NHS
Derby and Derbyshire
Integrated Care Board

MINUTES OF NHS DERBY AND DERBYSHIRE ICB BOARD MEETING

HELD ON FRIDAY 1st JULY 2022

VIA MICROSOFT TEAMS

CONFIRMED

Present:		
John MacDonald	JM	ICB Chair (Chair)
Tracy Allen	TA	Chief Executive DCHS & Place Partnerships (NHS Trust & FT Partner Member)
Dr Chris Clayton	CC	ICB Chief Executive Officer
Julian Corner	JC	ICB Non-Executive Member
Dr Buk Dhadda	BD	ICB Non-Executive Member / Vice Chair of the ICB Board
Helen Dillistone	HD	Executive Director of Corporate Affairs
Keith Griffiths	KG	ICB Executive Director of Finance
Zara Jones	ZJ	Executive Director of Strategy & Planning
Ifti Majid	IM	Chief Executive DHcFT & Provider Collaborative at Scale (NHS Trust & FT Partner Member for Mental Health)
Dr Andrew Mott	AM	GP Amber Valley (Partner Member for Primary Medical Services)
Amanda Rawlings	AR	Chief People Officer
Perveez Sadiq	PS	Service Director Adult Social Care, Derby City Council (deputising for Andy Smith – Local Authority Partner Member)
Brigid Stacey	BS	Chief Nursing Officer & Deputy Chief Executive Officer
Sue Sunderland	SS	ICB Non-Executive Member
Dean Wallace	DW	Director of Public Health, Derbyshire County Council (Local Authority Partner Member)
Dr Chris Weiner	CW	ICB Chief Medical Officer
Richard Wright	RW	ICB Non-Executive Member
In Attendance:		
Darren Askcroft	DA	BSL Interpreter
Helen Brooks	HB	BSL Interpreter
Chlinder Jandu	CJ	Administration
Suzanne Pickering	SP	Head of Governance
Apologies:		
Dr Avi Bhatia	AB	Clinical & Professional Leadership Group participant to the Board
Margaret Gildea	MG	ICB Non-Executive Member
Andy Smith	AS	Strategic Director of People Services, Derbyshire County Council (Local Authority Partner Member)

Item No.	Item	Action
ICB/2223/01	**Welcome and apologies** John McDonald (JM) welcomed members to the meeting. Apologies were noted as above.	
ICB/2223/02	**Confirmation of quoracy** It was confirmed that the meeting was quorate.	
ICB/2223/03	**Declarations of Interest** The Chair reminded committee members of their obligation to declare any interests they may have on issues arising at committee meetings which might conflict with the business of the ICB. Declarations made by members of the Board are listed in the ICB's Register of Interests and included with the meeting papers. The Register is also available either via the ICB Board Secretary or the ICB website at the following link: https://joinedupcarederbyshire.co.uk/derbyshire-integrated-care-board/integrated-care-board-meetings/ Declarations of interest from today's meeting Correction: JM confirmed he is no longer a member of the Nottingham and Nottinghamshire ICS Board. Dr Chris Clayton (CC) declared an interest in Items 4 and 5. It was noted and agreed that CC would not form part of the conversation.	
ICB/2223/04	**Introduction - Members of the Integrated Care Board (JM)** JM introduced members of the Board. **Derby and Derbyshire Integrated Care Board: Inaugural Meeting Chair's Comments** The Chair welcomed delegates to the inaugural meeting of NHS Derby and Derbyshire Integrated Care Board (ICB) and described that over the last few years colleagues had increasingly been working in partnership across the health and care system. The Health and Care Act 2022 and the Integrated Care Boards (Establishment) Order 2022 now establishes Integrated Care Systems on a statutory footing. The Derby and Derbyshire system has had a very willing	

