

## Audit and Governance Committee – Terms of Reference

<b>1. Purpose</b>	<p>The Audit and Governance Committee (“the Committee”) exists to:</p> <ol style="list-style-type: none"> <li>a) 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's activities that supports the achievement of the organisation's objectives;</li> <li>b) provide the Board with an independent and objective view of the ICB's financial systems, financial information and compliance with the laws, regulations and directions governing the ICB in as far as they relate to finance;</li> <li>c) scrutinise every instance of non-compliance with the ICB's Standing Orders, Scheme of Reservation and Delegation and Standing Financial Instructions and monitor compliance with the ICB's Standards of Business Conduct Policy; and</li> <li>d) approve the ICB's Annual Report and Accounts.</li> </ol> <p>The Committee is also responsible for overseeing the ICB's compliance with the regulatory requirements for information governance, health and safety and emergency preparedness. The Committee will also monitor progress against the ICB's overarching policy work programme.</p>
<b>2. Status</b>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB's Constitution. It is a statutory committee of, and accountable to, the Board.</p> <p>The Board has authorised the Committee to:</p> <ol style="list-style-type: none"> <li>a) investigate any activity within its terms of reference;</li> <li>b) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;</li> <li>c) obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary; and</li> <li>d) create management or task and finish groups to take forward specific programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such task and finish group. Any task and finish group established may consist of, or include, persons who are not Board members or ICB employees.</li> </ol>
<b>3. Duties</b>	<p><b>3.1 <u><a href="#">Integrated governance, risk management and internal control</a></u></b></p> <ol style="list-style-type: none"> <li>a) The Committee will:             <ul style="list-style-type: none"> <li>• review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the</li> </ul> </li> </ol>

	<p>whole of the ICB's activities, which supports the achievement of its objectives, highlighting any areas of weakness to the ICB Board;</p> <ul style="list-style-type: none"> <li>• review the adequacy and effectiveness of the ICB's risk management arrangements and all risk and control related disclosure statements (including the annual governance statement) together with any accompanying head of internal audit opinion, external audit opinion or other appropriate independent assurances;</li> <li>• review the adequacy and effectiveness of the underlying assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements. This will include reviewing the outcome of the annual effectiveness assessment of all committees prior to consideration by the Board;</li> <li>• review of all instances of non-compliance with Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation;</li> <li>• review financial systems and governance are established;</li> <li>• review the reasonableness of the use of emergency powers for urgent decisions by the Chair of the ICB and Chief Executive on behalf of the Board and all instances where Standing Orders have been suspended; and</li> <li>• approve and monitor compliance with standards of business conduct policies and any related reporting and self-certifications.</li> </ul> <p>b) In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from Executives and managers, as appropriate.</p> <p>c) The Committee will also use the Board Assurance Framework to guide its work and that of the audit and assurance functions that report to it.</p> <p><b>3.2 <u>Internal audit</u></b></p> <p>The Committee will:</p> <ul style="list-style-type: none"> <li>a) approve arrangements for the provision of internal audit services;</li> <li>b) ensure that there is an effective internal audit function established by management that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Committee,</li> </ul>
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ICB Chief Executive, ICB Chair and the Board. This will be achieved by:

- considering the provision of the internal audit service and the costs involved; ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation;
- reviewing and approving of the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the ICB (as identified in the Board Assurance Framework);
- considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise the use of audit resources; and
- monitoring the effectiveness of internal audit and completing an annual review.

### 3.3 External audit

The Committee will:

- a) review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process;
- b) 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:
  - 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;
  - discussing with the external auditors their local evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
  - reviewing all external audit reports, including the report to those charged with governance and any work undertaken outside of the audit plan, together with the appropriateness of management responses;
- c) ensure a cost-efficient external audit service.

### 3.4 Counter fraud

The Committee will:

- a) approve arrangements for the provision of counter fraud, bribery and corruption services;
- b) satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS

Counter Fraud Authority's standards and will review the outcomes of work in these areas. This will be achieved by:

- reviewing, approving and monitoring counter fraud work plans; receiving regular updates on counter fraud activity and monitoring the implementation of action plans and discussing NHSCFA quality assessment reports; and
  - ensuring that the counter fraud service submits an Annual Report, outlining key work undertaken during each financial year and progress in achieving the requirements of the Government Functional Standard 13 for counter fraud;
- c) refer any suspicions of fraud, bribery and corruption to the NHS Counter Fraud Authority.

### 3.5 Financial reporting and stewardship

The Committee will:

- a) monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance;
- b) ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided;
- c) receive and have oversight of Single Tender Waivers that are approved by the Chief Finance Officer; and
- d) review all losses and special payments (including special severance payments).

### 3.6 Annual report and accounts

The Committee will review and approve the annual report and accounts, focusing particularly on:

- a) the wording in the annual governance statement and other disclosures;
- b) changes in, and compliance with, accounting policies, practices and estimation techniques;
- c) unadjusted mis-statements in the financial statements;
- d) significant judgements in preparation of the financial statements;
- e) significant adjustments resulting from the audit;
- f) letters of representation; and
- g) explanations for significant variances.

### 3.7 Corporate governance

The Committee will:

- a) scrutinise compliance with legislative and regulatory requirements relating to:
  - Business Continuity;
  - ICB Complaints and PALS, including Pharmaceutical, Ophthalmic, Dental and General Practice Services;
  - Digital Development and ICT Assurance.
  - Emergency Preparedness Resilience and Response;
  - ICB Estates;
  - Health, Safety, Fire and Security;
  - Fit and Proper Person Test;
  - Freedom of Information;
  - ICS Green Plan;
  - ICB Human Resources and Organisational Development including ICB Staff Survey;
  - Procurement and assurance on compliance with procurement regulations; and
  - Research Governance;
- b) ensure suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements;
- c) promote good risk management and ensure robust controls are in place. Reviewing the ICB Risk Register and Board Assurance Framework, 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. The Committee will undertake deep dives on each Executive Officer's area of risk; and
- d) scrutinise ICT service provider performance against national requirements, key performance indicators, cyber security, GP IT delivery assurance, business as usual requirements and project delivery, ensuring risks are identified and managed appropriately.

### 3.8 Information governance

The Committee will scrutinise compliance with legislative and regulatory requirements relating to information governance and the extent to which associated systems and processes are effective and embedded within the ICB. This will include oversight of the ICB's performance against the Data Security and Protection Toolkit (DSPT) standards.

### 3.9 Conflicts of Interest

- a) The Chair of the Audit and Governance Committee will be the nominated Conflicts of Interest Guardian.
- b) The Committee will ensure the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality, procurement and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

### 3.10 Freedom to Speak Up

- a) The Committee will review the adequacy and security of Freedom to Speak Up arrangements for ICB employees, contractors and external parties to raise concerns, in confidence, in relation to financial, clinical management, or other matters.
- b) Ensure arrangements allow proportionate and independent investigation and appropriate follow up action.

### 3.11 Other regulatory and mandatory requirements

The Committee will:

- a) ensure the adequacy and effectiveness of the ICB's arrangements in relation to the:
  - role of the ICB in respect of emergencies; overseeing the organisation's compliance against the requirements of the Civil Contingencies Act (2004) (CCA), the NHSE Emergency Preparedness, Resilience and Response (EPRR) Framework and any other mandated guidance pertaining to EPRR and business continuity;
  - statutory and mandatory requirements for health, safety, security and fire; and
  - development and embedment of robust incident management processes, including ensuring that any 'lessons learnt' are routinely identified and appropriate actions are implemented to avoid reoccurrence;
  - statutory duties in relation to the Equality Act 2010 and the Public Sector Equality Duties.
- b) review and approve policies specific to the Committee's remit; and
- c) monitor the quality of data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.

