



Report to:	Integrated Care Board
Date of Meeting:	1 July 2022
Subject:	ICB Committees' Terms of Reference
Director Sponsor:	Executive Director of Corporate Affairs
Author:	Corporate Affairs Team

STATUS OF THE REPORT: *(Please click on the appropriate box)*

Approve Discuss Assurance Information A Regulatory Requirement

SUMMARY OF REPORT:

The report presents the terms of reference for three statutory committees of the Integrated Care Board (ICB); namely the Audit Committee, Remuneration Committee and Quality Committee. The committees are mandated by NHS England as part of the robust operation and governance of the ICB.

The terms of reference are consistent with the templates issued by NHS England but additionally reflect further requirements of the ICB where appropriate.

RECOMMENDATIONS:

Members of the Board are asked to approve the terms of reference for the following committees:

- i) Audit
- ii) Remuneration
- iii) Quality

ICB STRATEGIC OBJECTIVE *(please click on the boxes of the relevant strategic objective(s))*

Realising our vision	<input checked="" type="checkbox"/>
Improving outcomes in population health and healthcare	<input checked="" type="checkbox"/>
Supporting broader social and economic development	<input type="checkbox"/>
Tackling inequalities in outcomes experience and access	<input checked="" type="checkbox"/>
Delivering our operational plan 2022/23	<input checked="" type="checkbox"/>
Developing our ICS	<input checked="" type="checkbox"/>

IMPLICATIONS (Please state N/A against any domain where none are identified)	
Finance	Adoption of the terms of reference supports sound financial governance and decision-making, particularly with regards to the remits of the Audit and Remuneration Committees respectively
Quality	The Quality Committee is the principal committee of the ICB with respect to quality assurance and it provides senior oversight for the strategic approach to quality and safety within the ICB and across the ICS.
HR	The Remuneration Committee's terms of reference are established specifically to confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including senior managers/directors (including board members) and Non-Executive Directors excluding the Chair.
Legal / Regulatory	Adoption of the terms of reference supports the maintenance of a robust governance regime that meets the statutory and regulatory requirements of the ICB.
Data Protection / IG	N/A
Health inequality / equality	N/A
Conflict of Interest Aspects	The membership of the Audit and Remuneration Committees conform to NHS England requirements, which are designed so as to minimise conflict of interest impact. Conflicts of Interest identified at any of the committees would be managed in accordance with the ICB Conflicts of Interest Policy.
Sustainability	N/A

ASSESSED RISK:

Risk

The failure to establish the terms of reference for the three committees would significantly impair the ability of the ICB to achieve safe, effective and efficient decision-making in its core duties for audit, remuneration and quality. There is a high likelihood in such circumstances of formal action against the ICB by NHS England.

Mitigation

The proposed terms of reference for the three committees draw heavily on templates issued by NHS England and so provide strong mitigation against the assessed risks.

MONITORING AND ASSURANCE:

The terms of reference will be reviewed annually and the in-year effectiveness of their operation will be monitored via the submission of committee minutes to the ICB Board.

Assurance as to the effectiveness of their operation will also be given via the ICB Annual Governance Statement and the Head of Internal Audit Opinion.

ENGAGEMENT:

The terms of reference have been subject to comprehensive engagement with subject matter experts and senior executive leads and directors within the ICB, in addition to the proposed committee chairs.

REPORT EXEMPT FROM PUBLIC DISCLOSURE

No Yes

If yes, please detail the specific grounds for exemption