	partnership and the Act provides improved abilities to continue this journey. The statutory duties in the new Act have been further developed and refined in guidance from NHSE and set out in a number of papers to be considering at this meeting. JM envisaged these duties to be encapsulated in three missions: 1. plan and secure the delivery of cost effective, high-quality integrated care across the health and care system; 2. enable and empower partnership working and collaboration; and 3. be a valued and effective partner in improving the health of the population, reducing inequalities and addressing the wider determinants of health. These wider responsibilities will require the ICB and other organisations to work in a different way. JM described his aspiration being that: • the Board's ambition and strategy will be driven by our communities and shaped by our clinical and professional leaders; • the vision will be ambitious but realistic, meeting the challenges of today and seizing the opportunities of tomorrow; • we will trust and respect each other and our individual organisational roles and responsibilities. Our system is not a hierarchy but partners working together with mutual accountability and responsibility; • we will be clear where we lead and where we are a valued partner in integrating care, improving the health of the population and reducing inequalities; • we will add value and not repeat, duplicate or second guess each other; • we will use data and information to intelligently inform the way we deliver services, analyse situations, agree solutions and take decisions; and • we will support each other and those who work across the health and care system. The responsibilities ICBs have been given are both a privilege and of huge importance to the wellbeing of the population we serve.	

ICB/2223/05	**Outline of the roles of the Integrated Care Board Non-Executive Members** JM introduced the Non-Executive Members of the Board and their responsibilities, which include: <u>Dr Buk Dhadda</u> • Chair of the Quality and Performance Committee • ICB Board Vice Chair • Doctors Disciplinary Lead <u>Julian Corner</u> • Chair of the Population Health and Strategic Commissioning Committee • Chair of Public Partnerships Committee • Chair of Individual Funding Requests Appeals Panel <u>Margaret Gildea</u> • Chair of Remuneration Committee • Chair of People and Culture Committee • Freedom to Speak up Guardian • Health and Wellbeing Champion • Equality and Diversity Champion <u>Sue Sunderland</u> • Chair of Audit and Governance Committee • Conflicts of Interest Guardian • Chair of Individual Funding Requests Panel <u>Richard Wright</u> • Chair of the Finance and Estates Committee • Security Management Champion • Chair of Persistent Contacts Panel • Panel Member of Individual Funding Requests Panel The Board **APPROVED** the appointments of the Non-Executive Members.	
ICB/2223/06	**Introductory Welcome and Update from the Integrated Care Board Chief Executive Officer** JM invited the Chief Executive Officer, Dr Chris Clayton, to set out the challenges we face, our priorities and the strategy which we will refine and adopt to improve the health of the population of Derby and Derbyshire. CC started by formally thanking the previous holders of the infrastructure for the CCG, Dr Avi Bhatia, Chair, and colleagues of the previous Governing Body.	

	Introductory thoughts to the NHS DDICB CC presented his thoughts and highlighted the strategic challenge that the ICB and the broader integrated partnerships inherit. There were three particular areas of challenge: 1. Health Gap – there are challenges across the country with regards to the overall health of the population and we have been appraised in the previous JUCD infrastructure about the challenges we have with regard to life expectancy and healthy life expectancy; 2. Care Gap – this is directly linked to the health gap. We have a challenge around the demands for health and social care in our system. There is a care gap in terms of being able to meet all the demands and expectations of the service; and 3. Resource Gap – The ability for us to respond to points 1 and 2 from the perspective of the people that work for us, the financial resource and the buildings that we work from. CC also highlighted key operational priorities that remain: 1. Urgent, Emergency and Critical Care; 2. Planned Care including Cancer, Maternity & Diagnostics; and 3. Mental Health, Learning Disabilities & Autism, and described three new functions that we will support our approach: • Integrated (Strategic) Commissioning; • Integrated (Strategic) Care; and • Integrated (Strategic) Assurance. There are key enablers in each function to underpin our work: • Data Information & intelligence • Transformation • Partnership • Communications & Engagement • Planning & Coordination • Good Governance & Leadership • Research Science & Technology (including Digital) CC described the next steps as being to: • build a strategic view at the ICB of the 3 key functions; • co-develop the plan that takes us to this point of 'true' ICS working; and	