### 3.12 Other assurance functions

The Committee will also review the:

<p><b>Statutory Duties</b></p>	<ul style="list-style-type: none"> <li>a) findings of assurance functions in the ICB, and consider the implications for the governance of the ICB;</li> <li>b) work of other committees in the ICB, whose work can provide relevant assurance to the Audit and Governance Committee's own areas of responsibility;</li> <li>c) findings of external bodies and consider implications for governance of the ICB. These will include, but will not be limited to reviews and reports issued by: <ul style="list-style-type: none"> <li>• arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution, Care Quality Commission; and</li> <li>• professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges and accreditation bodies).</li> </ul> </li> </ul> <p>Register of interests and management of conflicts of interests (14Z30)</p> <p>Duty to obtain appropriate advice (14Z38)</p> <p>Duty as to climate change (14Z44)</p> <p>Duty to have regard to guidance published by NHS England (14Z51)</p> <p>Prepare and publish an Annual Report (14Z58)</p> <p>Comply with NHSE power to obtain information (14Z60)</p> <p>Disclose information in line with permissions (14Z62)</p>
<p><b>4. Delegations as per Scheme of Reservation and Delegation</b></p>	<p>Delegated responsibility for:</p> <ul style="list-style-type: none"> <li>a) the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the ICB's activities;</li> <li>b) overseeing policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification;</li> <li>c) 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;</li> <li>d) 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;</li> <li>e) monitoring the integrity of the financial statements of the ICB and any formal announcements relating to financial performance;</li> <li>f) 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;</li> <li>g) complying with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anticompetitive conduct;</li> </ul>

	<ul style="list-style-type: none"> <li>h) complying with public law requirements in relation to entering into contracts concerning commissioning arrangements and the use of public monies;</li> <li>i) taking appropriate steps to ensure that the ICB is properly prepared to deal with emergencies that might affect it;</li> <li>j) providing information, where required, to the Information Centre, e.g. to support publication of national data on healthcare services;</li> <li>k) 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 management groups of the ICB, and to make arrangements to ensure that relevant conflicts or potential conflicts of interest are declared and included in the registers;</li> <li>l) 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;</li> <li>m) 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</li> <li>n) promoting innovation and research in the provision of health services.</li> </ul> <p>The delegation arrangements and financial authority limits are as follows:</p> <ul style="list-style-type: none"> <li>a) monitoring of the use of single tender/single quote action (on behalf of ICB Board) (As per SORD 3.4);</li> <li>b) income and debt write-off – authorisation of write-offs of debt or income (total debt per debtor) (following ICB Executive Team approval) (As per SORD 5.2); and</li> <li>c) losses and special payments – authorisation and monitoring of losses and special payments (following ICB Executive Team approval) (As per SORD 6.1, 6.2).</li> </ul>
<p><b>5. Membership</b></p>	<p>The Committee will have 4 members, comprised as follows:</p> <p><u><i>Non-Executive Members</i></u></p> <ul style="list-style-type: none"> <li>a) Chair – Non-Executive Member for Audit and Governance.</li> <li>b) Chair of Finance and Performance Committee (Vice Chair).</li> <li>c) Chair of Strategic Commissioning and Integration Committee.</li> <li>d) Chair of Quality, Safety and Improvement Committee.</li> </ul> <p>Neither the Chair of the ICB Board, nor employees of the ICB will be members of the Committee.</p> <p>The members will possess knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business.</p>

	<p><u>Attendees</u></p> <p>The following will be routine attendees at the Committee's meetings:</p> <ul style="list-style-type: none"> <li>a) Chief Finance Officer (or their nominated deputy);</li> <li>b) Chief of Staff (or their nominated deputy);</li> <li>c) Chief Executive Officer, as required; and</li> <li>d) representatives from both Internal Audit and External Audit.</li> </ul> <p>Other officers may be invited to attend meetings when the Committee is discussing areas of risk or operation that fall within their areas of responsibility. This will include:</p> <ul style="list-style-type: none"> <li>a) Chief Executive being invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the annual governance statement; and</li> <li>b) Local Counter Fraud Specialist being invited to attend at least twice per year.</li> </ul> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<p><b>6. Chair and deputy</b></p>	<p>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.</p> <p>Committee members may appoint a Vice Chair who will be another Non-Executive Member.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.</p>
<p><b>7. Quorum</b></p>	<p>The Committee will be quorate with a minimum of two Non-Executive Members present.</p> <p>If any Committee member 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.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<p><b>8. Decision-making arrangements</b></p>	<p>Committee members will seek to reach decisions by consensus where possible. If a consensus agreement cannot be reached, then the item will be escalated to the Board for a decision.</p>
<p><b>9. Meeting arrangements</b></p>	<p>The Committee will meet on a bi-monthly basis and no less than six times per year at appropriate times in the reporting and audit cycle.</p> <p>The Head of Internal Audit and representatives from external audit have a right of direct access to the Chair of the Committee and may request a meeting if they consider that one is necessary. The</p>

	<p>Committee will meet privately with the internal and external auditors at least once during the year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<p><b>10. Minutes of meetings</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>A summary of the meeting will be published on the ICB's website. The ratified minutes will be made available on request, redacted as appropriate.</p> <p>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.</p>
<p><b>11. Conflicts of interest management</b></p>	<p>In advance of any meeting of the Committee, 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.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p>

	<ul style="list-style-type: none"> <li>a) requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee’s decision-making arrangements;</li> <li>b) allowing the conflicted individual to participate in the discussion, but not the decision-making process;</li> <li>c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee’s decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both; and</li> <li>d) excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<p><b>12. Reporting responsibilities and review of effectiveness</b></p>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by:</p> <ul style="list-style-type: none"> <li>a) providing an assurance report to the Board following each of the Committee’s meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention; and</li> <li>b) providing an annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee’s annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<p><b>13. Review of terms of reference</b></p>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<p><b>Issue Date:</b> May 2025</p>	<p><b>Status:</b> For approval</p>	<p><b>Version:</b> V1.0</p>	<p><b>Review Date:</b> March 2026</p>
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## Finance and Performance Committee – Terms of Reference

<b>1. Purpose</b>	<p>The Finance and Performance Committee (“the Committee”) exists to:</p> <ul style="list-style-type: none"> <li>a) scrutinise arrangements for ensuring the delivery of the ICB’s statutory financial duties in line with sections 223GB to 223N of the NHS Act 2006 (as amended by the Health and Care Act 2022); and</li> <li>b) oversee the ICB’s performance management framework, including scrutiny of actions to: <ul style="list-style-type: none"> <li>i) tackle health inequalities and deliver improved health outcomes; and</li> <li>ii) address shortfalls in performance against national and local health targets and performance standards.</li> </ul> </li> </ul> <p>The Committee is also responsible for scrutinising the ICB’s arrangements and delivery in relation to operational planning, estates, environmental sustainability (including statutory duties as to climate change) and data and digital, ensuring continuous improvements in performance and outcomes. The Committee also oversees non-healthcare contracts.</p> <p>The remit of the Committee incorporates the relevant requirements set out within the Delegation Agreement between NHS England and the ICB, insofar as they relate to finance, performance, estates and digital.</p>
<b>2. Status</b>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s constitution. It is a committee of, and accountable to, the Board. The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) investigate any activity within its terms of reference;</li> <li>b) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;</li> <li>c) obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary; and</li> <li>d) create management groups or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee’s membership.</li> </ul>
<b>3. Duties</b>	<p>The Committee will:</p> <ul style="list-style-type: none"> <li>a) scrutinise arrangements for ensuring the delivery of the ICBs statutory financial duties in line with the relevant sections in the NHS Act;</li> <li>b) oversee the development of the system financial plan including oversight of the financial targets;</li> </ul>

