

APPENDIX A

Summary of Year-End Governance Review of ICB Board and Committees

Each of the Committees detailed below include the following:

1. Annual Review of Effectiveness 2022/23
 2. Committee Annual Report 2022/23
 3. Committee Terms of Reference
- Audit Committee
 - Remuneration Committee
 - Quality Committee
 - Clinical & Professional Executive Committee
 - Digital Executive Committee
 - Executive Committee
 - Finance, Performance & Delivery Executive Committee
 - Population Health & Prevention Executive Committee
 - Workforce Executive Committee (Workforce Board)

**Audit Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Audit Committee have written terms of reference that adequately define the Committee's role?	X		There is a section that defines the purpose and responsibilities of the Committee which align with the Scheme of Reservation and Delegation.
Have terms of reference been ratified by the Board?	X		ToR where ratified by the Board on 1 July 2022. Terms of reference are currently being reviewed for all Committees of the ICB and once reviewed will be approved by the Board for 2023/24.
Are Committee members independent of the management team?	X		All Members are independent.
Are the outcomes of each meeting; the actions taken and the committee's view on the organisation's systems of internal control reported to the next ICB Board meeting?	X		In accordance with Board protocol, fed back by exception by the committee chair
Does the Committee prepare an annual report on its work and performance in the preceding year for consideration by the Board?	X		Standard committee annual report template being populated for 2022/23 by the Director of Governance / Board Secretary and the Head of Governance of the ICB. To then be reviewed and added to by the Committee Chair (and Executive Director Lead).
Has the Committee established a forward plan of matters to be dealt with across the year?	X		Workplan in operation
Are Committee papers distributed in sufficient time for members to give them due consideration?	X		-
Has the committee been quorate for each meeting this year?	X		Review in Minutes to determine. Detail of this is included in the Audit Committee Annual Report.
Compliance with the Law and Regulations Governing the NHS			
Does the Committee review assurance and regulatory compliance reporting processes?	X		No other comment to add.
Does the Committee have a mechanism to keep it aware of topical, legal and regulatory issues?	X		No other comment to add.
Internal Control and Risk Management			
Has the Committee formally considered how it integrates with other committees that are reviewing risk – for example, risk management and clinical governance?	X		Via workplan
Has the Committee reviewed the robustness and effectiveness of the content of the organisation's Assurance Framework?	X		Via workplan
Has the Committee reviewed the robustness and content of the draft Annual Governance Statement on Internal Control before it is presented to the ICB Board?	X		This is part of the year end processes for 2022/23.
Does the Committee consider the External Auditor's report to those charged with governance including proposed adjustments to the accounts?	X		This is part of the year end processes for 2022/23
Internal Audit			
Is there a formal 'charter' or terms of reference, defining internal audit's objectives, responsibilities and reporting lines?	X		Internal Audit Charter approved at first meeting of the committee
Does the Committee review and approve the internal audit plan at the beginning of the financial year?	X		No other comment to add.
Does the Committee approve any material changes to the plan?	X		As and when required.

Are audit plans derived from clear processes based on risk assessment with clear links to the Assurance Framework?	N/A	N/A	This is not applicable for 2022/23 but will form part of the processes for 2023/24
Does the Audit Committee receive periodic reports from the Head of Internal Audit?	X		Update at each meeting of the committee and as part of the formal year-end reporting.
Does the Committee effectively monitor the implementation of management actions arising from audit reports?	X		Update at each meeting of the committee and as part of the formal year-end reporting.
Does the Head of Internal Audit have a right of access to the committee and its Chair at any time?	X		Plus bi-annual private meeting between members and auditors.
Is the committee confident that internal audit is free of any scope restrictions and, if not, has it considered the impact of these on the annual Head of Internal Audit opinion?	X		No other comment to add.
Is the committee confident that internal audit is free from any operational responsibilities or conflicts of interest that could impair its objectivity?	X		No other comment to add.
Does the committee hold periodic private discussions with the Head of Internal Audit?	X		Bi-annually.
Has the committee evaluated whether internal audit complies with the Public Sector Internal Audit Standards?	X		No other comment to add.
Has the committee agreed a range of internal audit performance measures to be reported on a routine basis?	X		No other comment to add.
Does the committee receive and review the Head of Internal Audit's annual opinion?	X		As part of the formal year-end processes.
External Audit			
Do the external auditors present their audit plans and strategy to the Committee for approval?	X		No other comment to add.
Does the Committee receive and monitor actions taken in respect of prior years' reviews?	X		No other comment to add.
Does the Committee review the External Auditor's annual audit letter?	X		No other comment to add.
Does the committee review the external auditor's value for money conclusion?	X		No other comment to add.
Does the Committee hold periodic private discussions with the external auditors?	X		Bi-annually.
Does the Committee assess the performance of external audit?	X		No other comment to add.
Does the Committee require assurance from external audit about the policies for ensuring independence?	X		No other comment to add.
Does the Committee review the nature and value of non-audit work carried out by the external auditors?	X		No other comment to add.
Counter Fraud and Security			
Does the Committee review and approve the counter fraud work plan at the beginning of the financial year?	X		No other comment to add.
Does the Committee satisfy itself that the work plan adequately covers each of the seven generic areas defined in NHS counter fraud policy?	X		No other comment to add.
Does the Committee approve any material changes to the plan?	X		No other comment to add.
Does the Audit Committee receive periodic reports from the Local Counter Fraud Specialist?	X		Standing item at each meeting of the committee.
Does the Committee effectively monitor the implementation of management actions arising from counter fraud reports?	X		No other comment to add.
Do those working on counter fraud and security activity have a right of direct access to the committee and its Chair?	X		No other comment to add.
Do those working on counter fraud and security activity have the necessary technical knowledge and experience to ensure	X		No other comment to add.

that work is carried out as it should be?			
Does the Committee receive and review the Local Counter Fraud Specialist's annual report of counter fraud activity and qualitative assessment?	X		No other comment to add.
Annual Report and Accounts and Disclosure Statements			
Is the Committee's role in the approval of the annual accounts clearly defined?	X		This is detailed within the terms of reference under the heading 'Financial Reporting'
Is a Committee meeting scheduled to discuss proposed adjustments to the accounts and issues arising from the audit?	X		No other comment to add.
Does the Committee specifically review: <ul style="list-style-type: none"> • Changes in accounting policies? • Changes in accounting practice due to changes in accounting standards? • Changes in estimation techniques? • Significant judgements made in preparing the accounts? • Significant adjustments resulting from the audit? • Explanations for any significant variances? 	X		No other comment to add.
Does the committee ensure it receives explanations for any unadjusted errors in the accounts found by the external auditors?	X		No other comment to add.
Does the committee receive and review a draft of the organisation's annual governance statement?	X		No other comment to add.
Does the committee receive and review a draft of the organisation's annual report and accounts?	X		No other comment to add.
Does the annual report and accounts include a description of the Committee's establishment and activities?	X		No other comment to add.
Other Issues			
Has the Committee reviewed its performance in the year for consistency with its: <ul style="list-style-type: none"> • Terms of reference • Programme for the year 	X		Included as part of the effectiveness review of the committee

Any Other Comments, Areas for Improvement, or Gaps Identified			
<p>The committee recognises that it is still in its relative infancy, having operated for ten months, and the above assessment is based on this short period of operation. Members will be in a position to give a further judgment on the committee's operating arrangements following completion of the first of the ICB's year-end processes.</p>			

HNY ICB Audit Committee Annual Report 2022/23

This report covers the work of the Audit Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23. This report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Stuart Watson

Members as per Terms of Reference are as follows:

- Independent Non-Executive Director (Chair) from the ICB
- Independent Local Authority Partner Member of the ICB Board
- 2 further Independent Members

Attendees (without voting rights):

- Executive Director of Finance and Investment or their nominated deputy
- Executive Director of Corporate Affairs or their nominated deputy
- Representatives for both internal and external audit
- Individuals who lead on risk management, information governance and counter fraud 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 including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.

The Chief Executive should be invited to attend the meeting at least annually.

The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Committee was not quorate

The Committee will be quorate when two members of the Committee are in attendance and one of those must be an independent Non-Executive Member of the Board, who is the Chair or Vice Chair of the Committee.

This was achieved for all in meetings 2022/23.

Conflicts of Interest

No conflicts of interest have been reported by committee members during 2022/23. The following conflicts relating to committee attendees were noted during 2022/23, together with the mitigating action taken at the relevant committee meeting.

Meeting held on 24/08/2022: Financial conflicts of interest were declared in relation to items 7 and 8 of the agenda by those representing external and internal audit at the meeting. It was resolved that

due to the nature of their conflict the relevant parties would leave the meeting for these items and they were duly not present for the discussion and decision of the committee.

Date of approval of terms of reference

Upon establishment of the ICB on 1 July 2022. Subsequently reviewed by the committee in March '23 and minor updates to be submitted to May '23 ICB Board meeting for approval.

Key Role of the Committee

The role of the Audit Committee is to contribute to the overall delivery of the ICB's objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.

The duties of the Committee will be driven by the organisation's objectives and the associated risks.

Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

No specific strategic risks are delegated to the Audit Committee. The role of the Audit Committee is to provide independent assurance to the Board that processes are in place to monitor and manage risk effectively and to have oversight of system risks where they relate to the achievement of the ICB's objectives.

Main Responsibilities of the Committee

The Committee's duties are as follows:

Integrated governance, risk management and internal control

- To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of the ICB's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.
- To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.
- To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks.
- To have oversight of system risks where they relate to the achievement of the ICB's objectives.
- To ensure consistency that the ICB acts consistently within the principles and guidance established in HMT's Managing Public Money.
- To seek reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- To identify opportunities to improve governance, risk management and internal control processes across the ICB.

Internal Audit

To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved.
- Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework.
- Considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
- Monitoring the effectiveness of internal audit and carrying out an annual review.

External Audit

To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the Committee will 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:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit.
- 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 evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- Reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Counter Fraud

- To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.
- To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.
- To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
- To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners, Fraud, Bribery and Corruption.
- To report concerns of suspected fraud, bribery, and corruption to the NHSCFA.

Freedom to Speak Up

- To review the adequacy and security of the ICB's arrangements for its employees, contractors and external parties to raise concerns, in confidence, in relation to financial, clinical management, or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

Information Governance (IG)

- To receive regular updates on IG compliance (including uptake & completion of data security training), data breaches and any related issues and risks.
- To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.
- To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.
- To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

Financial reporting

- To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
- To 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.
- To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:
 - The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
 - Changes in accounting policies, practices, and estimation techniques.
 - Unadjusted misstatements in the Financial Statements.
 - Significant judgements and estimates made in preparing of the Financial Statements.
 - Significant adjustments resulting from the audit.
 - Letter of representation.
 - Qualitative aspects of financial reporting.

Conflicts of Interest

- The chair of the Audit Committee is the nominated ICB Conflicts of Interest Guardian.
- The Committee shall satisfy itself that the ICB's policy, systems, and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

Management

- To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.
- To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order to provide assurance in relation to the appropriateness of decisions and to derive future learning.

Communication

- To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.
- To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The Committee has established and maintained an annual workplan for its business and has gained satisfactory assurance against all of its duties, including:

Audit

- Appointment of external & internal auditors
- External & internal audit progress reports against their operational plans
- ICB Counter Fraud Annual Plan & progress reports
- Head of Internal Audit Opinion (for legacy CCGs)

Financial Governance

- Annual accounts assurance (legacy CCGs and ICB)
- Assurance in relation to risks and controls around financial management.
- Losses & special payments

Corporate Governance

- Risk management assurance
- Changes to standing orders, standing financial instructions, financial policies or accounting policies
- Information governance assurance
- Conflicts of interest assurance
- Committee workplan / terms of reference and schedule of meetings

Committee Attendance 2022/23

Appendix

Members	24/08/2022	14/12/2022	23/03/2023
AUDIT COMMITTEE MEMBERS			
Stuart Watson - Non-Executive Director (Chair)	✓	✓	✓
Cllr Jonathan Owen - Independent Local Authority Partner Member of the ICB Board	✓	✓	-
Erika Stoddart – Independent Member	✓	✓	✓
Independent Member (Vacant)	-	-	-
Total Number of Members Present	3	3	2
ATTENDEES			
Kim Betts – Internal Audit Manager, Audit Yorkshire	✓	✓	✓
Chris Boyne – Deputy Head of Internal Audit, Audit Yorkshire	✓	-	✓
Nikki Copper – Local Counter Fraud Specialist (Audit Yorkshire)	✓	-	✓
Helen Higgs – Managing Director, Audit Yorkshire	✓	-	-
Karina Ellis - Executive Director Corporate Affairs	✓	✓	-
Jane Hazelgrave - Executive Director of Finance and Investment	✓	✓	✓
Mark Kirkham – Partner, Mazars	✓	✓	✓
Cath Andrew – Senior Manager, Mazars	✓	-	✓
Mike Napier – Director of Governance and Board Secretary	✓	✓	✓
Emma Sayner – Deputy Director of Finance and Investment	✓	✓	✓
Laura Whitton – North and North East Lincolnshire Place Director of Finance	-	✓*	-
Total Number of Participants Present	10	7	8

* Not a routine attendee but attended this meeting for a specific item



NHS Humber and North Yorkshire Integrated Care Board

Audit Committee Terms of Reference

March 2023

Terms of Reference:	Audit Committee
Authorship:	Executive Director of Corporate Affairs
Board / Committee Responsible for Ratifying:	HNY Integrated Care Board
Approved Date:	April 2023
Review Date:	March 2024
Version Number:	2.0

1. Constitution

The Audit Committee (the Committee) is established by the Integrated Care Board (the Board) as a 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 Board.

The Committee is an independent non-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 Audit 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) 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 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.

3. Purpose

To contribute to the overall delivery of the ICB's objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.

The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

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

4. Membership and attendance

Membership

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

The Board will approve no fewer than four members of the Committee including two who are Independent Non-Executive Members of the Board. Other members of the Committee need not be members of the Board, but they may be.

Neither the Chair of the Board, nor employees of the ICB will be members of the Committee.

Members will possess between them knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Chair and vice chair

In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

The Chair of the Committee shall be independent and therefore may not chair any other committees. In so far as it is possible, they will not be a member of any other committee.

Committee members may appoint a Vice Chair Committee. In the event of the Chair of the Audit Committee being unable to attend all or part of the meeting, the Vice Chair will be appointed to Chair the meeting.

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

Members

- Independent Non-Executive Director (Chair) from the ICB
- Independent Local Authority Partner Member of the ICB Board
- 2 x Independent Members

Attendees (no voting rights)

Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Executive Director of Finance & Investment or their nominated deputy.
- Executive Director of Corporate Affairs or their nominated deputy.

- Representatives of both internal and external audit.
- Individuals who lead on risk management, information governance and counter fraud matters.

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 including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.

The Chief Executive should be invited to attend the meeting at least annually.

The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

Attendance

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.

Access

Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee and its papers.

5. Meetings Quoracy and Decisions

The Audit Committee will meet a minimum of four times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Audit 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.

Quorum

For a meeting to be quorate two members of the Committee must be in attendance and one of those must be an independent Non-Executive Member of the Board, who is the Chair or Vice Chair of the Committee.

If any member of the 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.

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 Committee's duties can be categorised as follows.

Integrated governance, risk management and internal control

- To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of the ICB's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.
- To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.
- To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks.
- To have oversight of system risks where they relate to the achievement of the ICB's objectives.
- To ensure consistency that the ICB acts consistently within the principles and guidance established in HMT's Managing Public Money.
- To seek reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

- To identify opportunities to improve governance, risk management and internal control processes across the ICB.

Internal audit

To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved.
- Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework.
- Considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
- Monitoring the effectiveness of internal audit and carrying out an annual review.

External audit

To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the Committee will 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:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit.
- 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 evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- Reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Other assurance functions

- To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.
- To review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility.
- To receive details of Single Tender Waivers as approved by the Chief Executive.
- To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.
- To review the findings of external bodies and consider the implications for governance of the ICB. These will include, but will not be limited to:
- Reviews and reports issued by arm's length bodies or regulators and inspectors: e.g., National Audit Office, Select Committees, NHS Resolution, CQC; and
- Reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g., Royal Colleges and accreditation bodies).

Counter fraud

- To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery, and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.
- To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.
- To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
- To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners, Fraud, Bribery and Corruption.
- To report concerns of suspected fraud, bribery, and corruption to the NHSCFA.

Freedom to Speak Up

- To review the adequacy and security of the ICB's arrangements for its employees, contractors, and external parties to raise concerns, in confidence, in relation to financial, clinical management, or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

Information Governance (IG)

- To receive regular updates on IG compliance (including uptake & completion of data security training), data breaches and any related issues and risks.
- To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.
- To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.
- To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

Financial reporting

- To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
- To 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.
- To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:
 - The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee.
 - Changes in accounting policies, practices, and estimation techniques.
 - Unadjusted misstatements in the Financial Statements.
 - Significant judgements and estimates made in preparing of the Financial Statements.
 - Significant adjustments resulting from the audit.
 - Letter of representation; and
 - Qualitative aspects of financial reporting.

Conflicts of Interest

- The chair of the Audit Committee will be the nominated Conflicts of Interest Guardian.
- The Committee shall satisfy itself that the ICB's policy, systems and processes

for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

Management

- To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.
- To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order to provide assurance in relation to the appropriateness of decisions and to derive future learning.

Communication

- To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.
- To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

7. Behaviours and Conduct

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.

8. Equality and diversity

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

9. Accountability and reporting

The 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 key messages will be submitted to the Board in accordance with the Standing Orders.

The Chair 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.

The Audit Committee will provide the Board with an Annual Report, timed to support

finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- The fitness for purpose of the assurance framework.
- The completeness and 'embeddedness' of risk management in the organisation.
- The integration of governance arrangements.
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
- The robustness of the processes behind the quality accounts.

10. Virtual Meetings / Recording of Meetings

As detailed within the ICB Constitution and Standing Orders, virtual meetings are permitted.

The Chair is legally required to inform attendees if the meeting is being recorded and that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without agreement from the Chair.

11. Declarations of Interest / Conflicts of Interest

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

12. Secretariat and Administration

The 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 Board.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- Action points are taken forward between meetings and progress against those actions is monitored.

13. 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.

**HNY ICB Remuneration Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		There is a section that defines the purpose and responsibilities of the Committee which align with the Scheme of Reservation and Delegation.
Have terms of reference been ratified by the ICB Board?	X		ToR were ratified by the Board on 1 July 2022. Terms of reference are currently being reviewed for all Committees of the ICB and once approved will be ratified by the Board for 2023/24.
Does the Committee report to the ICB Board in accordance with its ToR?	X		To be kept under review as, owing to the confidential nature of the material considered by the Committee, summary / thematic reporting back to the Board is appropriate.
Does the Committee receive the appropriate level of input from its Members?	X		Meeting logistics had needed to be strengthened in the early days of the committee but had improved as the year had progressed
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		Standard committee annual report template being populated for 2022/23 by the Director of Governance / Board Secretary and the Head of Governance of the ICB. To then be reviewed and added to by the Committee Chair (and Executive Director Lead).
Has the committee been quorate for each meeting this year?	X		This was achieved for all of the committee meetings in 2022/23.
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		Papers sufficient and timely.
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?	X		No additional comments to add
Has the Committee met the appropriate number of times this year?	X		The ToR state that the Committee should meet at least twice each year. The frequency of the meeting had been driven in the first 9 months of operation by the volume and time sensitive nature of items that had needed to be considered, however the frequency of meetings was expected to decrease in 23/24
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?	X		Good attendance is evidenced within the minutes and detailed within the Committee Annual Report
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	X		This is covered as part of the Committee updates/reporting to the Board. Summary of the key outcomes of the Committee and assurances provided to the ICB Board are detailed within the Committee Annual Report.
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	N/A	N/A	There were no BAF risks or Corporate risks where the Remuneration Committee was the lead committee during 22/23.

Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		No additional comments.
Does the Committee receive sufficient Reports to enable it to fulfil the ToRs?	X		Regular reports are provided in-line with the committee workplan/agenda
Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X		Owing to the confidential nature of the material considered by the Committee, reports provide appropriate detail / assurance.
Does the Committee understand the risks / issues, make decisions, and provide assurance	N/A	N/A	
Has the Committee approved the ToRs and Work Plans to any subordinate groups?	N/A	N/A	The Remuneration Committee has not established any subgroups.
Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	N/A	N/A	The Remuneration Committee has not established any subgroups.
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?	X		Declaration of interest is a substantive agenda item. The Committees annual report template provides this detail.
Work Plan			
Has the Committee established a workplan for the year and has been adhered to?	X		Workplan established and in operation
Does the Committee review its Work Plan at least quarterly?	X		To be kept under review
Has the Committee achieved its agreed Work Plan?	X		Detail of this is included within the Committee Annual Report
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?	X		Detail of this is included within the Committee Annual Report
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X		ToR have been reviewed and updated for 2023/24 and any changes to the work plan will be updated accordingly.

Any Other Comments, Areas for Improvement, or Gaps Identified			
Members noted the need to update the membership to include x2 additional independent members.			



HNY ICB Remuneration Committee Annual Report 2022/23

This report covers the work of the Remuneration Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23. This report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Mark Chamberlain

The Committee shall consist of the following voting members:

- Independent Non-Executive Director (Chair)
- Primary Care Partner Member
- Chair of the ICB Board
- Further two independent members

Attendees (without voting rights):

- Executive Director of People or their nominated deputy
- Executive Director of Finance and Investment or their nominated deputy
- Executive Director of Corporate Affairs or their nominated deputy
- Chief Executive or the Deputy Chief Executive

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.

No individual should be present during any discussion relating to:

- Any aspect of their own pay;
- Any aspect of the pay of others when it has an impact on them.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Committee was not quorate

The Committee will be quorate a minimum of two of the non-executive members is required, including the Chair or Vice Chair.

This was achieved for all of the committee meetings in 2022/23.

Conflicts of Interest

ICB executive officers in attendance at committee meetings declared a financial interest in any matters relating to either their individual remuneration or Very Senior Manager (VSM) terms and conditions. They withdrew from the meeting on each and every occasion such and interest was declared.

Date of approval of terms of reference

Upon establishment of the ICB on 1 July 2022. Subsequently reviewed by the committee in March '23 and minor updates to be submitted to May '23 ICB Board meeting for approval.



Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

No strategic risks are delegated to the Remuneration Committee.

Main Responsibilities of the Committee

For the Chief Executive, Executive Directors, and other Very Senior Managers (VSMs):

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars.
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

For all staff:

- Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change).
- Oversee contractual arrangements.
- Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

Additional functions of the Committee include:

- Functions in relation to nomination and appointment of (some or all) Board members.
- Functions in relation to performance review and oversight for Chief Executive, Executive Directors, and Very Senior Managers.
- Succession planning for the Board and Executive Directors with assurance and oversight of the wider organisation arrangements.
- Endorsement (where required) and assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and proper person regulation (FPPR) and approval of ICB people policies.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

In discharging its duties the main items of business considered by the Committee for the year were as follows:

- Remuneration of the Chief Executive and other executive directors.
- Review of other individual business cases relevant to the remit of the committee.
- General terms and conditions of service for other VSMs.



Committee Attendance 2022/23

Appendix A

Members	1 Jul 2022	13 Jul 2022	10 Aug 2022	21 Sept 2022	24 Oct 2022	24 Nov 2022	21 Dec 2022	21 Feb 2023	21 Mar 2023	Meetings attended
MEMBERS										
Mark Chamberlain – Chair	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Sue Symington – ICB Chair	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Bushra Ali – ICB Partner Member Primary Care	✓	✓	✓	✓	A	A	A	A	✓	5
Angela Schofield – Independent Member	N/A	N/A	N/A	✓	✓	✓	✓	A	✓	5
Charles Parker – Independent Member	-	-	-	✓	✓	A	✓	✓	✓	5
Total Number Members Present	3	3	3	5	4	3	4	3	5	
In Attendance										
Stephen Eames - Chief Executive	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Janine Lutz – Head of Human Resources	✓	N/A	N/A	N/A	N/A	✓	✓	N/A	N/A	3
Jayne Adamson – Executive Director of People	✓	✓	✓	✓	A	A	✓	✓	✓	7
Karina Ellis – Executive Director of Corporate Affairs	✓	✓	✓	✓	A	A	✓	A	A	5
Emma Kirkwood – Head of Transformational Human Resources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	✓	1
Emma Jones, Business Support Manager (Secretariat)	A	✓	✓	✓	✓	A	✓	✓	A	6
Sam Brook, Executive Business Support (Secretariat)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	✓	1

Humber and North Yorkshire Integrated Care Board

Remuneration Committee

Terms of Reference

March 2023

Terms of Reference:	Remuneration Committee
Authorship:	Executive Director of Corporate Affairs
Board Responsible for Approving:	HNY ICB Integrated Care Board
Approved Date:	March 2023
Review Date:	March 2024
Version Number:	2.0

1. Constitution

The Remuneration Committee (the Committee) is established by the Integrated Care Board (the Board) as a Committee of the Board in accordance with its Constitution.

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.

The Committee is a statutory non-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 Remuneration 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) within its remit as outlined in these terms of reference;
- 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 SoRD but may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

3. Purpose

The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:

- 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.

The Board has also delegated the following functions to the Committee:

- Oversight of executive board member performance (further detail to be included below).

4. Membership and Attendance

Membership

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

The Board will appoint no fewer than three members of the Committee including two independent members of the Board, other members of the Committee need not be members of the board, but they may be.

The Chair of the Audit Committee may not be a member of the Remuneration Committee.

The Chair of the ICB Board may be a member of the Committee but may not be appointed as the Chair.

When determining the membership of the Committee, active consideration will be made to diversity and equality.

The members of the Committee will be:

- Independent Non-Executive Member – Remuneration (Chair)
- Primary Care Partner Member
- Chair of the Board
- X2 Independent Members

Chair and Vice Chair

In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

Committee members may appoint a Vice Chair from amongst the members.

In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.

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

Attendees

Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

Executive Director of People or their nominated deputy

- Executive Director of Finance and Investment or their nominated deputy
- Executive Director of Corporate Affairs or their nominated deputy
- Chief Executive or the Deputy Chief Executive

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.

No individual should be present during any discussion relating to:

- Any aspect of their own pay;
- Any aspect of the pay of others when it has an impact on them.

5. Meetings Quoracy and Decisions

The Committee will meet in private.

The Committee will meet at least twice each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The ICB Board, Chair or Chief Executive may ask the Remuneration 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.

Quorum

For a meeting to be quorate a minimum of two of the non-executive members is required, including the Chair or Vice Chair.

If any member of the Committee has been disqualified from participating on item in 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

Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.

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.

6. Responsibilities of the Committee

The Committee's duties are as follows:

For the Chief Executive, Executive Directors, and other Very Senior Managers:

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

For all staff:

- Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
- Oversee contractual arrangements;
- Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

Additional functions of the Committee include:

- Functions in relation to nomination and appointment of (some or all) Board members;
- Functions in relation to performance review and oversight for Chief Executive, Executive Directors and Very Senior Managers;
- Succession planning for the Board and Executive Directors with assurance and oversight of the wider organisation arrangements;
- Endorsement (where required) and assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and proper person regulation (FPPR) and approval of ICB people policies.

7. Behaviours and Conduct Benchmarking and guidance.

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

ICB values

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

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 diversity and inclusion

Members must demonstrably consider the equality, diversity and inclusion 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.

Key messages of the meetings shall and submitted to the Board for information.

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 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;
- 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 Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings.

10. Virtual Meetings / Recording of Meetings

As detailed within the ICB Constitution and Standing Orders, virtual meetings are permitted subject to the approval of the Chair.

The Chair is legally required to inform attendees if the meeting is being recorded and that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without agreement from the Chair.

11. Declarations of Interest / Conflicts of Interest

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

12. Review

The Committee will review its effectiveness at least annually including an action plan following any outcomes which will be reviewed halfway through the year.

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

**HNY ICB Quality Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		ToR has a section that includes a role/responsibility of the committee
Have terms of reference been ratified by the ICB Board?	X		July 2022
Does the Committee report to the ICB Board in accordance with its ToR?	X		This needs to be reviewed at part of the wider governance review as the constitution currently states that all minutes from committees should go to the Board. It is proposed this is changed to Key Messages, but this will be determined by the ICB Board.
Does the Committee receive the appropriate level of input from its Members?	X		This has developed over time, but there is a good level of input now.
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		This is currently underway for 2022/23, led by the Quality Directorate with Support from the Head of Governance & Development of the ICB
Has the committee been quorate for each meeting this year?	X		Minutes have confirmed each meeting has been quorate
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		This has improved and now in place since the PMO was established in December 2022.
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?	X		There are improved processes in place since the PMO was established in December 2022.
Has the Committee met the appropriate number of times this year?	X		Yes, the ToR currently state that the Committee should meet at least 6 times a year.
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?	X		Good attendance is evidenced within the minutes and detailed in the Quality Committee annual report.
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	X		This is covered as part of the Committee Report to the Board.
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	X		There is 1 risk aligned to the Committee on the BAF and Executive Director lead is an Ordinary Member of the board and updates on this risk at regular meetings. The Executive Director of Quality and Nursing has fed into the ongoing development of the BAF which is discussed at each ICB Board meeting.
Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		A well-designed agenda is aligned to the strategic outcomes, and this is assessed prior to the meeting to ensure sufficient time allocated
Does the Committee receive sufficient Reports to enable it to fulfil the ToRs?	X		Attendees include subject matter experts that are invited to provide significant assurance on reports and regular reports are provided from each place and major programmes.

Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X	Reports have been refined over time to support members.
Does the Committee understand the risks / issues, make decisions and provide assurance	X	It should be recognised that the ICB Risk Management Strategy is currently under development and expected to be rolled out in 2023/24, however risks are reported through reports to the Committee already.
Has the Committee approved the ToRs and Work Plans to any subordinate groups?	X	
Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	X	This is demonstrated in the minutes. Chairs of each sub-group are invited to report on areas of work which includes areas of work and any risks.
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?	X	The Committee annual report provides this detail. It has been identified that although conflicts of interest have been noted that additional information should be added to the minutes, so it is clearer the type of conflict being declared and how the conflicts are managed during the meeting. This will form part of the action plan.

Work Plan

Has the Committee established a workplan for the year and has this been adhered to?	X	Details of this within the Committee Annual Report.
Does the Committee review its Work Plan at least quarterly?	X	Yes, this is a standing item on the agenda as required.
Has the Committee achieved its agreed Work Plan?	X	Yes. This is ongoing so that it can reflect current issues and concerns and the workplan is updated accordingly.
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?	X	Details of this within the Committee Annual Report
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X	ToR have been updated for 2023/24 and any changes to the work plan will be updated led by the Head of Office

Any Other Comments, Areas for Improvement, or Gaps Identified

The committee continues its journey to maturity. Members have noted in the minutes that good progress is being made. The Committee utilises a continuous improvement approach in its delegation and all members are encouraged to review the effectiveness of the meeting at each meeting.

HNY ICB Quality Committee Annual Report 2022/23

This annual report covers the work of the Quality Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23. The report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Mark Chamberlain

Members as per Terms of Reference are as follows:

The Committee shall consist of the following core members:

- Independent Non-Executive Director (Chair) from the ICB
- *Independent Non-Executive Director / Deputy Director from a provider
- ICB Executive Director of Nursing and Quality (Deputy Vice Chair)
- ICB Executive Director of Clinical and Professional Services Development.
- 2 x lay members with lived experience (e.g., Healthwatch, patient safety partners)

Other members include:

- Place based quality lead from each HNY Place – Place Nurse Director
- 1 acute provider representative – an Executive Director with responsibility for Quality sourced via the Collaborative of Acute Providers
- 1 primary care representative, nominated by the primary care network.
- 1 mental health provider representative - an Executive Director with responsibility for Quality sourced through Mental Health collaborative.
- 1 community provider representative - an Executive Director with responsibility for Quality sourced through Community and Care Collaborative
- 1 ambulance provider representative - YAS/EMAS Director or Deputy Director with responsibility for Quality
- local authority lead- one Director of Adult Social Care and one Director of Children's Services (different to those LA representatives on the SQG)

*To note: The committee recommends the “retained members” fulfil the core Non-Executive Director role as outlined above. This is reflected in the attendance in Appendix A.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Committee was not quorate

The Committee will be quorate when at least four members of the Committee are present to include at least:

- Chair or Deputy Chair
- The Director of Nursing and Quality or Executive Director of Clinical and Professional Development Services
- One provider representative and
- One Local Authority representative.

This was achieved for all meetings in 2022/23.

Conflicts of Interest

The following conflicts of interest were identified during 2022/23. Details of these are identified below and include how the conflict was managed.

1 July 2022

A general interest was noted by two Members:

- Stuart Hall declared an interest in matters relating to Hull University Teaching Hospital NHS Trust and North Lincolnshire and Goole Hospitals NHS Foundation Trust where he held the respective roles of Vice Chair and Non-Executive Director.
- Michèle Moran declared an interest in matters relating to Humber Teaching Hospital NHS Foundation Trust.

Date of approval of the Terms of Reference

Due to the establishment of the ICB on 1 July 2022, all terms of reference were approved by the ICB Board on that date. Moving forward, any changes to the Terms of Reference will be identified and approved by the Committee and then ratified by the ICB Board.

Key Role of the Committee

The Quality Committee has been established to provide the ICB with assurance that it is delivering its functions in a way that secures continuous improvement in the quality of services, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Act 2021. This includes reducing inequalities in the quality of care.

The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB, that there is an effective system of quality governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high-quality care.

The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit.

The duties of the Quality Committee are directed by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year. However, this will be flexible to new and emerging priorities and risks.

The Committee uses an agenda forward plan to ensure the business it conducts supports the delivery of its responsibilities. The planner is reviewed as a standing agenda item at each meeting.

Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

One strategic risk, as per the Business Assurance Framework (BAF), has been delegated to the Committee for scrutiny. However, due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to Committee will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

Main Responsibilities of the Committee

In discharging its duties, the main items of business considered by the Committee for the year were as follows:

- Be assured that there are robust processes in place for the effective management of quality including ensuring that mechanisms are in place to ensure Equality, Quality and other relevant impact assessments are undertaken within the ICB and ICS.
- Scrutinise structures in place to support quality planning, control, and improvement, to be assured that the structures operate effectively, and timely action is taken to address areas of concern.
- Agree and put forward the key quality priorities that are included within the ICB strategy/ annual plan, including priorities to address variation/ inequalities in care.
- Oversee and monitor delivery of the ICB key statutory requirements.
- Review and monitor those risks on the BAF and Corporate Risk Register which relate to quality, and high-risk operational risks which could impact on care.
- Ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner.
- Oversee and scrutinise the ICB's response to all relevant (as applicable to quality) Directives, Regulations, national standard, policies, reports, reviews, and best practice as issued by the DHSC, NHSEI and other regulatory bodies / external agencies (e.g., CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded, and sustained.
- Maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all sites.
- Oversee and seek assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes.
- Ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place for children and adults.
- Receive assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded.

- Receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report) for children and adults.
- To be assured that people drawing on services are systematically and effectively involved as equal partners in quality activities.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for:
 - High quality, safe services
 - Safeguarding Adults and Children
 - Child Death Reviews
 - Infection Prevention and Control
 - Equality and Diversity as it applies to people drawing on services.
 - Medicines Optimisation and Safety
 - Mental Capacity Act and Deprivation of Liberty Safeguards (LPS when takes effect).
 - Maternity Services
 - Population Health
 - Others as determined by the Chair of the Committee
- Have oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Quality Committee
- Comment on and contribute to the Terms of Reference and work programmes of other system groups of relevance to the Committee e.g., Safeguarding Boards
- Approve ICS Quality Policies within the remit of the Quality Committee.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The work of the Committee is a central part of the ICB Board's governance and assurance arrangements. As a result of the activity undertaken by the Committee, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board as follows:

The Quality Committee received assurance that due process is being followed and appropriate systems, mitigations and actions are in place to deal with significant issues, as listed below. Areas of concern are escalated in a timely manner and are managed appropriately. Detailed reports are circulated to colleagues and partners for assurance and information purposes.

The Quality Committee understands its responsibilities and has a "line of sight" on the priority areas from across the last year as follows:

- At the first meeting a handover report from the six former Clinical Commissioning Groups including regulatory responsibilities, statutory responsibilities, and service issues.