	• continually test and challenge our improvement approach.	
FOR DECISION		
ICB/2223/07	**Adoption of key statutory documents for the new Integrated Care Board.** Helen Dillistone (HD) introduced the key statutory documents that the ICB Board are requested to adopt: • **Constitution** The Constitution sets out how the ICB will function, discharge its statutory duties, adhere to the legislation that is set out, what the decision-making arrangements will be for the new ICB and how it would be constituted. The Constitution has been published on the ICB's website live on our website and can now be viewed by the public, members of the board and the organisation. • **Governance Handbook** These are a series of documents which provide detailed guidance on how the governance arrangements within the ICB will operate. It has been developed in parallel with the Constitution and details the emerging work on the committees that will report to the Board. It also covers the Terms of References for each of the committees, and covers the eligible providers of primary medical services, a functions and decisions map, governance structure, scheme of reservation and delegation, standing financial instructions, corporate governance framework, standards of business conduct policy, and managing conflicts of interest policy. The reason for inclusion of this detail in the handbook as opposed to the main body of the Constitution is that we know that as the ICB will mature and develop, there may well be changes to some of the committees and we want to be able to amend those and reflect those changes rather than more formally going through a process to change the Constitution on each occasion. • **Health and Safety Policy** As a new organisation and as part of the readiness to operate it is a legal requirement for the ICB to have a health and safety policy in place.	

	• **ICP members** The founder members presented were noted by the Board. **The Board APPROVED the adoption of key statutory documentation for the new Integrated Care Board.**	
ICB/2223/08	**Process for approving and developing the essential Policies of the Integrated Care Board** HD introduced this paper which set out all of the essential policies that the new organisation will be required to have in place, as part of the work to establish the new organisation. In terms of the different areas, the Committees which will oversee the development of the new policies are listed together with which Committee would be the approving Committee. The report also detailed where they were previously approved, to give some sense of how new or old some of the policies are and also the current status for the ICB. The Corporate team already has a number of the policies in draft form, ready for approval at committee meeting when they formally start meeting from July onwards. HD advised that the ICB will look to align policies with our system partners and to highlight perhaps quite importantly some of the HR and organisational development policies. Work is already underway across the system, led by Amanda Rawlings, the Chief People Officer for the ICB who will be reviewing how we can align some People policies in line with the one workforce strategy. **The Board APPROVED the process for approving and developing the essential policies of the Integrated Care Board.**	
ICB/2223/09	**Opening Integrated Care Board Assurance Framework and Strategic Risks** HD presented this paper which considered how the ICB might identify the process which it will undertake to oversee the strategic risks that it faces, together with the Board Assurance Framework, as a tool which provides a structure and process that enables the organisation to focus on those strategic risks or principal risks which might compromise the ICB in achieving its objectives. It was acknowledged that further refinement and development will form part of the Board development	

	sessions taking place from July through to September. The final fully populated board assurance framework will be presented to the Board at its September meeting with the full mitigations and the full risk scoring for each of those strategic areas, which will be refreshed and represented at the board quarterly thereafter. Our internal auditors have been asked to facilitate a discussion in the autumn months around risk appetite and as part of the ongoing board development sessions. Sue Sunderland (SS) thanked HD for the work carried out and having had sight of this early on, and the thoughts about how it will develop. She felt this was a safe place to start and welcomed the opportunity in the development sessions to take this forward and think about how it reflects our priorities and risks. CC highlighted that there is a subtle difference in this architecture now. The ICB is an organisation with statutory duties and risks to these organisational statutory duties, but there is also a broader duty of the ICB around the facilitation of the partnership and the system. When managing risk, the ICB therefore need to consider including partner organisations, foundation trusts, the Integrated Care Partnership and colleagues in local authorities; with consideration being given to the risks held by these organisations and how they are managed and monitored, so that we triangulate and achieve a holistic view. The finance team are currently holding conversations about interconnectivity of risks. JM wished to reiterate both HD and CC's comments. This is a start and is one of the areas where we develop our partnerships and system working and agreed on the future plan to identify and manage risks across the system. **The Board AGREED the opening position in relation to strategic risks and the proposals for Board Assurance Framework development within this report.**	
ICB/2223/10	**Opening Integrated Care Board Risk Register** HD advised that this paper supports and further accompanies the previous discussion on risk, and is the suggested operational risk register that covers a number of areas across the organisation. The ICB Risk Register is designed to be a live management document which enables the organisation to understand its comprehensive risk, not	

