

Agenda Item No:	<b>12i</b>
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<b>Report to:</b>	Humber and North Yorkshire Integrated Care Board
<b>Date of Meeting:</b>	10 April 2024
<b>Subject:</b>	<b>ICB Board Effectiveness Review 2023/24</b>
<b>Director Sponsor:</b>	Karina Ellis, Executive Director of Corporate Affairs
<b>Author:</b>	Sasha Sencier, Head of Governance and Development Mike Napier, Director of Governance and Board Secretary

**STATUS OF THE REPORT:**

Approve  Discuss  Assurance  Information  A Regulatory Requirement

**SUMMARY OF REPORT:**

Good governance is central to the running of Humber and North Yorkshire ICB. It helps us to meet our legislative responsibilities and provides assurance that we are conducting the duties required of a public body in an efficient and effective manner.

Our governance processes ensure that we are an accountable, transparent, ethical and well-led organisation. It not only gives our communities confidence in the ICB but also helps improve faith that staff, the public, NHS England and the Government have in us and our decision-making processes.

The ICB is committed to reviewing its governance arrangements throughout the financial year, but particularly at year-end for assurance purposes. Although the review of effectiveness for 2023/24 is a light touch approach, as previously agreed by the Board, it should be recognised that the self-assessment utilises Healthcare Financial Management Association (HFMA) Audit Committee Handbook guidance that helps to determine if the Board has carried out its duties effectively for the year.

**RECOMMENDATIONS:**

Members are asked to:

- i) Review the self-assessment of the ICB Board, commenting as appropriate and highlighting any gaps in assurance.
- ii) Consider any mitigating actions that will form part of a plan.
- iii) Conclude overall whether the outcome of the discussion provides assurance that the Board has operated effectively for 2023/24.

**ICB STRATEGIC OBJECTIVE**

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

<b>IMPLICATIONS</b>	
Finance	The Finance, Performance and Delivery Committee is a Committee of the ICB Board and is required to undertake compliance reviews for year-end alongside all other ICB Board statutory and non-statutory committees.
Quality	The Quality Committee is a Committee of the ICB Board and is required to undertake compliance reviews for year-end alongside all other ICB Board statutory and non-statutory committees.
HR	The People Committee and Remuneration Committees are Committees of the ICB Board and are required to undertake compliance reviews for year-end alongside all other ICB Board statutory and non-statutory committees.
Legal / Regulatory	The HNY ICB Constitution states that the ICB Board and its Committees have a duty to carry out a review of effectiveness annual and report findings within the Annual Governance Statement.
Data Protection / IG	The Audit Committee is responsible for compliance in the areas of IG/Data Protection and will include information on these areas with year-end reporting.
Health inequality / equality	All Committees of the ICB Board have a role in ensuring we enact our duties in relation to health inequalities.
Conflict of Interest Aspects	No conflicts of interest have been identified prior to the meeting. Conflicts of interest compliance will be considered within the review and detailed within the Committees annual reports.
Sustainability	Not applicable.

**ASSESSED RISK:**

There are no significant risks aligned to this paper, however it should be recognised that the Quarter 4 Governance Review is a significant programme of work and slippage may impact on the delivery of the Annual Report and Annual Governance Statement.

**MONITORING AND ASSURANCE:**

The ICB Board is required to monitor the effectiveness of its governance arrangements, including its Committees.

**ENGAGEMENT:**

A wide variety of ICB subject matter specialists, senior officers and the ICB Board have been engaged in the development of the BAF.

**REPORT EXEMPT FROM PUBLIC DISCLOSURE**

No  Yes

If yes, please detail the specific grounds for exemption.

