capacity. Contracts may be awarded to such businesses where they are won in fair competition against other tenders, but scrupulous care must be taken to ensure that the selection process is conducted impartially, and that individuals who are known to have a relevant interest play no part in the selection.

Contracting

Individuals who are in contact with suppliers and contractors, especially those who are authorised to sign purchase orders or procure contracts for goods materials or services, must adhere to the ICB's Scheme of Reservations and Delegation, and Standing Financial Instructions.

Secondary Employment

* + 1. Individuals should not engage in any secondary employment which could have a bearing on their ability to perform their normal contractual obligations or which may involve the use of any confidential or commercial information obtained in the course of their employment with the ICB.
    2. This does not mean that individuals cannot work outside the ICB, but anyone who thinks that they are risking a conflict of interest in this area should inform their line manager in writing. Secondary employment should only ever be undertaken in line with the provisions of the ICB's Secondary Employment Policy.
    3. Individuals must not engage in any secondary employment during periods of sickness absence from the ICB whether self-certified or covered by a Doctors fit note. Failure to comply with these requirements could lead to disciplinary action or criminal prosecution. Please see the ICB's Your Attendance Matters Policy for full details.

Preferential Treatment in Private Transactions

Individuals must not seek out or accept preferential rates, or benefits in kind, for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the ICB.

Private Use of Equipment and Materials

Individuals must obtain prior permission from their line manager before making private use of the ICB's ICT equipment, telephones, photocopy facilities or any other ICB equipment and materials.

Relatives of Directors or Officers

* + 1. Candidates for any appointment shall, when making application, disclose in writing whether they are related to any director or the holder of any office under the ICB. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal. Similarly, recruiting managers shall disclose any relationship with a candidate to HR.
    2. Senior Managers and Executive Directors shall disclose any relationship with a candidate and it shall be the duty of the Chief Executive Officer to report to the ICB Board any such disclosure.
    3. On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the ICB whether they are related to any other Director. Where the relationship of an officer or another Director to a Director of the ICB is disclosed, the ICB's Close Personal Relationships Policy shall apply.

1. Confidentiality
   1. As a public body, the ICB recognises the need for openness. However, this should not be confused with a breach of confidentiality and all ICB employees have a duty to maintain confidentiality of information at all times. A breach of confidentiality is a potentially serious disciplinary offence that could result in dismissal.
   2. Individuals should be particularly careful of using, or making public, confidential internal information of a commercial nature, regardless of whether or not disclosure is prompted by the expectation of personal gain.
   3. If there is in any doubt about any information that can be made publicly available advice should be sought from the employee's line manager.
2. Raising Concerns
   1. The ICB takes any wrongdoing in the workplace very seriously. If, at any time, employees know of, or suspect, any wrong-doing in the workplace they must report the matter immediately to the relevant individuals referenced in paragraph 5.1.4 so that the ICB can take steps to deal with it appropriately. If an employee has a genuine concern they should report it straight away.
   2. The ICB is aware that employees may not want to come forward with their concerns because they feel that speaking out would be disloyal to their colleagues. They may also be worried that they will be victimised or harassed or penalised in some other way. They may be tempted to ignore their concerns rather than report something that may only be a suspicion. The ICB has therefore drawn up a Raising Concerns at Work (Whistleblowing) Policy, which can be found on the ICB's intranet.
   3. Concerns may also be raised with the ICB's Freedom to Speak Up Ambassadors or the Freedom to Speak Up Guardian, the Non-Executive Member for Audit and Governance. The purpose of this important role is to act as an independent and impartial source of advice to staff at any stage of raising a concern. Freedom to Speak Up Ambassadors are ICB employees who support the Freedom to Speak Up Guardian in their role to listen to staff and signpost to appropriate support and advice at any stage of raising a concern.
   4. Of course, the ICB also wants to make it clear that, while the ICB will provide safeguards for employees when they raise genuine concerns, any spurious or vexatious allegations, particularly where they cause difficulties for innocent colleagues, may lead to disciplinary action being taken against them in line with the ICB's Disciplinary Policy.
3. Policy Monitoring and Review

This policy will be monitored and subject to review no later than two years from the date of the last review or in the event of further legislation or national guidance issued.

1. Equality Statement
   1. The ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
   2. In carrying out its function, the ICB must have due regard to the PSED. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
2. Due Regard

This policy has been reviewed in relation to having due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

1. References

This policy should be read in conjunction with the following ICB documentation:

* Constitution
* Standing Financial Instruction
* Standing Orders
* Fraud, Corruption and Bribery Policy
* Gifts and Hospitality Policy
* Procurement Policy
* Managing Conflicts of Interest Policy
* Raising Concerns at Work (Whistleblowing) Policy
* Secondary Employment Policy
* Your Attendance Matters Policy
* Close Personal Relationships Policy
* Disciplinary Policy, and

with the following national documentation:

* The Bribery Act 2010 (Ministry of Justice April 2010)
* Criminal Finances Act 2017
* The Fraud Act 2006
* NHS Code of Conduct (2004)
* Public Interest Disclosure Act 1998
* NHS Procurement, Patient Choice and Competition Regulations 2013 (No. 2)
* Equality Act 2010
* Human Rights Act 1998

Appendix 1 – Summary of Responsibilities relating to standards of Business Conduct

It is important that you read and understand your responsibilities as summarised below. If you are uncertain or require explanation of any point stated then you should seek advice from your line manager.

**Individuals must:**

* make sure you understand your responsibilities on standards of business conduct and consult your manager, professional body or trades union representative if you are uncertain;
* make sure you are not placed in a position which risks, or appears to risk, conflict between your private interests and your ICB employment;
* declare all interests to your line manager where you or a close relative or associate, has a controlling and/or significant financial interest in a business or any other activity or pursuit that may compete for a NHS contract to supply either goods or services to the ICB; and
* declare all hospitality, including hospitality offered as part of an education programme, unless it is considered as modest as described in paragraph 8 of this document.

**If in doubt, ask yourself:**

* Am I, or might I be, in a position where I (or my family/friends) could gain from the connection between my private interests and my employment?
* Do I have access to information that could influence purchasing decisions?
* Could my outside interests be in any way detrimental to the NHS or to patients' interests?
* Do I have any other reason to think I may be risking a conflict of interest?

**If still unsure – declare it!**

* Adhere to the ICB's Procurement Policy if you are involved in any way with the acquisition of goods and services (a copy of which is available from your line manager.)
* Seek permission before taking on outside work, if there is any question of this adversely affecting your ICB duties in any way.
* Obtain permission before accepting any commercial sponsorship.

**You must not:**

* accept any gifts, inducements or inappropriate hospitality;
* abuse your past or present official position to obtain preferential rates for private transactions/deals with companies with which you have had, or may have, official dealings on behalf of the ICB;
* unfairly advantage one competitor over another or show favouritism in awarding contracts;
* staff must not work for outside employers when on sickness absence from the ICB whether self-certified or under a fit note issued by your own GP.

1. Managing Conflicts of Interest Policy

**NHS Derby and Derbyshire Integrated Care Board**

**Managing Conflicts of Interest Policy**

|  |
| --- |
| **KEY POLICY MESSAGES** |
| 1. Helps the ICB to demonstrate accountability to stakeholders on the probity and transparency in the decision-making process |
| 1. Supports ICB staff and relevant individuals when needing to declare an interest |
| 1. Conflicts of interest can arise in many situations, environments and forms of commissioning |

**VERSION CONTROL**

|  |  |
| --- | --- |
| **Policy Title:** | NHS Derby and Derbyshire Integrated Care Board Managing Conflicts of Interest Policy |
| **Supersedes:** | Standards of Business Conduct and Managing Conflicts of Interest Policy for NHS Derby and Derbyshire ICB |
| **Description of Amendment(s):** | Version 0.1 – initial draft  Version 1.0 – final (approved) |
| **Financial Implications:** | Not applicable. |
| **Policy Area:** | Corporate Delivery |
| **Version No:** | Version 1.0 |
| **Author:** | Corporate Governance Manager |
| **Approved by:** | Audit and Governance Committee, 19th July 2022 |
| **Effective Date:** | July 2022 |
| **Review Date:** | June 2024 |
| **List of Referenced Policies** | See section 1.4 |
| **Key Words section (metadata for search facility online)** | Conflicts  Declarations  Gifts  Hospitality  Procurement  Breach |
| **Reference Number** | CD15 |
| **Target Audience** | ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken. |

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1. Background
   1. This policy underpins the NHS Derby and Derbyshire Integrated Care Board (the “ICB”) Constitution and sets out further details of the expected conduct of all those who work within it.
   2. The ICB is responsible for the stewardship of significant public resources when making decisions about the commissioning of health and social care services. In order to ensure and be able to evidence that these decisions secure the best possible services for the population it serves, the ICB must demonstrate accountability to relevant stakeholders (particularly the public), probity and transparency in the decision-making process.
   3. A key element of this assurance involves management of conflicts of interest with respect to any decisions made. Although such conflicts of interest are inevitable, having processes to appropriately identify and manage them is essential to maintain the integrity of the NHS commissioning system and to protect the ICB, its Board ("ICB Board"), its employees and associated GP practices from allegations and perceptions of wrong-doing.
   4. The policy should be read in conjunction with the following documents:

* British Medical Association – Guidance on Conflicts of Interest for GPs in their role as commissioners and providers;
* General Medical Council – Good Medical Practice (2013);
* NHS Derby and Derbyshire ICB Commercial Sponsorship and Joint Working with the Pharmaceutical Industry Policy;
* The Public Contract Regulations 2015;
* The NHS (Procurement, Patient Choice and Competition) (No.2) Regulations 2013;
* The Bribery Act 2010;
* NHS Derby and Derbyshire ICB Fraud, Bribery and Corruption Policy;
* National Health Service Act 2006 (as amended by the Health and Social Care Act 2012);
* Next steps towards primary care co-commissioning (NHS England November 2014);
* Appointments Commission's Code of Conduct and Code of Accountability, Code of Conduct for NHS Managers 2002;
* The Healthy NHS Board: Principles for Good Governance (NHS Leadership Academy, 2013);
* NHS Derby and Derbyshire ICB Recruitment and Selection Policy;
* NHS Derby and Derbyshire ICB Gifts, Hospitality and Sponsorship Policy; and
* NHS Derby and Derbyshire ICB Procurement Policy.

