

<b>Item: 9</b>
<b>Enclosure: 3</b>



REPORT CLASSIFICATION	✓	CATEGORY OF PAPER	✓
Official	✓	Proposes specific action	✓
Official: Sensitive Commercial		Provides assurance	
Official: Sensitive Personal		For information only	

BOARD MEETING	
27 September 2022	
<b>Report Title:</b>	<b>Amendments to the Executive Committee Terms of Reference</b>
<b>Purpose of report</b>	
To seek approval from the Board to update the terms of reference for the Executive Committee.	
<b>Key points</b>	
<p>NHS North East and North Cumbria Integrated Care Board (the ICB) is responsible for the commissioning of health services and the effective stewardship of NHS spending for all the people who live in the North East and North Cumbria.</p> <p>As set out in the Constitution, the ICB Board (the Board) may appoint committees to exercise functions on its behalf. All committees and sub-committees are listed in the ICB's Scheme of Reservation and Delegation.</p> <p>The Board agreed the establishment of the Executive Committee at its meeting on 1 July 2022, along with an agreed set of terms of reference.</p> <p>The Committee held its first meeting on 12<sup>th</sup> July 2022 and reviewed the terms of reference to ensure they were fit for purpose and would enable the Committee to deliver its delegated responsibilities effectively, along with providing assurance to the Board on the delivery of these.</p> <p>The review highlighted that the quoracy arrangements for the Committee were restrictive and presented a possible in risk in the Committee's ability to maintain quoracy as it required single individuals to be present for every meeting. Therefore, the Committee recommended an amendment to the terms of reference to allow for nominated deputies to attend on behalf of the named individuals to ensure quoracy could be always maintained and enable effective decision making to continue in accordance with the ICB's internal control mechanisms.</p> <p>The terms of reference are attached at appendix 1 and the relevant updated section (5.1) is highlighted for ease of reference.</p>	

Risks and issues						
It is a risk if the Committee does not have clear terms of reference as it would not be able to effectively exercise its delegated functions on behalf of the Board.						
Assurances						
The Committee's terms of reference have been developed by the relevant subject experts and in line with all mandated guidance and best practice.						
Recommendation/Action Required						
The Board is asked to approve the updated terms of reference for Executive Committee.						
<b>Sponsor/approving director</b>	C Riley, Executive Director of Corporate Governance, Communications and Involvement					
<b>Report author</b>	D Cornell, Board Secretary					
Link to ICB corporate aims (please tick all that apply)						
CA1: Improve outcomes in population health and healthcare						✓
CA2: tackle inequalities in outcomes, experience and access						✓
CA3: Enhance productivity and value for money						✓
CA4: Help the NHS support broader social and economic development						✓
Relevant legal/statutory issues						
Health and Social Care Act 2022						
<b>Any potential/actual conflicts of interest associated with the paper?</b> (please tick)	<b>Yes</b>		<b>No</b>		<b>N/A</b>	✓
If yes, please specify						
<b>Equality analysis completed</b> (please tick)	<b>Yes</b>		<b>No</b>		<b>N/A</b>	✓
<b>If there is an expected impact on patient outcomes and/or experience, has a quality impact assessment been undertaken?</b> (please tick)	<b>Yes</b>		<b>No</b>		<b>N/A</b>	✓
Key implications						
<b>Are additional resources required?</b>	None noted.					
<b>Has there been/does there need to be appropriate clinical involvement?</b>	Yes, as part of developing the terms of reference.					
<b>Has there been/does there need to be any patient and public involvement?</b>	Not applicable as terms of reference only.					

**Has there been/does there need to be partner and/or other stakeholder engagement?**

Yes, as part of developing the terms of reference.



**Integrated Care Board**

**EXECUTIVE COMMITTEE - TERMS of REFERENCE**

**1. Constitution**

The North East and North Cumbria Integrated Care Board (NENC ICB) was established by statute on 1<sup>st</sup> July 2022.

The Board of the NENC ICB has resolved to establish the Executive Committee (the Committee) as a committee of the Board.

These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

**2. Authority**

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- 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) as outlined in these terms of reference
- Commission any reports it deems necessary to help fulfil its obligations
- 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
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any

decisions to such groups

For the avoidance of doubt, the Committee will comply with the ICB Standing Orders, Standing Financial Instructions, and the SoRD other than the Committee being permitted to meet in private.

The Committee may not establish any subcommittees without prior Board approval as stated in the Constitution and SoRD.

### **3. Purpose**

The principal purpose of the Committee is to support the Board by:

- Overseeing the day-to-day operational management and performance of the ICB in support of the Chief Executive in the delivery of his/her duties and responsibilities to the Board
- Providing a forum to inform ICB's strategies and plans and in particular the committee will undertake any commissioning and planning activity on behalf of the Board, helping to secure continuous improvement of the quality of services
- Implementation of the approved ICB strategies and plans.

