

Report to:	Humber & North Yorkshire ICB Board
Date of Meeting:	10 May 2023
Subject:	Summary of Year-End Governance Review of ICB Board and Committees
Director Sponsor:	Karina Ellis, Executive Director of Corporate Affairs
Authors:	Mike Napier, Director of Governance & Board Secretary / Sasha Sencier, Head of Governance & Development / Claire Stocks, Corporate Affairs Manager

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

Approve Discuss Assurance Information A Regulatory Requirement

SUMMARY OF REPORT:

The report presents the key outcomes of the light-touch review of the ICB Board and its nine committees' governance as part of the 2022/23 year-end processes. The review comprised three elements:

- i) ICB Board and committees' reviews of effectiveness against a Healthcare Financial Management Association (HFMA) template
- ii) Review of terms of reference (Board committees)
- iii) Production of annual reports to a standardised template (Board committees).

A review of the Integrated Care Partnership's (ICP) effectiveness and operating arrangements has also been completed and the recommendations emerging from this are set out in a separate report to the Board. These substantial developments will support the ambition to establish parity and equivalence in decision-making between the ICP and the ICB Board during 2023/24

The Board is responsible for approving any changes to its committees' terms of reference and these are duly summarised within the report. For completeness, Appendix A includes the full suite of the self-assessments, terms of reference and annual reports.

RECOMMENDATIONS:

Members are asked to:

- i) Note the findings of the self-assessed reviews of effectiveness of the Committees of the ICB Board for 2022/23.
- ii) Approve the updates to Board committees' terms of reference, where applicable.
- iii) Note the ICB Board committees' annual reports 2022/23.

Humber & North Yorkshire ICB

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

1.0 Introduction

- 1.1 Sound and robust governance is central to the effective and efficient running of Humber and North Yorkshire ICB. Its governance processes ensure that it is an accountable, transparent, ethical and well-led organisation.
- 1.2 A light-touch review of the ICB Board and its nine committees' governance was previously approved by the ICB Board, whilst recognising the relative infancy of the ICB operating arrangements. The review comprised three elements:
- i) ICB Board and committees' reviews of effectiveness against a Healthcare Financial Management Association (HFMA) template
 - ii) Review of terms of reference (Board committees)
 - iii) Production of annual reports to a standardised template (Board committees).
- 1.3 In addition to the ICB Board, there are two statutory, one mandated and six non-statutory committees, as follows:

Meeting	Chair	Executive Lead
ICB Board (Statutory)	Sue Symington	Stephen Eames
Audit Committee (Statutory)	Stuart Watson	Jane Hazelgrave
Remuneration Committee (Statutory)	Mark Chamberlain	Jayne Adamson
Quality Committee (Mandatory)	Mark Chamberlain	Teresa Fenech
Finance, Performance & Delivery Executive Committee	Jane Hazelgrave	Jane Hazelgrave / Amanda Bloor
Digital Executive Committee	Dr Nigel Wells	Dr Nigel Wells
Population Health & Prevention Executive Committee	Co-chaired: Director of Public Health North Yorkshire Council / Chief Executive of City Healthcare Partnership Community Interest Company	Amanda Bloor
People Executive Committee (Workforce Board)	Jason Stamp	Jayne Adamson
Clinical Care and Professional Executive Committee	Dr Nigel Wells	Dr Nigel Wells
Executive Committee	Stephen Eames	Stephen Eames

- 1.4 Further assurance about the ICB's governance arrangements is available via its annual internal audit programme, the findings of which are monitored by the audit committee.

2.0 Findings of the Review

- 2.1 A self-assessment was completed by the ICB Board and its committees utilising Healthcare Financial Management Association (HFMA) Audit Committee Handbook Guidance.

2.2 The Board findings are summarised as follows:

Positive assurance

- i) It was recognised that there was a collective unanimity of vision and purpose between Board members, with constructive and well-informed insight and engagement by all.
- ii) There is the confidence and ambition to accelerate delegated decision-making beyond the Board, where appropriate.
- iii) The ICB generally meets its accountability obligations via its public board agendas.

Areas for further Board development in 2023 /24

- iv) Recognition of the need to better understand and strengthen the relationship and parity in decision-making between the ICB and ICP.
- v) Further develop the means through which the board “gets things done”. Confirm the board’s ability/permission/accountability to act (particularly in relation to constituent partner matters and mutual accountability).
- vi) Recognition of current domination of NHS national agenda in ICB Board business. Need to strike balance between NHS and local system priorities in Board agendas for forthcoming year.
- vii) Focus the ICB Board’s time on the four or five most important strategic priorities and the Board Assurance Framework discussions to reflect this.
- viii) Develop a more mature relationship between the Board and its committees, with greater clarity on delegations and “by exception” reporting back from the committees to the Board.
- ix) Embedding collective corporate responsibility for the Board rather than reliance on subject matter experts to drive discussions on a subject-by-subject basis.
- x) Establish measures against which the Board can measure itself in the achievement of its ambitions.
- xi) Areas for particular Board attention during 2023/24 include:
 - a. driving transformation.
 - b. building leadership capacity/succession planning.
 - c. workforce, and
 - d. building system resilience at all levels within the system.
- xii) Practically speaking, shorter papers with tight and succinct cover reports.

