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| Report to: | Integrated Care Board |
| Date of Meeting: | 9 th November 2022 |
| Subject: | Executive Committee Terms of Reference |
| Director Sponsor: | Karina Ellis, Executive Director of Corporate Affairs |
| Author: | Sasha Sencier, Board Secretary and Senior Governance Manager (N Yorks) |

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

Approve Discuss Assurance Information A Regulatory Requirement

SUMMARY OF REPORT: *(A short summary of the key points set out within the report)*

This report presents the terms of reference for the Executive Committee of the Humber and North Yorkshire Integrated Care Board (HNY ICB). The committee is part of the robust operation and governance of the ICB and support the delivery of responsibilities set out in the Scheme of Reservation and Delegation (SoRD) and the Operational Scheme of Delegation (OSD), as appropriate.

The terms of reference are consistent with the templates used for the statutory and non-statutory committees of the ICB.

RECOMMENDATIONS:

Members are asked to:

- i) Note that the terms of reference have been reviewed and approved by the Executive Committee.
- ii) Ratify the Executive Committee terms of reference.

| ICB STRATEGIC OBJECTIVE <i>(please click on the boxes of the relevant strategic objective(s))</i> | |
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| 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 checked="" 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 <i>(Please state N/A against any domain where none are identified)</i> | |
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| Finance | There are no financial implications relating to the terms of reference, however it should be recognised that the Executive Committee should pay due regard to controls detailed in the approved ICB Operational Scheme of Delegation (OSD), as appropriate. |
| Quality | The Executive Committee includes the Executive Director of Nursing and Quality and also the Executive Director of Clinical and Professional Services, providing senior oversight to the strategic approach to quality and safety within the ICB and across the ICS. |
| HR | There are no HR implications relating to this paper. |
| Legal / Regulatory | The Executive Committee is accountable to the ICB Board. The ICB Board is responsible for ratifying the terms of reference of all of its committees. 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 | There are no data protection / IG implications relating to this paper. |
| Health inequality / equality | There are no health inequality/equity implications relating to this paper. Any changes to services discussed by the Executive Committee must consider impact assessments undertaken to limit the impact of health inequalities. |
| Conflict of Interest Aspects | No conflicts of interest have been identified prior to this meeting. Conflicts of Interest identified at any of the committees would be managed in accordance with the ICB Conflicts of Interest Policy. |
| Sustainability | No sustainability implications have been identified. |

ASSESSED RISK: *(Please summarise the key risks and their mitigations)*

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 around finance, performance, addressing health inequalities and being clinically led. There is a high likelihood in such circumstances of formal action against the ICB by NHS England.

MONITORING AND ASSURANCE:

Terms of reference are required to be reviewed and approved on an annual basis by the Executive Committee and ratified by the ICB Board.

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. Terms of reference are published on the ICB website for transparency.



REPORT EXEMPT FROM PUBLIC DISCLOSURE

No Yes

If yes, please detail the specific grounds for exemption



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| Terms of Reference: | HNY ICB Executive Committee |
| Authorship: | Executive Director of Corporate Affairs |
| Board / Committee Responsible for Ratifying: | HNY Integrated Care Board |
| Approved Date: | October 2022 (TBC) |
| Ratified Date: | November 2022 (TBC) |
| Review Date: | Year End 2022/2023 |
| Version Number: | 0.2 |
| The online version is the only version that is maintained. Any printed copies should, therefore, be viewed as 'uncontrolled' and as such may not necessarily contain the latest updates and amendments. | |

1. Governance

The Humber and North Yorkshire (HNY) Executive Committee is established by the Integrated Care Board (the Board or ICB) as an Executive Committee of the Board in accordance with its Constitution.

These Terms of Reference (ToR), 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 ICB who it is accountable to.

The Executive Committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.



2. Authority

The Executive 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 executive committee within its remit 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 executive 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 executive committee members. The executive 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.

The Executive Committee has no executive powers, other than those delegated in the SoRD and Operational Scheme of Delegation (OSD) to individual members of the committee and specified in these terms of reference.

For the avoidance of doubt, the executive committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

3. Purpose and Responsibilities

The overarching purpose of the Executive Committee is to:

- oversee the day-to-day operations management
- contribute to the overall delivery of the ICB strategic objectives by providing oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system plans.

For clarity, the Executive Committee will need to have due regard to the Integrated Care Strategy and ensure that the ICB delivers its requirements and provides assurance to the Board that plans are in place to deliver the strategy.

The Executive Committee responsibilities can be categorised as the following:

- To act as the executive leadership arm for day-to-day operations management of delivery, jointly exploring the implications of holding the system collectively to account for delivery of the shared agenda.
- To support the operational implications of system-wide approaches on matters of significance for the other executive committees, where appropriate.
- To ensure all necessary steps are taken to support the delivery of ICB / ICS objectives by determining any relevant actions to remediating any initiatives where there are contradicting agreed ways of working, agreeing how the system will support each other to mitigate these impacts.
- To provide the initial, overarching oversight of collective performance and delivery.

4. Chair, Membership and Attendance

Chair and Vice Chair

The Executive Committee will be chaired by the Chief Executive on account of their overarching accountability and their specific knowledge, skills and experience making them suitable to chair the executive committee.



The Vice Chair will be the Deputy Chief Executive / Chief Operating Officer.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Membership

The Executive Committee members shall be appointed by the Board in accordance with the ICB Constitution.

Core Membership

- Chief Executive (Chair)
- Chief Operating Officer / Deputy Chief Executive (Vice-Chair)
- Executive Director of Finance and Investment
- Executive Director of Clinical and Professional Services
- Executive Director of Corporate Affairs
- Executive Director of Nursing and Quality
- Executive Director of People
- Executive Director of Executive Director of Communications, Marketing and Media Relations

Attendees

- NHS England Locality Director
- Director of Public Health
- Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

5. Meeting Frequency, Quoracy and Decisions

Frequency

The Executive Committee will mostly meet on a weekly basis.

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

Quorum

The Executive Committee will be quorate when at least the following members of the executive committee are present:

- Chair or Vice Chair
- Executive Director of Nursing and Quality or Executive Director of Clinical and Professional
- 2 Other Executive Members

If any member of the executive committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.



Decision Making and Voting

The Executive 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 Executive 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. Behaviours and Conduct

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 Code of Conduct and Behaviours.

Equality and diversity

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

7. Accountability and Reporting

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

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

The Chair of the Executive Committee will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

Any Groups Established by Executive Committee

To provide a consistent approach in receiving assurance back to the Executive Committee, any groups accountable to the Executive Committee will complete a standardised form that will include key messages and shall draw the attention of any issues that require disclosure or require action. These forms will be managed by the secretary and submitted to the Executive Committee.



8. Secretariat and Administration

The Executive Committee shall be supported with a secretariat function which will include ensuring that:

- 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;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- 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;
- The Chair is supported to prepare and deliver reports to the executive committee;
- Action points are taken forward between meetings and progress against those actions is monitored.

9. Review

The Executive 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.

END