In addition, it should be noted that this policy updates and expands upon the provisions contained in the ICB's Constitution.

1. Scope
   1. This policy will apply to:
      1. ICB employees

All employees, including:

* + - 1. full and part-time staff;
      2. any staff on sessional or short term contracts;
      3. any students and trainees (including apprentices);
      4. agency staff;
      5. seconded staff;
      6. any self-employed consultants or other individuals working for the ICB under a contract for services.
    1. Members of the ICB Board, Committees and Sub-Committees
       1. Co-opted members.
       2. Appointed deputies.
       3. Any members of the committees from other organisations.
    2. All member practices of the ICB
       1. GP Partners (or where the practice is a company, each director).
       2. Practice Managers.
       3. GP Leads.
       4. Any individual directly involved with the business or decision-making of the ICB.
    3. Commissioning Arrangements

(a) Commissioning arrangements including the management of delegated functions and decisions of the ICB in respect of the delegated functions and made in accordance with the terms of the Delegation Agreement which shall be binding on NHS England and the ICB.

All those mentioned in paragraph 2.1 will hereafter be referred to as “Individuals”.

* 1. The ICB will ensure that Individuals are aware of the existence of this policy by:
     1. an introduction to the policy being given during the induction process for new starters to the ICB;
     2. at a minimum, an annual reminder of the existence and importance of the policy delivered via internal communication methods; and
     3. at a minimum, a six-monthly reminder to update, if applicable, Declaration of Interests Forms, Gifts and Hospitality Forms, Procurement Decisions and Contracts Awarded Forms, and Breach Declaration Forms, will be sent to all Individuals.
  2. Individuals to whom this policy applies will be personally responsible for ensuring that they:
     1. are familiar with its provisions;
     2. comply with the requirements of the ICB’s constitution, the standards of conduct outlined in this policy and be aware of the responsibilities outlined within it;
     3. do not knowingly place themselves in a position which creates a potential conflict between their individual and personal interests and their ICB duties;
     4. comply with the procedures set out in the policy including making declarations of potential or actual conflicts of interest where necessary;
     5. attend any conflicts of interest training made available to them including training offered by NHS England and NHS Improvement; and
     6. if applicable, also refer to their respective professional codes of conduct relating to conflicts of interest.
  3. References in this policy to “committee” and “sub-committee” shall include reference to “joint committees” where relevant.
  4. The ICB will view instances where this policy is not followed as serious and may take disciplinary action against Individuals, which may result in removal from office in accordance with the provisions of the ICB’s constitution and/or dismissal. A referral may also be made to the ICB’s Counter Fraud Specialist for investigation and may lead to a criminal investigation as per the ICB’s Fraud, Bribery and Corruption Policy. The following ICB policies (as amended) will apply to breaches of this policy where appropriate:
     1. Raising Concerns at Work (Whistleblowing) Policy;
     2. Disciplinary Policy; and
     3. Fraud, Bribery and Corruption Policy.
  5. Where appropriate the ICB will support its Non-Executive Members in participating in any governance training programmes offered by NHS England and NHS Improvement.
  6. The ICB’s Audit and Governance Committee and ICB Board are committed to review this policy every two years.

1. Definition of an interest
   1. A conflict of interest is defined as “a set of circumstances by which a reasonable person would consider that an Individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold” (NHS England, 2017).
   2. Conflicts of interest can arise in many situations, environments and forms of commissioning, with an increased risk in primary care commissioning, out-of-hours commissioning and involvement with integrated care organisations and new care models, as Individuals may here find themselves in a position of being both commissioner and provider of services. Conflicts of interest can arise throughout the whole commissioning cycle from needs assessment, to procurement exercises, to contract monitoring.
   3. Interests can be captured in four different categories:
      1. financial interests;
      2. non-financial professional interests;
      3. non-financial personal interests;
      4. indirect interests.

More details can be found on these categories in section 5 below.

1. Principles
   1. This policy reflects principles of good governance and follows the:
      1. Good Governance Standards of Public Services (2004), Office for Public Management (OPM) and Chartered Institute of Public Finance and Accountancy (CIPFA);
      2. Seven Key Principles of the NHS Constitution;
      3. The UK Corporate Governance Code;
      4. Seven Principles of Public Life promulgated by the Nolan Committee, which include:

* **Selflessness** – Individuals should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends;
* **Integrity** – Individuals should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
* **Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending Individuals for rewards and benefits, Individuals should make choices on merit;
* **Accountability** – Individuals are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
* **Openness** – Individuals should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
* **Honesty** – Individuals have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest; and
* **Leadership** – Individuals should promote and support these principles by leadership and example;
  + 1. Equality Act 2010 where:
* the ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their personal circumstances, i.e. the protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act;
* in carrying out its function, the ICB must have due regard to the Public Sector Equality Duty. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
  1. In addition to the above, the ICB will:
     1. **do business appropriately:** conflicts of interest become much easier to identify, avoid and/or manage when the processes for needs assessments, consultation mechanisms, commissioning strategies and procurement procedures are right from the outset, because the rationale for all decision-making will be clear and transparent and should withstand scrutiny;
     2. **be proactive, not reactive:** seek to identify and minimise the risk of conflicts of interest at the earliest possible opportunity;
     3. **be balanced and proportionate:** rules should be clear and robust but not overly prescriptive or restrictive. They should ensure that decision-making is transparent and fair whilst not being overly constraining, complex or cumbersome;
     4. **be transparent:** document clearly the approach and decisions taken at every stage in the commissioning cycle so that a clear audit trail is evident;
     5. create an **environment** and **culture** where Individuals feel supported and confident in declaring relevant information and raising any concerns.

1. Training

To ensure that all ICB employees (as referred to in paragraph 2.1.1), ICB Board members and Clinical Leads are trained and supported in matters related to conflicts of interest, the ICB provides training through its Electronic Staff Record or eLearning for Healthcare (supplied by Health Education England), in the form of three modules:

* 1. Module 1 – covers what conflicts of interest are; how to declare and manage conflicts of interest, including individuals’ responsibilities; and how to report any concerns;
  2. Module 2 – provides further information on managing conflicts of interest throughout the whole commissioning cycle and in recruitment processes; and
  3. Module 3 – provides advice on how chairs should manage conflicts of interest; an overview of the safeguards that should be applied in Primary Care Commissioning Committees; and how to identify and manage breaches of conflicts of interest rules, through a series of practical scenarios.

Module 1 is mandatory to all ICB employees and the ICB’s annual target is 90% achievement. Modules 2 and 3 are optional, but advisable depending on the individual’s role.

1. Declaring conflicts of interest
   1. The ICB must make arrangements to ensure Individuals declare any conflict or potential conflict in relation to a decision to be made by the ICB as soon as they become aware of it, and in any event within 28 days. The Declarations of Interest Form is available at Appendix 1.
   2. Individuals are given other opportunities to make declarations, which include:
      1. on appointment, of which they must complete and return their form within 28 days of starting their new role;
      2. six-monthly;
      3. at meetings;
      4. on changing role, responsibility or circumstances.

See below for a flowchart detailing the process of declaring conflicts of interest in various settings:

New employee

Reviews Conflicts of Interest Policy during induction process

Completes Declarations of Interest form ASAP

ICB Employee/ Sub-Contractor/ Committee

Member/GP Practice

Experiences a change in situation

Receives the six-monthly reminder email

Individual completes a NEW Declaration of Interests form ASAP and within 28 days, if applicable

Receives reminder to update new Declaration of Interests form

At a minimum, annual reminder via internal communication method will be sent re existence and importance of CoI Policy

ICB Committees and

Sub-Committees

Member-specific Register of Interests provided at each meeting

Individual declares an interest in an agenda item

Chair of meeting to determine process

Noted in minutes and “interests recorded during meetings” form completed

Register of Interests updated

Governance Team updates “Register for recording interests at meetings”

Website/ Committee versions updated if applicable

* 1. The types of interest that should be declared are:
     1. Financial interests
        1. This is where an Individual may get direct financial benefits from the consequences of a commissioning decision. This could, for example, include being:
           1. a director, including a non-executive director, or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations. This includes involvement with a potential provider of a new care model;
           2. a shareholder (or similar ownership interests), a partner or owner of a private or not-for-profit company, business, partnership or consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations;
           3. a management consultant for a provider;
           4. a provider of clinical private practice.
        2. This could also include an Individual being:
           1. in secondary employment;
           2. in receipt of secondary income;
           3. in receipt of a grant from a provider;
           4. in receipt of any payments (for example honoraria, one-off payments, day allowances or travel or subsistence) from a provider;
           5. in receipt of research funding, including grants that may be received by the Individual or any organisation in which they have an interest or role; and
           6. having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider).
     2. Non-financial professional interests

This is where an Individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career. This may, for example, include situations where the Individual is:

* + - 1. an advocate for a particular group of patients;
      2. a GP with special interests e.g. in dermatology, acupuncture etc.;
      3. an active member of a particular specialist professional body (although routine GP membership of the Royal College of General Practitioners British Medical Association or a medical defence organisation would not usually by itself amount to an interest which needed to be declared);
      4. an advisor for the Care Quality Commission or the National Institute for Health and Care Excellence;
      5. engaged in a research role;
      6. the development and holding of patents and other intellectual property rights which allow Individuals to protect something that they create, preventing unauthorised use of products or the copying of protected ideas.

GPs and practice managers, who are members of the ICB Board or committees of the ICB, should declare details of their roles and responsibilities held within their GP practices.