<p><b>Statutory Duties</b></p>	<ul style="list-style-type: none"> <li>c) consider business cases within financial limits for material service change or efficiency scheme, or investment/disinvestment;</li> <li>d) review exception reports on any areas of significant overspend and receive remedial action plans;</li> <li>e) oversee arrangements and assurance of delivery of the Estates Strategy and the development of the capital plan;</li> <li>f) oversee arrangements and assurance of delivery of the Digital Strategy to support performance;</li> <li>g) incorporate relevant requirements set in the Delegation Agreement between NHS England and the ICB as they relate to financial management, performance, and workforce;</li> <li>h) performance – seek assurance on performance delivery covering financial performance, activity performance, and workforce planning related to national and local health targets, including the triangulation and impact on overall performance between them; and</li> <li>i) provide ownership and assurance on assigned BAF risks, actions and mitigations</li> </ul> <p>Duty as to effectiveness, efficiency etc. Each integrated care board must exercise its functions effectively, efficiently and economically (14Z33)</p> <p>Duty to promote innovation (14Z39)</p> <p>Raising additional income (14Z47)</p> <p>Responsibility for payments to providers (14Z50)</p> <p>Duty to have regard to guidance published by NHS England (14Z51)</p> <p>Develop a joint capital resource plan for the delivery of the joint forward plan (14Z56)</p> <p>Revise a published capital resource plan and re-publish (14Z57)</p> <p>Participate in NHSE performance assessment of ICB (14Z59)</p> <p>Comply with NHSE power to obtain information (14Z60)</p> <p>Disclose information in line with permissions (14Z62)</p> <p>Ensure that expenditure incurred by the board in a financial year does not exceed the sums received by it in that year (223GC)</p> <p>Comply with any NHSE directions to use specific banking facilities (223GD)</p> <p>Achieve any joint financial objectives for the ICB and partners that may be set by NHSE (223L)</p> <p>Ensure local capital and revenue resource used does not exceed specified limits (223M)</p> <p>Comply with any directions set by NHSE in relation to local capital and revenue resource use (223N)</p>
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	<p>Exercise functions with a view to ensuring that expenditure in a financial year (taken together) does not exceed the aggregate of any sums received in the year (223LA)</p> <p>Joint working and delegation arrangements (joint committees and pooled funds) (65Z6)</p>
<p><b>4. Delegations as per Scheme of Reservation and Delegation</b></p>	<p>Delegated responsibility to:</p> <ul style="list-style-type: none"> <li>a) 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;</li> <li>b) 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;</li> <li>c) identify and allocate resources including consideration of significant investment or disinvestment decisions;</li> <li>d) ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements and review adequacy; and</li> <li>e) open bank accounts or make changes to banking arrangements. (As per SoRD 7.1)</li> </ul>
<p><b>5. Membership</b></p>	<p>The Committee will have 6 members, comprised as follows:</p> <p><u><i>Non-Executive Members</i></u></p> <ul style="list-style-type: none"> <li>a) Chair – Non-Executive Member for Finance and Performance.</li> <li>b) Chair of Strategic Commissioning and Integration Committee (Vice Chair).</li> <li>c) Chair of Audit and Governance Committee.</li> </ul> <p><u><i>Executive Members</i></u></p> <ul style="list-style-type: none"> <li>a) Chief Finance Officer.</li> <li>b) Chief Strategy and Delivery Officer.</li> <li>c) Chief People Officer.</li> </ul> <p><u><i>Regular Attendees</i></u></p> <ul style="list-style-type: none"> <li>a) ICB Director of Finance.</li> <li>b) ICB Director of Finance (Strategy and Planning).</li> <li>c) ICB Director of Delivery.</li> <li>d) Estates Lead.</li> <li>e) Director of Digital Transformation.</li> </ul> <p><u><i>By invite exceptionally</i></u></p> <ul style="list-style-type: none"> <li>a) Chief Finance Officer/Directors of Finance Provider Trust Representative and EMAS (when required).</li> </ul>

	<p>b) Directors of Transformation/Programme Management Office.</p> <p>c) Other subject matter experts.</p> <p>The Committee may invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<p><b>6. Chair and deputy</b></p>	<p>The Board will appoint one of the ICB Non-Executive Members to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, the nominated Vice Chair will deputise for that meeting.</p>
<p><b>7. Quorum</b></p>	<p>The Committee will be quorate with a minimum of 3 members, to include 2 Non-Executive members and 1 Executive Member, or nominated deputy.</p> <p>To ensure that the quorum can be maintained, the executive members of the Committee are able nominate a suitable deputy to attend a meeting of the Committee that they are unable to attend to speak and vote on their behalf. Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained. Ad hoc deputy arrangements are not permitted.</p> <p>If any Committee member 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.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<p><b>8. Voting arrangements</b></p>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) all members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote;</li> <li>b) a decision will be passed if more votes are cast for it than against it;</li> <li>c) casting vote – if an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</li> </ul> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>On occasion, 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 scheduled meetings of the</p>

	<p>Committee and in relation to which a decision must be made prior to the next scheduled meeting.</p> <p>The powers which are delegated to the Committee, may for an urgent decision be exercised by the Chair of the Committee and the Chief Finance Officer, subject to every effort having been made to consult with as many members of the Committee as possible in the given circumstances.</p> <p>The exercise of such powers by the Chair of the Committee and the Chief Finance Officer will be reported to the next formal meeting of the Committee for formal ratification and to the Audit and Risk Committee for review of the reasonableness of the decision to use emergency powers.</p>
<p><b>9. Meeting arrangements</b></p>	<p>Meetings of the Committee will be scheduled on a monthly basis and the Committee will meet no less than ten times per year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<p><b>10. Minutes of meetings</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>The ratified minutes will be made available on request, redacted as appropriate.</p> <p>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.</p>
<p><b>11. Conflicts of interest management</b></p>	<p>In advance of any meeting of the Committee, 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</p>

	<p>supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee’s decision-making arrangements;</li> <li>b) allowing the conflicted individual to participate in the discussion, but not the decision-making process;</li> <li>c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee’s decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both; and</li> <li>d) excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<p><b>12. Reporting responsibilities and review of committee effectiveness</b></p>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by providing an:</p> <ul style="list-style-type: none"> <li>a) assurance report to the Board following each of the Committee’s meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention; and</li> <li>b) annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee’s annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<p><b>13. Review of terms of reference</b></p>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<p><b>Issue Date:</b> May 2025</p>	<p><b>Status:</b> For approval</p>	<p><b>Version:</b> V1.0</p>	<p><b>Review Date:</b> March 2026</p>
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## People and Culture Committee - Terms of Reference

<p><b>1. Purpose</b></p>	<p>The People and Culture Committee (“the Committee”) exists to:</p> <p>a) provide assurance to the ICB Board on system/ICP workforce, people and culture priorities aligned to the 10 ICS Mandated People Functions, which comprise of:</p> <ul style="list-style-type: none"> <li>• supporting the health and wellbeing of all staff:</li> <li>• growing the workforce for the future and enabling adequate workforce supply.</li> <li>• supporting inclusion and belonging for all, and creating a great experience for staff.</li> <li>• valuing and supporting leadership at all levels, and lifelong learning.</li> <li>• leading workforce transformation and new ways of working.</li> <li>• educating, training and developing people, and managing talent.</li> <li>• driving and supporting broader social and economic development.</li> <li>• transforming people services and supporting the people profession.</li> <li>• leading coordinated workforce planning using analysis and intelligence.</li> <li>• supporting system design and development.</li> </ul> <p>b) provide ownership and assurance of the Board Assurance Framework (BAF) risks to the ICB Board; and</p> <p>c) oversee and seek assurance that achievement of the delivery of the One Workforce Strategy and system/ICP Anchor workforce priorities across the ICS ensuring connectivity with these strategies and delivery plans.</p>
<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s Constitution. It is a committee of, and accountable to, the Board. The Board has authorised the Committee to:</p> <p>a) investigate any activity within its terms of reference;</p> <p>b) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;</p> <p>c) obtain outside legal or other independent advice and to secure the attendance of individuals with relevant experience and expertise if it considers this necessary;</p>

