



**North East and  
North Cumbria**

## **Integrated Care Board**

# **South Tees ICB Place Subcommittee Terms of Reference**

Version 3.0  
January 2024

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## 1. Establishment

The South Tees Place Subcommittee is a Subcommittee established by the Executive Committee, in accordance with the NHS North East and North Cumbria's (hereafter referred to as the ICB) Scheme of Reservation and Delegation (SoRD) and Constitution.

## 2. Terms of Reference:

**Definition of terms:** The terms of deference are defined by the ICB.

**Amendment:** The terms of reference may be amended in accordance with the provisions in the ICB's Constitution and SoRD.

**Publication:** The terms of reference are published in the ICB's Governance Handbook which is accessible here: <https://northeastnorthcumbria.nhs.uk/about-us/corporate-information/governance/>.

## 3. Purpose

The purpose of the ICB South Tees Place Subcommittee is to discharge, on behalf of the ICB Executive Committee, the statutory commissioning responsibilities of the ICB which have been delegated to Place and to carry out responsibility for executive actions and decisions on behalf of the ICB Executive Committee.

## 4. Roles and responsibilities

This section describes the Subcommittee's duties, authority, accountability and reporting.

### 4.1 Duties (on behalf of the ICB - and local authority where agreed)

The Subcommittee's duty is to:

- Approve on behalf of the ICB the arrangements for the provision of delegated health services in the Middlesbrough and Redcar & Cleveland places referred to as 'South Tees'.
- Operate within agreed financial limits.
- Agree and implement a Tees Valley Places plan on behalf of the Place partners.
- Working with partners to develop 'Place' priorities, capabilities and capacity.

### 4.2 Develop 'Place' capabilities and capacity

- Agree ideal future state in relation to local priorities and integrated working and delivery.
- Conduct a self-assessment to determine areas of development.
- Co-create a development roadmap.
- Support joint development programmes across all key partners at Place.

### 4.3 Agree a place plan including:

- Plan: Agree the Places plan to meet the health and healthcare needs of the population within South Tees, having regard to (and informing) the NENC Integrated Care Strategy, health and wellbeing strategies, joint strategic needs assessment (JSNA) and the joint five year-forward plan.

- Resources: Allocate resources to deliver the plan in South Tees place, determining what resources should be available to meet population need and setting principles for how they should be allocated across services and providers (both revenue and capital).
- Workforce: Help manage the local delivery of national programmes (e.g., NHS national workforce plan), supporting the implementation within the Tees Valley of people priorities.
- Data and digital: Work with partners across the NHS and local authorities to put in Place smart digital and data foundations to connect health and care services to put the citizen at the centre of their care.
- Estates and procurement: Agree joint work on estates, procurement, supply chain and commercial strategies to maximise value for money in Place and support wider goals of development and sustainability (this may be carried out across more than one Place, for example the One Public Estate programme).
- Risk: Develop arrangements for risk sharing and /or risk pooling with other organisations (for example pooled budget arrangements under section 75 of the NHS Act 2006), for approval by the ICB Executive Committee and local authority(s). (Section 75 agreements can be agreed with one or more local authority areas).

#### **4.4 Approve the arrangements for the provision of health, care and wellbeing services in South Tees including:**

- Contracts: Put contracts and agreements in place to secure delivery of its plan by providers (complying with NHS Provider Selection Regime).
- Collaboration: Embed collaboration and service integration as the basis for delivery within the Places plan.
- Pathway transformation: Convene and support providers (working both at scale and at Place) to innovate, learn from best practice and lead major service transformation programmes to achieve agreed outcomes.
- Primary care development: Support the development of primary care – including general practice, pharmacy, optometry and dentistry – as the foundation of Place-based out-of-hospital care, including investment in primary care networks and their management support, data and digital capabilities, workforce development and estates.

#### **4.5 Propose future governance arrangements including:**

- Collective accountability: Arrangements to support collective accountability between partner organisations for Place-based health and care system delivery and performance, underpinned by the statutory and contractual accountabilities of individual organisations.
- Operating model: Implement an operating structure, which works effectively with the ICB, local authorities and other partners' operating models.
- Assurance:
  - Oversee the implementation of the assurance framework for South Tees Place, including review of quality and performance against ICB and national priorities and targets, reporting outcomes to the ICB.