* + 1. Non-financial personal interests

This is where an Individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the Individual is:

* + - 1. a voluntary sector champion for a provider;
      2. a volunteer for a provider;
      3. a member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation;
      4. suffering from a particular condition requiring individually funded treatment;
      5. a member of a lobby or pressure group with an interest in health.
    1. Indirect interests
       1. This is where an Individual has a close association with a person who has a financial interest, a non-financial professional interest or a non-financial personal interest in a commissioning decision (as those categories are described above) for example, a:
          1. spouse/partner;
          2. close family member or relative e.g. parent, grandparent, child, grandchild or sibling;
          3. close friend or associate; or
          4. business partner.
       2. A declaration of interest for a “business partner” in a GP partnership should include all relevant collective interests of the partnership, and all interests of their fellow GP partners.
       3. Whether an interest held by another person gives rise to a conflict of interest will depend upon the nature of the relationship between that person and the Individual, and the role of the Individual within the ICB.
    2. Potential conflicts of interest
       1. Where an Individual has an interest, or becomes aware of an interest, which could lead to a conflict of interest in the event of the ICB considering an action or decision in relation to that interest, this must be considered as a potential conflict.
       2. A potential conflict of interest will include, but is not limited to:
          1. a direct pecuniary interest: where an Individual may financially benefit from the consequences of a commissioning decision;
          2. an indirect pecuniary interest: for example, where an Individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision;
          3. a non-pecuniary interest: where an Individual holds a non‑remunerative or not-for-profit interest in an organisation, that could benefit from the consequences of a commissioning decision;
          4. a non-pecuniary personal benefit: where an Individual may enjoy a qualitative benefit from the consequence of a commissioning decision which cannot be given a monetary value;
          5. where an Individual is closely related to, or in a relationship, including friendship, with an individual in the above categories.
       3. If in doubt the Individual concerned should assume that a potential conflict of interest exists.
       4. Concerns may also relate to financial or personal commitments, special interests, other non-financial objectives (status or kudos) or professional loyalties and duties. Potential conflicts can also arise from close family members’ interests and obligations by association.
  1. Further, it should be noted that:
     1. the possibility of the perception of wrongdoing, impaired judgement or undue influence shall also be considered a conflict of interest for the purposes of this policy and should be declared and managed accordingly;
     2. where there is doubt as to whether a conflict of interest exists, it should be assumed that there is a conflict of interest and declared and managed accordingly; and
     3. for a conflict to exist, financial gain is not necessary.
  2. Where an Individual has any queries with respect to conflicts of interest they should seek advice from the Head of Governance or Corporate Governance Manager.

1. Register(s) of Conflicts of Interests
   1. **Register of Interests**
      1. Process
         1. The ICB will maintain a register of interests (see Appendix 2) of all Individuals listed in paragraph 2.1.
         2. The register will be updated on the appointment of any Individual, when any person changes role or responsibility, and where there is any other material change in circumstances.
         3. At a minimum, a six-monthly reminder to update Declaration of Interest Forms will be sent to all Individuals.
         4. Conflicts of interests shall be reported to the Corporate Governance Manager who will update the register whenever a new or revised interest is declared. The Corporate Governance Manager must ensure that the register includes sufficient information about the nature of the interest and the details of those holding the interest.
         5. An interest will be recorded on the register within 28 days of receipt and should remain on the register for a minimum of six months.
         6. The register shall be formally reviewed and approved at the Audit and Governance Committee, and continually checked and updated throughout the year to ensure that the register is accurate and up to date.
         7. The ICB will retain a private record of historic interests for a minimum of six years after the date on which it expires.
      2. Publication
         1. The register will be publicly available via the ICB’s website or on request at the ICB’s headquarters, and the ICB will include in the published register all individuals who meet the following criteria for ‘decision making staff’:
            1. all ICB Board members;
            2. members of advisory groups which contribute to direct or delegated decision making on the commissioning or provision of taxpayer funded services such as working groups involved in service redesign or stakeholder engagement that will affect future provision of services;
            3. members of the Primary Care Co-Commissioning Committee;
            4. members of other committees of the ICB;
            5. members of new care models joint provider/commissioner groups/ committees;
            6. members of procurement (sub-)committees;
            7. those at Agenda for Change Band 8d and above;
            8. management, administrative and clinical staff who have the power to enter into contracts on behalf of the ICB; and
            9. management, administrative and clinical staff involved in decision making concerning the commissioning of services; purchasing of goods, medicines, medical devices or equipment; and formulary decisions.
         2. The register will be reviewed regularly and updated as necessary and at least annually by the Corporate Governance Manager.
         3. The website will state that historic interests are retained by the ICB for six years, and to contact the Head of Governance to submit a request for this information.
         4. All Individuals who make a declaration of interest should be aware that the register(s) will be published in advance of publication.
         5. In exceptional circumstances, where the public disclosure of information could give rise to a real risk of harm or is prohibited by law, an Individual’s name and/or other information may be redacted from the publicly available register(s). Where an Individual believes that substantial damage or distress may be caused, to him/herself or somebody else by the publication of information about them, they are entitled to request that the information is not published. Such requests must be made in writing to the Corporate Governance Manager. Decisions not to publish information must be made by the ICB’s Conflicts of Interest Guardian. The ICB will retain a confidential unredacted version of the register(s), which will be confidentially presented at Audit and Governance Committee meetings.
         6. The register of interests will be published as part of the ICB’s Annual Report and Annual Governance Statement.
   2. **Register of Gifts and Hospitality**
      1. Process
         1. The ICB will maintain a register of gifts and hospitality (see Appendix 3) of all Individuals listed in paragraph 2.1. The ICB will ensure robust processes are in place to ensure that Individuals do not accept gifts and hospitality or other benefits, which might reasonably be seen to compromise their professional judgement or integrity.
         2. All Individuals should consider the risks associated with accepting offers of gifts, hospitality, sponsorship and entertainment when undertaking activities for or on behalf of the ICB or their GP practice. This is especially important during procurement exercises, as the acceptance of gifts could give rise to real or perceived conflicts of interests, or accusations of unfair influence, collusion or canvassing.
         3. The Corporate Governance Manager shall update the Gifts and Hospitality Register whenever a new or revised interest is declared. The Corporate Governance Manager must ensure that the register includes sufficient information about the nature of the declaration and the details of those reporting it. The Declarations of Gifts and Hospitality Form is available at Appendix 4.
         4. Where an Individual has any queries with respect to gifts and hospitality they should seek advice from the Director of Corporate Delivery, Head of Governance or Corporate Governance Manager.
      2. Publication
         1. The ICB will publish the gifts and hospitality register on the ICB’s website to ensure that members of the public have access to this register on request. In exceptional circumstances, the same process as outlined in paragraph 6.1.2(e) shall be followed.
         2. All persons who are required to make a declaration of gifts or hospitality should be aware that the register will be published in advance of publication.
         3. The gifts and hospitality register will be published as part of the ICB’s Annual Report and Annual Governance Statement.
      3. Gifts

A 'gift' is defined as any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value.

* + - 1. *Overarching principles*
         1. Individuals should not accept gifts that may affect, or be seen to affect their professional judgement. This overarching principle should apply in all circumstances; and
         2. any monetary gift or cash equivalents (e.g. vouchers, tokens, offers of remuneration to attend meetings whilst in a capacity working for or representing the ICB) must always be declined, whatever their value and whatever their source, and the offer which has been declined must be declared to the team or individual who has designated responsibility for maintaining the register of gifts and hospitality and recorded on the register.
      2. *Gifts from suppliers or contractors*

All gifts of any nature offered to Individuals by suppliers or contractors doing business (or likely to do business) with the ICB or GP Practice should be declined, whatever their value (subject to this, low cost branded promotional aids may be accepted and not declared where they are under the value of a common industry standard of £6). The Individual to whom the gifts were offered should also declare the offer to the Corporate Governance Manager so the offer which has been declined can be recorded on the register.

* + - 1. *Gifts from GP practices*

For teams within the ICB who work closely with GP practices, any gifts received of little financial value (i.e. less than £50) such as flowers, refreshments and small tokens of appreciation can be accepted, but must be declared.

* + - 1. *Gifts from other sources*
         1. Gifts offered from other sources should also be declined if accepting them might give rise to perceptions of bias or favouritism, and a common sense approach should be adopted as to whether or not this is the case. The only exceptions to the presumption to decline gifts relates to items of little financial value (i.e. less than £50) such as diaries, calendars, stationery and other gifts acquired from meetings, events or conferences, and items such as flowers and small tokens of appreciation from members of the public to staff for work well done. Gifts of this nature may be accepted and do not need to be declared, nor recorded on the register.
         2. Gifts valued at over £50 should be treated with caution and only be accepted on behalf of the ICB, not in a personal capacity. These should be declared.
         3. A common sense approach should be applied to the valuing of gifts (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).
         4. Multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50, where the cumulative value exceeds £50.
    1. Hospitality
       1. *Overarching principles*
          1. Individuals should not ask for or accept hospitality that may affect, or be seen to affect, their personal judgement.
          2. A blanket ban on accepting or providing hospitality is neither practical nor desirable from a business point of view. However, Individuals should be able to demonstrate that the acceptance or provision of hospitality would benefit the NHS or ICB.
          3. Modest hospitality provided in normal and reasonable circumstances may be acceptable, although it should be on a similar scale to that which the ICB might offer in similar circumstances (e.g. tea, coffee, light refreshments at meetings). A common sense approach should be adopted as to whether hospitality offered is modest or not.
          4. When hospitality is offered by actual or potential suppliers or contractors, these can be accepted if modest and reasonable, but Individuals should always obtain senior approval and declare these.
       2. *Meals and refreshments*
          1. Under a value of £25 may be accepted and need not be declared.
          2. Of a value between £25 and £75 may be accepted and must be declared.
          3. Over a value of £75 should be refused unless (in exceptional circumstances) senior approval is given. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept.

A common sense approach should be applied to the valuing of meals and refreshments (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).