<p><b>3. Statutory Duties</b></p>	<p>The Committee will be responsible for:</p> <ol style="list-style-type: none"> <li>a) Providing focus and receiving assurance that the system people, workforce and culture priorities aligned to the 10 ICS Mandated People Functions, One Workforce Strategy and Anchor ambitions are delivered through robust programmes of work.</li> <li>b) Ensuring equality, diversity, and inclusion is embedded into creating an inclusive and compassionate culture across the system to attract and retain our current and future workforces and to make Derby and Derbyshire a great place to work.</li> <li>c) Providing ownership and monitoring of the workforce Board Assurance Framework (BAF) risks and providing assurance to the ICB Board of the risks.</li> <li>d) Ensuring oversight, and implementation, of national people and workforce related policy developments relating to the health and care workforce across the ICS.</li> <li>e) Duty to promote education and training (14Z41)</li> <li>f) Duty to have regard to guidance published by NHS England (14Z51)</li> <li>g) Comply with NHSE power to obtain information (14Z60)</li> <li>h) Disclose information in line with permissions (14Z62)</li> </ol>
<p><b>4. Delegations as per Scheme of Reservation and Delegation</b></p>	<p>Delegated responsibility to:</p> <ul style="list-style-type: none"> <li>• promote education and training of existing and future health care staff;</li> <li>• deliver the commitments of the NHS People Plan across the system;</li> <li>• oversee plans to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS;</li> <li>• ensure the appropriate system workforce capacity and capability to deliver the ICS objectives together with an organisational development plan; and</li> <li>• oversee the demonstration of equality, diversity and inclusion in its plans and their implementation.</li> </ul>
<p><b>5. Membership</b></p>	<p>The Committee will have 5 members, comprised as follows:</p> <p><u><a href="#">Non-Executive Members</a></u></p> <ol style="list-style-type: none"> <li>a) Chair – Non-Executive Member for People and Culture.</li> <li>b) Chair of Audit and Governance Committee (Vice Chair).</li> <li>c) Chair of Finance and Performance Committee.</li> </ol> <p><u><a href="#">Executive Members</a></u></p> <ol style="list-style-type: none"> <li>d) ICB Chief People Officer.</li> <li>e) ICB Chief Nurse Officer.</li> </ol>

	<p><u><i>Attendees, when required</i></u></p> <ul style="list-style-type: none"> <li>f) Chief of Staff (for ICB staff matters).</li> <li>g) Chief People Officers/HRD Representation from Provider Trusts and EMAS.</li> <li>h) Workforce representative from Derby City and County Councils.</li> <li>i) NHSE Workforce Transformation Lead.</li> <li>j) ICB Allied Health Professional Lead.</li> <li>k) Higher and Further Education Leads.</li> <li>l) Other subject matter experts.</li> </ul> <p>The Committee may invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<p><b>6. Chair and Deputy</b></p>	<p>The Board will appoint one of the ICB Non-Executive Directors to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, the nominated Vice Chair will deputise for that meeting.</p>
<p><b>7. Quorum</b></p>	<p>The Committee will be quorate with a minimum of 3 members, to include 2 Non-Executive members and 1 Executive Member, or nominated deputy.</p> <p>To ensure that the quorum can be maintained, the managerial members of the Committee are able to nominate a suitable deputy to attend a meeting of the Committee that they are unable to attend to speak and vote on their behalf. Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained. Ad hoc deputy arrangements are not permitted.</p> <p>If any Committee member 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.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<p><b>8. Voting arrangements</b></p>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) all members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote;</li> </ul>

	<p>b) a decision will be passed if more votes are cast for it than against it; and</p> <p>c) casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</p> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p>
<p><b>9. Meeting arrangements</b></p>	<p>The Meetings of the Committee will be scheduled on a bi-monthly basis and the Committee will meet no less than ten times per year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<p><b>10. Minutes of meetings</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>The ratified minutes will be made available on request, redacted as appropriate.</p> <p>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.</p>
<p><b>11. Conflicts of interest management</b></p>	<p>In advance of any meeting of the Committee, 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.</p>

	<p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <p>Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements.</p> <p>Allowing the conflicted individual to participate in the discussion, but not the decision-making process.</p> <p>Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.</p> <p>Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</p>
<p><b>12. Reporting responsibilities and review of committee effectiveness</b></p>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by providing an:</p> <ol style="list-style-type: none"> <li>a) assurance report to the Board following each of the Committee's meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention; and</li> <li>b) annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee's annual review of its effectiveness.</li> </ol> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<p><b>13. Review of terms of reference</b></p>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<p><b>Issue Date:</b> May 2025</p>	<p><b>Status:</b> For approval</p>	<p><b>Version:</b> V1.0</p>	<p><b>Review Date:</b> March 2026</p>
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## Quality, Safety and Improvement Committee – Terms of Reference

<p><b>1. Purpose</b></p>	<p>The Quality, Safety and Improvement Committee (“the Committee”) exists to ensure that the ICB is meeting its statutory requirements with regard to continuous quality improvements and enabling a single understanding of and shared commitment to quality care across the system that is safe, effective, equitable, and that provides a personalised experience and improved outcomes.</p> <p>The Committee also scrutinises the robustness of safeguarding, medicines management and compliance with equality legislation (including the Public Sector Equality Duty). The remit of the Committee incorporates the relevant requirements set out within the Delegation Agreement between NHS England and the ICB, insofar as they relate to Quality, Safety and Improvement.</p>
<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s constitution. It is a committee of, and accountable to, the Board. The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) investigate any activity within its terms of reference;</li> <li>b) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee;</li> <li>c) create management groups or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee’s membership.</li> </ul>
<p><b>3. Duties</b></p>	<p>The Committee will:</p> <ul style="list-style-type: none"> <li>a) seek assurance that continuous improvement in the quality of services are being delivered, and that there is a shared commitment to quality and relevant duties and functions are discharged as set out in the NHS Act;</li> <li>b) seek assurance that the ICB is meeting its statutory requirements regarding continuous quality improvement for safe, effective and equitable service including patient experience;</li> <li>c) seek assurance that health inequalities are being addressed and any gaps are being reduced;</li> <li>d) scrutinise the robustness of safeguarding, medicines management and compliance with equality legislation (including the Public Sector Equality Duty);</li> <li>e) incorporate relevant requirements set in the Delegation Agreement between NHS England and the ICB as they relate to quality, safety and improvement;</li> <li>f) oversee the development of the ICB’s quality strategy and shared quality improvement priorities and plans, ensuring these have collective system ownership and are reflective of</li> </ul>

<p><b>Statutory Duties</b></p>	<p>local quality challenges, focused on reducing inequalities in the quality of care;</p> <p>g) scrutinise the effectiveness and sustained delivery of the quality strategy, improvement priorities and plans; and</p> <p>h) provide ownership and assurance on assigned BAF and operational risks, actions and mitigations.</p> <p>Duty as to improvement in quality of services (14Z34)</p> <p>Duties as to reducing inequalities (14Z35)</p> <p>Duty to have regard to guidance published by NHS England (14Z51)</p> <p>Comply with NHSE power to obtain information (14Z60)</p> <p>Disclose information in line with permissions (14Z62)</p>
<p><b>4. Delegations as per Scheme of Reservation and Delegation</b></p>	<p>Delegated responsibility to ensure:</p> <p>a) the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement;</p> <p>b) quality and outcome information against key performance trajectories is received and quality issues identified, ensuring they are acted upon;</p> <p>c) 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;</p> <p>d) continuous improvements in quality and outcomes of clinical effectiveness, safety and patient experience are secured;</p> <p>e) 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</p> <p>f) 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.</p>
<p><b>5. Membership</b></p>	<p>The Committee will have 5 members, comprised as follows:</p> <p><u><i>Non-Executive Members</i></u></p> <p>a) Chair – Non-Executive Member for Quality, Safety and Improvement.</p> <p>b) Chair of People and Culture Committee. (Vice Chair).</p> <p>c) Chair of Strategic Commissioning and Integration Committee</p> <p><u><i>Executive Members</i></u></p> <p>a) Chief Nurse Officer.</p> <p>b) Chief Medical Officer.</p> <p><u><i>Regular Attendees</i></u></p> <p>a) Deputy Chief Nurse Officer (x2).</p>