- Ensure compliance with delegated functions and provide reports to the ICB on the discharge of delegated functions.

## 5. Authority

The delegation from the ICB Executive Committee is enacted through the ICB members on the Committee.

### The Subcommittee is authorised to:

<b>Investigate</b>	Investigate any activity within its terms of reference.
<b>Seek information</b>	Seek any information it requires within its remit, from any employee or member of the Board.
<b>Investigate</b>	<p>Commission reports required to help fulfil its obligations from NECS.</p> <p>Commission reports required to help fulfil its obligations from Audit One or the ICB's external auditors, in consultation with the Chief Finance Officer.</p> <p>Commission other external reports required to help fulfil its obligations, subject to the financial limits of the most senior member of the Subcommittee.</p>
<b>Obtain advice</b>	Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Subcommittee must follow any procedures put in place by the ICB for obtaining professional advice.
<b>Create Groups</b>	Groups may be established by the Subcommittee, but they have no formal status. They do not have any delegated authority from the Board. Their decision making is restricted to decisions and limits of individuals as set out in the ICB's Financial Limits and Financial Delegations. These may not be aggregated and therefore the limits are those of the most senior member present at any meeting of the group. Groups may be permanent or task and finish groups.

## 6. Delegation by Scheme of Reservation and Delegation (SoRD)

### Decisions Delegation by the Scheme of Reservation & Delegation

Place Subcommittees – decisions and associated budgets aligned to Place include:

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- Services commissioned and delivered in the community / out of hospital system
  - PCN support/development and primary care (general practice) commissioning (with the exception of nationally negotiated GP contract)
  - Influencing pharmacy, optometry and dental service planning and delivery
  - Continuing healthcare (includes CHC, FNC, joint packages, children's CHC)
  - Better Care Fund arrangements with the Local Authority
  - Other integrated agreements including those covered by section 75/256/76 of the NHS Act 2006
  - Prescribing including local contracts for medicines optimisation activities
  - Community based mental health, LD and autism (including section 117 packages of care)
  - Local safeguarding arrangements
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## 7. Accountability and reporting

The Subcommittee is accountable to its parent committee and reports (via minutes/actions) to its parent committee on how it discharges its responsibilities.

Accountabilities	Description
<b>Draft minutes and reports</b>	<p>The Subcommittee receives scheduled assurance reports, as required, in line with its responsibilities.</p> <p>The secretary formally records the minutes of each meeting.</p> <p>Approved minutes will be provided to the parent committee after each meeting, providing assurances on the business considered and escalating any concerns, where necessary.</p>
<b>Monitor attendance</b>	<p>Attendance is monitored and profiled as part of the agenda at each Subcommittee meeting.</p> <p>Members should aim to attend at least 75% of meetings and read all papers beforehand.</p>
<b>Cycle of business</b>	<p>In order to aid agenda planning, the Subcommittee may produce an annual work plan and cycle of business in consultation with its parent committee.</p>
<b>Continuous improvement</b>	<p>The Subcommittee utilises a continuous improvement approach in its delegation.</p> <p>Members review the effectiveness of the meeting at each sitting.</p>

## 8. Subcommittee meetings

This section sets out meeting:

- Composition and quoracy
- Frequency and formats
- Procedures

## 8.1 Composition and quoracy

This section sets out the meeting composition and quoracy requirements.