* + - 1. *Travel and accommodation*
         1. *Modest offers to pay some or all of the travel and accommodation costs* related to attendance at events may be accepted and must be declared.
         2. Offers which go beyond modest, or are of a type that the ICB itself might not usually offer, need approval by senior staff (e.g. the ICB Governance Lead or equivalent), should only be accepted in exceptional circumstances and must be declared. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept travel and accommodation of this type.
    1. Sponsored events
       1. Sponsorship of NHS events by external parties is valued. Offers to meet some or part of the costs of running an event secures the ICB’s ability to take place, benefiting staff and patients. However, there is potential for conflicts of interest between the ICB and sponsor, particularly regarding the ability to market commercial products or services.
       2. When sponsorships are offered, the following principles must be adhered to:
          1. sponsorship of ICB events by appropriate external bodies should only be approved if a reasonable person would conclude that the event will result in clear benefit for the ICB and the NHS;
          2. during dealings with sponsors there must be no breach of patient or individual confidentiality or data protection rules and legislation;
          3. no information should be supplied to the sponsor from which they could gain a commercial advantage, and information which is not in the public domain should not normally be supplied;
          4. at the ICB’s discretion, sponsors or their representatives may attend or take part in the event but they should not have a dominant influence over the content or the main purpose of the event;
          5. the involvement of a sponsor in an event should always be clearly identified in the interest of transparency;
          6. sponsorship does not equate to endorsement of a company or its products and this should be made visibly clear on any promotional or other materials relating to the event; and
          7. Individuals should declare their involvement with arranging sponsored events for the ICB.
       3. *Other forms of sponsorship*

Organisations external to the ICB may also sponsor posts or research. However, there is potential for conflicts of interest to occur, particularly when research funding by external bodies does or could lead to a real or perceived commercial advantage, or if sponsored posts cause a conflict of interest between the aims of the sponsor and the aims of the organisation, particularly in relation to procurement and competition.

1. Roles and responsibilities

All Individuals have the responsibility to appropriately manage conflicts of interest.

* 1. **Appointing ICB Board or committee members and senior employees**

The following should be considered when appointing ICB Board or committee members and senior employees:

* + 1. whether conflicts of interest should exclude someone from being appointed to the relevant role. This will be considered on a case-by-case basis reflecting the ICB’s general principles within the Constitution;
    2. the materiality of the interest, in particular whether someone (or any person whom they have a close association with, as listed in 5.3.4(a)) could benefit (whether financially or otherwise) from any decision the ICB might make;
    3. the extent of the interest and the nature of the appointee’s proposed role within the ICB. If the interest is related to an area of business significant enough that they would be unable to operate effectively and make a full and proper contribution in the proposed role, then that individual should not be appointed to the role;
    4. a person who has a material interest in an organisation which provides, or is likely to provide, substantial services to the ICB (whether as a provider of healthcare or commissioning support services, or otherwise) should recognise the inherent conflict of interest risk that may arise and should not be a member of the ICB Board or of a committee or sub-committee of the ICB, in particular if the nature and extent of their interest and the nature of their proposed role is such that they are likely to need to exclude themselves from decision-making on so regular a basis that it significantly limits their ability to effectively perform that role.
  1. **ICB Non-Executive Members**

Non-Executive Members play a critical role in ICBs, providing scrutiny, challenge and an independent voice in support of robust and transparent decision-making and management of conflicts of interest.

* 1. **Conflicts of Interest Guardian**
     1. To further strengthen scrutiny and transparency of the ICB’s decision-making processes, the ICB has a Conflicts of Interest Guardian, undertaken by the ICB’s Audit and Governance Committee Chair. They are supported by the ICB’s Head of Governance.
     2. The Conflicts of Interest Guardian in collaboration with the ICB’s Director of Corporate Delivery and Head of Governance will:
        1. act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
        2. be a safe point of contact for employees or workers of the ICB to raise any concerns in relation to this policy;
        3. support the rigorous application of conflicts of interest principles and policies;
        4. provide independent advice and judgment where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
        5. give approval, if it is requested, that conflicts of interests are not published on the ICB’s website and, if necessary, seek appropriate legal advice where required; and
        6. provide advice on minimising the risks of conflicts of interest.
  2. **Other Key Roles**
     1. Individuals should be aware that a breach of this policy could render them liable to prosecution under provisions such as the Bribery Act 2010, as well as leading to the termination of their employment or position within the ICB.
     2. Individuals who fail to disclose relevant interests, outside employment or receipts of gifts, hospitality, sponsorship or entertainment as required by this policy or the ICB’s Standing Orders and Prime Financial Policies may be subject to disciplinary action which could ultimately result in the termination of their employment or position within the ICB.
     3. The Director of Corporate Delivery will be responsible for maintaining the Register of Interests, holding the Gifts and Hospitality Register and Register of Breaches, monitoring the Register of Procurement Decisions, publication of the aforementioned registers and reviewing the implementation of this policy.
     4. The Accountable Officer of the ICB has ultimate accountability for the strategic and operational management of the organisation, including ensuring all policies are adhered to.
     5. The ICB Board Members have an ongoing responsibility for ensuring the robust management of conflicts of interest.
     6. The Audit and Governance Committee and ICB Board will ratify this policy for use throughout the ICB.

1. Governance arrangements and decision making
   1. **Secondary Employment**
      1. The ICB will take all reasonable steps to ensure that employees, committee members, contractors and others engaged under contract with them are aware of the requirement to inform the ICB if they are employed or engaged in, or wish to be employed or engaged in, any employment or consultancy work in addition to their work with the ICB. The purpose of this is to ensure that the ICB is aware of any potential conflict of interest. Examples of work which might conflict with the business of the ICB, including part-time, temporary and fixed term contract work, include:
         1. employment with another NHS body;
         2. employment with another organisation which might be in a position to supply goods/services to the ICB, including paid advisory positions and paid honorariums which relate to bodies likely to do business with the ICB;
         3. directorship of a GP federation or non-executive roles; and
         4. self-employment, including private practice, charitable trustee roles, political roles and consultancy work, in a capacity which might conflict with the work of the ICB or which might be in a position to supply goods/services to the ICB.
      2. The ICB requires Individuals to:
         1. obtain prior permission to engage in secondary employment, and reserve the right to refuse permission where it believes a conflict will arise which cannot be effectively managed;
         2. declare any existing outside employment on appointment and any new outside employment when it arises.

For more information, please see the ICB’s Secondary Employment Policy.

* 1. **Management of meetings and decision making**
     1. Chairing arrangements and decision-making processes
        1. *Management of meetings*
           1. The Chair of a meeting of the ICB’s Board or any of its committees, sub-committees or groups has ultimate responsibility for deciding whether there is a conflict of interest and for taking the appropriate course of action in order to manage the conflict of interest.
           2. In making such decisions, the Chair (or Vice Chair or remaining non‑conflicted members) may wish to consult with the Conflicts of Interest Guardian (see paragraph 7.3) or another member of the ICB Board.
           3. The Register of Interests for each committee will be circulated with the meeting papers. The Chair and ICB Meeting Lead and, if required, the Conflicts of Interest Guardian, should proactively consider ahead of the meeting what conflicts are likely to arise and how they are to be managed, including taking steps to ensure that supporting papers for particular agenda items of private sessions/meetings are not sent to conflicted Individuals in advance of the meeting, where relevant.
           4. To support Chairs in their role, they will be provided with a declarations of interest checklist prior to meetings (see Appendix 5).
           5. At the beginning of all committee meetings the Register of Interests for that meeting will be highlighted and there will be an opportunity for Individuals to identify potential conflicts of interests relating to specific items of business. Individuals should also raise such items at the beginning of each agenda item so the appropriate course of action can be taken.
           6. Similarly, any new offers of gifts or hospitality (whether accepted or not) which are declared at a meeting must be included on the ICB’s register of gifts and hospitality to ensure it is up to date.
           7. It is the responsibility of each individual member of the meeting to declare any relevant interests which they may have. However, should the Chair or any other member of the meeting be aware of facts or circumstances which may give rise to a conflict of interests but which have not been declared then they should bring this to the attention of the Chair who will decide whether there is a conflict of interest and the appropriate course of action to take in order to manage the conflict of interest.
           8. When a member of the meeting (including the Chair or Vice Chair) has a conflict of interest in relation to one or more items of business to be transacted at the meeting, the Chair (or Vice Chair or remaining non-conflicted members, where relevant as described above) must decide how to manage the conflict. The appropriate course of action will depend on the particular circumstances, but could include one or more of the following:
* where the Chair has a conflict of interest, deciding that the Vice Chair (or another non-conflicted member of the meeting if the Vice Chair is also conflicted) should chair all or part of the meeting;
* requiring the Individual who has a conflict of interest (including the Chair or Vice Chair if necessary) not to attend the meeting;
* ensuring that the Individual concerned does not receive the supporting papers or minutes of the meeting which relate to the matter(s) which give rise to the conflict;
* requiring the Individual to leave the discussion when the relevant matter(s) are being discussed and when any decisions are being taken in relation to those matter(s). In private meetings, this could include requiring the Individual to leave the room and in public meetings to either leave the room or join the audience in the public area;
* allowing the Individual to participate in some or all of the discussion when the relevant matter(s) are being discussed but requiring them to leave the meeting when any decisions are being taken in relation to those matter(s). This may be appropriate where, for example, the conflicted Individual has important relevant knowledge and experience of the matter(s) under discussion, which it would be of benefit for the meeting to hear, but this will depend on the nature and extent of the interest which has been declared;
* noting the interest and ensuring that all attendees are aware of the nature and extent of the interest, but allowing the Individual to remain and participate in both the discussion and in any decisions. This is only likely to be the appropriate course of action where it is decided that the interest which has been declared is either immaterial or not relevant to the matter(s) under discussion.
  + - * 1. Where the conflict of interest relates to outside employment and an Individual continues to participate in meetings pursuant to the preceding two bullet points, he or she are to ensure that the capacity in which they continue to participate in the discussions is made clear and correctly recorded in the minutes. Where it is appropriate for them to participate in decisions they must only do so if they are acting in their ICB role.
        2. It is imperative that the ICB ensures complete transparency in decision-making processes through robust record-keeping. Any declaration of interest, and arrangements agreed, in any meeting of the ICB, its committees or sub-committees, or the ICB Board, should be recorded in the register at Appendix 6, and in the relevant minutes (see the ICB’s Corporate Governance Framework, Appendix 7, for example wording). The Chair must therefore ensure the following information is recorded in the minutes:
* who has the interest;
* the nature of the interest and why it gives rise to a conflict, including the magnitude of any interest;
* the items on the agenda to which the interest relates;
* how the conflict was agreed to be managed; and
* evidence that the conflict was managed as intended (for example recording the points during the meeting when particular Individuals left or returned to the meeting).
  + - * 1. The Corporate Governance Manager will be responsible for updating the ICB’s register of interests with this information and completing the Register for “Recording Interests During Meetings” (see Appendix 6), which will be presented at each Audit and Governance Committee along with “Interests Recorded During Meetings” form (see Appendix 7), which will be made available to Audit and Governance Committee upon request.
      1. *Decision Making*
         1. Where more than 50% of the members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the Chair (or acting Chair) will determine whether or not the discussion can proceed.
         2. In making this decision the Chair (or acting Chair) will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the ICB’s standing orders or elsewhere. Where the meeting is not quorate, owing to the absence (temporary or otherwise) of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the Chair (or acting Chair) of the meeting shall consult with the Director of Corporate Delivery or Head of Governance on the action to be taken. This may include:
* requiring another of the ICB’s committees or sub-committees, or the ICB’s Board (as appropriate), which can be quorate, to progress the item of business; or if this is not possible
* inviting on a temporary basis one or more of the following to make up the quorum (where these are permitted members of the ICB Board or committee or sub-committee in question) so that the ICB can progress the item of business:
  + a member of the ICB who is an Individual;
  + a member of a relevant Health and Wellbeing Board;
  + a member of the ICB Board of another ICB;
  + a Non-Executive Member from any other ICB;
  + any other person.