	<ul style="list-style-type: none"> <li>b) Deputy Chief Medical Officer.</li> <li>c) Assistant Director of Quality (x2).</li> <li>d) Assistant Director of Nursing and Quality.</li> <li>e) ICB Primary Care Representative.</li> </ul> <p><u><i>Attendees, when required</i></u></p> <ul style="list-style-type: none"> <li>a) GP Primary Care Representative.</li> <li>b) Public Health Representative.</li> <li>c) Other subject matter experts.</li> </ul> <p>The Committee may invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<p><b>6. Chair and deputy</b></p>	<p>The Board will appoint one of the ICB Non-Executive Directors to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, the nominated Vice Chair will deputise for that meeting.</p>
<p><b>7. Quorum</b></p>	<p>The Committee will be quorate with a minimum of 3 members, to include 2 Non-Executive members and 1 Executive Member, or nominated deputy.</p> <p>To ensure that the quorum can be maintained, the executive members of the Committee are able nominate a suitable deputy to attend a meeting of the Committee that they are unable to attend to speak and vote on their behalf. Committee members are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained. Ad hoc deputy arrangements are not permitted.</p> <p>If any Committee member 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.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<p><b>8. Voting arrangements</b></p>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) all members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote;</li> <li>b) a decision will be passed if more votes are cast for it than against it; and</li> </ul>

	<p>c) casting vote – if an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</p> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p>
<p><b>9. Meeting arrangements</b></p>	<p>Meetings of the Committee will be scheduled on a bi-monthly basis and the Committee will meet no less than six times per year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<p><b>10. Minutes of meetings</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>The ratified minutes will be made available on request, redacted as appropriate.</p> <p>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.</p>
<p><b>11. Conflicts of interest management</b></p>	<p>In advance of any meeting of the Committee, 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.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence</p>

	<p>of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee’s decision-making arrangements;</li> <li>b) allowing the conflicted individual to participate in the discussion, but not the decision-making process;</li> <li>c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee’s decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both; and</li> <li>d) excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<p><b>12. Reporting responsibilities and review of committee effectiveness</b></p>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by providing an:</p> <ul style="list-style-type: none"> <li>a) assurance report to the Board following each of the Committee’s meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention; and</li> <li>b) annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee’s annual review of its effectiveness.</li> </ul> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<p><b>13. Review of terms of reference</b></p>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

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## Remuneration Committee – Terms of Reference

<p><b>1. Purpose</b></p>	<p>The main purpose of the Remuneration Committee (“the Committee”) 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).</p> <p>The remit of the Committee excludes the remuneration, fees, allowances and other terms of appointment for the Chair of the ICB and for the Non-Executive Members (NEM) of the Board. These will be set by NHS England and the NEM Remuneration Panel respectively.</p>
<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and the ICB’s Constitution. It is a statutory committee of, and accountable to, the Board.</p> <p>The ICB Board has delegated the following functions to the Committee:</p> <ul style="list-style-type: none"> <li>a) elements of the nominations and appointments process for ICB Board Members; and</li> <li>b) oversight of Executive Board Member performance.</li> </ul> <p>The ICB Board has also authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) investigate any activity within its terms of reference;</li> <li>b) 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;</li> <li>c) 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;</li> <li>d) create task and finish 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 groups in accordance with the ICB’s constitution, standing orders and Scheme of Reservations and Delegation (SoRD) but may not delegate any decisions to such groups; and</li> <li>e) for the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the SoRD will prevail over these terms of reference other than the committee being permitted to meet in private.</li> </ul>

<p><b>3. Duties</b></p> <p><b>Statutory Duties</b></p>	<p>The Committee's duties are as follows:</p> <p>a) for the Chief Executive, Executive Directors and other Very Senior Managers, determine and approve:</p> <ul style="list-style-type: none"> <li>• all aspects of remuneration, including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars; and</li> <li>• arrangements for termination of employment and other contractual terms and non-contractual terms.</li> </ul> <p>b) for all ICB employed staff:</p> <ul style="list-style-type: none"> <li>• determine and approve the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change and organisational establishment); and</li> <li>• 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.</li> </ul> <p>Duty to have regard to guidance published by NHS England (14Z51)</p> <p>Comply with NHSE power to obtain information (14Z60)</p> <p>Comply with directions set out by NHSE (14Z61)</p> <p>Disclose information in line with permissions (14Z62)</p>
<p><b>4. Delegations as per Scheme of Reservation and Delegation</b></p>	<p>The function of making recommendations to the ICB Board about the exercise of its functions in relation to:</p> <p>a) determining the remuneration, fees and allowances payable to employees of the ICB and to other persons providing services to it;</p> <p>b) determining allowances payable under pension schemes established by the ICB; and</p> <p>c) the appropriate remuneration and terms of service for the Chief Executive Officer, Executive Directors, other Very Senior Managers.</p>
<p><b>5. Membership</b></p>	<p>The Committee will have 5 members, comprised as follows:</p> <p><u>Members</u></p> <p>a) Chair – Non-Executive Member for People &amp; Culture.</p> <p>b) Chair of Quality, Safety and Improvement Committee (Vice-Chair).</p> <p>c) Chair of Finance and Performance Committee.</p> <p>d) Chair of Audit and Governance Committee.</p> <p>e) Chair of the ICB.</p> <p><u>Regular Attendees</u></p> <p>a) Chief Executive Officer.</p>

	<p>b) Assistant Director of Human Resources and Organisational Development.</p> <p>c) Chief of Staff (when required).</p> <p>Senior Managers may also be invited to attend meetings of the Committee to support the Committee in discharging its responsibilities (providing their own remuneration is not being discussed). This will include expert human resources advisors.</p>
<p><b>6. Chair and deputy</b></p>	<p>The Board will appoint one of the ICB Non-Executive Directors to be Chair of the Committee. The Chair of the ICB, or the Chair of the Audit and Governance Committee cannot be Chair of this Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, the nominated Vice Chair will deputise for that meeting.</p>
<p><b>7. Quorum</b></p>	<p>The Committee will be quorate with a minimum of two members present.</p> <p>If any Committee member 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.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>
<p><b>8. Voting arrangements</b></p>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <p>a) all members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote;</p> <p>b) a decision will be passed if more votes are cast for it than against it; and</p> <p>c) casting vote – if an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</p> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>The Committee will take proper account of National Agreements, for example Agenda for Change and relevant guidance issued by the Government, the Department of Health and Social Care and NHS England in reaching its determinations.</p>
<p><b>9. Meeting arrangements</b></p>	<p>The Committee will meet as required, with a minimum of two meetings per year.</p> <p>The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including</p>