The Committee will contribute to the overall delivery of the ICB objectives by delivering its remit as set out in these Terms of Reference.

The Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

### **4. Membership and attendance**

All members of committees and sub-committees that exercise the ICB commissioning functions will be approved by the Board Chair. The Board Chair will not approve an individual to such a committee or sub-committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

#### **4.1 Chair and Vice Chair**

- Chief Executive (Chair)
- Executive Medical Director (Vice Chair)

## **4.2 Membership (subject to Chair's approval as above)**

- Chief Executive (Chair)
- Executive Director of Finance (or nominated deputy)
- Executive Medical Director (or nominated deputy)
- Executive Chief Nurse (or nominated deputy)
- Executive Director of Place Based Delivery - North (or nominated deputy)
- Executive Director of Place Based Delivery – South and Central (or nominated deputy)
- Executive Chief Digital and Information Officer (or nominated deputy)
- Executive Director of Innovation (or nominated deputy)
- Executive Chief People Officer (or nominated deputy)
- Executive Director of Strategy and System Oversight (or nominated deputy)
- Executive Director of Corporate Governance, Communications and Involvement (or nominated deputy)
- The Vice Chair will be agreed by the Committee members in the absence of the Chair.

Nominated deputies must be agreed with the Chair. Nominated deputies will have the same rights and responsibilities as members, and where applicable will form part of the quoracy.

## **4.3 Attendees**

Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee may also be attended by the appropriately nominated individuals who are not members of the Committee.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter.

## **4.4 Attendance**

Where a member of the Committee is unable to attend a meeting, a suitable deputy may be agreed with the Chair. Once agreed, that person will have the same voting rights and responsibilities as the member.

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair (or Vice Chair in his/her absence).

## **5. Meetings Quoracy and Decisions**

The Committee will meet in private, however any aspects relating to the commissioning of delegated primary care services from NHSEI that may have a requirement for public visibility will be managed in a public facing meeting.

The Committee will meet at least 10 times a year and arrangements and notice for calling meetings are as set out in the Standing Orders. Additional meetings may take place as agreed by the Chair (or Vice Chair in his/her absence).

The Board or ICB Chair may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

### **5.1 Quorum**

For a meeting to be quorate a minimum of 50% (six) members is required, **must include the following:**

- **Chair or Vice Chair**
- **Executive Director of Finance (or their nominated deputy)**
- **At least one of the Executive Directors of Place Based Delivery (or their nominated deputies), and**
- **Executive Medical Director or Executive Chief Nurse (or their nominated deputies).**

### **5.2 Decision making and voting**

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## **6. Responsibilities of the Committee**

The Committees responsibilities are as follows:

### **6.1 Commissioning**

- Commissioning of Acute services for the NENC ICB population, including core contracts and other independent sector (private) provision across the Board's commissioning portfolio
- Commissioning primary care services (consistent with delegation from NHS England)
- Commissioning any specialised services not commissioned by NHS England (NHSE) but recognising the need to work with NHSEI in relation to the commissioning of specialised services
- Overseeing significant service reconfiguration to meet the needs of the population and providing assurance to the Board on the proposals.
- The Committee will work in conjunction with the Executive Directors of Place Based Delivery to ensure any delegated commissioning arrangements at place (or a wider geographical area) are consistent with the ICB strategies and plans
- Monitoring provider performance to ensure outcomes are met and report material exceptions (to the Board)
- Overseeing the rigorous and ongoing analytical review of the drivers of system pressures, so that solutions to these pressures may be developed with a collaborative approach
- Developing and monitoring a Board approved performance and outcomes framework that will provide assurance to the Board on delivery
- Under the arrangements agreed by the Committee, reviewing ICB performance against the NHS System Oversight Framework
- Ensuring the ICB's response to the ongoing recovery of services as a result of Covid-19 pandemic
- Recommends the ICB's programme budgets to the Board for approval



- Approves ICB programme costs subject to the SoRD and financial delegations and financial limits
- In conjunction with the Finance, Performance, and Investment Committee, overseeing the development of an annual system plan [with partner trusts] to meet the health and healthcare needs of the population within the NE&NC having regard to the Integrated Care Partnership Integrated Care Strategy and place health and wellbeing strategies
- Overseeing the ICB's process for provider contract development
- Ensuring that commissioning activities promote the health and wellbeing of communities across the NE&NC as well as addressing health inequalities, and commissioning activities to ensure cost effective care is delivered
- Promoting collaborative working across all providers in the NE&NC provider landscape
- Approve arrangements for complying with the NHS Provider Selection Regime
- Ensuring that commissioning activities are underpinned and informed through communications and involvement with partners across the ICS and at place to ensure the voice of local populations is heard and understood
- Align public and key stakeholder engagement in the development and implementation of ICB strategies and plans as set out in the ICB's statutory duties for patient and public involvement, including the duty to consult where required
- Adhering to ICB's process for quality assurance, linking with the ICB Quality and Safety Committee to escalate any areas of concern, to ensure the quality and safety of commissioned services and that quality and safety are central to all of the Committee's functions
- Ensuring that commissioning activities promote the health and wellbeing of communities across the NE&NC as well as addressing health inequalities, and to ensure cost effective care is delivered
- Taking account of collaborative commissioning activities, including those of clinical networks, to consider and make recommendations to the Board as to whether they will have wider contracting/financial across the NE&NC system.