<b>Composition/ quoracy</b>	<b>Description of expectations</b>
<b>Chair</b>	Appointed for their specific knowledge skills and experience and suitability. (Note: does not need to be a member of the ICB board but must be a full member of the ICB Place Committee)
<b>Deputy Chair</b>	Subcommittee members may appoint a Vice Chair from amongst the members.
<b>Absence of Chair or Vice Chair</b>	In the absence of the Chair, or Vice Chair, the remaining members present elects one of their number to Chair the meeting.
<b>Membership</b>	<p>The Subcommittee may appoint representatives of statutory and non-statutory partners to participate in the Subcommittee or attend meetings to take part in discussions without being members.</p> <p><b><u>Members/Attendees</u></b></p> <p><b><u>Voting Members:</u></b></p> <ul style="list-style-type: none"><li>• <b>ICB members</b> – (Chief Deliver Officer, Director of Delivery – Tees Valley, Medical Director, Clinical Lead, Director of Nursing – South, Director of Finance – Central &amp; South and Primary &amp; Community or nominated representatives)</li></ul> <p>Although ICB members are voting it is expected that any decision making will be reached through consensus and partnership discussion/agreement unless a key partner abstains from the discussion. In recognition of individual partners own governance arrangements and to ensure the management of conflicts of interest.</p> <p><b><u>Key Partners in attendance:</u></b></p> <ul style="list-style-type: none"><li>• <b>Middlesbrough Local Authority</b> Director of Public Health (Joint with Redcar &amp; Cleveland) Director of Adult &amp; Community based services Director of Children's and Joint Commissioning</li><li>• <b>Redcar and Cleveland Local Authority</b> Director of Public Health (Joint with Middlesbrough) Director of Adult &amp; Community based services Director of Children's and Joint Commissioning</li><li>• <b>Tees, Esk and Wear Valleys NHS Foundation Trust (TEWV)</b></li></ul>

Composition/ quoracy	Description of expectations
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Care Group Director MHSOP / AMH

- **South Tees Hospital NHS Foundation Trust**

Chief Operating Officer

- **Primary Care – Primary Care Network [PCN] Clinical Directors [CD]**

Holgate

Central Middlesbrough

Greater Middlesbrough

East Cleveland Group

Eston

Redcar Coastal

- **Healthwatch**

Project Leads

- **Voluntary & Community Sector**

Middlesbrough VDA Chief Executive Officer

Redcar & Cleveland VDA Chief Executive Officer

- **Other Attendees**

Other partners can be invited to attend the meeting, agenda dependant and where may be required to contribute to a discussion (e.g., education, VCSE, housing, police, fire, federation). It is necessary not to duplicate the work being undertaken in other committees i.e., Health & Wellbeing Boards, Community Safety Partnerships where these members may already be represented.

Deputies as agreed by the Chair have the same rights as those that they are deputising for.

**EDI:** When determining the membership of the Subcommittee, consideration will be given to diversity and equality.

**Involvement:** In determining membership consideration will be given to the need for a patient and public involvement member.

**ICS:** Membership may be from across the Integrated Care System. The delegation from the ICB Executive Committee is enacted through the ICB members on the Committee. ICB members must be in attendance to enable decisions to be taken/enacted with each having one vote should this be required where consensus is not reached.

**Conflicts:** Consideration must be given to material conflicts in the appointment of members.



Composition/ quoracy	Description of expectations
<b>Attendees and procedure for absence</b>	<p>Only members and key partners have the right to attend meetings.</p> <p>Other attendees: Members and key partners may elect to co-opt additional attendees, where it is in the interests of the activities to do so.</p> <p><b>Procedure for absence:</b></p> <p>Where a member or any regular attendee of the Subcommittee is unable to attend a meeting, a nominated deputy may be agreed with the Chair.</p> <p>The Chair may ask any or all of those who normally attend to withdraw to facilitate open and frank discussion of particular matters.</p>
<b>Quoracy and Procedure for Inquoracy</b>	<p><b>Threshold:</b> A minimum of half the membership and must include:</p> <ul style="list-style-type: none"> <li>• Chief Delivery Officer or ICB Director of Delivery – Tees Valley (or nominated deputy)</li> <li>• ICB Clinical Representative (either Director of Nursing - South, Medical Director or Clinical Lead (or nominated deputies))</li> <li>• ICB Director of Finance – Central &amp; South and Primary &amp; Community (or nominated deputy).</li> </ul> <p><b>Absence:</b> Where members are unable to attend, they should agree this with the Chair.</p> <p><b>Disqualification:</b> If any member of the Subcommittee is disqualified from participating in an item on the agenda, due to a declared conflict of interest, that individual no longer counts towards the quorum.</p> <p><b>Inquoracy:</b> If the quorum is not reached, the meeting may proceed if those members attending agree, but no decisions may be taken (if a decision making Subcommittee).</p>

## 8.2 Frequency and formats

This section on Subcommittee meetings describes the meeting frequency and formats.