- Addressing legacy quality issues, including managing legacy serious Incidents and future reporting including data from the National Reporting and Learning System (NRLS).
- Serious incidents - management, control, and recording.
- Implementation of the Liberty Protection Safeguards
- Maternity and Neonatal Care Review including progress with Ockenden and actions underway.
- The results of the 2022 CQC Maternity Survey and Survey Report and actions underway.
- Maternity Voices Partnership work across the ICB.
- Clinical Negligence Scheme for Trusts (CNST) process and required actions.
- Providers where there are quality concerns including those in intensive and enhanced surveillance.
- Review of the 'Closed Culture Assessment Tool' in response to identification of care environments at higher risk of poor practice.
- Urgent and emergency care quality concerns.
- Industrial Action - management and mitigations.
- Implementation of the Patient Safety Incident Response Framework (PSIRF)
- Domestic Abuse & Serious Violence (DASV) new ICB statutory duty from 31st January 2023.
- Dynamic Support Register and Care Education and Treatment national changes.
- Special Education Needs and Disability (SEND) ICB summary position.
- Quality Risks, mitigations, and actions
- Standing item - review of key quality metrics
- Approval of a Policy Review Framework and approval of individual policies including:
 - a. Safeguarding Children Policy
 - b. Safeguarding Adults Policy
 - c. Managing allegations against staff Policy.
 - d. Staff experiencing domestic abuse Policy.
 - e. Safeguarding Supervision Policy
 - f. Management of Concerns and Complaints Policy
 - g. Serious Incident and Incident Policy
 - h. Adult Bariatric Surgery Policy

Committee Attendance 2022/23

Appendix A

Quality Committee Membership 2022/23	01 July 2022	05 Oct 2022	08 Dec 2022	23 Feb 2023	Number of meetings attended
Core Members					
Stuart Hall – Non-Executive (Chair - Inaugural meeting only)	√	n/a	n/a	n/a	1
Mark Chamberlain – Non-Executive (Chair from 5 Oct 22)	√	√	√	√	4
Teresa Fenech, Executive Director of Nursing and Quality HNY ICB – Deputy Chair	√	√	√	x	3
Dr Nigel Wells, Executive Director of Clinical and Professional Services HNY ICB	√	√	√	√	4
Sue Proctor, Retained Member (Provider NED representative)	n/a	n/a	X	√	1
Bryan Gill, Retained Member (Provider NED representative)	n/a	n/a	√	√	2
Ashley Green, Health Watch North Yorkshire	√	X	√	√	3
Jon Dunn, Health Watch, Hull/Humberside	√	X	√	X	2
Other Members					
Jason Stamp, Chair and Senior Responsible Officer - VCSE Collaborative, Humber and North Yorkshire Health and Care Partnership	X	X	X	X	0
Carrie Durrant, Head of Health and Care Programmes, Hull Community and Voluntary Services	X	√	√	X	2
Michelle Carrington, Place Director of Nursing, York (Place Based Quality Lead)	√	√	√	√	4
Sue Peckitt, Place Director of Nursing, North Yorkshire (Place Based Quality Lead)	√	n/a	√	√	3
Jan Haxby, Place Director of Nursing, Northeast Lincolnshire (Place Based Quality Lead)	√	n/a	n/a	√	2
Deborah Lowe, Place Director of Nursing, Hull (Place Based Quality Lead)	√	√	√	√	4
Paula South, Place Director of Nursing, East Riding (Place Based Quality Lead)	n/a	√	√	√	3
Helen Davis, Place Director of Nursing, North Lincolnshire (Place Based Quality Lead)	√	n/a	n/a	n/a	1
Jamaila Hussain, Corporate Director of Adult Social Services Integration and Interim Director of Children's Services, City of York Council (LA representative)	√	√	√	√	4
Lee Thompson, Director of Commissioning and Partnerships/Interim Deputy Director of Adult Social Services, East Riding Council (LA representative)	√	X	X	X	1
Lynn Andrews Deputy Chief Nurse, Care Plus Group (Community Provider Representative)	√	√	√	X	3
Clare Ashby, Yorkshire Ambulance Service (Ambulance Provider Representative)	√	√	√	X	3
Michele Moran, Chief Executive, Humber Teaching Hospitals NHS FT (Mental Health Provider Representative)	√	√	√	X	3
Hilary Gledhill, Director of Nursing, Humber Teaching NHS FT (Mental Health Provider Representative)	X	X	√	√	2

Quality Committee Membership 2022/23	01 July 2022	05 Oct 2022	08 Dec 2022	23 Feb 2023	Number of meetings attended
Core Members					
Emma Nunez, Director of Nursing, Harrogate and District NHS FT (Acute Provider Representative)	√	√	√	√	4
Brent Kilmurray, Tees, Esk and Wear Valley (Mental Health Provider Representative)	X	X	√	X	1
Joanne Ledger, Interim Chief Nurse, Hull University Teaching Hospitals NHS FT (Acute Provider Representative)	X	X	√	X	1
Suzanne Baker, City Health Care Partnership (Community Provider Representative)	√	√	√	X	3
Carol Waudby, Chief Operating Officer, City Healthcare Partnership (Community Provider Representative)	X	X	√	X	1
Lisa Revell, Executive Director of Operations/Chief Nurse, Care Plus Group (Community Provider Representative)	X	X	√	√	2
In attendance					2
Abigail Combes, Head of Legal and Governance, HNY ICB	√	√	√	n/a	3
Amanda Bloor, Chief Operating Officer HNY ICB	√	n/a	√	n/a	2
Karina Ellis, Executive Director of Corporate Affairs HNY ICB	√	n/a	n/a	n/a	1
Shaun Jones, NHSE	n/a	n/a	√	n/a	1
Wendy Barker, NHSE	X	X	√	√	2
Jane Baxter, Head of Office, HNY HCP	n/a	n/a	√	n/a	1
Joanne Newsome, Deputy Chief Nurse, East Riding Place	√	n/a	n/a	n/a	1
Gemma Mazingham, Quality and Patient Safety Lead, HNY HCP	n/a	√	n/a	n/a	1
Becky Case, Local Maternity System Programme Lead, HNY HCP	n/a	√	√	√	3
Julie Wilburn, Designated Nurse for Safeguarding Adults/Children HNY HCP	√	√	n/a	n/a	2
Julie Godfrey, Head of Clinical Office, ICB	n/a	n/a	n/a	√	1
Kate Bedford, Senior Programme Manager, ICB	n/a	n/a	n/a	√	1
Laura Allenby, HNY ICB (Minutes)	n/a	n/a	√	n/a	1
Michele Saidman HNY ICB (Minutes)	√	n/a	n/a	n/a	1
Julia Scoles HNY ICB (Minutes)	X	√	x	√	2
Total Attendance	24	18	29	19	90



NHS Humber and North Yorkshire Integrated Care Board Quality Committee Terms of Reference

Terms of Reference:	HNY ICB Quality Committee
Authorship:	Executive Director of Nursing and Quality
Board / Committee Responsible for Ratifying:	Integrated Care Board
Approved Date:	
Review Date:	27th April 2023
Version Number:	2.0

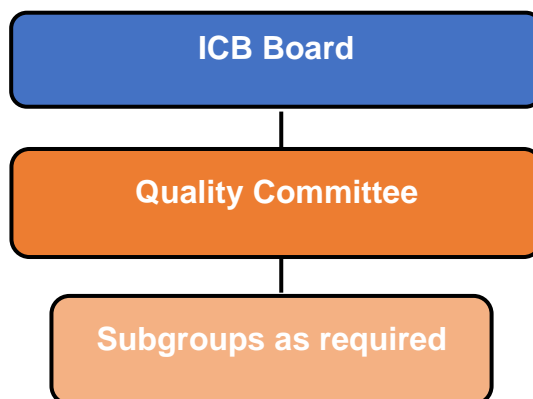
The online version is the only version that is maintained. Any printed copies should, therefore, be viewed as ‘uncontrolled’ and as such may not necessarily contain the latest updates and amendments.

1. Governance

The Quality Committee (the Committee) is established by the Integrated Care Board (the Board) as a 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 Board who it is accountable to.

The Committee is an independent non-executive chaired committee of the Board and its members are bound by the Standing Orders and other policies of the ICB.



2. Authority

The Quality Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation (SoRD) and Operational Scheme of Delegation (OSD), where appropriate, which may be amended from time to time.

The Quality 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 Quality 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 Quality 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 Quality Committee members. The Quality 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 Quality Committee will comply with, the ICB Standing Orders, Standing Financial Instructions, OSD and the SoRD.

3. Purpose

The Quality Committee has been established to provide the ICB with assurance that is delivering its functions in a way that secures continuous improvement in the quality of services, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Act 2021. This includes reducing inequalities in the quality of care.

The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB, that there is an effective system of quality governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high quality care.

The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit.

The duties of the Quality Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

4. Responsibilities of the Committee

The Quality Committee duties can be categorised as follows:

It is expected that the Quality Committee will:

- Be assured that there are robust processes in place for the effective management of quality including ensuring that mechanisms are in place to ensure Equality, Quality and other relevant impact assessments are undertaken within the ICB and ICS
- Scrutinise structures in place to support quality planning, control and improvement, to be assured that the structures operate effectively and timely action is taken to address areas of concern
- Agree and put forward the key quality priorities that are included within the ICB strategy/ annual plan, including priorities to address variation/ inequalities in care
- Oversee and monitor delivery of the ICB key statutory requirements
- Review and monitor those risks on the BAF and Corporate Risk Register which relate to quality, and high-risk operational risks which could impact on care.
- Ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner

- Oversee and scrutinise the ICB's response to all relevant (as applicable to quality) Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the DHSC, NHSEI and other regulatory bodies / external agencies (e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained
- Maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all sites
- Oversee and seek assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes
- Ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place for children and adults
- Receive assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded
- Receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report) for children and adults
- To be assured that people drawing on services are systematically and effectively involved as equal partners in quality activities
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for:
 - High quality, safe services
 - Safeguarding Adults and Children
 - Child Death Reviews
 - Infection Prevention and Control
 - Equality and Diversity as it applies to people drawing on services
 - Medicines Optimisation and Safety
 - Mental Capacity Act and Deprivation of Liberty Safeguards (LPS when takes effect).
 - Maternity Services
 - Population Health
 - Others as determined by the Chair of the Committee
- Have oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Quality Committee
- Comment on and contribute to the Terms of Reference and work programmes of other system groups of relevance to the Committee e.g. Safeguarding Boards
- Approve ICS Quality Policies within the remit of the Quality Committee

5. Chair, Membership and Attendance

Chair and Vice Chair

The Quality Committee will be chaired by an Independent Non-Executive Member of the Board approved on account of their specific knowledge skills and experience making them suitable to chair the Committee.

A nominated board advisor member. In the event of the Chair of the Quality Committee being unable to attend all or part of the meeting, the Vice Chair will be appointed to Chair the meeting.

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

Membership

The Quality Committee members shall be approved by the Board in accordance with the ICB Constitution.

Core Membership

The Board will approve no fewer than four members including one who is an Independent Non-Executive Member of the Board. Other attendees of the Committee need not be members of the Board, but they may be.

When determining the membership of the Committee, active consideration will be made to equality, diversity, and inclusion.

Core Membership comprises:

- Independent Non-Executive Director (Chair) from the ICB
- Independent Non-Executive Director / Deputy Director from a provider (Board Advisor)
- ICB Executive Director of Nursing and Quality (Vice Chair)
- ICB Executive Director of Clinical and Professional Services.
- 2 x lay members with lived experience (e.g Healthwatch, patient safety partners)

Other members include:

- Place based quality lead from each HNY Place – Place Nurse Director
- 1 acute provider representative – an Executive Director with responsibility for Quality sourced via the Collaborative of Acute Providers
- 1 primary care representative, nominated by the primary care PCN
- 1 mental health provider representative - an Executive Director with responsibility for Quality sourced through Mental Health collaborative
- 1 community provider representative - an Executive Director with responsibility for Quality sourced through Community and Care Collaborative

- 1 ambulance provider representative - YAS / EMAS Director or Deputy Director with responsibility for Quality
- local authority lead- one Director of Adult Social Care and one Director of Children's Services (different to those LA representatives on the SQG)

Attendees

Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper

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.

6. Meeting Quoracy and Decisions

Frequency

The Quality Committee will meet no less than 6 times per year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required at the discretion of the Committee Chair.

The Board, Chair or Chief Executive may ask the Quality Committee to convene further meetings to discuss particular issues on which they want the advice of the Quality Committee.

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

Quorum

The Committee will be quorate when at least four members of the Committee are present to include at least:

- Chair or Vice Chair
- 1 x Director of Nursing and Quality or Executive Director of Clinical and Professional Services
- One provider representative and
- One Local Authority representative.

Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf.

If any member of the 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.

7. 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.

8. Behaviours and Conduct and 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.

9. Accountability and Reporting Arrangements

The Quality 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 the Chair will provide the agreed key messages of each of its meetings, for information, to the ICB Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action in accordance with the Standing Orders.

The Chair of the Quality Committee will provide assurance reports to the Board (Public Session) after each meeting and provide a report on assurances received, escalating any concerns where necessary and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Committee will advise the Audit Committee on the adequacy of assurances available and contribute to the Annual Governance Statement.

The Committee may refer matters to other ICB Committees and Groups as it sees necessary to fulfil its duties.

The Committee will receive scheduled assurance report from its delegated groups and the approved minutes of the System Quality Group. Any delegated groups would need to be agreed by the Board through these Terms of Reference. The groups for the Quality Committee are:

- Place Quality Groups
- ICS Safeguarding Groups; and
- others as determined by the Quality Committee

10. Secretariat and Administration

The 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 Board.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments including providing members with assurance that due process has been followed.
- Action points are taken forward between meetings and progress against those actions is monitored.

11. Virtual Meetings / Recording of Meetings/Storage of 'chat' text

Before starting a recording, the Chair is legally required to inform attendees if the meeting is being recorded and / that the purpose of the recording is as an

administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without written approval from the Chair.

'Chat' text from the meeting will be saved, following the meeting, in support of the formal minutes. The file will be saved alongside the formal minutes of the meeting.

12. Declarations of Interest / Conflicts of Interest

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

13. Review

The Committee will review its effectiveness at least annually and complete an annual report submitted to the Board.

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.

The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

END.

**HNY ICB Clinical and Professional Executive Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		There is a section that defines the purpose and responsibilities of the Committee
Have terms of reference been ratified by the ICB Board?	X		ToR were ratified by the Board on 1 July 2022. Terms of reference are currently being reviewed for all Committees of the ICB and once approved will be ratified by the Board for 2023/24.
Does the Committee report to the ICB Board in accordance with its ToR?	X		This needs to be reviewed at part of the wider governance review as the constitution currently states that all minutes from committees should go to the Board. It is proposed this is changed to Key Messages, but this will be determined by the ICB Board.
Does the Committee receive the appropriate level of input from its Members?	X		There is strong engagement in the work of the committee. Members freely input into discussions and engage with speakers on topics being discussed. Looking ahead, members will be encouraged to take forward actions outside of the meeting as this committee matures.
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		This is currently underway for 2022/23, led by the Clinical and Professional Services Directorate with Support from the Head of Governance & Development of the ICB
Has the committee been quorate for each meeting this year?		X	Clinical Directors were not appointed to until Q4 22/23 and as the ToR require 3 of these to attend to meet quoracy, this has not been achieved. This did not impact on the ability to proceed with the meeting as no decisions were required to be made. The ToR have been revised (for review and approval at the March 2023 meeting) with revised suggestion for quoracy and greater clarity on the membership.
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		Agendas and papers circulated a week in advance of each meeting in line with the Standing Orders
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?		X	Minutes are circulated a week in advance of each meeting and approved at the start of the next meeting; this will change so they are sent out as draft within a week of the meeting taking place.
Has the Committee met the appropriate number of times this year?		X	The ToR current state that the Committee should meet every two months. Since the first meeting of the Committee (October 2022) it has met bi-monthly, with the exception of the March 2023 meeting which was delayed by one month due to half term and membership availability.

			A forward plan of meeting dates has been developed for 2023/24 to ensure committee meets an appropriate number of times.
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?	X		<p>The table appended to the annual report outlines who has attended meetings. Of the people invited, attendance has been high – however not all potential members of this committee have been invited to meetings (mainly where appointments had not been made via a recruitment process).</p> <p>Many attendees have been invited and joined the meetings in addition to the core members of the committee.</p> <p>Revised ToR have been drafted and will be presented to the March 2023 meeting – they propose amendments to the membership. In parallel to approving the ToR, invitations to meetings of this committee will be amended to remove non-members. To ensure meetings are manageable and adhere to their ToR, non-members will be invited to attend only when there is an agenda item of relevance to their role or area of expertise.</p>
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	N/A	N/A	Nothing to demonstrate: no statutory duties included in the ToR for this Committee
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	X		The Executive Director of Clinical and Professional Services has fed into the ongoing development of the BAF which is discussed at each ICB Board meeting. As the risk management strategy is developed and implemented, it is expected that any risks aligned to the Committee will be discussed there on a regular basis.
Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		Meetings have run to time and agenda items all covered as scheduled
Does the Committee receive sufficient Reports to enable it to fulfil the ToRs?	X		The committee has received a broad range of reports that cover its remit, although some were only summaries, previously discussed at Clinical & Professional Group meetings. A forward plan will be agreed by the committee for 2023-24 to ensure topics are covered systematically, with the relevant amount of detail
Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X		Papers that require a decision have been detailed – e.g., Clinical Policies paper that went forward to the Quality Committee for decision. Presentations have also been received that have stimulated discussion and support.
Does the Committee understand the risks / issues, make decisions and provide assurance?	X		<p>It should be recognised that the ICB Risk Management Strategy is currently under development and expected to be rolled out in 2023/24, however risks are reported through reports to the Committee already.</p> <p>The committee has not yet considered a formal risk register but will do so, once the ICB Risk management Strategy has been developed and recommended an approach.</p>

Has the Committee approved the ToRs and Work Plans to any subordinate groups?		X	Status of the four subgroups as follows: <ul style="list-style-type: none"> Clinical Professionals Strategy Group: this group has not met and it is recommended this be removed from future iterations of the ToR Ethics Panel: ToR for this group are in draft form only – they will be finalised and approved at a future Committee meeting Clinical Policy Review Group: ToR for this group have not been approved – they will be reviewed and approved at a future Committee meeting. Humber and North Yorkshire Medicines Optimisation Board: ToR for this group will be put forward at the March 2023 Committee meeting for approval (the group has changed its name to the 'Integrated Pharmacy and Medicines Optimisation Committee'
Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?		X	It should be recognised that the ICB Risk Management Strategy is currently under development and expected to be rolled out in 2023/24, however risks are reported through reports to the Committee already.
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?		X	Declarations of Interest are sought at the start of every meeting. None have been declared during 2023/24.

Work Plan			
Has the Committee established a workplan for the year and has been adhered to?		X	The Committee did not establish a formal workplan; however, a forward plan has now been developed. It will be shared at the March 2023 meeting and become a standing agenda item at future meetings
Does the Committee review its Work Plan at least quarterly?		X	As above: the committee did not establish a formal work plan. The new work plan will be reviewed by the committee at every future meeting.
Has the Committee achieved its agreed Work Plan?		X	As above: the committee did not establish a formal work plan.
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?		X	As above: the committee did not establish a formal work plan.
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?		X	The draft work plan for 2023/24 aims to address all areas of the ToR. This will be reviewed and approved at the March 2023 meeting.

Any Other Comments, Areas for Improvement, or Gaps Identified
<ul style="list-style-type: none"> Although the Clinical & Professional Executive Committee was only established in October and met twice, it has strong engagement from attendees. The Committee has been operating as an extension of a more frequent (weekly) Clinical and Professional Group which has created a rich set of discussions, facilitated by presentations and papers. The range of topics relating to the Clinical and Care Professional agenda has been broad, although a formal work plan has not been agreed and the Committee has yet to have a focussed session on risk management. A draft work plan for 2023/24 will be shared with the Committee to help ensure a systematic approach to fulfilling the remit of the Committee. Attendance at meetings has been high, although some of the members listed in the ToR have not attended – either because they were not invited to meetings or appointed into role. Due to the Clinical and Professional Place Directors not being appointed, quoracy was not achieved at the October 2022 meeting; however, this had no impact on the proceeding of the meeting as no decisions were required to be made. Suggested changes to quoracy and membership are set out in the refreshed Terms of Reference. Attendance has been bolstered by members of the Clinical and Professional Group joining the Committee, although as the Committee and the Group have different functions, it is proposed that invitations be

separated, to ensure delineation between the two.