	only the strategic risks, but also those more operational day-to-day risks as well. It is proposed that, through the committee, architecture and infrastructure, that the risks appended to this paper are allocated to the numerous and relevant committees who will, as would be expected, systematically review these existing risks, but also identify any new ones each month and agree and discuss the latest position on them together with any mitigations and controls that we can then more actively manage as the organisation develops. The report was presented to provide assurance that the sources that have been used to develop this risk register have come from numerous sources as part of the formal closedown of the CCG and also as part of the transition arrangements and the establishment of the new organisation. There were no comments or questions. **The Board AGREED the proposals for the Integrated Care Board Risk Register development within this report.**	
ICB/2223/11	**Arrangements and process for the appointment of the External Auditors** Keith Griffiths (KG) gave a background on this paper. Normally any contracts that the CCG had in place would automatically novate to the ICB. This cannot happen for external audits, given their independence. The paper advised that the ICB need to review the CCG external audit specification and contract and determine whether or not it is fit for purpose for the role of the ICB. The paper will be presented at the next Board meeting with a recommendation as to whether we do novate or whether we go back to the market. To do that independently and objectively, a small group of people will need to come together and look at the specification that currently exists. KG suggested working with the Audit and Governance Committee Chair to undertake this work and bring a recommendation back to the next Board meeting. SS confirmed a panel date is planned after the next Audit and Governance Committee.	

	The Board AGREED the arrangements and process for appointing External Auditors, which included: **a) forming an Audit Panel consisting of members of the Board;** **b) the Audit Panel considering the specifications of the novated contract of the CCG's External Audit to ensure this meets the needs of the ICB; and** **c) the Audit Panel recommending to the Board a decision on whether to appoint the CCG's External Auditor under the terms of the novated contract.**	
FOR DISCUSSION		
No items for discussion were received		
FOR INFORMATION		
ICB/2223/12	**Closing Due Diligence Checklist for NHS Derby and Derbyshire CCG** HD presented this paper for information and for completeness. It included four key documents that formed part of the closure of the CCG and transfer order to create the Integrated Care Board. • Derby and Derbyshire CCG closure report; • boundary change report; • changes to the due diligence checklist; and • letter from the CCG Accountable Officer. The Board were asked to note the contents of this report for assurance and information. **The Board NOTED the Closing Due Diligence Checklist for NHS Derby and Derbyshire CCG.**	
ICB/2223/13	**Confirmation of the adoption of the Primary Care Delegation Agreement** Zara Jones (ZJ) presented this item and advised that the agreement had previously been governed with delegated authority to our Chief Executive Officer to sign the agreement, however it is important to share here and highlight some key points. The NHS England delegation agreement for the transfer of responsibilities for primary medical services to the ICB from the 1st July 2022 was presented. It also included the delegation of services in regards to pharmacy, optometry and dental from April 2023. The ICB and NHSE are currently working together, with a view that in	

