



Agenda Item No:	13ii
-----------------	------

Report to:	Humber & North Yorkshire Integrated Care Board
Date of Meeting:	8 May 2024
Subject:	Q1 Governance: ICB Committee Terms of Reference
Director Sponsor:	Karina Ellis, Executive Director of Corporate Affairs
Author:	Mike Napier, Director of Governance and Board Secretary ICB Governance Team

STATUS OF THE REPORT:

Approve Discuss Assurance Information A Regulatory Requirement

SUMMARY OF REPORT:

The report presents the terms of reference for the Committees of the ICB Board. The Board is responsible for approving any changes to its committee’s terms of reference and a summary of changes to the terms of reference (ToR) are detailed at Appendix A.

The full suite of the Committee terms of reference are included within the supplementary information pack at Appendix B.

It should be noted that owing to the timings of the establishment of the Innovation Research Improvement System (IRIS) committee their terms of reference are scheduled to be submitted for Board approval at the June 2024 meeting. It should further be noted that due to additional updates required to be made to the Digital Strategy Committee these will be submitted for approval in June 2024.

It should also be noted that the outline North East Lincolnshire Joint Committee Terms of Reference were approved by the ICB Board when its establishment papers were considered in March 2024. Further updates will be brought for Board approval, as necessary.

All terms of reference will form part of the Governance Handbook and published on the ICB website.

RECOMMENDATIONS:

Members are asked to:

- i) to approve the committee’s 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 Finance, Performance and Delivery Committee supports sound financial governance, decision-making and assurance, within the remit of the committee.
Quality	The Quality Committee is the principal committee of the ICB with respect to quality assurance and it provides senior oversight for the strategic approach to quality and safety within the ICB and in a way that secures continuous improvement in the quality of services. The Clinical and Professional Committee has a direct link through, the Chair who is member of the Quality Committee.
HR	The remit of the Remuneration Committee's terms of reference are specifically to 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 Workforce Board supports the robust workforce assurance, monitoring, and review arrangements for the ICB.
Legal / Regulatory	Adoption of the committee's terms of reference supports the maintenance of a robust governance regime that meets the statutory and regulatory requirements of the ICB included with the ICB Constitution and Standing Orders.
Data Protection / IG	The Audit Committee is responsible for compliance in the areas of IG/Data Protection and will include information on these areas within their terms of reference.
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	No conflicts of interest have been identified prior to the meeting. Conflicts of interest will be managed in accordance with the committees terms of reference and the ICB Constitution and Standing Orders.
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 failure to establish terms of reference for the committees of the Board, would significantly impair the ability of the ICB to achieve safe, effective, and efficient decision-making in its core duties.

MONITORING AND ASSURANCE:

The ICB Board is required to monitor the effectiveness of its governance arrangements, including its committees. Committee's terms of reference will be reviewed annually, and the in-year effectiveness of their operation will be monitored via regular reporting and assurance provided to the ICB Board.

ENGAGEMENT:

The terms of reference have been subject to comprehensive engagement with subject matter experts, committee chair, executive director and senior leads.

REPORT EXEMPT FROM PUBLIC DISCLOSURE

No Yes

Generic Summary of Amendments for all Committee ToRs	
Subject /Section	Summary of change made
Various	Remove of the term 'Executive' from any Committee described as an Executive Committee, excluding the actual Executive Committee of the Board.
Responsibilities	<ul style="list-style-type: none"> • BAF/Risk Management paragraph updated. • Updated to include the requirement for an annual programme of business.
Accountability	Updated to include that Chairs to provide agreed key messages of each of its meetings to the board (this is via the Committees report)
Secretariat/ Administration	<ul style="list-style-type: none"> • Included that a minimum attendance requirement percentage (75%) added including reporting period (12 months) • Added regular monitoring of annual programme of business

Audit Committee: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2 - 3	Membership	Membership reviewed /updated (up to two other Independent Members, up to four members in total)
3 - 4	Attendees	<ul style="list-style-type: none"> • Attendees section split to demarcate those in regular attendance. • Updated to include an open invitation for the attendance of the ICB Chief Executive
6 - 9	Responsibilities	<p>Other assurance</p> <ul style="list-style-type: none"> • Updated to include key messages from other committees. • Updated to include link to procurement register. <p>Conflict of interest</p> <ul style="list-style-type: none"> • Updated to include reference to statutory registers. <p>Management</p> <ul style="list-style-type: none"> • Added reporting of the Use of Emergency Powers and Urgent Decisions

Remuneration Committee: Summary of ToR amendments

Page No.	Subject /Section	Summary of change made
3	Purpose	Reference made to the responsibilities section
3 - 4	Chair/Vice Chair	Update regarding Chair/Vice Chair independent member (excluding Chair of Board)
4	Meetings Quoracy and Decisions	Quorum updated for reference to the independent members
5	Responsibilities	Additional responsibilities added – Determine the arrangements for staff benefits, and salary sacrifice schemes