- Agendas and papers have been sent out a week in advance of Committee meetings and minutes issued; Conflicts of Interest have been managed appropriately.
- Of the three subgroups listed in the Committee's ToR: two are established and their work discussed but their individual ToR have not been approved. ToR from these subgroups have been scheduled for approval in the draft Work Plan. The third subgroup "Clinical and Professionals Strategy Group" has not been convened and it is recommended this be removed from the next iteration of the Committee's ToR.

An agreed action plan to address any gaps will be brought back to the Committee in August 2023 to check on progress.



HNY ICB Clinical & Professional Committee Annual Report

This report covers the work of the Clinical and Professional Executive Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23. This report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Nigel Wells

Members as per Terms of Reference are as follows:

The Committee shall consist of the following voting members:

- Executive Director of Clinical and Professional (Chair)
- Executive Director of Nursing and Quality (Vice-Chair)
- Clinical and Professional Place Directors
- Place Nurse Directors
- NHS England Clinical Representative
- Executive Director of Corporate Affairs
- Chief Executive (ICB)
- Medical Director or Nurse Director (Acute)*
- Medical Director or Nurse Director (Mental Health) *
- Medical Director or Nurse Director (equivalent) (Primary Care) *
- Medical Director or Nurse Director (Community Health and Care) *
- Representative covering Ethics
- Representative of Ambulance Services
- Representative of Director of Social Care
- Representative of Public Health
- Representative of Allied Health Professionals
- Representative of Pharmacy
- ICB lead for Legal and Regulatory services.
- Director of Commissioning Strategy (Clinical and Professional portfolio)

* The sector collaborative directors will be asked to provide an individual to attend and represent, on behalf of each collaborative (acute, mental health, primary care, community)

Required attendees (without voting rights):

Executive Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

See Appendix (i) for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Committee was not quorate

The Committee will be quorate when at least 8 members of the Committee are present to include at least:

- Chair or Vice Chair
- 3 Place Clinical Directors
- 1 Medical Director from the 3 Provider sectors identified in the Membership.

This was achieved for one of the two meetings in 2022/23.

The recruitment process for appointing Clinical Directors didn't take place until December and as the ToR require 3 of these role holders to attend to achieve quoracy, it was not possible to achieve quoracy for the first meeting. The meeting went ahead without quoracy being met. However, this had no impact on the proceeding of the meeting as no decisions were required to be made

Conflicts of Interest

No conflicts of interest were identified during the course of the year.

Date of approval of terms of reference

Due to the establishment of the ICB on 1 July 2022, all Terms of Reference were approved by the ICB Board on that date. Moving forward, any changes to Terms of Reference will be identified and approved by the Committee and then ratified by the ICB Board.

Key Role of the Committee

The role of the Committee is to provide population health led, strategic and collaborative clinical and professional oversight across the NHS Humber and North Yorkshire Integrated Care Board and support the Partnership to achieve its vision of helping the population to 'start well, live well, age well and end life well.'

The Committee will:

- Provide clinical and professional oversight and assurance to the Board Strategic Priorities and Areas of Focus including pathway and service redesign.
- Focus on all aspects of the triple aims – improving population health, providing better care for all patients, and ensuring sustainability.
- Be a guiding clinical and professional mind / thought leadership and constructive challenge across the Partnership.
- Develop an approach, values and ethos which enable proactive responses as well as reactive action where required in the 21st Century health and care system.
- Make recommendations on clinical, pharmacological, and medical interventions to the Board.

Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

One strategic risk, as per the Assurance Framework, has been delegated to the Committee for scrutiny. However, due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to Committee will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

For reference and information only, there are currently no risks aligned to the Clinical and Professional Executive Committee.

Main Responsibilities of the Committee

In discharging its duties, the main items of business considered by the Committee for the year were as follows:

- ensure Population Health Management remains at the centre of the Board's development and contributing wholly to the evolution of a health and care Board which is resilient to the demands and challenges of the 21st Century.
- develop the detailed Clinical Strategy for the Board.
- make recommendations to and provide clinical and professional oversight and assurance to the Board Strategic Priorities and Areas of Focus including pathway and service redesign.
- support and review recommendations made by the ethics committee.
- provide multidisciplinary constructive challenge to the oversight and assurance of pathway and service redesign.
- engage and communicate with our distributed, multidisciplinary clinical and professional leadership across the Board and wider.
- recognise and enable talent in the clinical and professional community.
- ensure equal and appropriate representation but wherever possible avoiding the replication and duplication of activities across Board and Place.
- provide a supportive role to other groups across the Board.
- any risks on the Board Assurance aligned to the Committee will be reviewed by the committee.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The work of the Committee is a central part of the ICB Board's governance and assurance arrangements. As a result of the activity undertaken by the Committee, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board as follows:

- The Committee gave support to many of the topics presented for discussion. Specifically in relation to Clinical Effectiveness:
 - The Committee supported the approach to Individual Funding Requests and clinical policies and noted the actions required to maintain, increase, and strengthen capacity and operating arrangements. This included completing policy reviews and preparations in waves, in priority order of risk. A Policy Review Framework has been developed to support a robust, proportionate and consistent approach.
 - The Adult Obesity Bariatric Surgery Policy was recommended for approval at the December 2022 meeting and put forward to the ICB Quality Committee for a formal decision.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

In discharging its duties, the main items of business considered by the Committee for the year were as follows:

- Clinical Effectiveness
- Clinical Risk
- Medicines management
- Ethics
- Innovation, Research and Improvement System (IRIS)
- Digital
- Inclusion Health

- Urgent & Emergency Care pressures
- Acute Collaborative update
- Primary Care Group
- Hospital to host
- Generalist school update
- Various individual clinical topics: Right to rehabilitation, Breathlessness pathway/Pinpoint, Endoscopic Ultrasound, Fuller Stock Take Update, Wound care, RCT Mortality Manuscript

C&P Executive Committee membership: role as per the ToR	Name	21-Oct	16-Dec	23-Mar
Executive Director of Clinical and Professional (Chair)	Nigel Wells	√	√	√
Executive Director of Nursing and Quality (Vice-Chair)	Teresa Fenech	√	√	√
Place Clinical Director*	James Crick		√	
Place Clinical Director*	Ekta Elston		√	
Place Clinical Director*	Andy Lee			√
Place Clinical Director*	Bruce Willoughby		√	√
Place Clinical Director*	Helena Ebbs			√
Place Nurse Directors**				
NHS England Clinical Representative	Simon Kendall			√
Executive Director of Corporate Affairs	Karina Ellis	√	√	
Chief Executive (ICB)	Stephen Eames	√		√
Medical Director or Nurse Director (Acute) (1 of 3)	Kate Wood			
Medical Director or Nurse Director (Acute) (2 of 3)	Makani Purva	√	√	
Medical Director or Nurse Director (Acute) (3 of 3)	Karen Stone			
Medical Director or Nurse Director (Mental Health)	David Harvey	√		
Medical Director or Nurse Director (equivalent) (Primary Care)**				
Representative covering Ethics	Stuart Calder	√	√	√
Representative of Ambulance Services	Mark Millins	√	√	√
Representative of Director of Social Care	Chris Jones-King			
Representative of Public Health	Jack Lewis	√	√	
Representative of Allied Health Professionals	Vicky Mulvana-Tuohy			
Representative of Pharmacy	Laura Angus	√	√	√
Head of Legal and Regulatory services	Abby Combes		√	√

*Not appointed into Clinical and Professional Place Director role until January 2023

**Representative not yet identified/invited

Clinical and Professional Executive Committee

March 2023

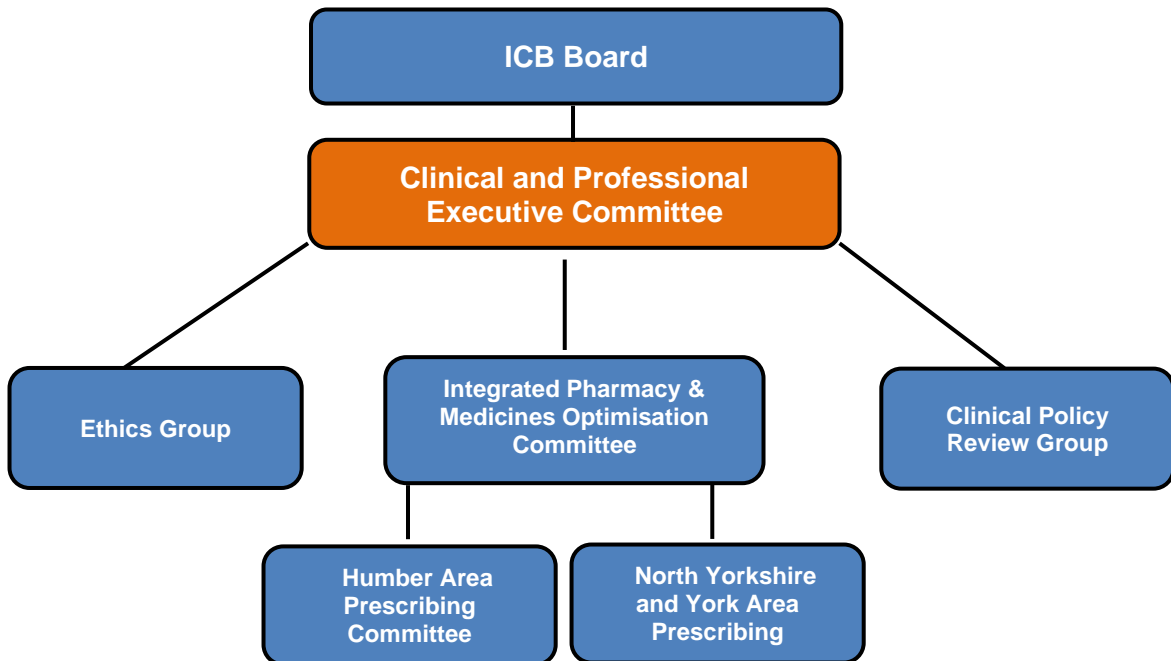
Terms of Reference:	Clinical and Professional Committee
Authorship:	Executive Director of Clinical and Professional
Board / Committee Responsible for Ratifying:	Integrated Care Board
Approved Date:	March 2023
Ratified Date:	TBC
Review Date:	March 2024
Version Number:	2.0
The online version is the only 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 Clinical and Professional Executive Committee (C&P ExCo) 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 C&P 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 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.

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

3. Purpose

The aim is to provide population health led, strategic and collaborative clinical and professional oversight across the NHS Humber and North Yorkshire Integrated Care Board and support the Partnership to achieve its vision of helping the population to '*start well, live well, age well and end life well.*'

The Committee will:

- Provide clinical and professional oversight and assurance to the Board Strategic Priorities and Areas of Focus including pathway and service redesign.
- Focus on all aspects of the triple aims – improving population health, providing better care for all patients, and ensuring sustainability.
- Be a guiding clinical and professional mind / thought leadership and constructive challenge across the Partnership;
- Develop an approach, values and ethos which enable proactive responses as well as reactive action where required in the 21st Century health and care system.
- Make recommendations on clinical, pharmacological, and medical interventions to the Board.

The duties of the Executive Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

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

4. Chair, Membership and

Attendance Chair and Vice Chair

The Executive Committee will be chaired by a Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. The Chair will be the Executive Director of Clinical and Professional Services (Medical Director).

Executive Committee members may appoint a Vice Chair who has the skills and experience suitable to chair the Committee. In the event of the Chair of the Committee being unable to attend all or part of the meeting, the Vice Chair will be appointed to Chair the meeting. The Vice Chair will be the Executive Director of Nursing and Quality.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR. A forward plan will be developed to support the setting of the agenda.

Membership

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

Core Membership

- Executive Director of Clinical and Professional (Chair)
- Executive Director of Nursing and Quality (Vice-Chair)
- Clinical and Professional Place Directors
- Place Nurse Directors
- NHS England Clinical Representative
- Executive Director of Corporate Affairs

- Chief Executive (ICB)
- Medical Director or Nurse Director (Acute)*
- Medical Director or Nurse Director (Mental Health) *
- Medical Director or Nurse Director (equivalent) (Primary Care) *
- Medical Director or Nurse Director (Community Health and Care) *
- Representative covering Ethics
- Representative of Ambulance Services
- Representative of Director of Social Care
- Representative of Public Health
- Representative of Allied Health Professionals
- Representative of Pharmacy
- ICB lead for Legal and Regulatory services.
- Director of Commissioning Strategy (Clinical and Professional portfolio)

* The sector collaborative directors will be asked to provide an individual to attend and represent, on behalf of each collaborative (acute, mental health, primary care, community)

Attendees

- Executive Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.
- 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 Quoracy and Decisions

The Executive Committee will meet no less than 6 times per year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Executive Committee to convene further meetings to discuss particular issues on which they want the Committee advice.

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

Quorum

The Committee will be quorate when at least 8 members of the Committee are present to include at least:

- Chair or Vice Chair
- 3 Clinical and Professional Place Directors or Place Nurse Directors
- 1 Medical or Nursing Director (or equivalent) from the 4 sector collaboratives identified in the membership.

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

Decisions will be taken in according with the Standing Orders. The Executive Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call

a vote.

Only members of the Executive 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. Responsibilities of the Executive Committee

The Committee duties can be categorised as follows:

The Committee will:

- ensure Population Health Management remains at the centre of the Board's development and contributing wholly to the evolution of a health and care Board which is resilient to the demands and challenges of the 21st Century.
- develop the detailed Clinical Strategy for the Board.
- make recommendations to and provide clinical and professional oversight and assurance to the Board Strategic Priorities and Areas of Focus including pathway and service redesign.
- support and review recommendations made by the ethics committee.
- provide multidisciplinary constructive challenge to the oversight and assurance of pathway and service redesign.
- engage and communicate with our distributed, multidisciplinary clinical and professional leadership across the Board and wider.
- recognise and enable talent in the clinical and professional community.
- ensure equal and appropriate representation but wherever possible avoiding the replication and duplication of activities across Board and Place.
- provide a supportive role to other groups across the Board.
- To review any risk on Board Assurance Framework aligned to the committee for oversight and implement remedial actions.

7. 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 Executive 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.

8. 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 key messages will be submitted to the Board in accordance with the Standing Orders.

The Chair 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.

9. 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 Board.
- The Executive Committee is updated on pertinent issues/ areas of interest/ policy developments.
- Action points are taken forward between meetings and progress against those actions is monitored.

10. Virtual Meetings / Recording of Meetings

Before starting a recording, the Chair is legally required to inform attendees if the meeting is being recorded and / that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without written approval from the Chair.

11. Declarations of Interest / Conflicts of Interest

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

12. 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.

**HNY ICB Executive Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		ToR has a section that includes a role/responsibility of the committee
Have terms of reference been ratified by the ICB Board?	X		November 2022
Does the Committee report to the ICB Board in accordance with its ToR?	X		The Board has agreed that key messages should be provided to the Board which has been done through various reporting mechanisms. It is expected for 2023/24 that this will become more formalised on the Board agenda.
Does the Committee receive the appropriate level of input from its members?	X		Yes, all members contribute as appropriate.
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		This is currently underway for 2022/23, with support from the Head of Governance & Development of the ICB
Has the committee been quorate for each meeting this year?	X		All meeting have been quorate
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		In -line with Standing Orders and ToR
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?	X		In -line with Standing Orders and ToR
Has the Committee met the appropriate number of times this year?	X		The ToR current state committee will meet no less than once per week. This has been the case for the majority of the time with the exception where several Executive Directors are required to attend other meetings.
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?	X		Attendance levels are high from all Members.
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	N/A	N/A	NA – no Statutory Duties
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	X		There are two risks aligned to the Executive Committee on the BAF and Executive Director leads all Members of the Board and update on their risk on a regular basis.
Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		A well-designed agenda is aligned to the strategic outcomes, and this is assessed prior to the meeting to ensure sufficient time allocated
Does the Committee receive sufficient Reports to enable it to fulfil the ToRs?	X		Attendees include subject matter expertise that are invited to provide significant assurance on reports and regular reports are provided from each place and major programmes.
Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X		As above
Does the Committee understand the risks / issues, make decisions, and provide assurance	X		The committee has a systematic approach to the identification and monitoring of key

			risks related to its specific remit / ToR. Assurance is provided to the board via the Chief Executive's standing item on the board agenda
Has the Committee approved the ToRs and Work Plans to any subordinate groups?	N/A	N/A	N/A – there are no sub-group
Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	N/A	N/A	N/A – there are no sub-group
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?		X	A gap has been identified following the outcome of the internal audit. This has now been rectified for 2023/24.
Work Plan			
Has the Committee established a workplan for the year and has been adhered to?	N/A	N/A	Due to the frequency (meetings are weekly) and nature of the Executive Committee a formal forward plan is not considered practical, however regular tracking of matters arising is undertaken.
Does the Committee review its Work Plan at least quarterly?	N/A	N/A	See above.
Has the Committee achieved its agreed Work Plan?	N/A	N/A	See above.
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?	N/A	N/A	See above.
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X		ToR have been updated for 2023/24.

Any Other Comments, Areas for Improvement, or Gaps Identified			

HNY ICB Executive Committee Annual Report 2022/23

This report covers the work of the Executive Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23. This report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Stephen Eames

Members as per Terms of Reference are as follows:

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.

Attendance records are detailed within the minutes and show that there was a high level of attendance from all Members throughout 2022/23.

Numbers required for quorum and any instances where the Committee was not quorate

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

This was achieved for all meetings in 2022/23.

Conflicts of Interest

No conflicts of interest were identified during 2022/23.

Date of approval of terms of reference

Due to the establishment of the ICB on 1 July 2022, all Terms of Reference were approved by the ICB Board in 2022/23. Moving forward, any changes to Terms of Reference will be identified and agreed by the Committee and then approved by the ICB Board.

Key Role of the Committee

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.

Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

Two strategic risks, as per the Assurance Framework, has been delegated to the Committee for scrutiny. However, due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to Committee will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

The two strategic risks are as follows:

1. Failure to connect and build relationships with all partners and stakeholders around meeting the wider needs to the population will lead to fragmentation and reduce the impact on wider determinants that affects the population.
2. Failure to ensure the ICB maintains robust governance processes and effective control mechanisms will prevent the ICB meeting regulatory and compliance standards and threaten organisational sustainability and undermining confidence in the ICS leadership.

Main Responsibilities of the Committee

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.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The work of the Committee is a central part of the ICB Board's governance and assurance arrangements. The Committee reviews the majority of papers before they are submitted to the Board and as a result of the activity undertaken by the Committee, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board.

Terms of Reference:	HNY ICB Executive Committee
Authorship:	Executive Director of Corporate Affairs
Board / Committee Responsible for Ratifying:	HNY Integrated Care Board
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Version Number:	2.0
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, Operational Scheme Delegation (OSD) 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.
- To review any corporate risks aligned to the committee for oversight and implement remedial actions.

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 Chief Operating Officer/ Deputy Chief Executive

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 meet weekly, subject to the agreement of the Chair.

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 by telephone, email, or other electronic communication.

6. Virtual Meetings / Recording of Meetings

Before starting a recording, the Chair is legally required to inform attendees if the meeting is being recorded and / that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without written approval from the Chair.

7 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.

8. 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 the Chair will provide the agreed key messages of each of its meetings, for information, to the ICB Board

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.