## 6.2 Corporate

### 6.2.1 System Control

- Support the Chief Executive to prepare the SoRD, Operating Framework and Operating Structure
- To ensure the ICB fulfils the functions, duties and responsibilities set out in the ICB's Constitution
- Establish a comprehensive system of internal control across the ICB
- To ensure the effective operational management of the ICB in accordance with organisational policies and procedures
- To advise the Board of urgent or emerging strategic issues and risks and recommend an ICB response to the Board
- To ensure adequate arrangements are established in relation to the System Oversight Framework.
- Develops the Organisational Development (OD) Plan and oversees the delivery of the OD Plan
- Managing the ICB's own performance and associated risks (noting that Finance, Performance and Investment Committee monitors financial performance).

### 6.2.2 People

- Implementation of the people priorities including delivery of the People Plan and People Promise
- Workforce planning and sustainability
- To approve arrangements for staff recruitment, retention, and development
- To advise the Board on compliance with its statutory duties relating to people and employment legislation and to provide the Board performance reports of KPIs relating to people and employment

- WRES disclosure
- Prepare a Code of Conduct for staff for approval by the Board.

### 6.2.3 Research

- To advise the Board on compliance with its statutory duties relating to section 14Z40 (duty in respect of research).

### 6.2.4 Policies

- Recommend human resources policies to the Board for approval
- Approve and implement the ICB's complaints policy
- Approve arrangements and for ensuring the ICB has an integrated approach to the management standards of health and safety and has appropriate strategy and policies in place
- Approve and implement the ICB's health and safety policies
- Approve and implement the ICB's information governance policies including handling Freedom of Information requests, ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data
- Approve corporate policies not specifically stated elsewhere (excludes HR or clinical policies)
- Approve ICB Standard Operating Procedures (SOPs).

### 6.2.5 Strategy

- Development, and implementation, of a system-wide strategy and action on data and digital, subject to approval of the strategy by the Board
- Development, and implementation, of a Communications and Engagement Strategy for approval by the Board
- Development, and implementation, of the Equalities and Diversity Strategy for approval by the Board

- Develop and implement an Equality, Diversity and inclusion Action Plan
- Development of other ICB strategies, not specifically delegated to other committees, for approval by the Board

#### 6.2.6 Governance Assurance Reports

- Receive and monitor Governance Assurance Reports (GAR)

#### 6.2.7 Litigation

- Approve and implement the arrangements for action on litigation against or on behalf of the ICB.

#### 6.2.8 Legal

- Determine arrangements for securing legal advice, where necessary.

#### 6.2.9 Emergency Planning Resilience and Response (EPRR)

- Approve and implement the ICB's arrangements for planning, responding to and leading recovery from incidents (EPRR), to ensure NHS and partner organisations are joined up at times of greatest need, including taking on incident coordination responsibilities as delegated by NHS England and NHS Improvement.

#### 6.2.10 Conflicts of Interest

- Oversee the ICB's compliance with the management of conflicts of interest as stated in the Constitution and the Standards of Business Conduct Policy/Conflicts of interest policy and procedures.

#### 6.2.11 Risk Management

- Approve and implement the ICB's risk management policy.
- Escalate any issues or risks for inclusion on the corporate risk register as necessary.

Any other operational matter as determined by the Chief Executive, and subject to the SoRD, approved budgets and the Financial Delegations and Limits.

## **7. Behaviours and Conduct**

### **7.1 ICB values**

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

### **7.2 Conflicts of interest**

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to the NHS guidance on managing conflicts of interest.

Conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If a conflict of interest arises, the Chair may require the affected member to withdraw at the relevant point.

### **7.3 Equality and diversity**

Members must demonstrably consider the equality and diversity implications of decisions they make.

## **8. Accountability and Reporting**

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The Committee will submit to the ICB Board a decision and assurance report following each Committee meeting, summarising key decisions.

The Committee is directly accountable to the ICB. The minutes of meetings shall be formally recorded and submitted to the ICB Board, in private or public as appropriate.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## 9. Secretariat and Administration

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

- i) The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- ii) Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- iii) Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.
- iv) Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept.
- v) The Chair is supported to prepare and deliver reports to the Board.
- vi) The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- vii) Action points are taken forward between meetings and progress against those actions is monitored.

## 10. Review

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

**Version:** v1-1

**Date of approval:** TBC

**Date of review:** 1 July 2023