	<p>those relating to the quorum (as set out in section 6 of these terms of reference). Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.</p> <p>There is no requirement for meetings of the Committee to be open to the public.</p> <p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<p><b>10. Minutes of meetings and reporting responsibilities</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee (this may be performed virtually due to the timings between meetings).</p> <p>A written update will be reported to the ICB Board bi-annually to confirm all decisions made, highlighting any concerns, actions taken and next steps. Where an individual's remuneration is discussed, the conflicts of interest and any personal or individual's sensitivities must be managed appropriately.</p> <p>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.</p>
<p><b>11. Conflicts of interest management</b></p>	<p>In advance of any meeting of the Committee, 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.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ul style="list-style-type: none"> <li>a) requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee's decision-making arrangements;</li> </ul>

	<ul style="list-style-type: none"> <li>b) allowing the conflicted individual to participate in the discussion, but not the decision-making process;</li> <li>c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee’s decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both;</li> <li>d) excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</li> </ul>
<p><b>12. Review of terms of reference</b></p>	<p>These terms of reference will be formally reviewed on an annual basis, but may be amended at any time in order to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<p><b>Issue Date:</b> May 2025</p>	<p><b>Status:</b> For approval</p>	<p><b>Version:</b> V1.0</p>	<p><b>Review Date:</b> March 2026</p>
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## Strategic Commissioning and Integration Committee - Terms of Reference

<p><b>1. Purpose</b></p>	<p>The Strategic Commissioning and Integration Committee (“the Committee”) exists to exercise the ICB’s duties and powers to commission certain health services, as set out in sections 3 and 3A of the NHS Act 2006 (as amended by the Health and Care Act 2022), other than those explicitly delegated elsewhere. See <b>schedule 1</b> attached to these terms of reference for further details of the relevant health services.</p> <p>The remit of the Committee also incorporates the relevant requirements set out within the Delegation Agreement between NHS England and the ICB, insofar as they relate to the planning, design and commissioning of primary medical services.</p> <p>In exercising these functions, the Committee will make strategic commissioning decisions in order to further the four aims of the ICS to: improve outcomes in population health and healthcare; tackle inequalities in outcomes, experience and access; enhance productivity and value for money; and help the NHS support broader social and economic development.</p> <p>When making decisions, the Committee will actively promote system development in line with the principles of subsidiarity and collaboration, and compliance with the general duties of ICBs as set out in sections 14Z32 to 14Z45, 14Z54 and 14Z55 of the NHS Act 2006 (as amended), public sector equality duties, social value duties, the rules set out in NHS Procurement Regulations. See <b>schedule 1</b> attached to these terms of reference for further details of the statutory duties.</p> <p>The Committee will also oversee:</p> <ol style="list-style-type: none"> <li>a) arrangements for developing the ICB’s Joint Forward Plan and Operational Plan;</li> <li>b) ongoing system developments, including development of proposals for onward approval by the Board regarding the delegation of functions to be exercised by, or jointly with partners, within a place or at scale, in line with secondary legislation and statutory guidance issued by NHS England;</li> <li>c) development of applications to NHS England for further delegated functions;</li> <li>d) involvement of local people in the planning and development of commissioning arrangements, where these might change the manner or range of services; and</li> <li>e) consultation with the Local Authority Health Scrutiny Committees on proposals to substantially develop local health services.</li> </ol> <p>See <b>Appendix 1</b> attached to these terms of reference for further details in relation to the map of functions of the Committee.</p>
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<p><b>2. Status</b></p>	<p>The Committee is established in accordance with the National Health Service Act 2006 (as amended) and the ICB's Constitution. It is a committee of, and accountable to, the Board.</p> <p>The Board has authorised the Committee to:</p> <ul style="list-style-type: none"> <li>a) investigate any activity within its terms of reference;</li> <li>b) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee; and</li> <li>c) create management groups or task and finish groups to take forward specific duties or programmes of work as considered necessary by the Committee's membership.</li> </ul>
<p><b>3. Duties</b></p>	<p>The Committee will:</p> <ul style="list-style-type: none"> <li>a) oversee and seek assurance on the strategic planning and commissioning of services to meet local population health need in line with the relevant sections of the NHS Act;</li> <li>b) drive a focus on reducing health inequalities, population health management, prevention and improved outcomes;</li> <li>c) ensure strategic, long term outcome based contracts and agreements are in place to secure the delivery of commissioning and clinical policy and associated operating plans including any service changes or decommissioning proposals;</li> <li>d) oversee and provide assurance on the preparation and publication of the ICB's Joint Forward Plan and Operational Plan, ensuring consultation with local people and ensuring alignment with broader strategies such the Integrated Care Strategy and Health and Wellbeing Board strategies;</li> <li>e) incorporate relevant requirements set in the Delegation Agreement between NHS England and the ICB as they relate to planning design and commissioning of those services;</li> <li>f) seek assurance on Neighbourhood Integration;</li> <li>g) Ensure compliance with equality legislation (including the Public Sector Equality Duty);</li> <li>h) seek assurance that the ICB, and when in scope the wider NHS are meeting statutory duties relating to Patient and Public Engagement, as laid out in the Health &amp; Care Act 2022, including those relating to Local Authority Scrutiny, this will involve ensuring that robust arrangements are in place for public engagement and involvement in the development of services, and service changes, that meet due process, including overseeing any statutory consultations for major service re-configurations;</li> <li>i) oversee and provide assurance on the preparation and publication of the People and Communities Strategy and People and Communities annual reporting duties; and</li> <li>j) provide ownership and assurance on assigned BAF risks, actions and mitigations.</li> </ul>

<p><b>4. Delegations as per Scheme of Reservation and Delegation</b></p>	<p>Delegated responsibility for:</p> <ul style="list-style-type: none"> <li>a) 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;</li> <li>b) 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;</li> <li>c) 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;</li> <li>d) commissioning consistently with the duties of the Secretary of State and NHSEI objectives, having regard to the Constitution;</li> <li>e) further delegating to management groups relating specifically to primary care medical services but will retain oversight and accountability.</li> <li>f) ensure appropriate engagement and consultation with patients and the public for new or changing services;</li> <li>g) 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 &amp; Social Care Act 2012;</li> <li>h) 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</li> <li>i) 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.</li> <li>j) making decisions within the limits as set out in the ICB's Scheme of Reservations and Delegation. The delegation arrangements and financial authority limits are as follows: <ul style="list-style-type: none"> <li>o The approval of decisions within budget delegated to the Committee where the annual revenue consequence is less than £1,500,000. (As per SORD 1.1(d))</li> </ul> </li> </ul>
<p><b>5. Membership</b></p>	<p>The Committee will have 6 members, comprised as follows:</p> <p><u><i>Non-Executive Members</i></u></p> <ul style="list-style-type: none"> <li>a) Chair – Non-Executive Member of Strategic Commissioning and Integration.</li> <li>b) Chair of Quality, Safety and Improvement Committee (Vice Chair).</li> <li>c) Chair of People and Culture Committee.</li> </ul> <p><u><i>Executive Members</i></u></p> <ul style="list-style-type: none"> <li>a) Chief Strategy and Delivery Officer.</li> </ul>