9. DECLARATIONS OF INTERESTS, CONFLICTS AND POTENTIAL CONFLICTS

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

10. Secretariat and Administration

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

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

11. 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

**HNY ICB Digital Strategy Executive Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		ToR has a section that includes a role/responsibility of the committee
Have terms of reference been ratified by the ICB Board?	X		October 2022
Does the Committee report to the ICB Board in accordance with its ToR?	X		This needs to be reviewed at part of the wider governance review as the constitution currently states that all minutes from committees should go to the Board. Constitution changes have confirmed by the Board Key messages
Does the Committee receive the appropriate level of input from its members?		X	Currently issue with attendance and this will be agreed within the committee action plan
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		This is currently underway for 2022/23, led by the Digital Programme Lead with Support from the Head of Governance & Development of the ICB
Has the committee been quorate for each meeting this year?	X		Minutes have confirmed each meeting has been quorate
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		In -line with Standing Orders and ToFR
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?		X	Formal minutes are not taken. However, – we've developed a meeting 'RAID' Template which covers off membership, attendance, actions, issues, decisions, risks and conflicts in a tabular format (spreadsheet),
Has the Committee met the appropriate number of times this year?	X		The ToR current state committee will meet no less than 3 times per year
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?		X	Currently issue with attendance and this will be agreed within the committee action plan.
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	N/A	N/A	NA – no Statutory Duties
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	x		There is 1 risk aligned to the Digital Committee on the BAF and Exec Director lead is an ordinary member of the board and updates on this risk at regular meetings. This risk is also shared at the committee
Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		A well-designed agenda is aligned to the strategic digital outcomes, and this is assessed prior to the meeting to ensure sufficient time allocated
Does the Committee receive sufficient Reports to enable it to fulfil the ToRs?	X		Attendees include subject matter expertise that are invited to provide significant assurance on reports and regular reports are provided from each place and major programmes.

Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X	As above
Does the Committee understand the risks / issues, make decisions, and provide assurance	X	It should be recognised that the ICB Risk Management Strategy is currently under development and expected to be rolled out in 2023/24, assurance is provided to the board regular reports
Has the Committee approved the ToRs and Work Plans to any subordinate groups?	X	Any ToR and workplans will be reviewed and approved annually.
Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	X	Chairs of each sub-group are invited to report on areas of work which includes areas of work and any risks
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?	X	This is standard agenda item and based on attendance evidenced within minutes. The Committee annual report must detail this in a table.

Work Plan		
Has the Committee established a workplan for the year and has been adhered to?	X	Details of this within the Committee Annual Report.
Does the Committee review its Work Plan at least quarterly?	X	Yes, this is a standing item on the agenda as required.
Has the Committee achieved its agreed Work Plan?	X	Yes, and more being identified, and work plan is on-going and being updated.
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?	X	Details of this within the Committee Annual Report
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X	ToR have been updated for 2023/24 and any changes to the work plan will be updated lead by Digital Programme Lead

Any Other Comments, Areas for Improvement, or Gaps Identified
<p>Actions/Gaps to be addressed.</p> <ol style="list-style-type: none"> 1. The Committee's work in practice is to use a spreadsheet to record decisions, quorum, and COI for 2022/23 2. Issues with attendance to be addressed as part of the committee action plan



HNY ICB Digital Strategy Executive Committee Annual Report 2022/23

This report covers the work of the Digital Strategy Executive Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23. This report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Nigel Wells

Members as per Terms of Reference are as follows:

- (Chair) ICB Executive Director of Clinical and Professional Services
- (Deputy Chair) ICB Chief Executive
- ICB Chief Operating Officer
- ICB Executive Director of Corporate Affairs
- ICB Executive Director of Finance
- ICB Chief Digital and Information Officer
- Two Place Directors representing the Humber, North Yorkshire, and York Places
- A Director level representative (either clinical or non-clinical) for each of the Sector Collaboratives (Acute, Mental Health, Community, Primary Care and Voluntary and community sector)
- A representative from the local authority sector within the area of the HNY ICB
- ICB Innovation Clinical Lead
- A community representative
- A clinical representative from Primary Care, Acute and Mental Health.

Required attendees (without voting rights):

The Committee may request any person who can support the Committee with any matters concerning their responsibilities or to present paper or information to the Committee to support their decision-making.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Committee was not quorate

The Committee will be quorate when at least the following Member are present:

- Chair or Vice Chair
- 3 Members of the Committee

This was achieved for all meetings in 2022/23.

Conflicts of Interest

No conflicts of interest were identified during the course of the year.

Date of approval of terms of reference

Due to the establishment of the ICB on 1 July 2022, the terms of reference were approved by the ICB Board at meeting held on 12 October 2022. Moving forward, any changes to Terms of Reference will be identified and approved by the Committee and then ratified by the ICB Board.

Key Role of the Committee

The purpose of the Digital Strategy Committee is to provide strategic leadership in delivering Humber and North Yorkshire Health and Care Partnership Digital Strategy and Vision.

The Digital Strategy Committee will commit as a Partnership to prioritising the following key strategic themes, as initial priorities. Recognising them as enablers for the wider ambitions of the Integrated Care Board:

- a) Our Shared Care Record, including EPR Strategy,
- b) Cyber Security,
- c) Digital Inclusion,
- d) Population Health / Business Intelligence.

Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

One strategic risk, as per the Assurance Framework, has been delegated to the Committee for scrutiny.

Due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to Committee will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

Main Responsibilities of the Committee

The Digital Strategy Executive Committee duties can be categorised as follows:

- Providing strategic leadership and forward-thinking digital approaches which develop and improve our integrated care system.
- Being responsible for ensuring the timely delivery of the digital portfolio and ICB wide digital programmes, ensuring coordination and benefits are realised while confidently managing risk.
- Through oversight, assuring all ICB wide digital work so that it successfully delivers the ICB Vision, Mission, and Digital Strategy.
- Strategically identify digital prioritise across the System and Sub-Systems which deliver the greatest benefit and outcomes.
- overseeing the strategic and high-level management of interdependencies and risks associated with all digital transformation programmes in the System and Sub-Systems.
- Overseeing the allocation of resources to digital programmes and projects, ensuring they are correctly resourced in numbers and specialisms.
- Ensuring the potential strategic and system level opportunities presented by digital technology are exploited fully along with any opportunities to attract digital investment.
- Setting and owning the overall Digital Strategy in line with the Humber and North Yorkshire Vision.
- Championing digital leadership, ethics and maintaining public consent.
- Receiving updates from the Digital Sub-System Committees and Steering Groups and assure the progress of digital work at Sub-System level, ensuring it matches the Vision and priorities of the Integrated Care System.
- Ensuring across HNY that we harness the power of digital, data and technology effectively, at scale, and consistently across their systems and organisations.
- Ensure digital, data and technology are aligned to operational and transformational priorities.
- Balance national policy and strategy with the needs of HNY and develop a strong sense of 'what it will take' for HNY to be successful, in order to better influence and shape national decision making.

- Ensure the Committee is taking a long term (five, ten years and beyond) planning approach to digital, data and technology strategy to ensure the region is undertaking the right activities now to support its longer-term vision.
- Encourage innovation at scale across our partnership and consider the partners necessary to contribute to this agenda.
- Understand the stakeholder and supplier landscape and develop an engagement strategy to support the work programme of the Committee.

The Committee will ensure that business is conducted in a way which reflects good practice in relation to both the nine dimensions of leadership and best value principles including:

- i. Vision and leadership,
- ii. Effective partnerships,
- iii. Governance and accountability,
- iv. Use of resources,
- v. Performance management,
- vi. Sustainability,
- vii. Equalities.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The work of the Committee is a central part of the ICB Board's governance and assurance arrangements. As a result of the activity undertaken by the Committee, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board as follows:

The Committee receives reports and updates specific to the core priorities of the approved HNY Digital Strategy including:

- **Shared Care Record, including EPR Strategy,**
Monitoring the work of the YHCR Programme at Regional level and also the work of a dedicated programme lead for the HNY who are progressing work at pace to rollout the Interweave portal to all NHS care setting. Additionally, the dedicated HNY team are scoping work to deliver the interweave portal and consume data from other wider care setting including local authorities, hospices, CIC's, the Ambulance Service and Police Service. Monitoring the development of the outline business cases in support of the national drive to ensure all NHS organisations have a HIMMS compliant ePR, with particular initial emphasis on Harrogate and District and York and Scarborough but ensuring that all 5 ICB Trusts have a collaborative approach to ePR provision.
- **Cyber Security,**
Receiving updates and report in relation to the ICB wide cyber risk and targeted funding from NHSE in this domain and the role of the Cyber Task and Finish Group which is a subgroup of the HNY Technical Steering Group.
- **Digital Inclusion,**
Monitoring progress in relation to digital inclusion and the work of the HNY Digital Inclusion collaborative and it's work in ensuring the HNY Inclusion principles are being adhered to alongside of the development of a digital inclusion strategy.
- **Population Health / Business Intelligence,**
Receiving updates on the work of the HNY BI and PHM Collaborative as it sets out plans around the collaborative provision of these services and looks to, through the partners outline common working practices and approaches to reporting and the provision of management information.
- **Place Digital Development,**
Receiving regular updates on the development of digital activity at place and in the ICB's collaboratives to ensure it aligns with the HNY Digital Strategy.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

In discharging its duties, the main items of business considered by the Committee for the year were as follows:

- The HNY Digital Strategy
- The Terms of Reference and Membership of the Committee
- The HNY YHCR Rollout Plan
- The Strategic Outline Case(s) and Outline Business Case(s) for collaborative ePR provision
- The Digital Inclusion Principles

The below table shows the attendance to the meeting working under the current terms of reference approved by the ICB.

Members	25/11/2022	24/02/2023	
Amanda Bloor	A	A	
Stephen Eames	<input checked="" type="checkbox"/>	A	
Karina Ellis	A	<input checked="" type="checkbox"/>	
Brigette Giles	A	<input checked="" type="checkbox"/>	
Jane Hazelgrave	N/A	A	
Robert Ling	A	A	
Simon Morritt	A	A	
Nigel Wells	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
Jackie Andrews	<input checked="" type="checkbox"/>	A	
Andy Williams	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
James Cowling	A	A	
Kwame Fofie	A	A	
Chris Stanley	A	<input checked="" type="checkbox"/>	
Total number members present.	4	5	
Subject Matter Experts			
Steve Firman	<input checked="" type="checkbox"/>	A	
James Hawkins	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
Shauna McMahon	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
David Mills	<input checked="" type="checkbox"/>	A	
John Mitchell	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
Alastair Pickering	<input checked="" type="checkbox"/>	A	
Donald Richardson	A	A	
Lee Rickles	A	<input checked="" type="checkbox"/>	
Christian Turner	<input checked="" type="checkbox"/>	A	
Avinash Pillai	N/A	A	
Total number attendees	7	4	
Other Attendees			
Alex Seale	<input checked="" type="checkbox"/>		
Stephen Curtis	<input checked="" type="checkbox"/>		



Terms of Reference:	Humber & North Yorkshire Digital Strategy Committee
Authorship:	Office of the CDIO
Board / Committee Responsible for Ratifying:	Integrated Care Board
Approved Date:	20th March 2023
Ratified Date:	[Insert Date]
Review Date:	Yearend 2023/24
Version Number:	4.0

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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 Board.

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

2. Authority

The Digital Strategy 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 / Sub Committee / Group) 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 Digital Strategy 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 Digital Strategy Committee members. The Digital Strategy 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 Digital Strategy Committee will comply with, the ICB Standing Orders, Standing Financial Instructions, Operational Scheme Delegation (OSD) and the SoRD.

3. Purpose

The purpose of the Digital Strategy Committee is to provide strategic leadership in delivering Humber and North Yorkshire Health and Care Partnership Digital Strategy and Vision.

The Digital Strategy Committee will commit as a Partnership to prioritising the following key strategic themes, as initial priorities. Recognising them as enablers for the wider ambitions of the Integrated Care Board:

- a. Our Shared Care Record, including EPR Strategy,
- b. Cyber Security,
- c. Digital Inclusion,
- d. Population Health / Business Intelligence.

4. Chair, Membership and Attendance

Chair and Vice Chair

The Digital Strategy Committee will be chaired by a Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

Committee members may appoint a Vice Chair who, in the event of the Chair of the Digital Strategy Committee being unable to attend all or part of the meeting, the Vice Chair will be appointed to Chair the meeting.

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

Membership

The Digital Strategy Committee members shall be approved by the Board in accordance with the ICB Constitution and will include:

- (Chair) ICB Executive Director of Clinical and Professional Services
- (Deputy Chair) ICB Chief Executive
- ICB Chief Operating Officer
- ICB Executive Director of Corporate Affairs
- ICB Executive Director of Finance
- ICB Chief Digital and Information Officer
- Two Place Directors representing the Humber, North Yorkshire and York Places
- A Director level representative (either clinical or non-clinical) for each of the Sector Collaboratives (Acute, Mental Health, Community, Primary Care and Voluntary and community sector)
- A representative from the local authority sector within the area of the HNY ICB
- ICB Innovation Clinical Lead
- A community representative
- A clinical representative from Primary Care, Acute and Mental Health.

Attendees

- The Committee may request any person who can support the Committee with any matters concerning their responsibilities or to present paper or information to the Committee to support their decision-making.

5. Meeting Quoracy and Decisions

The Digital Strategy Committee will meet no less than 3 times per year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Digital Strategy Committees' advice.

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

Quorum

The Digital Strategy Committee will be quorate when at least 4 members of the Committee are present to include at least:

- Chair or Vice Chair
- 3 Members of the Committee set out in section 4.

If any member of the 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

Decisions will be taken in according with the Standing Orders. The Digital Strategy 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 Digital Strategy 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. Virtual Meetings / Recording of Meetings

Before starting a recording, the Chair is legally required to inform attendees if the meeting is being recorded and / that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without written approval from the Chair.

7. Responsibilities of the Digital Strategy Committee

The Digital Strategy Committee duties can be categorised as:

- a. Providing strategic leadership and forward-thinking digital approaches which develop and improve our integrated care system.
- b. Being responsible for ensuring the timely delivery of the digital portfolio and ICB wide digital programmes, ensuring coordination and benefits are realised while confidently managing risk.
- c. Through oversight, assuring all ICB wide digital work so that it successfully delivers the ICB Vision, Mission, and Digital Strategy.
- d. Strategically identify digital prioritise across the System and Sub-Systems which deliver the greatest benefit and outcomes.
- e. overseeing the strategic and high-level management of interdependencies and risks associated with all digital transformation programmes in the System and Sub-Systems.
- f. To review any risk on Board Assurance Framework aligned to the committee for oversight, and implement remedial actions.
- g. Overseeing the allocation of resources to digital programmes and projects, ensuring they are correctly resourced in numbers and specialisms.
- h. Ensuring the potential strategic and system level opportunities presented by digital technology are exploited fully along with any opportunities to attract digital investment.
- i. Setting and owning the overall Digital Strategy in line with the Humber and North Yorkshire Vision.
- j. Championing digital leadership, ethics and maintaining public consent.
- k. Receiving updates from the Digital Sub-System Committees and Steering Groups and assure the progress of digital work at Sub-System level, ensuring it matches the Vision and priorities of the Integrated Care System.
- l. Ensuring across HNY that we harness the power of digital, data and technology effectively, at scale, and consistently across their systems and organisations.
- m. Ensure digital, data and technology are aligned to operational and transformational priorities.
- n. Balance national policy and strategy with the needs of HNY and develop a strong sense of 'what it will take' for HNY to be successful, in order to better influence and shape national decision making.
- o. Ensure the Committee is taking a long term (five, ten years and beyond) planning approach to digital, data and technology strategy to ensure the region is undertaking the right activities now to support its longer-term vision.
- p. Encourage innovation at scale across our partnership and consider the partners necessary to contribute to this agenda.
- q. Understand the stakeholder and supplier landscape and develop an engagement strategy to support the work programme of the Committee.

The Committee will ensure that business is conducted in a way which reflects good practice in relation to both the nine dimensions of leadership and best value principles including:

- i. Vision and leadership,
- ii. Effective partnerships,
- iii. Governance and accountability,
- iv. Use of resources,
- v. Performance management,
- vi. Sustainability,

vii. Equalities.

8. Declarations of Interests, Conflicts and Potential Conflicts

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICBs Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

9. 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.

10. Accountability and Reporting

The Digital Strategy 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 the Chair will provide the agreed key messages of each of its meetings, for information, to the ICB Board at each meeting.

The Chair will provide assurance reports to the Board on at least a twice-yearly basis and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

11. Secretariat and Administration

The Digital Strategy Committee shall be supported with a secretariat, which will include ensuring that:

- a. 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.
- b. Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- c. Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.

- d. Good quality actions and records of each meetings business are maintained in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points, decisions, and issues to be carried forward are kept.
- e. The Chair is supported to prepare and deliver reports to the Board.
- f. The Digital Strategy Committee is updated on pertinent issues, areas of interest and policy developments;
- g. Action points are taken forward between meetings and progress against those actions is monitored.

12. Review

The Digital Strategy Committee will review these terms of reference at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

**HNY ICB Finance, Performance and Delivery Executive Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		ToR has a section that includes a role/responsibility of the committee
Have terms of reference been ratified by the ICB Board?	X		July 2022
Does the Committee report to the ICB Board in accordance with its ToR?	X		This has been reviewed at part of the wider governance review. Constitution changes have confirmed by the Board and ToR updated to note key messages.
Does the Committee receive the appropriate level of input from its members?	X		Yes, all members contribute as appropriate
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		Draft prepared for submission to May 23 Board meeting
Has the committee been quorate for each meeting this year?	X		Minutes have confirmed each meeting has been quorate
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		Yes. In -line with Standing Orders and ToR
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?	X		Yes. In -line with Standing Orders and ToR
Has the Committee met the appropriate number of times this year?	x		Yes, the ToR currently state committee will meet no less than 6 times per year
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?	x		Yes.
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	x		Yes, in line with Standing Orders and ToR. There are standing items on the Board agenda relating to finance and performance.
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	x		There are two risks aligned to the FPD Committee on the BAF and Exec Director lead is a member of the board and updates on these risks at regular meetings via the BAF and finance and performance updates.
Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		Yes, the times allotted to each agenda item is agreed in advance with the meeting chair.
Does the Committee receive sufficient Reports to enable it to fulfil the ToRs?	X		Attendees include subject matter expertise that are invited to provide significant assurance on reports
Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X		As above
Does the Committee understand the risks / issues, make decisions, and provide assurance	X		The committee has a systematic approach to the identification and monitoring of key risks related to its specific remit / ToR. Assurance is provided to the board via the mechanisms described above.
Has the Committee approved the ToRs and Work Plans to any subordinate groups?	X		Any ToR and workplans will be reviewed and approved annually.

Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	X	Each sub-group complete a standardised form that will include key messages and shall draw the attention of any issues that require disclosure or require action and submitted to the FPD.
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?	X	There is a standard agenda item and based on attendance evidenced within minutes. The Committee annual report sets this out.
Work Plan		
Has the Committee established a workplan for the year and has been adhered to?	X	Details of this within the Committee Annual Report.
Does the Committee review its Work Plan at least quarterly?	X	A review of future agenda items is undertaken as part of each meeting.
Has the Committee achieved its agreed Work Plan?	X	Yes, see above
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?	X	Details of this within the Committee Annual Report
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X	ToR have been updated for 2023/24 and any changes to the work plan adapted accordingly.

