



Agenda Item No:	17
------------------------	-----------

Report to:	Humber & North Yorkshire Integrated Care Board
Date of Meeting:	13 September 2023
Subject:	Governance Updates
Director Sponsor :	Karina Ellis, Executive Director of Corporate Affairs
Author:	Mike Napier, Director of Governance and Board Secretary and Corporate Affairs Team

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

Approve Discuss Assurance Information A Regulatory Requirement

SUMMARY OF REPORT:

This report provides the Board with an update on two ICB governance documents, as detailed below.

1. Constitution and Standing Orders

The ICB constitution sets out clear principles, values, processes and standards which govern how the ICB operates. The Constitution and Scheme of Delegation are kept under regular reviews.

The Board agreed minor changes to the Constitution and Standing Orders in July 2023, and subsequent changes in August 2023 to improve commitments and capacity to the ICB Board membership.

Following further review there are additional minor amendments to the constitution as part of governance internal audit review.

Full summary of changes below:

Summary of Change
1. Addition of a third Non-Executive Director (NED)
2. Addition of a Director of Strategy and Transformation
3. Include mandatory section, in accordance with section 14Z30(2) of the 2006 Act, registers of interest are published on the ICB website (including link).

The Board is asked to approve the changes prior submission to NHS England for formal approval. The final version will be sent to NHS England and will be published on the ICB website.

4. Workforce Board Terms of Reference

A summary of year-end Governance Review of ICB Board and its Committees was approved by the ICB at a meeting in May 2023. As noted in the governance update to Board in July, due to the timing the Workforce Executive Committee (Workforce Board) the revised Terms of Reference (TOR) is presented to the Board for approval.

A summary of changes for the individual terms of reference (ToR) are detailed below, and reflected in full at **Appendix A**.

Subject /Section	Summary of change made
Governance & Accountability	Updated to include standard format/wording
Chair/Vice Chair	Chair & Vice Chair detailed to meet the committee requirements
Membership	Membership reviewed /updated
Attendance	Section added
Frequency/Quorum	Updated to standard format/wording
Responsibilities	Included the requirement to review their effectiveness at least annually (recommendation from Governance Audit)
Decision Making	Section added
Virtual Meetings Declaration of interest	No reference to these areas and felt these are critical areas to be addressed by each committee. additional sections added to ensure consistency across all committee ToRs
Behaviours and Equality Diversity	Sections added
Accountability	Updated to reflect recent approved constitution changes. Submit the agreed key messages of each of its meetings, for information, to the ICB board.
Secretariat and Administration	Section added

RECOMMENDATIONS:

Members are asked to:

- i) Approve the additional minor changes to the Constitution.
- ii) Approve the changes to the Workforce Board Terms of Reference.

ICB STRATEGIC OBJECTIVE

Managing Today	<input checked="" type="checkbox"/>
Managing Tomorrow	<input checked="" type="checkbox"/>
Enabling the Effective Operation of the Organisation	<input checked="" type="checkbox"/>

IMPLICATIONS

Finance	The additional posts have been subject to confirmation of affordability within the ICB running costs
Quality	No adverse quality implications are associated with the recommendation set out in this report
HR	The Remuneration Committee is responsible for approving VSM remuneration and the pay policy for NEDs (excluding the Chair).
Legal / Regulatory	The ICB is required to maintain and publish a Constitution and Standing Orders that set out its membership and the formal means and processes through which it is governed. The ICB remains accountable to NHS England for the maintenance of and compliance to its Constitution. Changes to the

	Constitution will not be implemented until, and are only effective from, the date of approval by NHS England.
Data Protection / IG	No adverse implications are associated with the recommendation set out in this report.
Health inequality / equality	The Workforce Board have a role in ensuring we enact our duties in relation to health inequalities, supporting the delivery of the ICB People Strategy
Conflict of Interest Aspects	The Constitution and Standing Orders have due regard to NHS England's requirements for the management of conflicts of interest within the ICB.
Sustainability	There are no sustainability implications identified in relation to this report.

ASSESSED RISK:

There are no significant risks aligned to this paper, however it should be recognised that the failure to maintain and apply processes and procedures in accordance with the Constitution will result in direct intervention by NHS England.

MONITORING AND ASSURANCE:

The effective operation of the Constitution and Standing Orders are monitored through the business of the Audit Committee and other Committees as appropriate and as determined by their approved terms of reference. The ICB internal audit programme will provide regular assurance with respect to the effective operation of the ICB governance regime and as defined, in part, by the Constitution.

ENGAGEMENT:

The documents have been subject to comprehensive engagement with subject matter experts and senior executive leads and directors within the ICB. They have been updated in the light of their comments and to reflect the emerging thinking of the ICB as its systems and processes have developed.