These arrangements must be clearly recorded in the minutes of the meeting.

* + - * 1. In any transaction undertaken in support of the ICB’s exercise of its commissioning functions (including conversations between two or more Individuals, emails, correspondence and any other form of communication), Individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an Individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that transaction, and declare that interest as soon as possible thereafter. The Individual must also inform either their line manager (in the case of staff), or the Director of Corporate Delivery or Head of Governance of the transaction.
        2. The Director of Corporate Delivery or Head of Governance will take such steps as deemed appropriate, and request information deemed appropriate from Individuals, to ensure that all conflicts of interest and potential conflicts of interest are declared.

1. Managing Conflicts of Interest through the commissioning cycle
   1. **Principles**

The ICB will manage conflicts of interest by applying a number of principles, processes and safeguards through:

* + 1. statutory requirements;
    2. doing business appropriately – ensuring commissioning decisions are in line with the ICB’s constitution, standards of business and commissioning strategy;
    3. being proactive not reactive by:
       1. considering potential conflicts of interests (e.g. when appointing Individuals to decision-making roles);
       2. ensuring all Individuals and decision-making staff (as referred to in paragraph 6.1.2(a)) are aware of their obligations to declare conflicts of interests;
       3. maintaining a register of interests; and
       4. agreeing in advance how to deal with scenarios where a conflict of interest occurs;
    4. assuming Individuals will act ethically and professionally, but may not always appreciate the potential for conflicts of interest or relevant rules and procedures;
    5. being balanced and proportionate – ensuring rules are clear and robust but not overly prescriptive or restrictive so as to hinder the decision-making process;
    6. being open and ensuring early engagement with patients, the public, clinicians and other stakeholders, including local Healthwatch and Health and Wellbeing Boards in relation to proposed commissioning plans;
    7. responsiveness and best practice – ensuring that commissioning intentions are based on local health needs and reflect evidence of best practice;
    8. transparency – ensuring that the approach taken is clearly evidenced by an audit trail;
    9. securing expert advice – ensuring that commissioning plans take into account advice from appropriate health and social care professionals and experts;
    10. engaging with providers – ensuring early engagement with both incumbent and potential new providers over potential changes to commissioned services for the local population;
    11. creating clear and transparent commissioning specifications;
    12. following proper procurement processes and legal arrangements;
    13. ensuring sound record-keeping;
    14. having in place a clear, recognised and easily enacted system for dispute resolution.
  1. **General Provisions**

In accordance with the ICB’s constitution, the ICB shall manage conflicts of interest that are declared or arise through the commissioning cycle as stated in the following provisions:

* + 1. the Accountable Officer has overall accountability for the ICB’s management of conflicts of interest;
    2. the Corporate Governance Manager will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interest or potential conflict of interest, to ensure the integrity of the ICB’s decision making processes;
    3. arrangements for the management of conflicts of interest are to be determined by the ICB Meeting Lead or Chair of any relevant meeting and will include the requirement to put in writing to the relevant individual arrangements for managing the conflicts of interests or potential conflicts of interests, within a week of declaration. The arrangements will confirm the following:
       1. when an Individual should withdraw from a specified activity, on a temporary or permanent basis (this may include asking an Individual to be excluded from meetings, or relevant parts of meetings, during which relevant issues are discussed or to attend such discussions but not participate in any related vote); and
       2. monitoring of the specified activity undertaken by the Individual, either by a line manager, colleague or other designated Individual;
    4. where an interest has been declared, either in writing or by oral declaration, the declarer will ensure that before participating in any activity connected with the ICB’s exercise of its commissioning functions, they have received confirmation of the arrangements to manage the conflict of interest or potential conflict of interest from the Corporate Governance Manager;
    5. where a member of staff might transfer to a provider (or their role may materially change) following the award of a contract, it will be treated as a relevant interest, and the potential conflict shall be managed appropriately.
  1. **Designing Service Requirements**

The way in which services are designed can either increase or decrease the extent of perceived or actual conflicts of interest. Particular attention is to be given to public and patient involvement in the ICB’s service development. Public involvement supports transparent and credible commissioning decisions. It should happen at every stage of the commissioning cycle from needs assessment, planning and prioritisation to service design, procurement and monitoring. The ICB has a legal duty under the Health and Social Care Act 2012 to properly involve patients and the public in their respective commissioning processes and decisions.

* + 1. Provider engagement
       1. The ICB aims to engage relevant providers, especially clinicians, in confirming that the design of service specifications will meet patient needs. This may include providers from the acute, primary, community, and mental health sectors, and may include NHS, third sector and private sector providers. However, conflicts of interest, as well as challenges to the fairness of the procurement process, can arise if the ICB engages selectively with only certain providers (be they incumbent or potential new providers) in developing a service specification for a contract for which they may later bid. This should also be considered when engaging with existing/ potential providers in relation to the development of new care models.
       2. Provider engagement should follow the three main principles of procurement law, namely equal treatment, non-discrimination and transparency. This includes ensuring that the same information is given to all at the same time and procedures are transparent. This mitigates the risk of potential legal challenge.
       3. As the service design develops, it is good practice to engage with a range of providers on an ongoing basis to seek comments on the proposed design.
       4. Engagement should help to shape the requirement to meet patient need, but it is important not to gear the requirement in favour of any particular provider(s). If appropriate, the advice of an independent clinical adviser on the design of the service should be secured.
       5. Any decisions in regards to obligations under the National Health Service (Procurement, Patient Choice and Competition) (No.2) Regulations 2013 and the Public Contracts Regulations 2015 shall be documented.
    2. Specifications
       1. The ICB will seek, as far as reasonably possible, to specify the outcomes that they wish to see delivered through a new service, rather than the process by which these outcomes are to be achieved. As well as supporting innovation, this helps prevent bias towards particular providers in the specification of services. However, careful consideration should be given to the appropriate degree of financial risk transfer in any new contractual model.
       2. Specifications should be clear and transparent, reflecting the depth of engagement, and set out the basis on which any contract will be awarded.
  1. **Transparency in Procurement and awarding grants**
     1. The ICB aims to recognise and manage any conflicts or potential conflicts of interest that may arise in relation to the procurement of any services or the administration of grants.
     2. When awarding grants, the ICB will follow the same process as described in paragraphs 10.1 and 10.2.
     3. The ICB must comply with two different regimes of procurement law and regulation when commissioning healthcare services: the NHS (Procurement, Patient Choice and Competition) (No.2) Regulations 2013 and the Public Contracts Regulations 2015. Whilst the two regimes overlap in terms of some of their requirements, they are not the same – so compliance with one regime does not automatically mean compliance with the other.
     4. The National Health Service (Procurement, Patient Choice and Competition) (No.2) Regulations 2013 state:

*“ICBs must not award a contract for the provision of NHS health care services where conflicts, or potential conflicts, between the interests involved in commissioning such services and the interests involved in providing them affect, or appear to affect, the integrity of the award of that contract; and*

*ICBs must keep a record of how it managed any such conflict in relation to NHS commissioning contracts it has entered into.”*

* + 1. Paragraph 24 of PCR 2015 states: "Contracting authorities shall take appropriate measures to effectively prevent, identify and remedy conflicts of interest arising in the conduct of procurement procedures so as to avoid any distortion of competition and to ensure equal treatment of all economic operators". Conflicts of interest are described as "any situation where relevant staff members have, directly or indirectly, a financial, economic or other personal interest which might be perceived to compromise their impartiality and independence in the context of the procurement procedure".
    2. The Procurement, Patient Choice and Competition Regulations (PPCCR) place requirements on the ICB to ensure that they adhere to good practice in relation to procurement, run a fair, transparent process that does not discriminate against any provider, do not engage in anti-competitive behaviour that is against the interest of patients, and protect the right of patients to make choices about their healthcare. Furthermore the PPCCR places requirements on the ICB to secure high quality, efficient NHS healthcare services that meet the needs of the people who use those services. The Public Contracts Regulations 2015 are focussed on ensuring a fair and open selection process for providers. The completion of a Procurement Decisions and Contracts Awarded Form (Appendix 8) and Procurement Register (Appendix 9) must therefore be updated whenever a procurement decision is taken.
    3. A Procurement Checklist (Appendix 10) sets out factors that the ICB should address when devising plans to commission general practice services.
    4. The ICB will make the evidence of their management of conflicts publicly available. Complete transparency around procurement will provide:
       1. evidence that the ICB is seeking and encouraging scrutiny of its decision-making process;
       2. a record of the public involvement throughout the commissioning of the service;
       3. a record of how the proposed service meets local needs and priorities for partners such as the Health and Wellbeing Boards, local Healthwatch and local communities;
       4. evidence to the Audit and Governance Committee, and internal and external auditors that a robust process has been followed in deciding to commission the service, in selecting the appropriate procurement route, and in addressing potential conflicts.

The ICB will publish the procurement register on the ICB’s website to ensure that members of the public have access to this register on request. In exceptional circumstances, the same process as mentioned in paragraph 6.1.2(c) shall be followed.