Integrated Care Partnership: Summary of ToR amendments

Page No.	Subject /Section	Summary of change made
General re Membership		Vice Chair changed to Co-Chairs throughout the ToR Substitutes – replaced by deputies throughout the ToR
3	Parties of the ToR	Updated for clarity on equal partnership between the NHS and local government
3	Term	Updated to include that TOR will be published on partners websites
3	Introduction/Content	Added reference to local government and health & care act
4	Purpose	Reviewed and updated
5	Vision & Objectives	Updated to reflect the ICBs aims/outcomes/ambitions
5 - 6	Partnership	Reviewed and updated
7	Attendees	Reviewed and updated
7	Quoracy	Reviewed and updated
8 - 9	Sub-Groups	Added sub-groups and accountability
9	Reporting Arrangements	Reviewed and updated (to include reporting from other groups/committees other than the sub-groups)
9	Review	Reviewed and updated

Quality Committee: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2	Governance	Added System Quality Group (SQG) to structure diagram
3 – 4	Responsibilities	Added approval system level arrangement (delegated as per SORD)
5	Membership	Membership reviewed and updated
6	Attendees	Updated to include subject matters experts
6 - 7	Quorum	<ul style="list-style-type: none"> Quorum members reviewed and updated with a reduction from four to three members. Updated to include deputies' duties.
7	Decision Making	Voting – Added nominated deputies
7 - 8	Accountability Reporting	Added sub-groups accountability

Executive Committee: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
3	Purpose/Responsibilities	Added compliance with the Public Sector Equality Duty
3 - 4	Membership	<ul style="list-style-type: none"> Reviewed and updated. Included Interim Executive Director of Strategy and Partnerships Included Strategic Digital Transformation Lead (Chief Digital Information Officer)
4	Attendees	Removal NHSE Locality Director

Clinical & Professional Committee: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2	Governance	<ul style="list-style-type: none"> Added reference to Standing Orders Diagram of sub-groups updated
2 - 3	Authority	<ul style="list-style-type: none"> Reviewed and updated Added list of sub-groups
3	Purpose	<ul style="list-style-type: none"> Reviewed and updated Development of clinical strategies, pathway and service redesign added to committee purpose
3 - 4	Membership	<ul style="list-style-type: none"> Reviewed and updated

		<ul style="list-style-type: none"> • Addition of Clinical Network Lead to membershipAttendees sectioned reviewed and updated to be clear attendees will not count towards quorum
5 - 7	Responsibilities	<ul style="list-style-type: none"> • Reviewed and updated. • Added reference to committee providing oversight to the clinical networks operating across the geography of the ICS
7	Secretariat & Admin	Reviewed and updated

Finance, Performance & Delivery Committee: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2	Governance	<ul style="list-style-type: none"> • Added reference to Standing Orders • Diagram reviewed and updated
2 - 3	Authority	<ul style="list-style-type: none"> • Reviewed and updated. • Added list of sub-groups • Added Procurement Panel section
3 - 5	Responsibilities of the FPD Committee	<ul style="list-style-type: none"> • Reviewed and updated. • Added approval of procurement policies • Added approval of arrangements for complying with NHS Provider Selection Regime • Specified requirement to review the ICB procurement decision log on at least a quarterly basis
5 - 6	Chair, Membership and Attendance	<ul style="list-style-type: none"> • Reviewed and updated. • Chair confirmed as Independent Non-Executive Member • Vice Chair confirmed as Executive Director of Finance and Investment • Membership updated. • Added reference to nominated deputies
6 - 7	Meeting Frequency, Quoracy and Decisions Frequency	<ul style="list-style-type: none"> • Reviewed and updated. • Frequency updated to 11 times per year • Quorum updated.
8	Accountability and Reporting	Reviewed and updated
8 – 9	Secretariat & Admin	Reviewed and updated

Population Health & Prevention: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2	Governance	Added reference to Standing Orders
2	Authority	Added list of sub-groups
3	Purpose	Diagram reviewed and updated
3 - 4	Responsibilities	Reviewed and updated
4 - 5	Membership	Reviewed and updated
5	Attendees	Added reference to nominated deputies
6	Decision Making and Voting	Removed ability for non-members to vote
7	Secretariat & Admin	Reviewed and updated

Pharmaceutical Services Regulations Committee: Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2 - 3	Membership, Voting and conflict of interest	Membership reviewed and updated, including identification of nominated deputies
6	Review of the ToR	Reviewed and updated

Workforce Board (Workforce Committee): Summary of ToR amendments		
Page No.	Subject /Section	Summary of change made
2	Governance	<ul style="list-style-type: none"> Added reference to reporting arrangements. Confirmed requirement to obtain Board approval for changes
2	Authority	Added list of sub-committees
3 - 4	Chair, Membership and Attendance	<ul style="list-style-type: none"> Reviewed and updated. Moved section on deputies
4 - 5	Meetings, Quoracy and Decisions	<ul style="list-style-type: none"> Frequency updated to 11 times per year. Quorum updated to include either the Chair or ICB Executive Director of People Moved section on deputies
5 - 6	Responsibilities	Reviewed and updated

7	Accountability and Reporting	Reviewed and updated
7 – 8	Secretariat & Admin	Reviewed and updated
9 - 10 Annex A	Committee Membership	Reviewed and updated

END.