Any Other Comments, Areas for Improvement, or Gaps Identified		
<p>Following the review of the committee's effectiveness there is a recommendation that the committee appoints an independent Chair, taking into account the remit and functions of the committee.</p>		



HNY ICB Finance, Performance & Delivery Executive Committee Annual Report 2022/23

This report covers the work of the Finance, Performance & Delivery Executive Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23.

This report provides the HNY ICB Board with a summary of the work done and how the Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Committee Membership

Chair: Jane Hazelgrave

Members are as follows (in accordance with the Terms of Reference):

- Executive Director of Finance and Investment (Chair)
- Chief Operating Officer / Deputy Chief Executive (Vice-Chair)
- Place Finance Directors
- NHSE Locality Director
- Deputy Director of Finance and Investment
- Director of Primary Care and Assurance (COO Office)
- Director of Strategic Planning (COO Office)
- Place Directors
- Executive Director of Clinical and Professional
- Executive Director of Corporate Affairs

Required attendees (without voting rights):

Executive Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Committee was not quorate

The Committee will be quorate when at least the following Member are present:

- Chair or Vice Chair
- 1 Executive Member
- 1 Representative from each Place

This was achieved for two out of three meetings in 2022/23.

The meeting of 13th March 2023 was not quorate, but no decisions were made at this meeting.

Conflicts of Interest

The following conflicts of interest were identified during 2022/23. Details of these are identified below and include how the conflict was managed.

No conflicts of interest were identified relating to matters on the agenda during the course of the year.

Date of approval of terms of reference

Due to the establishment of the ICB on 1 July 2022, all terms of reference were approved by the ICB Board on that date. Moving forward, any changes to Terms of Reference will be identified and approved by the Committee and then ratified by the ICB Board.

Key Role of the Committee

The purpose of the Finance, Performance and Delivery Executive Committee is to contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system plans.

The FPD is responsible for overseeing, monitoring, and reviewing the stewardship of the finances, investments and sustainability of the ICB, including planning, financial performance, capital expenditure and the delivery of the informatics and estates, facilities and capital development annual plans.

The duties of the FPD will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

Strategic risks delegated to the Committee for scrutiny as per the Assurance Framework

Two strategic risks, as per the Board Assurance Framework, has been delegated to the Committee for scrutiny. One of these risks was added in March 2023 for the financial year 2023/24.

Due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to Committee will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

Main Responsibilities of the Committee

The Finance, Performance & Delivery Executive Committee duties can be categorised as follows:

Financial Strategy

- To develop a medium and long-term financial plan which demonstrated ongoing value and recovery to develop an understanding of where costs sit across a system, system cost drivers and the impacts of service change on costs.
- To develop an effective resource allocation approach
- To develop an approach to transformation and efficiency for the Integrated Care Board (ICB) and Integrated Care System (ICS)
- To advise the ICB on any changes to NHS and non-NHS funding regimes and consider how the funding available to the ICB can be best used within the system to achieve the best outcomes for the local population.

Resource allocations (revenue and capital)

- To develop an approach to distribute the resource allocation fairly and equitably, enabling the delivery of the ICB strategy. To ensure health and social inequalities are taken into account in financial decision-making.
- To advise on and oversee the process regarding the deployment of system-wide transformation funding.
- To work with ICS partners to identify and allocate resources where appropriate to address finance and performance related issues that may arise

- To work with ICS partners to consider major investment/disinvestment outlined in business cases for material service change or efficiency schemes and to agree a process for sign off.

Financial monitoring information

- To ensure that ICB expenditure is kept within the resources allocated to it identifying where the NHS system (ICB and partner trusts) might exceed the resource limits set by NHSE to achieve system financial balance every year.
- To develop a reporting framework for the Integrated Care System (ICS) and agree common approaches across the system such as financial reporting, estimates and judgements.
- To monitor and report to the ICB Board overall financial performance against national and local metrics, highlighting areas of concern.

System financial management framework

- To set the strategic financial framework of the ICB and monitor performance against it.
- To develop the ICB financial information systems and processes to be used to make recommendations to the Board on financial planning in line with the strategy and national guidance.
- To approve ICB financial policies.

System efficiencies and transformation

- To understand the financial and performance impact of transformation changes on individual organisations and the wider system
- To ensure system efficiencies are identified and monitored across the ICB, in particular opportunities at system level where the scale of the ICS partners together and the ability to work across organisations' can be leveraged.
- To ensure financial resources are used in an efficient way to deliver the objectives of the ICB.
- To review exception reports on any material breaches of the delivery of agreed efficiency improvement plan including the adequacy of proposed remedial action plans

Other financial duties

- To ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements.
- To develop the Procurement strategy (both in relation to the ICB and any agreed system-wide arrangements) operational service performance, enabling expenditure on individual service areas to be reviewed in line with performance and finance staff development.

Performance

- To assure the ICB Board as to the governance arrangements to support collective accountability between partner organisations for whole-system delivery and performance, underpinned by the statutory and contractual accountabilities of individual organisations.
- To review performance against the delivery of the ICB plan and key performance metrics as set out in the NHS System Oversight Framework for the ICB and ICS.
- To take an overview of performance and transformation at whole system, place and organisation levels in relation to ICS objectives and priorities.
- To oversee a framework for mutual accountability and peer review and support for the partnership.

Risk Management

- To review corporate risks, aligned to the committee for oversight, and implement remedial actions. The Audit Committee will oversee that processes are in place to manage risk effectively.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The work of the Committee is a central part of the ICB Board's governance and assurance arrangements. As a result of the activity undertaken by the Committee, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board as follows:

- Reviewed financial performance to ensure delivery of the key statutory financial duties for the ICB.

- Provided early warning oversight of any financial risks and mitigating action required to deliver financial performance (both revenue and capital) for the ICB (including places) and the wider ICS (including NHS providers).
- Considered the emerging Financial Strategy for the ICB and how this is will be a key enabler in delivering the ICB's overall strategic objectives.
- Established the Efficiency and Productivity Board within the ICB (work is ongoing to align this to the overall QEP as recently created).
- Reviewed the extensive contracts that have novated to the ICB from the 6 predecessor CCG organisations and made recommendations for the legally safe /strategically aligned approach to handling the ongoing variation and procurement route for these over the medium term.
- Provided overview and assurance on the capital programme for the ICB including the developments linked to e.g. Catterick, Targeted Investment Fund and Community Diagnostics etc
- Ensured the ICB delivered the Better Payment Practice Code for paying invoices in a timely manner (no mean feat given the first 9 months of the ICB).
- Ensured the ICB delivered against the administrative/running cost target for the financial year.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

In discharging its duties the main items of business considered by the Committee for the year were as follows:

- 2022/23 Monthly Finance Performance Report
Revenue position for the ICB(Places) and ICS (NHS Providers)
Risks
Better payment practice code
Capital
- Planning Update and Approach 2023/24
- **Approach to Efficiency and Productivity**
- Procurement Policy for Approval
- Review of Contract register

Members	02.11.22	05.01.23	13.03.23	Meetings attended
Executive Director of Finance and Investment (Chair)	✓	✓	✓	3
Chief Operating Officer / Deputy Chief Executive (Vice-Chair)	✓	✓	✓	3
Place Finance Director (North & North East Lincolnshire)	✓	✓	✓	3
Place Finance Director (Hull & East Riding)	✓	✓	X	2
Place Finance Director (North Yorkshire & York)	✓	✓	✓	3
Place Director (North East Lincolnshire)	X	✓	✓	2
Place Director (North Lincolnshire)	✓	✓	✓	3
Place Director (Hull)	✓	✓	X	2
Place Director (East Riding)	✓	✓	X	2
Place Director (North Yorkshire)	X	X	X	0
Place Director (York)	✓	✓	X	2
NHSE Locality Director	✓	✓	✓	3
Deputy Director of Finance and Investment	✓	✓	✓	3
Director of Primary Care and Assurance (COO Office)	X	X	X	
Director of Strategic Planning (COO Office)	X	X	X	
Executive Director of Clinical and Professional	X	X	X	0
Executive Director of Corporate Affairs	✓	✓	✓	3

Finance, Performance and Delivery Executive Committee

May 2023

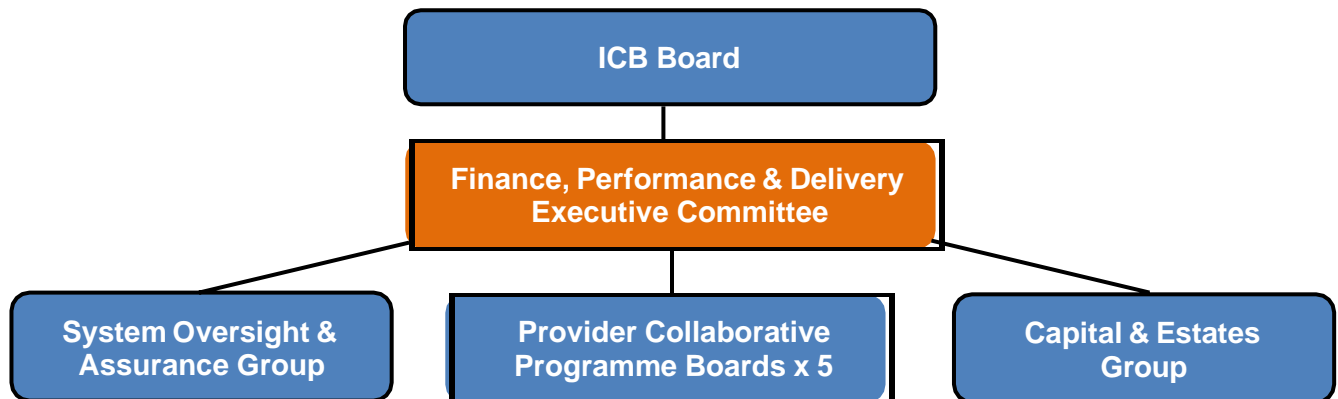
Terms of Reference:	Finance, Performance & Delivery Executive Committee
Authorship:	Chief Finance Officer
Board / Committee Responsible for Ratifying:	Integrated Care Board
Approved Date:	April 2023
Ratified Date:	
Review Date:	Year End 2023/2024
Version Number:	2.0
The online version is the only version 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 Finance, Performance & Delivery Executive Committee (FPD) 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 FPD 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 Finance, Performance and Delivery 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 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, Operational Scheme Delegation (OSD) and the SoRD.

3. Purpose

The purpose of the Finance, Performance and Delivery Executive Committee is to contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system plans.

The Committee is responsible for overseeing, monitoring, and reviewing the stewardship of the finances, investments and sustainability of the ICB, including planning, financial performance, capital expenditure and the delivery of the informatics and estates, facilities and capital development annual plans.

The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

4. Responsibilities of the Finance, Performance & Delivery Executive Committee

The Finance, Performance & Delivery Executive Committee duties can be categorised as follows:

Financial Strategy

- To develop a medium and long-term financial plan which demonstrated ongoing value and recovery to develop an understanding of where costs sit across a system, system cost drivers and the impacts of service change on costs.
- To develop an effective resource allocation approach
- To develop an approach to transformation and efficiency for the Integrated Care Board (ICB) and Integrated Care System (ICS)
- To advise the ICB on any changes to NHS and non-NHS funding regimes and consider how the funding available to the ICB can be best used within the system to achieve the best outcomes for the local population.

Resource allocations (revenue and capital)

- To develop an approach to distribute the resource allocation fairly and equitably, enabling the delivery of the ICB strategy. To ensure health and social inequalities are taken into account in financial decision-making.
- To advise on and oversee the process regarding the deployment of system-wide transformation funding.
- To work with ICS partners to identify and allocate resources where appropriate to address finance and performance related issues that may arise.
- To work with ICS partners to consider major investment/disinvestment outlined in business cases for material service change or efficiency schemes and to agree a process for sign off.

Financial monitoring information

- To ensure that ICB expenditure is kept within the resources allocated to it identifying where the NHS system (ICB and partner trusts) might exceed the resource limits set by NHSE to achieve system financial balance every year.
- To develop a reporting framework for the Integrated Care System (ICS) and agree common approaches across the system such as financial reporting, estimates and judgements.

- To monitor and report to the ICB Board overall financial performance against national and local metrics, highlighting areas of concern.
- To agree financial recovery plans (of the ICB and partner trusts) where necessary
- Work with ICS partners to seek assurance over the financial reports from system bodies and provide feedback to them.

System financial management framework

- To set the strategic financial framework of the ICB and monitor performance against it.
- To develop the ICB financial information systems and processes to be used to make recommendations to the Board on financial planning in line with the strategy and national guidance.
- To approve ICB financial policies.

System efficiencies and transformation

- To understand the financial and performance impact of transformation changes on individual organisations and the wider system
- To ensure system efficiencies are identified and monitored across the ICB, in particular opportunities at system level where the scale of the ICS partners together and the ability to work across organisations' can be leveraged.
- To ensure financial resources are used in an efficient way to deliver the objectives of the ICB.
- To review exception reports on any material breaches of the delivery of agreed efficiency improvement plan including the adequacy of proposed remedial action plans.

Other financial duties

- To ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements.
- To develop the Procurement strategy (both in relation to the ICB and any agreed system-wide arrangements) operational service performance, enabling expenditure on individual service areas to be reviewed in line with performance and finance staff development.
- To receive and note the ICB procurement decision log.

Performance

- To assure the ICB Board as to the governance arrangements to support collective accountability between partner organisations for whole-system delivery and performance, underpinned by the statutory and contractual accountabilities of individual organisations.
- To review performance against the delivery of the ICB plan and key performance metrics as set out in the NHS System Oversight Framework for the ICB and ICS.
- To take an overview of performance and transformation at whole system, place, and organisation levels in relation to ICS objectives and priorities.
- To oversee a framework for mutual accountability and peer review and support for the partnership.

Risk Management

- To review corporate risks, aligned to the committee for oversight, and implement remedial actions. The Audit Committee will oversee that processes are in place to manage risk effectively.

5. Chair, Membership and Attendance

Chair and Vice Chair

The Finance, Performance & Delivery Executive Committee will be chaired by the Executive Director of Finance and Investment on account of their specific knowledge skills and experience making them suitable to chair the executive committee.

The Vice Chair will be the Chief Operating Officer / Deputy Chief Executive. In the event of the Chair of the Finance, Performance & Delivery Executive Committee being unable to attend all or part of the meeting, the Vice Chair will be appointed to Chair the meeting.

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

Membership

The Finance, Performance & Delivery Executive Committee members shall be appointed by the Board in accordance with the ICB Constitution.

Core Membership

- Independent Member (Chair)
- Executive Director of Finance and Investment (Vice Chair)
- Chief Operating Officer / Deputy Chief Executive
- Place Finance Directors
- NHSE Locality Director
- Deputy Director of Finance
- Director of Primary Care and Commissioning (COO Office)
- Director of Commissioning Strategy (COO Office)
- Place Directors
- Executive Director of Clinical and Professional
- Executive Director of Corporate Affairs

Attendees

- Executive Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.
- Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

6. Meeting Frequency, Quoracy and Decisions

Frequency

The Finance, Performance & Delivery Executive Committee will meet no less than 6 times per year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the committee to convene further meetings to discuss particular issues on which they want the executive committee advice.

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 Finance, Performance & Delivery Executive Committee will be quorate when at least the following members of the executive committee are present:

- Chair or Vice Chair
- 1 Executive Member
- 1 Representative from each Place

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 Finance, Performance & Delivery 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 Finance, Performance & Delivery 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 by telephone, email, or other electronic communication.

7. Virtual Meetings / Recording of Meetings

Before starting a recording, the Chair is legally required to inform attendees if the meeting is being recorded and / that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without written approval from the Chair.

8. 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.

9. 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 the Chair will provide the agreed key messages of each of its meetings, for information, to the ICB Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

Groups of the FPD

To provide a consistent approach in receiving assurance back to the FPD, all groups accountable to the FPD 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 FPD.

10. DECLARATIONS OF INTERESTS, CONFLICTS AND POTENTIAL CONFLICTS

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies. Where the Chair or a member, or attendee, of the committee believes that they have any actual or perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

11. Secretariat and Administration

The Finance, Performance & Delivery 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.

12. Review

The Finance, Performance & Delivery 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

**HNY ICB Population Health & Prevention Executive Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Executive Committee have written terms of reference that adequately define the Committee's role?	X		ToR has a section that includes a role/responsibility of the executive committee
Have terms of reference been ratified by the ICB Board?	X		Revisions ratified in March 2023
Does the Executive Committee report to the ICB Board in accordance with its ToR?	X		This has been reviewed at part of the wider governance review. Constitution changes confirmed by the Board and ToR updated to note key messages.
Does the Executive Committee receive the appropriate level of input from its members?	X		The Executive Committee has a good level of input from all directorates, Places and Collaboratives
Does the Executive Committee prepare an Annual Report on its work for the ICB Board?	X		This is currently underway for 2022/23, led by the Public Health Consultant with support from the Head of Governance & other members
Has the Executive Committee been quorate for each meeting this year?	X		Minutes have confirmed each meeting has been quorate
Administrative Arrangements			
Are agendas and reports circulated in good time for Executive Committee Members to give them due consideration?	X		In -line with Standing Orders and ToR
Are the minutes and actions circulated in good time for Executive Committee Members to give them due consideration?	X		In -line with Standing Orders and ToR
Has the Executive Committee met the appropriate number of times this year?	X		The ToR currently states the executive committee will meet no less than 6 times per year and during 2022/23 they have met 8 times
Have all Executive Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToR?	X		The Executive Committee annual report must detail this in a table.
Governance, Scrutiny and Assurance			
Can the Executive Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToR?	X		In -line with Standing Orders and ToR
Can the Executive Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	x		There are two risks aligned to the PHP Committee on the BAF and Exec Director lead is a member of the board and updates on these risks at regular meetings
Has the Executive Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		Agenda set meetings take place with both Co-Chairs and the Public Health Consultant prior to each meeting to ensure sufficient time allocated
Does the Executive Committee receive sufficient reports to enable it to fulfil the ToRs?	X		Assurance reports are provided by each of the workstreams in line with the Executive Committee governance structure
Do the reports presented to the Executive Committee provide the quality and detail required to enable the Executive Committee to provide assurance and carry out the ToR?	X		As above
Does the Executive Committee understand the risks / issues, make decisions, and provide assurance?	X		It should be recognised that the ICB Risk Management Strategy is currently under development and expected to be rolled out

		in 2023/24. Currently assurance is provided to the board. The Exec Committee will continue to function within its current governance arrange and work to comply with the Strategy once available.
Has the Executive Committee approved the ToR and Work Plans to any subordinate groups?	X	Any ToR and workplans will be reviewed and approved annually.
Has the Executive Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	X	The Executive Committee has a robust governance framework and has introduced an Operational Group to manage progress and issues/risks of all workstreams.
Has the Executive Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?	X	There is a standard agenda item and based on attendance evidenced within minutes. The Executive Committee annual report will detail this in a table.