* + 1. Commissioning Support Units (CSU), are also expected to declare any conflicts of interest they may have in relation to the work commissioned by the ICB.
    2. Register of procurement decisions
       1. The ICB will maintain a register of procurement decisions taken, either for the procurement of a new service, any extension or material variation of a current contract, awarding of grants or single tender waivers. This must include:
          1. the details of the decision;
          2. who was involved in making the decision (including the name of the ICB clinical lead, the ICB contract manager, the name of the decision making committee and the name of any other individuals with decision-making responsibility);
          3. a summary of any conflicts of interest in relation to the decision and how this was managed by the ICB (see paragraph 9.4.10(b) in relation to retaining the anonymity of bidders); and
          4. the award decision taken.
       2. The register of procurement decisions must be updated whenever a procurement decision is taken. The Procurement, Patient Choice and Competition Regulations 9(1) place a requirement on commissioners to maintain and publish on their website a record of each contract it awards. The register of procurement decisions is therefore publicly available and easily accessible to patients and the public on the ICB’s website and upon request for inspection at the ICB’s headquarters:

[https://www.derbyandderbyshireICB.nhs.uk/about-us/conflict-of-interest/](https://www.derbyandderbyshireccg.nhs.uk/about-us/conflict-of-interest/)

* + 1. Declarations of interests for bidders/contractors and people who provide services to the ICB
       1. As part of a procurement process, it is good practice to ask bidders to declare any conflicts of interest. This allows the ICB to ensure that they comply with the principles of equal treatment and transparency. When a bidder declares a conflict, the ICB must decide how best to deal with it or ensure that no bidder is treated differently to any other. A Declaration of Interests Form for Bidders/Contractors must be completed (Appendix 11).
       2. It will not usually be appropriate to declare such a conflict on the register of procurement decisions, as it may compromise the anonymity of bidders during the procurement process. The ICB will therefore retain an internal audit trail of how the conflict or perceived conflict was dealt with to allow them to provide information at a later date if required. The ICB is required under regulation 84 of the Public Contract Regulations 2015 to make and retain records of contract award decisions and key decisions that are made during the procurement process, but are not expected to publish them. Such records must include ‘communications with economic operators and internal deliberations’ which should include decisions made in relation to actual or perceived conflicts of interest declared by bidders. These records should be retained for a period of at least three years from the date of award of the contract.
    2. Single Tender Waivers

The decision to use a single tender waiver should still be classed as a procurement decision. If it results in the ICB entering into a new contract, extending a contract, or materially altering the term of an existing contract, then it is a decision and should be recorded. Therefore, the same process in this paragraph 9.4 should be followed for all single tender waivers.

* + 1. Contract Monitoring
       1. The management of conflicts of interest applies to all aspects of the commissioning cycle, including contract management.
       2. Any contract monitoring meeting needs to consider conflicts of interest as part of the process i.e. the Chair of a contract management meeting should:
          1. invite declarations of interests;
          2. record any declared interests in the minutes of the meeting; and
          3. manage any conflicts appropriately and in line with this policy.

This equally applies where a contract is held jointly with another organisation such as the Local Authority or with other ICBs under lead commissioner arrangements.

* + - 1. The Individuals involved in the monitoring of a contract should not have any direct or indirect financial, professional or personal interest in the incumbent provider or in any other provider that could prevent them, or be perceived to prevent them, from carrying out their role in an impartial, fair and transparent manner.
      2. All Individuals should guard against providing information on the operations of the ICB which might provide a commercial advantage to any organisation (private or NHS) in a position to supply goods or services to the ICB. For particularly sensitive procurement or contracts, Individuals may be asked to sign a non-disclosure agreement.

1. Raising concerns and breaches
   1. It is the duty of every Individual to speak up about genuine concerns in relation to the administration of the ICB’s policy on conflicts of interest management, and to report these concerns. These Individuals should not ignore their suspicions or investigate themselves, but rather speak to the Head of Governance, Director of Corporate Delivery or Conflicts of Interest Guardian.
   2. Breaches may occur in any of the following areas:
      1. at any stage of the commissioning cycle (e.g. needs assessment, strategic planning, service planning and design, procurement or contract management);
      2. Individuals declaring interests;
      3. gifts, hospitality, sponsorship and events; or
      4. Individuals and their outside employment.
   3. Any non-compliance with the ICB’s Standards of Business Conduct and Managing Conflicts of Interest Policy should be reported in accordance with the terms of that policy, and the ICB’s Raising Concerns at Work (Whistleblowing) Policy (where the breach is being reported by an employee or worker of the ICB) or with the Raising Concerns at Work (Whistleblowing) Policy of the relevant employer organisation (where the breach is being reported by an employee or worker of another organisation).
   4. **Reporting breaches**
      1. The ICB will maintain a Breach Declarations Register (see Appendix 12), which will record any notifications brought to the attention of the ICB. Notifications must be recorded on a Breach Declaration Form (see Appendix 13).
      2. All such notifications should be treated with appropriate confidentiality at all times in accordance with the ICB’s policies and applicable laws, and the person making such disclosures will receive an appropriate explanation of any decisions taken as a result of any investigation.
      3. All Individuals should contact the ICB’s designated Conflicts of Interest Guardian to raise any concerns. They are able to contact the Conflicts of Interest Guardian on a strictly confidential basis.
      4. The breach will be jointly investigated by the Conflicts of Interest Guardian and Director of Corporate Delivery (providing the Director of Corporate Delivery is not conflicted – if they are conflicted, then the Head of Governance will support the investigation). The Conflicts of Interest Guardian will have access to other ICB policies on raising concerns, counter fraud or similar.
      5. The Conflicts of Interest Guardian will make the final decision on whether a breach has occurred.
      6. The Director of Corporate Delivery will inform the NHS England and NHS Improvement Locality Director of any breaches within seven days of the breach being identified.
      7. Anonymised details of breaches will be published on the ICB’s website for the purpose of learning and development.
      8. Anyone who wishes to report a suspected or known breach of the policy, who is not an employee or worker of the ICB, should ensure that they comply with their own organisation’s whistleblowing policy, since most such policies should provide protection against detriment or dismissal.
      9. Providers, patients and other third parties can make a complaint to NHS Improvement in relation to a commissioner’s conduct under the Procurement Patient Choice and Competition Regulations.
      10. Should the ICB receive a media enquiry regarding a declared breach, the following process should be followed:

Details of the breach communicated to ICB Communications Lead and Conflicts of Interest Guardian

A reactive media statement is drafted and approved by the ICB’s Executive Team

Draft statement shared with NHSE Communications Team for information

Additional media responses drafted should a query be received and signed off by the Executive Team

Media monitoring reports provided with details of coverage, if any

* 1. **Prevention of Fraud, Bribery and Corruption**
     1. Fraud
        1. The Fraud Act 2006 came into force on the 15 January 2007 and introduced the general offence of fraud. This is broken into three key sections:
           1. fraud by false representation;
           2. fraud by failing to disclose information;
           3. fraud by abuse of position.
        2. The Fraud Act 2006 also created new offences of:
           1. possession and making or supplying articles for use in fraud;
           2. fraudulent trading (sole traders);
           3. obtaining services dishonestly.
  2. Corruption/Bribery
     + 1. The Bribery Act 2010 replaced the previous Prevention of Corruption Acts 1889–1916 and created two general offences of bribery:
          1. offering or giving a bribe to induce someone to behave, or to reward someone for behaving, improperly; and
          2. requesting or accepting a bribe either in exchange for acting improperly, or where the request or acceptance is itself improper.
       2. A new corporate offence was also introduced – negligent failing by a company or limited liability partnership to prevent bribery being given or offered by an employee or agent on behalf of that organisation.
       3. All Individuals are required to be aware of the Bribery Act 2010 and should also refer to the ICB’s Fraud, Bribery and Corruption Policy for further details.
     1. Reporting Suspicions
        1. All cases of suspected fraud, bribery or corruption must be investigated by an accredited NHS Counter Fraud Specialist appointed by the ICB. Any concerns or suspicions relating to fraud, bribery or corruption must therefore be reported to the ICB’s appointed Counter Fraud Specialist, Ian Morris (Email: [Ian.morris7@nhs.net](mailto:Ian.morris7@nhs.net), Telephone: 07920 138606).
        2. Any suspicions or concerns of acts of fraud or bribery can also be reported online via <https://www.reportnhsfraud.nhs.uk/> or via the NHS Fraud and Corruption Reporting Line on 0800 0284060. This provides an easily accessible and confidential route for the reporting of genuine suspicions of fraud within or affecting the NHS. All calls are dealt with by experienced trained staff and any caller who wishes to remain anonymous may do so.

1. Constitution, Standing orders, Scheme of Reservations and Delegation and Prime Financial Policies
   1. All Individuals must carry out their duties in accordance with the ICB’s Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies, and any applicable terms of reference. These set out the statutory and governance framework in which the ICB operates. Individuals must at all times refer to and act in accordance with the Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies to ensure ICB processes are followed.
   2. In the event of doubt Individuals should seek advice from the Governance Team. In the event of any conflict arising between the details of this policy and the Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies, then the provisions of the Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies shall prevail.
2. New Care Models
   1. When the ICB is commissioning a new care model (i.e. Multi-speciality Community Provider, Primary and Acute Care Systems or other arrangements of a similar scale or scope that (directly or indirectly) includes primary medical services) it is likely that there will be some Individuals with roles (whether clinical or non-clinical), that also have roles within a potential provider, or may be affected by decisions relating to new care models. Any conflicts of interest must be identified and appropriately managed, in accordance with this policy.
   2. Any Individual who has a material interest in an organisation which provides, or is likely to provide, substantial services to the ICB (whether as a provider of healthcare or provider of commissioning support services, or otherwise) is to recognise the inherent conflict of interest risk that may arise and should not be a member of the ICB Board or of a committee or sub-committee.
   3. In the case of new care models, it is perhaps likely that there will be Individuals with roles in both the ICB and new care model provider/potential provider. These conflicts of interest should be identified as soon as possible, and appropriately managed locally. The position is to also be reviewed whenever an Individual’s role, responsibility or circumstances change in a way that affects the Individual’s interests.
   4. Where an Individual participating in a meeting has dual roles, but it is not considered necessary to exclude them from the whole or any part of the meeting, he or she should ensure that the capacity in which they continue to participate in the discussions is made clear and correctly recorded in the meeting minutes, but where it is appropriate for them to participate in decisions they must only do so if they are acting in their ICB role.
   5. Individuals under contract with the ICB are to inform the ICB if they are employed or engaged in, or wish to be employed or engaged in, any employment or consultancy work in addition to their work with the ICB.
   6. The potential conflict should be managed where Individuals might be affected by the outcome of a procurement exercise. This is also true where Individuals are involved in both the contract management of existing contracts, and involved in procurement of related new contracts.
   7. It is good practice to engage relevant providers, especially clinicians, in confirming that the design of service specifications will meet patient needs. This may include providers from the acute, primary, community, and mental health sectors, and may include NHS, third sector and private sector providers. Individuals should therefore be mindful of these issues when engaging with existing/potential providers in relation to the development of new care models, and must ensure they comply with their statutory obligations including, but not limited to, their obligations under the National Health Service (Procurement, Patient Choice and Competition) (No. 2) Regulations 2013 and the Public Contracts Regulations 2015.
3. Equality Statement
   1. The ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
   2. In carrying out its function, the ICB must have due regard to the PSED. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.
4. Due Regard

This policy has been reviewed in relation to having due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

Appendix 1 – Declaration of Interests: Financial and Other Interests

This form **must** be completed by **all** employees, sub-contractors, ICB Board members, and committee or sub-committee members on an annual basis.