	<p>b) Chief Medical Officer.</p> <p>c) Chief Finance Officer.</p> <p><u>Regular Attendees</u></p> <p>a) Chief of Staff (for PPI).</p> <p>b) Director of Strategy and Planning.</p> <p>c) Director of Population Health Management.</p> <p>d) Director of Communications and Engagement.</p> <p>e) Director of Primary Care.</p> <p>f) Chief Pharmacy Officer;</p> <p>g) Public Health Lead (City).</p> <p>h) Public Health Lead (County).</p> <p>i) Representative for Clinical and Professional Leadership Group.</p> <p>j) VCSE Representative.</p> <p><u>Attendees, when required</u></p> <p>a) Director of Place and Partnerships.</p> <p>b) Director of Delivery.</p> <p>c) Chief Nurse Officer.</p> <p>d) GP Representative.</p> <p>e) Secondary Care Representative</p> <p>f) Integrated Place Executive Lead</p> <p>g) Other subject matter experts as and when required.</p> <p>The Committee may invite a range of Senior Managers to attend meetings to support the Committee in discharging its responsibilities.</p> <p>The Chair of the ICB will also be invited to attend one meeting each year to gain further assurance regarding the effectiveness of the ICB's governance arrangements.</p>
<p><b>6. Chair and deputy</b></p>	<p>The Board will appoint one of the ICB Non-Executive Members to be Chair of the Committee.</p> <p>In the event of the Chair being unable to attend all or part of the meeting, the nominated Vice Chair will deputise for that meeting.</p>
<p><b>7. Quorum</b></p>	<p>The Committee will be quorate with a minimum of 3 members, to include 2 Non-Executive Members and 1 Executive Member, or nominated deputy.</p> <p>To ensure that the quorum can be maintained, the Chief Medical Officer, Chief Strategy and Delivery Officer, and Chief Finance Officer are able to nominate a suitable deputy to attend a meeting of the Committee and that that they are able to attend to speak and vote on their behalf. Ad hoc deputy arrangements are not permitted.</p>

	<p>If any Committee member 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.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p> <p>For the sake of clarity, no person can act in more than one capacity when determining the quorum.</p>
<p><b>8. Voting arrangements</b></p>	<p>Committee members will seek to reach decisions by consensus where possible. Should this not be possible, then a vote of the Committee members will be required, the process for which will be, as follows:</p> <ul style="list-style-type: none"> <li>a) all members of the Committee who are present at the meeting will be eligible to cast one vote each. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote;</li> <li>b) a decision will be passed if more votes are cast for it than against it; and</li> <li>c) casting vote – If an equal number of votes are cast for and against a resolution, then the Chair of the Committee will have a casting vote.</li> </ul> <p>Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.</p> <p>On occasion, 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 scheduled meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.</p> <p>The powers which are delegated to the Committee, may for an urgent decision be exercised by the Chair of the Committee and the Chief Strategy and Delivery Officer subject to every effort having been made to consult with as many members of the Committee as possible in the given circumstances.</p> <p>The exercise of such powers by the Chair of the Committee and the Chief Strategy and Delivery Officer will be reported to the next formal meeting of the Committee for formal ratification and to the Audit and Governance Committee for review of the reasonableness of the decision to use emergency powers.</p>
<p><b>9. Meeting arrangements</b></p>	<p>Meetings of the Committee will be scheduled on a bi-monthly basis and the Committee will meet no less than six times per year.</p> <p>Meetings of the Committee, other than those regularly scheduled above, shall be summoned by the secretary to the Committee at the request of the Chair.</p> <p>The Committee may meet virtually using video or other electronic means when necessary. Virtual attendance at in-person meetings may be permitted at the discretion of the Chair.</p>

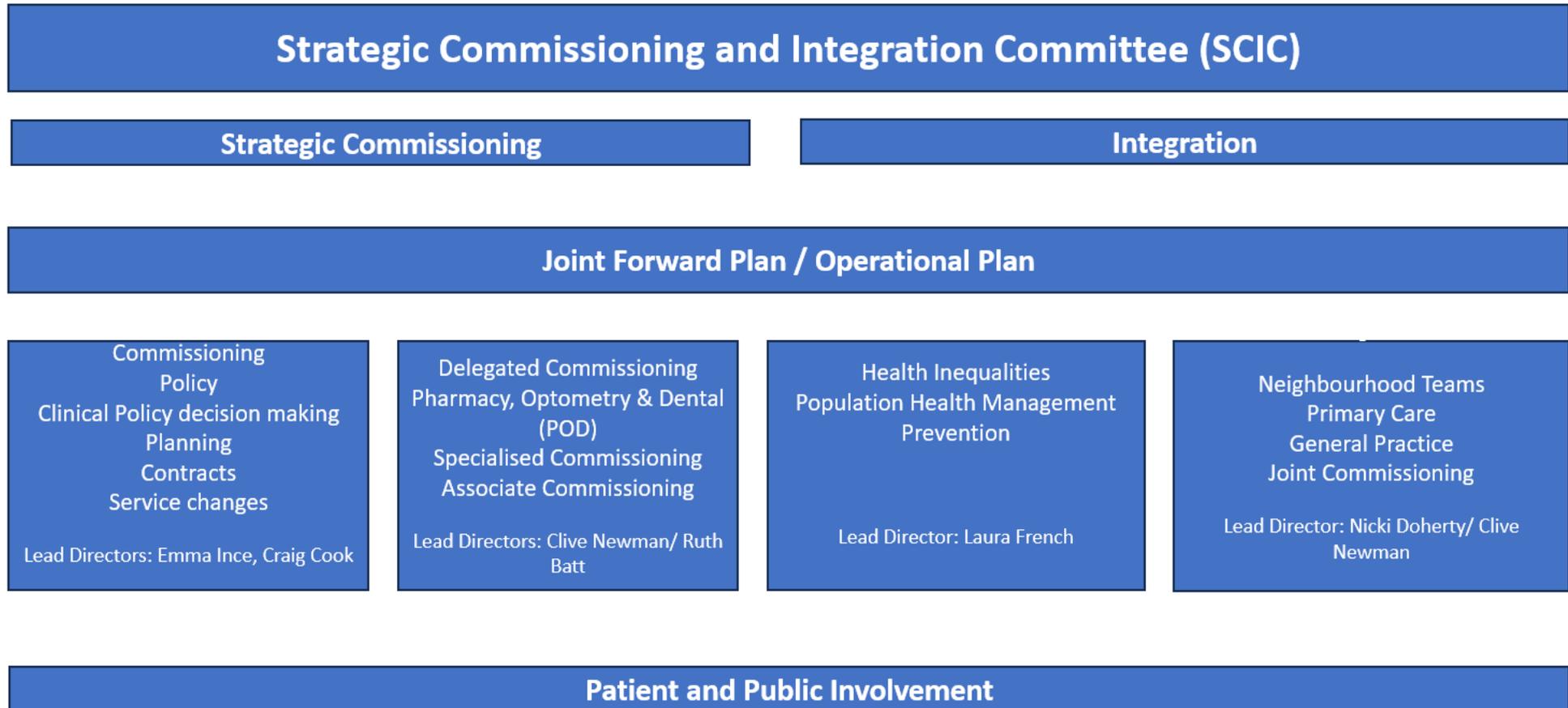
	<p>Secretariat support will be provided to the Committee to ensure the day-to-day work of the Committee is proceeding satisfactorily.</p> <p>Agendas and supporting papers will be circulated no later than five calendar days in advance of meetings and will be distributed by the secretary to the Committee.</p> <p>Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.</p> <p>Agendas will be agreed with the Chair prior to the meeting.</p>
<p><b>10. Minutes of meetings</b></p>	<p>Minutes will be taken at all meetings and presented according to the corporate style.</p> <p>The minutes will be ratified by agreement of the Committee at the following meeting.</p> <p>The ratified minutes will be made available on request, redacted as appropriate.</p> <p>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.</p>
<p><b>11. Conflicts of interest management</b></p>	<p>In advance of any meeting of the Committee, 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.</p> <p>At the beginning of each Committee meeting, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declarations will be formally recorded in the minutes for the meeting.</p> <p>The Chair of the Committee (or person presiding over the meeting) will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ol style="list-style-type: none"> <li>a) requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee’s decision-making arrangements;</li> <li>b) allowing the conflicted individual to participate in the discussion, but not the decision-making process;</li> <li>c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee’s decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both; and</li> </ol>