	mid-September the ICB will formally apply to take on these wider breadth of services. In terms of workforce, this is currently assigned to NHS England and work is in progress to understand how it might support the resourcing required at local ICB levels. We are also working with NHS England in terms of the financial position and what we will be inheriting as we go forward as an ICB. Updates will be provided to the Board as these things develop further. CC highlighted the importance of the presented information. As part of the Health and Care Bill, the Government and therefore NHS England is signalling the intent to bring the view of total resource allocations together. In the previous constructs of the NHS there were commissioning responsibilities between local CCGs and NHS England. This is now signalling a direction of travel over the next couple of years for bringing that total view back together. This means that we can really think about the spectrum from highly complex, highly specialised care that we need to commission, to care much closer to home and the preventative end of the spectrum. CC also noted that ZJ is starting to work through the different types of commissioning. There needs to be greater ownership and leadership compared to what CCGs used to have. Over the coming months we will not only be thinking through the broader primary care areas such as pharmacy, dentistry and optometry, but also starting to think through specialised commissioning. Integrated commissioning and strategy is a core element of our integrated commissioning work not only through the ICB but through a strong connection with NHS England colleagues who will retain some responsibilities and accountabilities. We will build that partnership, but also start to think about our work with local authorities strategically as we consider for example, health protection and vaccinations; and that this will form a really important part of that integrated commissioning work. CC also highlighted that this work is not only about Derbyshire, as we are forging really strong links across the East Midlands and the broader Midlands. The balance between delegations coming back to local areas from NHS England and delivery of that in partnership across the East Midlands or across the Midlands is important. Having local influence over an area that was previously operated at a greater scale on is going to be crucial.	

	JM commented that this will be a developing agenda for the Board who will have to reflect and make sure time is allocated to really understand how this works in a different way, it brings these areas together and harnesses benefits. **The Board NOTED the Delegation of Services from NHS England to Integrated Care Boards on 1st July 2022.**	
ICB/2223/14	**Transition Assurance Committee – Final Report and minutes, June 2022** JM thanked the Transition Assurance Committee for the work they have done over the last year. The Transition Assurance Committee looked to advise the Board about progress being made on the establishment of the ICB. Dr Bhatia chaired this committee and has done a huge amount of work overseeing the safe transition from the CCG and the establishment of the ICB. HD added that this report includes the final set of minutes from the Transition Assurance Committee which met for the last time on the 9th of June, also the Assurance report was presented here for completeness and final assurance. **The Board NOTED the contents of the Transition Assurance Committee – Final Report and minutes of June 2022**	
CLOSING ITEMS		
ICB/2223/15	**Forward Planner – any items to note for 21st July meeting** JM advised that a Forward Planner would be developed and a number of items have been highlighted for future discussion. This meeting has been very much an establishment meeting and a significant amount of works gone into it. JM thanked those involved, particularly HD and her team and stressed the importance of getting it right. Future work will include more visibility on how the system is working overall and on the three missions relating to the delivery of care and partnerships for health and wellbeing.	
ICB/2223/16	**ANY OTHER BUSINESS** CC commented that there are a number of points in the documents presented today which the Board has just approved and that are quite important on a different scale. On the forward planner, as we work in the development space, the Board is going have to work through how it operates to manage those two report roles; that of facilitation of a system and delivery of statutory assurance,	

	and that will be crucial in the forward planner. Whilst we have talked a lot about the assurance from CCG statutory function moving into ICB, there are some new ones. The People and Culture Committee is a new function for a convening board of this type to have which did not exist in the previous CCG statutory duties. It will need to consider in terms of balance, the provider collaborative and constituent organisational space. CC also wanted to highlight to the Board the risks around emergency planning, as there is a change in duty for the ICB. From the 1st July 2022, the ICB is now a Category One Responder as of today. Previously, the CCG was a Category Two Responder. HD, in due course, will provide the Board with an update as to how we undertake this new role and do it effectively for the system. Dr Buk Dhadda (BD) enquired whether it would be worth having a development session just to highlight those differences for more Board colleagues for clarity on the distinct difference between the CCG and ICB roles. JM noted that two or three sessions are planned, but there will be more development beyond those.	

DATE AND TIME OF NEXT MEETING	
Date:	Thursday 21st July 222
Time:	9am to 10.45am
Venue:	via MST