This form must be completed in accordance with the ICB’s Constitution and section 140 of *The National Health Service Act 2006, the NHS (Procurement, Patient Choice and Competition) Regulations 2013 and the Substantive guidance on the Procurement, Patient Choice and Competition Regulations.*

***Note: Nil returns must be completed and returned.***

***If there is any doubt as to whether or not an interest is relevant, a declaration of the interest must be made.***

Forename:

Surname:

Job Title:

Organisation (if not employed by ICB or Member Practice)

Position within or relationship with, the ICB (or NHS England and NHS Improvement in the event of joint committees):

ICB Employee  Sub-Contractor

Member Practice  Name of Member Practice:

Position held:

ICB Board Member

Committee Member

*Please check all that apply:*

Audit & Governance  Finance & Estates  People & Culture

Public Partnerships  Quality & Performance  Population Health &

Strategic Commissioning

Remuneration  System Quality Group

Other ICB Meetings

*(please list)*

| **DETAIL OF INTERESTS HELD**  **(complete all that are applicable)** | | | | |
| --- | --- | --- | --- | --- |
| **Type of Interest (see reverse of form for details)** | **Description of Interest (including for indirect interests, details of the relationship with the person who has the interest)** | **Date interest relates**  **From & To**  **(use DDMMYY date format)** | | **Actions to be taken to mitigate risk (to be agreed with Line Manager or Senior ICB Manager)** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

*The information submitted will be held by the ICB for personnel or other reasons specified on this form and to comply with the organisation’s policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that the ICB holds. The ICB publishes decision makers, ICB Board members, and public committee meeting registers on its website and also within public meeting papers.*

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to the ICB as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, or internal disciplinary action may result.

**I do/do not *[delete as applicable]*** give my consent for this information to be published on registers that the ICB holds. If consent is NOT given please give reasons:

|  |
| --- |
|  |

**Signed**…………………………………………………………….

**Date**………………………………………………………………

Where interests change or new interests are identified this form must be updated and returned to Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

**TYPES OF INTEREST**

|  |  |
| --- | --- |
| **Type of Interest** | **Description** |
| Financial Interests | This is where an individual may get direct financial benefits from the consequences of a commissioning decision. This could, for example, include being:   * a director, including a non-executive director, or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations. This includes involvement with a potential provider of a new care model * a shareholder (or similar owner interests), a partner or owner of a private or not-for-profit company, business, partnership or consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations * a management consultant for a provider * a provider of clinical private practice * in secondary employment * in receipt of secondary income from a provider * in receipt of a grant from a provider * in receipt of any payments (for example honoraria, one off payments, day allowances or travel or subsistence) from a provider * in receipt of research funding, including grants that may be received by the individual or any organisation in which they have an interest or role * having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider) |
| Non-Financial Professional Interests | This is where an individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career. This may, for example, include situations where the individual is:   * an advocate for a particular group of patients * a GP with special interests e.g. in dermatology, acupuncture etc. * an active member of a particular specialist professional body (although routine GP membership of the RCGP, BMA or a medical defence organisation would not usually by itself amount to an interest which needed to be declared) * an advisor for Care Quality Commission (CQC) or National Institute for Health and Care Excellence (NICE) * engaged in a research role * the development and holding of patents and other intellectual property rights which allow staff to protect something that they create, preventing unauthorised use of products or the copying of protected ideas * GPs and practice managers, who are members of the ICB Board or committees of the ICB, should declare details of their roles and responsibilities held with their GP practice |
| Non-Financial Personal Interests | This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the individual is:   * a voluntary sector champion for a provider * a volunteer for a provider * a member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation * suffering from a particular condition requiring individually funded treatment * a member of a lobby or pressure groups with an interest in healthcare |
| Indirect Interests | This is where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non- financial personal interest in a commissioning decision (as those categories are described above). For example, this should include:   * spouse/partner * close relative e.g. parent, grandparent, child, grandchild or sibling * close friend or associate * business partner |

Appendix 2 – Template Register of Interests

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name** | **Job Title** | **Committee Member/ Attendee** | **Declared interest (including direct/ indirect interest)** | **Type of Interest** | | | | **Date of Interest** | | **Action taken to mitigate risk** |
| **Financial Interest** | **Non-Financial Professional Interest** | **Non-Financial Personal Interest** | **Indirect Interest** | **From** | **To** |
|  |  |  |  |  |  |  |  |  |  |  |

Appendix 3 – Declarations of Gifts and Hospitality Form

**(including sponsorship and entertainment)**

|  |  |
| --- | --- |
| **Name of recipient** |  |
| **Job Title/Position** |  |
| **Date of Offer** |  |
| **Date of Receipt (if applicable)** |  |
| **Details of gift/hospitality/sponsorship** |  |
| **Estimated Value** |  |
| **Supplier/Offeror Name and Nature of Business** |  |
| **Details of Previous Offers or Acceptance by this Offeror/Supplier** |  |
| **Action taken to mitigate conflict, details of any approvals and details of the officer reviewing and approving the declaration made and date** |  |
| **Declined or Accepted?** |  |
| **Reason for Accepting or Declining** |  |
| **Other Comments** |  |

*The information submitted will be held by the ICB for personnel or other reasons specified on this form and to comply with the organisation’s policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that the ICB holds. The Gifts and Hospitality Register is published on the ICB’s website.*

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to the ICB as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, professional regulatory or internal disciplinary action may result.

**I do/do not** (delete as applicable) give my consent for this information to published on registers that the ICB holds. If consent is NOT given please give reasons:

|  |
| --- |
|  |

**Signed: Date:**

**Signed: (Line Manager or Senior ICB Manager)**

**Position: Date:**

Please return to Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

Appendix 4 – Template Gifts and Hospitality Register

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **NHS DERBY AND DERBYSHIRE ICB GIFTS, HOSPITALITY & SPONSORSHIP REGISTER** | | | | | | | | | | | | |  |
| **Name of Recipient** | **Job Title/ Position** | **Date of Offer** | **Date of Receipt** | **Details of Gift/ Hospitality/ Sponsorship** | **Estimated Value** | **Supplier/ Offeror Name and Nature of Business** | **Details of Previous Offers or Acceptance by this Offeror/ Supplier** | **Action taken to mitigate conflict, details of approvals and details of the officer reviewing and approving the declaration made and date** | **Accepted/ Declined** | **Reason for Accepting/ Declining** | **Authorising Manager** | **Comments** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Appendix 5 – Declarations of Interest Checklist

**(including sponsorship and entertainment)**

Under the Health and Social Care Act 2012, there is a legal obligation to manage conflicts of interest appropriately. It is essential that declarations of interest and actions arising from the declarations are recorded formally and consistently across all ICB Board, committee and sub-committee meetings. This checklist has been developed with the intention of providing support in conflicts of interest management to the Chair of the meeting

– prior to, during and following the meeting. It does not cover the requirements for declaring interests outside of the committee process.

| **Timing** | **Checklist for Chairs** | **Responsibility** |
| --- | --- | --- |
| **In advance of the meeting** | **1. The agenda** to include a standing item on declaration of interests to enable Individuals to raise any issues and/or make a declaration at the meeting. | Meeting Chair/ICB Meeting Lead/Administrator |
| **2.** A **definition of conflicts of interest** should also be accompanied with each agenda to provide clarity for all recipients. | Meeting Chair/ICB Meeting Lead/Administrator |
| **3. Agenda** to be circulated to enable attendees (including visitors) to identify any interests relating specifically to the agenda items being considered. | Meeting Chair/ICB Meeting Lead/Administrator |
| **4. Members should contact the Chair** as soon as an actual or potential conflict is identified. | Meeting members |
| **5.** If applicable,Chair to review a **summary report from preceding meetings** i.e. sub-committee, working group, etc. detailing any conflicts of interest declared and how this was managed. | Meeting Chair |
|  | **6.** A **copy of the members’ declared interests** is checked to establish any actual or potential conflicts of interest that may occur during the meeting. | Meeting Chair/ICB Meeting Lead |
| **During the meeting** | **7. Check and declare the meeting is quorate** and ensure that this is noted in the minutes of the meeting. | Meeting Chair/Administrator |
| **8.** Chair requests **members to declare any interests in agenda items –** which have not already been declared, including the nature of the conflict. | Meeting Chair |
| **9. Chair makes a decision** as to how to manage each interest which has been declared, including whether/ to what extent the Individual member should continue to participate in the meeting, on a case by case basis, and this decision is recorded. | Meeting Chair /ICB Meeting Lead/ Director of Corporate Delivery/ Head of Governance/ Corporate Governance Manager |
| **10. As a minimum requirement**, the following should be **recorded in the minutes of the meeting**:   * Individual declaring the interest (and why they are conflicted) * at what point the interest was declared and what item they were conflicted with * the nature of the interest – why they have a conflict (i.e. role, organisation they are employed by and how they are affected by the item being discussed) * the Chair’s decision and resulting action taken * the point during the meeting at which any individuals retired from and returned to the meeting – even if an interest has not been declared   **Visitors in attendance** who participate in the meeting must also follow the meeting protocol and declare any interests in a timely manner. | Meeting Chair/ Administrator |
| **Following the meeting** | **11.** All **new interests declared** at the meeting should be promptly updated onto the declaration of interest form. | Individual(s) declaring interest(s) |
| **12.** All new completed declarations of interest should be **transferred onto the register of interests.** | Administrator/ Corporate Governance Manager |

Appendix 6 – Summary Register for Recording any Interests during meetings

A conflict of interest is defined as “a set of circumstances by which a reasonable person would consider that an Individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold” (NHS England, 2017).