REPORT EXEMPT FROM PUBLIC DISCLOSURE

No Yes

NHS Humber and North Yorkshire Integrated Care Workforce Board (Workforce Committee)

Terms of Reference

1	<p>Governance</p> <p>The Humber and North Yorkshire (HNY) Integrated Care Workforce Board (the Workforce Board) is established by the Integrated Care Board (ICB) as a Committee of the Board in accordance with its Constitution.</p> <p>These Terms of Reference (ToR) which must be published on the ICB website, set out the membership, remit, responsibilities.</p> <p>The Committee and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.</p>
2	<p>Authority</p> <p>The Committee is authorised by the ICB Board to:</p> <ul style="list-style-type: none"> • 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 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. <p>For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions, Operational Scheme Delegation (OSD) and the SoRD.</p>
3	<p>Purpose</p>

	<p>The Workforce Board will provide strategic system oversight of the development and delivery of the Humber and North Yorkshire People Strategy and associated HNY people focused workstreams.</p>
<p>4</p>	<p>Chair, Membership, and attendance</p> <p>Chair and Vice Chair</p> <p>The Chair and the Vice Chair of the Workforce Board will be appointed by the Chief Executive of the HNY Integrated Care Board.</p> <p>The Chair will also serve as the ICB’s Senior Responsible Officer for Workforce.</p> <p>In the event of the Chair being unable to attend part or all of the meeting, the Vice Chair will be appointed to chair the meeting.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p> <p>Membership</p> <p>Workforce Board members shall be approved by the ICB Board in accordance with the ICB constitution.</p> <p>Membership will comprise of core workforce representatives from across the HNY health and care system. Representatives will be expected to act in a system partner capacity rather than at an organisational level, and have the authority to act whilst in attendance.</p> <p>Membership will be reviewed annually to ensure it remains relevant to the objectives of the Board.</p> <p>Members are required to ensure a named system deputy is available to attend in their absence. The named deputy must hold authority to act whilst in attendance and will count towards quorum with the agreement of the Chair.</p> <p>Membership of the Board comprises system representatives as follows:</p> <p>Role/Sector Representation</p> <ul style="list-style-type: none"> • Chair • ICB: Executive Director of People • ICB: Deputy Director of People • ICB: Business Support Lead • Primary Care • Acute (North Yorkshire and York) • Acute (Humber) • Mental Health • Allied Health Professionals • Ambulance Services

- Adult Social Care
- Childrens Social Care
- VCSE
- Higher Education
- Independent Sector
- Skills for Care
- EDI
- Community Services
- NHS England
- Local Enterprise Partnership
- Union Representation
- Union Representation
- Pharmacy

Annex A provides details of the individuals currently occupying these seats.

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.

5	<p>Meetings, Quoracy and Decisions</p>
	<p>Frequency</p> <p>Meetings will be held no less than once per month and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.</p> <p>The ICB Board, ICB Chair or ICB Chief Executive may ask the Workforce Board to convene further meetings to discuss particular issues on which they want the advice of the Workforce Board.</p> <p>In accordance with the Standing Orders, the Workforce Board may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>Quorum</p>

At least eight members from partner organisations to be present for decisions to be made.

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 Workforce Board will ordinarily reach decisions 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 by telephone, email or other electronic communication.

Virtual 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.

6

Responsibilities of the Workforce Board

- 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 review risks aligned to the Workforce Board for oversight and implement remedial actions.
- 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 oversight of the co-creation of systemwide career paths and roles, and contemporary recruitment practices, systemwide workforce retention approaches and the development of innovative new ways of working.
- 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.
- 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.

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.
8	Equality and Diversity
	Members must demonstrably consider the equality and diversity implications of decisions they make.
9	Accountability and Reporting
	<p>The HNY Integrated Care Workforce Committee is accountable to the Board. 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.</p> <p>The Workforce Board will establish time limited Task and Finish Groups to deliver an HNY workforce transformation programme on its behalf. Membership of these Task and Finish Groups will be drawn from across the wider system and will be accountable to the Workforce Board.</p> <p>The Workforce Board will also establish Committees to conduct planning and delivery in areas of work suited to a medium-term timeframe and in relation to financial investments. Membership of these Committees will be defined in relation to the work to be delivered and will be accountable to the Workforce Board.</p> <p>The Chair/ Senior Responsible Officer and the HNY Executive Director of People will be responsible for identifying a Senior Responsible Officer or a Chair to provide strategic leadership for each Task and Finish Group and each Committee.</p>
10	Declarations of Interest, Conflicts and Potential Conflicts
	<p>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.</p> <p>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.</p>
11	Secretariat

The Committee shall be supported with a secretariat function from the ICB People 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.

12 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.

Date of group inception	February 2018
Date of last review of terms of reference and membership	July 2023
Lead responsible for reviewing terms of reference	Chair of the HNY Integrated Care Workforce Board
Date of next planned review	July 2024

