

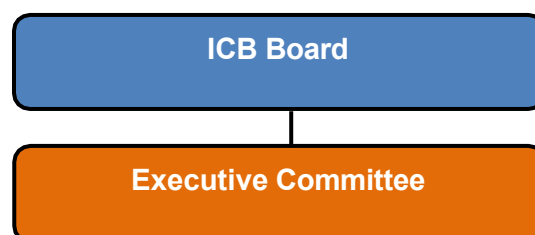
Terms of Reference:	HNY ICB Executive Committee
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1. Governance

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.
- To consider ICB Operational and Corporate policies under the advisement of Executive Director of Corporate Affairs

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