Frequency/ format	Description
<b>Meeting frequency</b>	<p>The Subcommittee will aim to meet monthly, this will be reviewed by the Committee to ensure meets the needs of the place and can be suggested to be amended by both members and key partners in attendance.</p>

Frequency/ format	Description
<b>Public vs closed</b>	<p>Additional meetings may be convened on an exceptional basis at the discretion of the Subcommittee Chair.</p> <p>The parent committee Chair may ask the Subcommittee to convene further meetings to discuss particular issues on which they want the Subcommittee's advice.</p> <p>There may be a requirement to hold meetings in-common to discuss areas that impact multiple places within Tees Valley and would benefit from collaborative working.</p> <p>Where this is warranted by the nature of the business arising, the agenda can be divided into two parts. Part 1 is open to the whole Subcommittee, including invited attendees. Part 2 is a closed session for members only to discuss confidential information.</p> <p>External Audit, Internal Audit and Local Counter Fraud representatives will have full and unrestricted rights of access to the Subcommittee.</p>
<b>Virtual meetings and extra-ordinary meetings</b>	<p>In accordance with the Standing Orders, the Subcommittee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p>

### 8.3 Procedures

Procedure	Description of rules and expectations:
<b>Agenda</b>	<p>The Chair is responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.</p> <p>Members are expected to identify agenda items for consideration to the Chair and any meeting papers using the prescribed format at least 5 working days before the meeting.</p>
<b>Conflicts of interest</b>	<p><b>Declarations:</b> All members and those in attendance must declare any actual, potential, or perceived conflicts of interest. This is recorded in the minutes.</p> <p><b>Exclusions:</b> The Subcommittee will follow and apply the ICB's Standards of Business Conduct with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.</p>

<b>Decision-making</b>	<b>Decisions:</b> Decisions are taken in accordance with the Standing Orders and are arrived at by consensus. Where decisions cannot be made by consensus the lead ICB member(s) present (through which the ICB Executive Committee delegations are enacted) will agree the course of action (which may include escalation to the ICB Executive Committee for decision).
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<b>Conduct</b>	The Subcommittee conducts its business in accordance with relevant codes of conduct / good governance practice, including the Nolan principles of public life, the ICB Standards of Business Conduct Policy, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.
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**9. Secretariat and administration**

This section describes the functions of the secretariat whose role is to support the Subcommittee in the following ways:

<b>Functions</b>	<b>Description</b>
<b>Distribute papers</b>	Prepare and distribute the agenda and papers in accordance with the Standing Orders following their agreement by the Chair with the support of the relevant executive lead.
<b>Monitor attendance</b>	Monitor the attendance of those invited to each meeting and highlight to the Chair those that are not meeting the minimum attendance requirements.
<b>Maintain records</b>	Record conflicts of interest.
<b>Minute Taking</b>	Take good quality minutes and agree them with the Chair. Keep a record of matters arising, action points and issues to be carried forward within the minutes.
<b>Support for Chair &amp; Committee</b>	Support the Chair in preparing and delivering reports to the parent committee (when required). Take forward action points between meetings and monitor progress against those actions.
<b>Provide updates</b>	Update the Subcommittee on pertinent issues/ areas of interest/ policy developments.
<b>Governance advice</b>	Provide easy access to governance advice for Subcommittee members.

**Appendix 1: Approval History**

Version	Date	Approved by	Changes Required Y/N?	Status
V1.0	28/03/23	Board	-	First Issue
V1.0	22/05/23	South Tees Place Subcommittee	Y	First Issue
V2.0	July 23	Chair	Y	Second Issue
V3.0	12/03/24	Executive Committee	Y	Third Issue

## Appendix 2: Review History

Version	Date	Reviewed by	Changes Required Y/N?	Summary of changes (once changes are approved Appendix 1 should be updated)
V2.0	July 23	Chair	Y	Adoption of workforce wording for consistency across Tees Valley
V3.0	08/02/24	South Tees Place Subcommittee	Y	Reflect 'Places Plan' In-common arrangements Template aligned to SOP

**Review date:** March 2025

**Contact:** ICB Corporate Governance Team

### Document control

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