Work Plan		
Has the Executive Committee established a workplan for the year and has been adhered to?	X	The Executive Committee has recently established its own strategy and workplan, details of this are within the Executive Committee Annual Report.
Does the Executive Committee review its Work Plan at least quarterly?	X	As per workplan
Has the Executive Committee achieved its agreed Work Plan?	X	A forward plan is established and achieved to date.
Does the Work Plan reflect all the duties and responsibilities set out in the ToR?	X	Details of this within the Executive Committee Annual Report
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X	The ToR have been updated for 2023/24 and any changes to the work plan will be updated, the lead for this is the secretariat

Any Other Comments, Areas for Improvement, or Gaps Identified
<p>An Operational Group has been established to support delivery of the Executive Committees agenda. As the ICS Operating Model continues to embed the Exec Committee will respond accordingly. Networking continues with all partners to promote our systemwide joint working approach.</p>



HNY ICB Population Health & Prevention Executive Committee Annual Report 2022/23

This report covers the work of the Population Health and Prevention Executive Committee of the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23.

This report provides the HNY ICB Board with a summary of the work done and how the Executive Committee has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Executive Committee Membership

Co-Chaired: - Louise Wallace/Julia Weldon

Members as per Terms of Reference are as follows:

The Executive Committee shall consist of the following members:

- HNY ICB Chief Executive
- HNY ICB Chief Operating Officer / Deputy Chief Executive
- HNY ICB Executive Director of Clinical and Professional
- HNY Cancer Alliance Representative
- HNY Mental Health Director
- Mental Health Representative
- HNY Local Maternity System
- Acute Collaborative SRO and/or Director
- Mental Health Collaborative SRO and/or Director
- Community Health Collaborative SRO and/or Director
- VCSE Collaborative SRO and or Director
- Primary Care Collaborative SRO and or Director
- ICB Place Directors (6 x Place)
- Directors of Public Health (or their nominated deputy) per Place
 - **Co-Chairs (2 Representatives) Local Authorities**
- Representatives from UKSHA and OHID
- HNY Clinical Lead for PHP North Yorkshire
- HNY Clinical Lead for PHP Hull
- HNY Consultant in Public Health
- HNY Consultant in Public Health
- HNY Finance Representative

Required attendees:

- Executive Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.
- Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Executive Committee was not quorate

The Executive Committee will be quorate when a third of members are present, but must include the following members of the Executive Committee:

- One of the Co-Chairs
- At least one Executive Member of the ICB Board

This was achieved for all formal meetings in 2022/23. At the meeting in December 2022 none of the above members were present therefore the meeting went ahead as a workshop and discussion forum, this was agreed before the meeting by one of the Co-Chairs and the COO.

Conflicts of Interest

The following conflicts of interest were identified during 2022/23. Details of these are identified below and include how the conflict was managed.

No conflicts of interest were identified during the course of the year.

Date of approval of terms of reference

Due to the establishment of the ICB on 1 July 2022, terms of reference were approved by the ICB Board on that date. The executive committee reviewed its strategy, forward plan and introduced a new governance structure, therefore the terms of reference for the executive committee were presented back to the ICB Board in March 2023 and approved.

Key Role of the Executive Committee

The ICB Board has identified a key ambition to improve outcomes in population health and healthcare. The purpose of the executive committee will be to oversee the partnership approach to delivering this ambition by:

- Providing population health and prevention leadership and oversight to support the vision of helping the population to 'start well, live well, age well and end life well.'
- Influencing decision-making, at-scale, and support place-based delivery to improve population health, tackle health inequalities and prevention.
- Ensuring the approach to population health management is front and centre of the work of HNY Health and Care Partnership and is embedded within existing HNY programmes and workstreams and ensure the effective delivery of several key programmes to reduce and address health inequalities across the HNY Health and Care Partnership.
- Focusing on the four pillars of prevention, population health management, health inequalities, and vaccinations

Strategic risks delegated to the Executive Committee for scrutiny as per the Assurance Framework

Two strategic risks, as per the Assurance Framework, has been delegated to the Executive Committee for scrutiny.

Due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to the Executive Committee will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

Main Responsibilities of the Executive Committee

The Executive Committee will:

- Oversee the Health and Care Partnership approach to the Adults and Children and Young Peoples Core20Plus5
- Develop a strategy that enables all people in Humber and North Yorkshire to live longer and healthier lives.
- Respond to local and national priorities aligned to improving outcomes in population health and healthcare, prevention, and tackling health inequalities.
- Address health disparities in coastal and port communities, through development of a strategy, where we have some of our most significant health inequalities within Humber and North Yorkshire and developing a plan for delivery of the strategy during 2022/23.
- Strengthen our engagement and participation so that the voices of people with lived experience influence all our population health strategies and plans.
- Deliver the three Regional Prevention Programmes – Tobacco, Alcohol and Obesity/Digital Weight Management Programme (DWMP).
- The duties of the Executive Committee will be driven by the organisation's strategic objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

Summary of the key outcomes of the Executive Committee and assurances provided to the ICB Board

The work of the Executive Committee is a central part of the ICB Board's governance and assurance arrangements. As a result of the activity undertaken by the Executive Committee, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board as follows:

Creation of a robust governance structure which will help deliver the principles and areas of focus for the Population Health and Prevention Programme

- The team from the Tobacco Programme have attend and presented to the National Prevention Board on the progress we have been making in HNY, the executive committee members continually congratulate the team on the progress they have made and how it sets a great example for other larger programmes.
- Through the support of the executive committee and its co-chairs HNY have been successful in becoming a part of the Core20 Accelerator Programme and the Digital Weight Management Programme Acute Waiting List pilot

Summary of the key outcomes of the Executive Committee and assurances provided to the ICB Board

In discharging its duties, the main items of business considered by the Executive Committee for the year were as follows:

- Development of a Forward Plan
- Regular updates on the progression of the NECS Population Health Management Programme
- Dissemination of the Health Inequalities monies for 2022/23 and consideration of a number of funding proposals
- Regular updates on the COVID and Flu Vaccination Programmes
- Detailed updates on the NHS Long Term Plan Prevention Programmes

Executive Committee Attendance 2022/23

Appendix A

Members	27/4/22	29/6/22	27/7/22	28/9/22	26/10/22	28/12/22	25/1/23	22/2/23	Meetings attended
Population Health and Prevention Executive Committee Members									
Stephen Eames, Chief Executive		X	X	X	X		X	X	6
Amanda Bloor, Deputy Chief Executive / Chief Operating Officer	X	X	X	X	X		X	X	7
Louise Wallace, Co-Chair Directors of Public Health (or their nominated deputy) per Place	X	X	X	X	X		X	X	7
Julia Weldon, Co-Chair Directors of Public Health (or their nominated deputy) per Place		X	X		X				3
Dr Nigel Wells, Executive Director of Clinical & Professional Services	X	X	X	X			X	X	6
*Dr Lucy Turner, HNY Cancer Alliance Representative									0
Stephen Wright, Mental Health Collaborative SRO and/or Director			X	X	X	X	X		5
Becky Case, HNY Locality and Neonatal Maternity System	X	X	X	X	X	X	X	X	8
*Wendy Scott, Acute Collaborative SRO and/or Director									0
Andrew Burnell, Community Health Collaborative SRO and/or Director	X	X	X		X		X	X	6
*Yvonne Elliott, Community Health Collaborative SRO and/or Director						X			1
Jason Stamp, VCSE Collaborative SRO and or Director									0
Gary Sainty, VCSE Collaborative SRO and or Director	X		X					X	3
*Anja Hazebroek, Executive Director of Communications, Marketing and PR								X	1
Shaun Jones, NHS England Locality Director		X	X					X	3
*Erica Daley, Place Director Hull									0
*Simon Cox, Place Director East Riding									0
*Alex Seale, Place Director North Lincs							X	X	2
*Helen Kenyon, Place Director North East Lincs							X	X	2
*Wendy Balmain, Place Director North Yorks and Primary Care Collaborative SRO and or Director			X			X	X	X	4
*Sarah Coltman-Lovell, Place Director York									0

*Karen McNicholas, HNY CYP Transformational Lead							X		1
Mike McDermott, Directors of Public Health (or their nominated deputy) per Place	X		X			X	X		4
Andy Kingdom, Directors of Public Health (or their nominated deputy) per Place			X						1
Helen Christmas, Directors of Public Health (or their nominated deputy) per Place									0
Ruth Twiggins, Directors of Public Health (or their nominated deputy) per Place		X	X		X	X	X		5
Sharon Stoltz, Directors of Public Health (or their nominated deputy) per Place	X		X	X	X		X	X	6
Corinne Harvey, Representatives from UKSHA and OHID									0
Kristin Bash, Representatives from UKSHA and OHID	X								1
Dr Bruce Willoughby, HNY Clinical Lead for PHP North Yorkshire		X	X			X	X	X	5
Dr James Crick, HNY Clinical Lead for PHP Hull	X	X	X	X	X	X	X	X	8
Jack Lewis, HNY Consultant in Public Health				X	X	X	X	X	5
Peter Roderick, HNY Consultant in Public Health	X	X	X	X	X		X	X	7
*Emma Sayner, HNY Finance Representative					X		X		2
Lucy Chiddick, HNY Inclusion Health Lead	X			X			X		3
Beth Ellett, HNY Deputy Director of Vaccinations and Health Inequalities	X	X	X	X	X	X	X	X	8
Kate Horsfall, Screening, Vaccination and Imms Lead Humber and Yorkshire			X	X	X			X	4
Dr Tami Byass, Primary Care Cancer Representative		X	X		X	X	X	X	6
Total Number of Participants Present	13	14	21	13	16	11	22	20	

*To note that the attendance list for the executive committee was updated and changed in October 2022 when the Terms of Reference were reviewed and these members only received the invites from October onwards

Terms of Reference:	Population Health and Prevention Executive Committee
Authorship:	Deputy Chief Executive / Chief Operating Officer
Board / Committee Responsible for Ratifying:	Integrated Care Board
Approved Date:	February 2023
Ratified Date:	March 2023
Review Date:	February 2024
Version Number:	2.0

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 Population Health and Prevention 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 Board who it is accountable to.

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

2. Authority

The Population Health and Prevention 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.

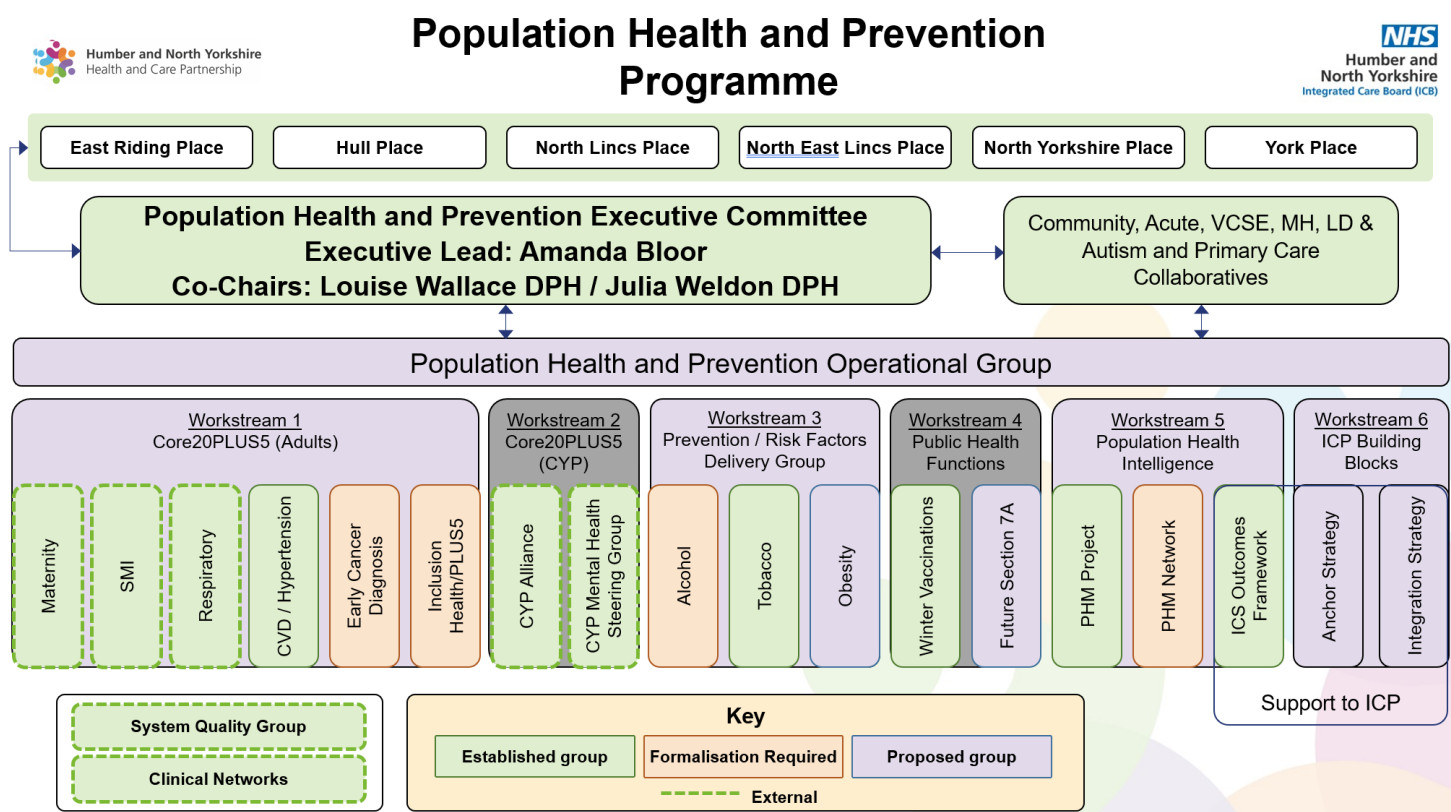
The Population Health and Prevention Executive Committee has no executive powers, other than those delegated in the Scheme of Reservation and Delegation (SoRD) and Operational Scheme of Delegation (OSD) to individual members of the committee and specified in these terms of reference.

For the avoidance of doubt, the Executive Committee will comply with, the ICB Standing Orders, Standing Financial Instructions, OSD and the SoRD.

3. Purpose

The ICB Board has identified a key ambition to improve outcomes in population health and healthcare. The purpose of the executive committee will be to oversee the partnership approach to delivering this ambition by:

- Providing population health and prevention leadership and oversight to support the vision of helping the population to 'start well, live well, age well and end life well.'
- Influencing decision-making, at-scale, and support place-based delivery to improve population health, tackle health inequalities and prevention.
- Ensuring the approach to population health management is front and centre of the work of HNY Health and Care Partnership and is embedded within existing HNY programmes and workstreams and ensure the effective delivery of several key programmes to reduce and address health inequalities across the HNY Health and Care Partnership.
- Focusing on the four pillars of prevention, population health management, health inequalities, and vaccinations.



4. Responsibilities of the Executive Committee

The Executive Committee will:

- Oversee the HCP approach to Core20Plus5:
 - Maternity
 - Severe mental illness
 - Chronic respiratory disease
 - Early cancer diagnosis
 - Hypertension
- Develop a strategy that enables all people in Humber and North Yorkshire to live longer and healthier lives.
- Respond to local and national priorities aligned to improving outcomes in population health and healthcare, prevention, and tackling health inequalities.
- Address health disparities in coastal and port communities, through development of a strategy,

where we have some of our most significant health inequalities within Humber and North Yorkshire and developing a plan for delivery of the strategy during 2022/23.

- Strengthen our engagement and participation so that the voices of people with lived experience influence all our population health strategies and plans.
- Deliver the three Regional Prevention Programmes – Tobacco, Alcohol and Obesity/Digital Weight Management Programme (DWMP).
- The duties of the Executive Committee will be driven by the organisation’s strategic objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.
- To review any on the Board Assurance Framework (BAF) and corporate risks aligned to the committee for oversight and implement remedial actions.

5. Chair, Membership and Attendance

Chair and Vice Chair

The Population Health and Prevention Executive Committee will be co-chaired by the Director of Public Health from North Yorkshire County Council and the Director of Public Health from Hull City Council.

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.

The membership of the Executive Committee will include ICB Directors, Public Health, Provider Collaboratives and Place leads.

Core Membership

The membership of the Executive Committee is varied with Board representation which is currently being reviewed and refined. Current membership reflects representation below:

Job Title	Organisation
HNY ICB Chief Executive	HNY ICB, Executive Member ICB Board
HNY ICB Chief Operating Officer / Deputy Chief Executive	HNY ICB, Executive Member ICB Board
HNY ICB Executive Director of Clinical and Professional	HNY ICB, Executive Member ICB Board
HNY Cancer Alliance Representative	HNY ICB
HNY Mental Health Director	HNY ICB
Mental Health Representative	Tees, Esk and Wear Valley NHS Foundation Trust
HNY Local Maternity System	HNY ICB
Acute Collaborative SRO and/or Director	HNY Health and Care Partnership
Mental Health Collaborative SRO and/or Director	HNY Health and Care Partnership
Community Health Collaborative SRO and/or Director	HNY Health and Care Partnership
VCSE Collaborative SRO and or Director	HNY Health and Care Partnership
Primary Care Collaborative SRO and or Director	HNY Health and Care Partnership
ICB Place Directors (6 x Place)	HNY ICB
Directors of Public Health (or their nominated deputy) per Place - Co-Chairs (2 Representatives)	Local Authorities
Representatives from UKSHA and OHID	UKSHA and OHID
HNY Clinical Lead for PHP North Yorkshire	HNY ICB
HNY Clinical Lead for PHP Hull	HNY ICB

HNY Consultant in Public Health	HNY ICB
HNY Consultant in Public Health	HNY ICB/City of York Council
HNY Finance Representative	HNY ICB

Attendees

- Executive Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.
- Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

6. Meeting Quoracy and Decisions

The Executive Committee will meet no less than 6 times per year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Executive Committee to convene further meetings to discuss particular issues on which they want the Sub Committee advice.

In accordance with the Standing Orders, the Executive Committee 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 a third of members are present, but must include the following members of the Executive Committee present:

- One of the Co-Chairs
- At least one Executive Member of the ICB Board

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

Decisions will be taken in according with the Standing Orders. The Executive Committee ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Executive Committee may vote. External members who are not part of the ICB board are entitled to vote but must adhere to the Standing Orders and other policies of the ICB. 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.

7. Declarations of Interests, Conflicts and Potential Conflicts

Conflicts of interest will be managed in accordance with the ICBs policies and procedures. All committee members and attendees must adhere to the ICB's Constitution and Conflicts of Interest policies.

Where the Chair or a member, or attendee, of the committee believes that they have any actual or

perceived conflicts of interest in relation to one or more agenda items, they must declare this at the beginning of the meeting wherever possible, and always in advance of the agenda item being discussed. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action.

Any interests which are declared at a meeting must be included within the minutes of the meeting, the individual with the conflict must ensure that the interest is added (if not already the case) to their declaration as soon as is practicable following the meeting.

8. 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.