2.3 A summary of the committee’s individual terms of reference (ToR) are detailed below. It should be noted that the Population Health and Prevention ToR have already been approved by the Board at the meeting in March 2023. It should further be noted that owing to the timing of the Workforce Executive Committee (Workforce Board) the ToR are scheduled to be reviewed at their next meeting and any updates will therefore be submitted to the Board for approval in July 2023.

Summary of Generic Amendments Made to Committee ToR	
Subject /Section	Summary of change made
Responsibilities	Bullet added to include risk management responsibilities
Accountability Reporting	Updated to reflect changes to the Constitution and Standing Orders so that Committees can now provide agreed key messages of each of its meetings, for information, rather than full minutes.
Virtual Meetings	A new section added which provides guidance around undertaking virtual meeting.
Conflicts of Interest	Additional sections added in the management of conflicts of interest to ensure consistency across all committees.

Summary of Amendments Made to Individual Committee ToR		
Audit Committee		
Page No.	Subject /Section	Summary of change made
3	Membership	Membership reviewed / updated
7	Other functions	Added note on single tender waivers
Remuneration Committee		
Page No.	Subject /Section	Summary of change made
1	Constitution	Updated to note Statutory Committee
3	Membership	Updated to include two additional independent members
4	Attendees	Updated to reflect Deputy Chief Executive attendance
7	Review	Committee effectiveness noting action plan throughout the year
Quality Committee		
Page No.	Subject /Section	Summary of change made
2	Authority	Referred to the Operational Scheme of Delegation
5	Vice Chair	To include a Vice, the Chair Executive Director of Nursing & Quality
5	Membership	Role titles updated
6	Frequency	Updated to no less than 6 times per year
7	Quorum	Updated x1 Executive Director
Clinical and Professional Executive Committee		
Various	Committee	Updated to Executive Committee throughout
3	Chair/Vice Chair	Chair / Vice Chair detailed, and updated to reflect forward plan
3	Membership	Membership reviewed and updated
4	Quorum	Updated to reflect changes to membership
Digital Executive Committee		
Various	Name of Committee	Inconsistency of name of committee – updated throughout
1-2	Authority	Updated to include OSD/SoRD
2	Membership	Membership reviewed /updated
Finance, Performance & Delivery Executive Committee		
2	Authority	Referred to the Operational Scheme of Delegation
5	Other Financial Duties	To receive and note the ICB procurement decision log
6	Membership	Independent Chair added

Summary of Amendments Made to Individual Committee ToR		
Executive Committee		
Page No.	Subject /Section	Summary of change made
2	Authority	Referred to the Operational Scheme of Delegation
3	Frequency	Updated noting subject to agreement by the Chair

2.4 A summary of the committee’s individual effectiveness reviews observation / recommendations are detailed below.

Committee	Key Observations / Recommendations
All Committees – Generic Observations / Recommendations	<ul style="list-style-type: none"> • It has been identified through the governance reviews and recent conflict of interest audit that additional guidance and training should be provided to the Committee secretariats and Chairs in for to consider and record conflicts of interest more effectively. • It is recognised that the ICB Risk Management Policy is going to the Board for approval in Q1 of 2023/24 and a formal process will be rolled out for Committees to review any significant risks that are aligned to them.
Audit Committee	<ul style="list-style-type: none"> • The committee recognises that it is still in its relative infancy, having operated for ten months, and the assessment is based on this short period of operation. Members will be able to give a further judgment on the committee’s operating arrangements following completion of the first of the ICB’s year-end processes.
Remuneration Committee	<ul style="list-style-type: none"> • Members noted the need to update the membership to include x2 additional Independent Members.
Quality Committee	<ul style="list-style-type: none"> • The committee continues its journey to maturity and Members have noted 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.
Clinical & Professional Executive Committee	<ul style="list-style-type: none"> • Of the three sub-groups listed in the Committee’s ToR, two are established with ToR scheduled for approval imminently. The third sub-group “Clinical & Professionals Strategy Group” has never been convened and it is recommended this group be removed from the next iteration of the Committees Terms of reference.
Finance, Performance & Delivery Executive Committee	<ul style="list-style-type: none"> • 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.
Population Health & Prevention Executive Committee	<ul style="list-style-type: none"> • 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.
Digital Executive Committee	<ul style="list-style-type: none"> • The Committee’s work in practice is to use a spreadsheet rather than minutes to record decisions, quorum and COI for 2022/23. • Issues with attendance to be addressed as part of the committee action plan.
Workforce Executive Committee (Workforce Board)	<ul style="list-style-type: none"> • The Workforce Board is seeking clarity on delegated authority for 2023/24. This will be considered at the Executive Committee before being brought to the Board for approval should any changes be required to the Operational Scheme of Delegation.
Executive Committee	<ul style="list-style-type: none"> • No additional observations than those covered in the generic section.

2.5 As detailed in full at Appendix A, each Committee completed an annual report setting out its remit, membership, attendance, and summary business for 2022/23. They all reported a satisfactory achievement, and the reports will form part of the Annual Governance Statement for 2022/23.

3.0 Recommendations

Members are asked to:

- i) Note the findings of the self-assessed reviews of effectiveness of the Committees of the ICB Board for 2022/23.
- ii) Approve the updates to Board committees' terms of reference, where applicable.
- iii) Note the ICB Board committees' annual reports 2022/23.

END.