A 'gift' is defined as any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value. Please let the Corporate Governance Team know if you have accepted or declined any gifts or hospitality.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Meeting** | **Date of Meeting** | **Chair (name)** | **ICB Meeting Lead** | **Name of person declaring interest** | **Agenda item** | **Details of interest declared** | **Action taken** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

Chair of meeting:

Signature

Date

Appendix 7 – Interests Recorded During Meetings

|  |  |
| --- | --- |
| **Report from [insert details of committee]** | |
| Details of interest declared | [Insert who declared the interest and why] |
| Title of paper | [Insert full title of the paper] |
| Meeting details | [Insert date, time and location of the meeting] |
| Report author and job title | [Insert full name and job title/position of the person who has written this report] |
| Executive summary | [Include summary of discussions held, options developed, commissioning rationale, etc.] |
| Recommendations | [Include details of any recommendations made, including full rationale]  [Include details of finance and resource implications] |
| Outcome of Impact Assessments completed (e.g. Quality/Equality) Impact Assessments | [Provide details of the QIA or EIA. If this section is not relevant to the paper state “not applicable”] |
| Outline engagement – clinical, stakeholder and public/patient | [Insert details of any patient, public or stakeholder engagement activity. If this section is not relevant to the paper state “not applicable”] |
| Management of Conflicts of Interest | [Include details of any conflicts of interest declared]  [Where declarations are made, include details of conflicted Individual(s) name, position; the conflict(s) details, and how these have been managed in the meeting]  [Confirm whether the interest is recorded on the register of interests – if not agreed course of action] |
| Assurance departments/organisations who will be affected have been consulted: | [Insert details of the people you have worked with or consulted during the process:   * Finance (insert job title) * Commissioning (insert job title) * Contracting (insert job title) * Medicines Optimisation (insert job title) * Clinical leads (insert job title) * Quality (insert job title) * Safeguarding (insert job title) * Other (insert job title)] |
| Report previously presented at: | [Insert details (including the date) of any other meeting where this paper has been presented; or state “not applicable”] |
| Risk Assessments | [Insert details of how this paper mitigates risks – including conflicts of interest] |

Appendix 8 – Procurement Decisions and Contracts Awarded Form

|  |  |
| --- | --- |
| **Ref No** |  |
| **Contract/Service Title** |  |
| **Reason for Procurement/Investment Description** |  |
| **Existing contract or new procurement (if existing include details)** |  |
| **Procurement type (e.g. ICB procurement, collaborative procurement with partners, competitive, restricted, AQP, contract extension)** |  |
| **Collaborative Partners (e.g. none, other ICBs, local authority)** |  |
| **ICB clinical lead (Name)** |  |
| **ICB contract manager (Name)** |  |
| **Decision making process, name of decision making committee, and date decision made** |  |
| **Summary of conflicts of interest noted** |  |
| **Actions to mitigate conflicts of interest** |  |
| **Justification for actions to mitigate conflicts of interest** |  |
| **Contract awarded (supplier name & registered address)** |  |
| **Contract value (£) (Total) and value to ICB** |  |
| **Contract Date** |  |
| **Status of the process** |  |
| **Comments to note** |  |

To the best of my knowledge and belief, the above information is complete and correct. I undertake to update as necessary the information.

**Signed: Date:**

**On behalf of:**

Please return to Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

Appendix 9 – Template Procurement Register

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **NHS DERBY AND DERBYSHIRE ICB PROCUREMENT REGISTER** | | | | | | | | | | | | | | |
| **Ref. No** | **Service to be Procured** | **Reason for procurement** | **Reporting Governance**  *Which sub-committees received the procurement updates?* | **Final decision taken and by whom at the ICB?** | **Comments** | **ICB Lead** | **ICB Clinical Lead** | **Summary of Conflicts of Interest**  **Where was this identified?** | **If Yes -**  **what actions were taken to**  **manage the conflicts?** | **Successful Bidder** | **Value (£) excl VAT** | **Contract dates** | **Procurement Process**  **i.e Competitive, Restricted Procedure, AQP** | **Collaborative Partners**  **i.e None or other ICBs** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Appendix 10 – Procurement Checklist

| Service: |
| --- |

| **Question** | **Comment/Evidence** |
| --- | --- |
| 1. How does the proposal deliver good or improved outcomes and value for money – what are the estimated costs and the estimated benefits? How does it reflect the ICB’s proposed commissioning priorities? How does it comply with the ICB’s commissioning obligations? |  |
| 2. How have you involved the public in the decision to commission this service? |  |
| 3. What range of health professionals have been involved in designing the proposed service? |  |
| 4. What range of potential providers have been involved in considering the proposals? |  |
| 5. How have you involved your Health and Wellbeing Board(s)? How does the proposal support the priorities in the relevant joint health and wellbeing strategy (or strategies)? |  |
| 6. What are the proposals for monitoring the quality of the service? |  |
| 7. What systems will there be to monitor and publish data on referral patterns? |  |
| 8. Have all conflicts and potential conflicts of interests been appropriately declared and entered in registers? |  |
| 9. In respect of every conflict or potential conflict, you must record how you have managed that conflict or potential conflict. Has the management of all conflicts been recorded with a brief explanation of how they have been managed? |  |
| 10. Why have you chosen this procurement route e.g., single action tender? |  |
| 11. What additional external involvement will there be in scrutinising the proposed decisions? |  |
| 12. How will the ICB make its final commissioning decision in ways that preserve the integrity of the decision-making process and award of any contract? |  |
| **Additional question when qualifying a provider on a list or framework or pre selection for tender (including but not limited to any qualified provider) or direct award (for services where national tariffs do not apply)** | |
| 13. How have you determined a fair price for the service? |  |
| **Additional questions when qualifying a provider on a list or framework or pre selection for tender (including but not limited to any qualified provider) where GP practices are likely to be qualified providers** | |
| 14. How will you ensure that patients are aware of the full range of qualified providers from whom they can choose? |  |
| **Additional questions for proposed direct awards to GP providers** | |
| 15. What steps have been taken to demonstrate that the services to which the contract relates are capable of being provided by only one provider? |  |
| 16. In what ways does the proposed service go above and beyond what GP practices should be expected to provide under the GP contract? |  |
| 17. What assurances will there be that a GP practice is providing high-quality services under the GP contract before it has the opportunity to provide any new services? |  |

Please return to Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

Appendix 11 – Template Declaration of Conflicts of Interests for Bidders/Contractors

| **Name of** **Organisation**: |  |
| --- | --- |
| Details of interests held: | |
| **Type of Interest** | **Details** |
| Provision of services or other work for the ICB or NHS England and NHS Improvement |  |
| Provision of services or other work for any other potential bidder in respect of this project or procurement process |  |
| Any other connection with the ICB or NHS England and NHS Improvement, whether personal or professional, which the public could perceive may impair or otherwise influence the ICB’s or any of its members’ or employees’ judgements, decisions or actions |  |

|  |  |  |
| --- | --- | --- |
| **Name of Relevant Person(s)** |  | |
| Details of interests held: | | |
| **Type of Interest** | **Details** | **Personal interest or that of a family member, close friend of other acquaintance?** |
| Provision of services or other work for the ICB or NHS England and NHS Improvement |  |  |
| Provision of services or other work for any other potential bidder in respect of this project or procurement process |  |  |
| Any other connection with the ICB or NHS England and NHS Improvement, whether personal or professional, which the public could perceive may impair or otherwise influence the ICB’s or any of its members’ or employees’ judgements, decisions or actions |  |  |

To the best of my knowledge and belief, the above information is complete and correct. I undertake to update as necessary the information.

Signed:

On behalf of:

Date:

Please return to Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

Appendix 12 – Breach Declarations Register

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Ref No** | **Date of Breach** | **Person who reported the breach (including details of the organisation they belong to)** | **Description of the breach** | **How the person became aware of the breach** | **Action taken** |
|  |  |  |  |  |  |

Appendix 13 – Breach Declaration Form

|  |  |
| --- | --- |
| **Date of Breach** |  |
| **Person who reported the breach (including details of the organisation they belong to)** |  |
| **Description of the breach** |  |
| **How the person became aware of the breach** |  |
| **Action taken** |  |

*The information submitted will be held by the ICB for personnel or other reasons specified on this form and to comply with the organisation’s policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that the ICB holds. If information is disclosed it will be anonymised. The Breach Declarations Register is published on the ICB’s website.*

I confirm that the information provided above is complete and correct. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, professional regulatory or internal disciplinary action may result.

**I do/do not** (delete as applicable) give my consent for this information to published on registers that the ICB holds. If consent is NOT given please give reasons:

**Signed: Date:**

**Signed: (Line Manager or Senior ICB Manager)**

**Position: Date:**

Please return to Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: [frances.palmer1@nhs.net](mailto:frances.palmer1@nhs.net)

1. In line with national guidance and seeking HM Treasury pre-approval if required. [↑](#footnote-ref-1)
2. Denotes membership of monthly Planning, Performance, Quality & Delivery session [↑](#footnote-ref-2)
3. NHS Code of Conduct: Code of Accountability in the NHS: Appointments Commission/Department of Health – 2nd Rev: 2004 <https://www.nhsbsa.nhs.uk/sites/default/files/2017-02/Sect_1_-_D_-_Codes_of_Conduct_Acc.pdf> [↑](#footnote-ref-3)