	<p>d) excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.</p>
<p><b>12. Reporting responsibilities and review of committee effectiveness</b></p>	<p>The Committee will provide assurance to the Board that it is effectively discharging its delegated responsibilities, as set out in these terms of reference, by providing an:</p> <p>a) assurance report to the Board following each of the Committee’s meetings; summarising the items discussed, decisions made and any specific areas of concern that warrant immediate Board attention; and</p> <p>b) annual report to the Board, summarising how the Committee has discharged its duties across the year, key achievements and any identified areas of required committee development. This report will be informed by the Committee’s annual review of its effectiveness.</p> <p>Any items of specific concern, or which require Board approval, will be the subject of a separate report.</p>
<p><b>13. Review of terms of reference</b></p>	<p>These terms of reference will be formally reviewed on an annual basis but may be amended at any time to adapt to any national guidance as and when issued.</p> <p>Any proposed amendments to the terms of reference will be submitted to the Board for approval.</p>

<p><b>Issue Date:</b> May 2025</p>	<p><b>Status:</b> For approval</p>	<p><b>Version:</b> V1.0</p>	<p><b>Review Date:</b> March 2026</p>
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<p><b>Schedule 1</b></p> <p><b>Duties of Integrated Care Boards (ICBs) to commission certain health services</b></p> <p>ICBs must arrange for the provision of the following to such extent as it considers necessary to meet the reasonable requirements of the people for whom it has responsibility:</p> <ul style="list-style-type: none"> <li>a) Hospital accommodation.</li> <li>b) Other accommodation for the purpose of any service provided under the NHS Act 2006 (as amended).</li> <li>c) Medical services other than primary medical services.</li> <li>d) Dental services other than primary dental services.</li> <li>e) Ophthalmic services other than primary ophthalmic services.</li> <li>f) Nursing and ambulance services.</li> <li>g) Such other services or facilities for the care of pregnant women, women who are breastfeeding and young children as the ICB considers are appropriate as part of the health service.</li> <li>h) Such other services or facilities for palliative care as the ICB considers are appropriate as part of the health service.</li> <li>i) Such other services or facilities for the prevention of illness, the care of persons suffering from illness and the after-care of persons who have suffered from illness as the ICB considers are appropriate as part of the health service.</li> <li>j) Such other services or facilities as are required for the diagnosis and treatment of illness.</li> </ul> <p><i>Note: ICBs' duties to arrange for the provision of services or facilities does not apply to the extent that NHS England has a duty to arrange for their provision, or another ICB has a duty to arrange for their provision.</i></p>	<p><b>Power of Integrated Care Boards to commission certain services</b></p> <p>ICBs may arrange for the provision of such services or facilities as it considers appropriate for the purposes of the health service that relate to securing improvement:</p> <ul style="list-style-type: none"> <li>a) In the physical and mental health of the people for whom it has responsibility.</li> <li>b) In the prevention, diagnosis and treatment of illness in those people.</li> </ul> <p><i>Note: ICBs may not arrange for the provision of a service or facility if NHS England has a duty to arrange for its provision.</i></p> <p><b>Statutory duties of Integrated Care Boards</b></p> <ul style="list-style-type: none"> <li>a) Duty to promote NHS Constitution (section 14Z32)</li> <li>b) Duty as to effectiveness, efficiency and economy (section 14Z33)</li> <li>c) Duty as to improvement in quality of services (section 14Z34)</li> <li>d) Duties as to reducing inequalities (section 14Z35)</li> <li>e) Duty to promote involvement of each patient (section 14Z36)</li> <li>f) Duty as to patient choice (section 14Z37)</li> <li>g) Duty to obtain appropriate advice (section 14Z38)</li> <li>h) Duty to promote innovation (section 14Z39)</li> <li>i) Duty in respect of research (section 14Z40)</li> <li>j) Duty to promote education and training (section 14Z41)</li> <li>k) Duty to promote integration (section 14Z42)</li> <li>l) Duty to have regard to wider effect of decisions (section 14Z43)</li> <li>m) Duties as to climate change (section 14Z44)</li> <li>n) Public involvement and consultation by ICBs (section 14Z45)</li> <li>o) Duty to have regard to guidance published by NHS England (14Z51)</li> <li>p) Prepare with partners a 5-year joint forward plan (14Z52)</li> <li>q) Revise a published forward plan and re-publish (14Z53)</li> <li>r) Duty to have regard to guidance published by NHS England (14Z51)</li> <li>s) Prepare with partners a 5-year joint forward plan (14Z52)</li> <li>t) Revise a published forward plan and re-publish (14Z53)</li> <li>u) Consult regarding forward plans including with Health and Wellbeing Boards (14Z54)</li> <li>v) Receive the opinion of the Health and Wellbeing Boards on its forward plan (14Z55)</li> <li>w) Comply with NHSE power to obtain information (14Z60)</li> <li>x) Disclose information in line with permissions (14Z62)</li> <li>y) Procurement Regulations (127ZB)</li> </ul>
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## Appendix 1 - Strategic Commissioning and Integration Committee Map of Functions



# Strategic Commissioning and Integration Committee

## Purpose

The Committee will oversee and seek assurance on:

- ✓ the development and delivery of the Joint Forward Plan and Operational Plan
- ✓ the planning, design and commissioning of primary medical services including POD and Specialised Commissioning.
- ✓ Involvement of local people and development of commissioning arrangements.
- ✓ Consultation with the Local Authority Health Scrutiny Committee on proposals to substantially develop local health services.
- ✓ Reducing health inequalities, population health management, prevention and improved outcomes.
- ✓ Neighbourhood Integration

## Committee Assurance Meetings

To take assurance on \*:

- ✓ Joint Forward Plan
- ✓ Strategic Commissioning and procurement
- ✓ Operation Plan and Seasonal Plan
- ✓ General Practice Strategy and Primary Care Access Recovery
- ✓ Neighbourhood Integration
- ✓ Health Inequalities Statement
- ✓ Risk Management and the Board Assurance Framework

## Development meetings

To explore/ scrutinise further assurance on \*:

- ✓ Deep dives
- ✓ Joint Forward Plan review
- ✓ Seasonal planning
- ✓ Mental Health Strategies
- ✓ Patient and Public Involvement and engagement responsibilities

*\* These are examples of assurance and development topics and not exclusive*

## Appendix 2 - Decisions and functions delegated to the Strategic Commissioning and Integration Committee

ICB Committee	Decisions and functions delegated to the committee	Reference
<b>Strategic Commissioning and Integration Committee</b>	Delegated responsibility for: <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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;</li> <li>• 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;</li> <li>• commissioning consistently with the duties of the Secretary of State and NHSEI objectives, having regard to the Constitution;</li> <li>• making decisions within the limits as set out in the ICB's Scheme of Reservations and Delegation; and</li> <li>• further delegating to sub-committees relating specifically to primary care medical services but will retain oversight and accountability.</li> </ul>	Strategic Commissioning and Integration Committee Terms of Reference
<b>Strategic Commissioning and Integration Committee</b>	The delegation arrangements and financial authority limits are as follows: <ul style="list-style-type: none"> <li>• the approval of decisions within budget delegated to the Committee where the annual revenue consequence is less than £1,500,000.</li> </ul>	SORD 1.1(d)

1.	Commissioning and Investment Decisions	<i>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</i>	
1.1	<p>Approval of decisions <u>within budget</u>, where the annual revenue consequence is:</p> <p>(a) Up to £50,000</p> <p>(b) Up to £100,000</p> <p>(c) Up to £1,000,000</p> <p>(d) Up to £1,500,000</p> <p>(e) Above £1,000,000</p>	<p>(a) Functional Directors (Budget Managers)</p> <p>(b) Executive Directors (Budget Holders)</p> <p>(c) ICB Executive Team</p> <p>(d) Strategic Commissioning and Integration Committee</p> <p>(e) ICB Board</p>	<p>These delegations apply where decisions are within budgets delegated to the individual or Committee.</p> <p>The delegated individual must ensure recurrent budget / funding is available for future years before approval.</p> <p>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.</p> <p>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 Chief Finance Officer must be sought.</p>