9. Virtual meetings/recordings

Before starting a recording, the Chair is legally required to inform attendees if the meeting is being recorded and / that the purpose of the recording is as an administrative tool to support the provision of clear and accurate minutes. The recording is only retained for the period of drafting the minutes and then subsequently deleted from all systems. No person admitted to a meeting of the Committee will be permitted to record the proceedings in any manner without written approval from the Chair.

10. 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 the Chair will provide the agreed key messages of each of its meetings, for information, to the ICB Board

The Chair 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.

11. Secretariat and Administration

The Population Health and Prevention 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 Board;
- The Executive Committee is updated on pertinent issues / areas of interest / policy developments;
- Action points are taken forward between meetings and progress against those actions is monitored.

12. 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

**HNY ICB Workforce Executive Committee
Review of Effectiveness Self-Assessment 2022/23**

Issue	Yes	No	Comments / Action
Composition, Establishment and Duties			
Does the Committee have written terms of reference that adequately define the Committee's role?	X		TofR has a section that includes a role/responsibility of the committee
Have terms of reference been ratified by the ICB Board?	X		To be ratified as part of the ongoing ICB-wide governance review
Does the Committee report to the ICB Board in accordance with its ToR?	X		This has been reviewed as part of the wider governance review. Constitution changes have confirmed by the Board and TofR updated to note key messages.
Does the Committee receive the appropriate level of input from its members?	X		Yes
Does the Committee prepare an Annual Report on its work for the ICB Board?	X		Annual report 2022/23 complete, complemented by materials documenting the progress and impact of the Board's 180 Days of Action on Workforce campaign: 180 Days partners film: 180 Days Conference Film v3 5 - YouTube 180 Days Storybook: https://humbercoastandvale.pagetiger.com/180Days/1
Has the committee been quorate for each meeting this year?	X		Minutes have confirmed each meeting has been quorate
Administrative Arrangements			
Are agendas and reports circulated in good time for Committee Members to give them due consideration?	X		Yes In-line with ToR and Standing Orders
Are the minutes and actions circulated in good time for Committee Members to give them due consideration?	X		Yes In-line with ToR and Standing Orders
Has the Committee met the appropriate number of times this year?	X		The ToR current states committee will meet no less than once per month
Have all Committee Members attended meetings on a regular basis; is the level of attendance satisfactory and in line with the ToRs?	X		Yes, based on attendance evidenced within minutes. This is also evidenced in a table in the Annual Report.
Governance, Scrutiny and Assurance			
Can the Committee demonstrate that it has provided the ICB Board with assurance in respect of the Statutory Duties as per the ToRs?	X		Yes – the Annual Report and accompanying material (see above) demonstrate that the Workforce Board's programme is delivering progress against the 10 mandated outcome areas for ICB People Functions.
Can the Committee demonstrate that it has provided ICB Board with assurance in respect of the BAF / Corporate Risks?	X		There is one risk aligned to the Workforce Board on the BAF and the Executive Director of People updates the ICB Board on this risk at regular meetings. The risk identified in the BAF is contextualised and developed in the wider People Risk Register held and maintained by the Workforce Board (see below).

Has the Committee sufficient time to give appropriate consideration and scrutiny to its business and agenda?	X		Agenda setting meetings take place between the Chair and the Executive Director of People prior to each meeting to ensure sufficient time allocated.
Does the Committee receive sufficient reports to enable it to fulfil the ToRs?	X		Attendees include subject matter expertise that are invited to provide significant assurance on reports
Do the reports presented to the Committee provide the quality and detail required to enable the Committee to provide assurance and carry out the ToR?	X		As above
Does the Committee understand the risks / issues, make decisions, and provide assurance	X		The Workforce Board has developed, holds and maintains a Risk Register which captures and ensures effective management of the key risks relevant to the People agenda.
Has the Committee approved the ToRs and Work Plans to any subordinate groups?	X		The Workforce Board has designed its People Strategy and is implementing it through an iterative transformation programme. The transformation programme is operated through Task and Finish Groups which report to the Board; all T&F TORs and task briefs are approved and allocated by the Board. Other subordinate groups have been identified and are represented in the Board membership.
Has the Committee received regular progress reports from subordinate groups and been advised of any significant issues/risks?	X		Task and Finish Group SROs and convenors and Chairs of other subordinate groups as adopted report progress regularly to the Workforce Board.
Has the Committee effectively managed Conflicts of Interest in line with the ICB Conflict of Interest Policy and the Committee's ToR?	X		This is standard agenda item and based on attendance evidenced within minutes. This is also evidenced in a table in the Annual Report.
Work Plan			
Has the Committee established a workplan for the year and has been adhered to?	X		The Workforce Board's transformation programme for 2022/23 was 180 Days of Action on Workforce. Adherence to the planned programme is demonstrated in the Storybook and partners film (links above) The programme for 2023/24 is currently in development.
Does the Committee review its Work Plan at least quarterly?	X		Yes – opportunities for development of the Task and Finish Group briefs are considered via regular reporting and Board discussion.
Has the Committee achieved its agreed Work Plan?	X		Yes – as demonstrated in the Storybook and partners film (links above)
Does the Work Plan reflect all of the duties and responsibilities set out in the ToR?	X		Yes
Are there any areas of the ToR which require additional focus or a change in approach? Have any necessary changes been made to the Work Plan to achieve this?	X		The programme for 2023/24 is currently in development (as at 25/04/23 – summit event taking place 26/04/23) The Workforce Board's outline programme for 2023/24 is expected to be reported to the ICB Board on 10/05/23. Any amendments to the TOR that may be required in order to support delivery of the new programme will be made after this date.

Any Other Comments, Areas for Improvement, or Gaps Identified

The ICB Board is recommended to clarify through its ongoing governance review how the Workforce Board should make financial decisions, noting that the Workforce Board has a long-standing Workforce Investment Committee in place through which partners collaboratively make investment decisions in relation to non-recurrent transformation funds.

HNY ICB Workforce Board Annual Report 2022/23

This report covers the work of the Workforce Board of
the Humber and North Yorkshire ICB Board for matters relating to the year 2022/23.

This report provides the HNY ICB Board with a summary of the work done and how the Board has discharged its responsibilities in supporting the ICBs Annual Governance Statement (AGS) and Assurance Framework.

Workforce Board Membership

Chair: Jason Stamp

Members as per Terms of Reference are as follows:

Role / Sector Representation	Name	Job Title	Organisation
Chair	Jason Stamp	Senior Responsible Officer	HNY ICB
HNY ICB	Jayne Adamson	Executive Director of People	HNY ICB
HNY ICB	Rachel Baillie Smith	Deputy Director of People	HNY ICB
HNY ICB	Carly McIntyre	Senior Programme Support Officer	HNY ICB
Primary Care	Kevin Anderson	GP	Chair of Primary Care Workforce Development Group
Acute (North Yorkshire and York)	Polly McMeekin	Executive Director of Workforce and OD	York and Scarborough Teaching Hospitals NHS FT
Acute (Humber)	Simon Nearney	Director of Workforce and OD	Hull University Teaching Hospitals NHS Trust
Mental Health	Sarah Dexter Smith	Director for People and Culture	Tees, Esk and Wear Valleys NHS Foundation Trust
Allied Health Professionals	Keiley Somers	HNY AHP Faculty Project Lead	Northern Lincolnshire and Goole Hospitals NHS Foundation Trust
Ambulance Services	Mandy Wilcock	Director of People and OD	Yorkshire Ambulance Services Trust NHS
Social Care (North Yorkshire and York)	Justine Brooksbank	Assistant Chief Executive	North Yorkshire County Council
Social Care (Humber)	Karen Pavey	Director Adults and Health	North Lincolnshire Council
VCSE	Gary Sainty	Head of VCSE	HNY ICB
Higher Education	Deborah Robinson	Faculty Director of Professional External Engagement	University of Hull
Independent Sector	To be identified		
Skills for Care	Karen Morse	Head of Area	Skills for Care
EDI	To be identified		
Community Services	Jacqui Laycock	Head of Professional Practice and Workforce Development	City Health Care Partnership
Health Education England	Mike Curtis	Regional Director	Health Education England
Local Enterprise Partnership	Chris Howell	Employment & Skills Manager	Hull and East Yorkshire LEP
Union Representation	Sharon Benstead	Senior RCN Officer	RCN
Union Representation	Elaine McAvoy	Regional Coordinator/ IRO	BMA
Pharmacy	Paul McGorry	Chief Executive Officer	Community Pharmacy Humber

The Workforce Board shall consist of the following voting members:

As above

Required attendees (without voting rights):

Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

Other individuals may be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

See Appendix A for dates of meetings held and members in attendance.

Numbers required for quorum and any instances where the Workforce Board was not quorate

The Workforce Board will be quorate when at least eight members from partner organisations to be present for decisions to be made. Wherever possible, decisions will be made on a consensus basis. In the event of a vote needing to take place, all representatives will have one vote, with the Chair having a casting vote.

This was achieved for all meetings in 2022/23.

Conflicts of Interest

The following conflicts of interest were identified during 2022/23. Details of these are identified below and include how the conflict was managed.

20 March 2023

Item 10 - Workforce Investment Committee Bids – Chris Howells and Deborah Robinson

CH and DR noted they may have a conflict under Item 10, Workforce Investment Committee. JS felt there was no need for CH and DR to be excluded from that part of the meeting.

20 February 2023

Item 10 - Workforce Investment Committee Bids – Chris Howells and Kevin Anderson

CH and KA noted they may have a conflict under Item 10, Workforce Investment Committee and will let the group know if this occurs. JS felt there was no need for CH and KA to be excluded from that part of the meeting.

Date of approval of terms of reference

Due to the establishment of the ICB on 1 July 2022, terms of reference were approved by the Workforce Board on the 21 November 2022.

Key Role of the Workforce Board

The purpose of the Workforce Board is to provide strategic system oversight of the development and delivery of the Humber and North Yorkshire People Strategy and associated HNY people-focused workstreams.

Strategic risks delegated to the Workforce Board for scrutiny as per the Assurance Framework

One strategic risk, as per the Assurance Framework, has been delegated to the Board for scrutiny.

Due to the development requirements of the BAF all risks have been scrutinised at Board level throughout 2022/23. It is proposed in 2023/24 that risks aligned to Board will be taken through that route and the process pertaining to this will be outlined in the Risk Management Strategy.

Main Responsibilities of the Committee

The Workforce Board's duties can be categorised as follows:

- To provide strategic oversight, support, and challenge in the development and delivery of the system level ICB People Strategy.
- To monitor the delivery of identified priority outcomes and actions and to ensure risks/issues are identified and mitigated.
- To ensure compliance against the statutory workforce duties and the delivery of the NHS People Plan.
- To maximise financial workforce investment opportunities at a national, regional and system level.
- Positively impact on health inequalities, social inclusion, and economic growth through collaborative partnership working to support the delivery of the ICB People Strategy.
- Oversight for the creation and operation of workforce business intelligence function to support the HNY ICB and Place based transformation programmes.
- To consider and approve system level workforce expenditure linked to strategic and operational delivery workstreams.
- To ensure collaborative, robust, innovative, systemwide approaches to workforce planning, workforce supply and retention, and workforce roles and skills development.
- To ensure the creation and enactment of systemwide organisational development practices that support system-based leadership and strategic thinking practices, enhance staff satisfaction, wellbeing, inclusion, equality of opportunity, and staff voice and engagement.
- To embed a systemwide collaborative leadership style, and champion and influence the creation of compassionate, respectful, and high performing cultures within the system and partner organisations
- To maintain strategic oversight of any national policy development that impacts on HNY paid and unpaid workforce and partner organisations.
- To proactively engage at a national and regional level with NHSE and other delivery partners.
- To establish Task and Finish groups designed to support the delivery of specific workstreams which collectively deliver the ICB People Strategy.
- To maintain oversight and support workforce development plans at a system, place and organisational level.
- To provide system level oversight and support to the development and delivery of programmes of activity focused on improving and supporting staff resilience and wellbeing.
- To provide system level oversight and support to the development and delivery of programmes of activity focused on workplace equality, diversity and inclusion, including supporting the development of current and emerging staff networks.

Summary of the key outcomes of the Committee and assurances provided to the ICB Board

The work of the Workforce Board is a central part of the ICB Board's governance and assurance arrangements. As a result of the activity undertaken by the Board, improvements have been made to the ICBs control framework and assurances have been obtained and communicated to the ICB Board as follows:

- Ethical International Recruitment Plans and Funding agreed for Kerala Nov 2022
- Workforce Board ToR and Membership agreed
- 180 Days of Action on Workforce agreed
- Workforce Investment Committee ToR and Membership agreed
- Workforce Investment Committee delegation agreed
- Workforce Investment Committee bids above delegation agreed
- Risk Register agreed
- Ethical International Recruitment Board agreed
- Primary Care Workforce Development Group ToR agreed
- DN College Proposal agreed

Summary of the key outcomes of the Workforce Board and assurances provided to the ICB Board

In discharging its duties, the main items of business considered by the Board for the year were as follows:

- Deep dives from community, pharmacy, social care and pharmacy
- Messenger Report shared
- Updates on the People strategy
- Workforce Investment Committee updates
- Place Director appointment updates
- Workforce Summit updates
- Ethical International Recruitment updates
- Updates on 180 Days of Action on Workforce with monthly spotlights
- ICB/ICP development updates
- ICB Board updates
- Health and Wellbeing updates
- Local Workforce Group updates – Humber and York/North Yorkshire
- Industrial Action updates
- Cost of Living Crisis updates
- System Workforce Pressures updates
- Adult Social Care Discharge fund discussions
- Framework 15 discussions
- VCSE BAME Leadership updates
- Resilience Hub updates including funding
- Workforce Transformation Group updates
- Governance arrangements reviewed
- ICB Staff Consultation updates
- Hewitt Review discussions
- Regional People Board updates
- NHS Planning Guidance discussions
- Operational Planning updates
- People Function Recruitment updates

Board Attendance 2022/23

Appendix A

Members	22.04.22	24.05.22	20.06.22	18.07.22	22.08.22	19.09.22	17/10/22	21.11.22	12.12.22	16.01.23	20.02.23	20.03.23		
WORKFORCE BOARD MEMBERS														
Jason Stamp	Meeting cancelled		✓	✓	✓	Cancelled due to the death of her Majesty the Queen	✓	✓	✓	✓	✓	✓		
Jayne Adamson		A	✓	✓	✓		✓	A	✓	✓	✓	✓		
Rachel Baillie Smith			✓	✓	A		✓	✓	✓	✓	✓	✓		
Carly McIntyre		Not a member at this point	Not a member at this point	Not a member at this point	✓		✓	✓	✓	✓	✓	A		
Kevin Anderson			✓	✓	A		✓	A	✓	✓	✓	✓		
Polly McMeekin			✓	A	A		✓	A	✓	✓	✓	A		
Simon Nearney			✓	✓	✓		✓	✓	A	A	A	✓		
Sarah Dexter Smith		Not a member at this point	Not a member at this point	Not a member at this point	Not a member at this point		Not a member at this point	Not a member at this point	A	✓	✓	✓		
Keiley Somers		Not a member at this point	Not a member at this point	Not a member at this point	Not a member at this point		Not a member at this point	Not a member at this point	✓	✓	✓	✓		
Mandy Wilcock		Not a member at this point	Not a member at this point	Not a member at this point	Not a member at this point		Not a member at this point	Not a member at this point	A	✓	A	A	A	
Justine Brooksbank			A	A	✓		✓	✓	A	✓	✓	✓	✓	
Karen Pavey		Not a member at this point	Not a member at this point	Not a member at this point	Not a member at this point		Not a member at this point	Not a member at this point	Not a member at this point	Not a member at this point	Not a member at this point	✓	✓	✓
Gary Sainty			✓	✓	✓		✓	✓	A	✓	✓	✓	✓	A
Deborah Robinson			✓	A	A		✓	✓	✓	✓	✓	✓	✓	✓
Karen Morse			A	A	A		✓	✓	A	✓	✓	✓	✓	A
Jacqui Laycock			✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
Mike Curtis		A	A	A	✓	✓	A	A	A	✓	✓	✓		
Chris Howell		A	✓	A	✓	✓	A	✓	✓	✓	✓	✓		
Sharon Benstead		A	A	A	✓	✓	✓	✓	A	A	A	A		
Elaine McAvoy			A	A	✓	✓	A	A	A	A	A	A		

Paul McGorry			✓	✓	✓		✓	✓	✓	✓	✓	✓
Katy Marshall			A	A	No longer a member		No longer a member	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Emma Marshall			✓	✓	A		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Emma Kirkwood			A	✓	A		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Simon Dunn			A	A	A		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Angela Wilkinson			A	A	✓		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Angela Green			A	✓	✓		No longer a member	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Wyn Jones			A	✓	A		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Gill Risby			✓	A	✓		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Paul Hagan			✓	A	✓		✓	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Cathy Grayson			A	✓	✓		A	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Karina Ellis			A	A	A		A	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Christine Brereton			✓	✓	A		A	No longer a member	No longer a member	No longer a member	No longer a member	No longer a member
Total Number of Participants Present			13	15	13		21	11	15	16	17	14

IN ATTENDANCE	22.04.22	24.05.22	20.06.22	18.07.22	22.08.22	19.09.22	17/10/22	21.11.22	12.12.22	16.01.23	20.02.23	20.03.23	
Tina Jenkinson, ICB – representative for Polly McMeekin	-	-	-	-	-	Cancelled due to the death of her Majesty the Queen	-	✓	-	-	-	-	
Kate Holliday, HEE – representative for Mike Curtis	-	-	-	-	-		-	✓	-	-	-	-	-
Trudy Forster, NYCC – representative for Justine Brooksbank	-	-	-	✓	-		-	-	✓	-	-	-	-
Fiona Headridge, Humber LEP – representative for Chris Howell	-	-	-	-	-		-	-	✓	-	-	-	-
Simon Dunn, ICB	-	-	-	-	-		-	-	-	-	✓	-	-
Emma Marshall, ICB	-	-	-	-	-		-	-	-	-	✓	-	-
Victoria Wilkins, ICB, rep for Simon Nearney	-	-	-	-	-		-	-	-	-	✓	-	-
Wyn Jones, HEE	-	-	-	-	-		-	-	-	-	-	✓	-
Mike Reeve, Navigo	-	-	-	-	✓		-	✓	-	-	-	-	✓
Sharon Stead, Care Plus Group	-	-	-	-	-		-	-	-	-	-	-	✓
Sarah Newsome, ICB	-	-	-	-	-		-	-	-	-	-	-	✓
Emma Marshall, ICB	-	-	-	-	-		-	-	-	-	-	-	✓
Aminatta Lisk, NHSE	-	-	-	-	-		-	✓	-	-	-	-	-
Nichola Greenwood, ICB - rep for Polly McMeekin	-	-	✓	-	✓		-	-	-	-	-	-	-
Evelyn Ryan	-	-	-	-	✓		-	-	-	-	-	-	-
Amanda Fisher	-	-	-	✓	-		-	-	-	-	-	-	-
Catherine McCarty	-	-	✓	-	-	-	-	-	-	-	-	-	
Total Number of Participants Present			2	2	3		2	2	2	3	1	4	