**Humber & North Yorkshire ICB Board  
Review of Effectiveness Self-Assessment 2023/24**

Issue	Yes	No	Comments / Action
<b>Composition, Establishment and Duties</b>			
<p><b>Does the ICB Board have adequate membership, authority, and resources to perform its role effectively as identified within the Constitution?</b></p>	<p>✓</p>		<p>In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this Constitution as ‘the board’ and members of the ICB are referred to as ‘board members’) consists of:</p> <ul style="list-style-type: none"> <li>a) a Chair</li> <li>b) a Chief Executive</li> <li>c) at least three Ordinary Members.</li> </ul> <p>NHS England Policy requires the ICB to appoint the following additional Ordinary Members:</p> <ul style="list-style-type: none"> <li>a) three Executive Members, namely: <ul style="list-style-type: none"> <li>i. Director of Finance</li> <li>ii. Medical Director (Executive Director of Clinical &amp; Professional Services)</li> <li>iii. Director of Nursing</li> </ul> </li> <li>b) At least two non-executive members, one of whom will act as Chair of the Audit Committee and Senior Independent Director and the other who will act as Chair of Remuneration Committee.</li> </ul> <p>The ordinary members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as Partner Members) are nominated by the following, and appointed in accordance with the procedures set out in Section 3 below:</p> <ul style="list-style-type: none"> <li>a) NHS trusts and foundation trusts that provide services within the ICB’s area and are of a prescribed description</li> <li>b) the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description</li> <li>c) the local authorities that are responsible for providing social care and whose area coincides with or includes the whole or any part of the ICB’s area.</li> </ul> <p>The ICB has also appointed the following further Ordinary Members to the board:</p> <ul style="list-style-type: none"> <li>a) Deputy Chief Executive / Chief Operating Officer</li> <li>b) Executive Director of People</li> </ul> <p><b>The ICB membership is compliant with that set out in the Act / required by NHS England policy.</b></p> <p>The ICB has also appointed the following further Participant Members to the board (correct as at 31 March 2024):</p> <ul style="list-style-type: none"> <li>a) The vice-chair of the Integrated Care Partnership (save for where the vice-chair of the Integrated Care Partnership is separately appointed as the Local Authority Partner Member, in which case they shall attend the board in that capacity). The vice-chair of the Integrated Care Partnership is an elected member from a local authority within the boundaries served by Humber and North Yorkshire ICB.</li> <li>b) Executive Director of Corporate Affairs</li> </ul>

		<ul style="list-style-type: none"> <li>c) Executive Director of Communications, Marketing and Media Relations</li> <li>d) Executive Director of Strategy &amp; Partnerships</li> <li>e) A participant with appropriate knowledge and experience of Public Health</li> <li>f) A participant with appropriate knowledge and experience of Mental Health</li> <li>g) A participant with appropriate knowledge and experience of Community Interest Companies delivering NHS Services</li> <li>h) A participant with appropriate knowledge and experience of the Voluntary, Community and Social Enterprise (VCSE) sector.</li> <li>i) A communities' participant with knowledge and experience of the communities served by Humber and North Yorkshire</li> <li>j) A participant from each of the local authority pairings set out below (two participants in total) from where the local authority partner member does not originate from; East Riding and Hull, North East Lincolnshire and North Lincolnshire or North Yorkshire and York.</li> <li>k) A participant with appropriate knowledge and experience in higher and further education</li> <li>l) A participant with appropriate knowledge and experience in strategic digital transformation</li> <li>m) Director of Governance and Board Secretary (in an advisory capacity only)</li> </ul> <p>The Board reserves the right to have Observers in attendance. These roles are as follows:</p> <ul style="list-style-type: none"> <li>a) Any elected leader of a local authority within the boundary served by Humber and North Yorkshire Integrated Care Board who are not otherwise a partner member or participant.</li> </ul>
<b>Is the ICB Board assured that its Members have sufficient knowledge to identify key risk areas and challenge management?</b>	✓	As above and as identified and assurance also received in attendance levels of all Members (Appendix A).
<b>Does the ICB Board receive the appropriate level of input from its Executive Members?</b>	✓	The ICB Board receives appropriate input from the executive in various forms depending on the subject matter- including formal Board Reports, presentations, opportunities for discussion, feedback from the committees of the board, deep dives in development sessions and as discussion points at Board Time Outs.
<b>Does the ICB Board receive the appropriate level of challenge from its Non-Executive Directors?</b>	✓	The ICB began the year with 2 Non-Executive Directors (Chair of the Audit Committee and Remuneration Committee respectively) and added a third non-executive with experience in both finance and digital, in January 2024. The skills mix of the NEDs ensures adequate challenge in board discussion. During 2024 the ICB will recruit an Associate NED with a clinical background to further add to board challenge.
<b>Has the ICB Board met the appropriate number of times this year and have they been quorate for each meeting this year?</b>	✓	The Constitution states that meetings of the board of the ICB shall be held at regular intervals at such times and places as the ICB may determine. The ICB Board has met every two months at a meeting held 'in public'. Each meeting has been quorate.
<b>Have all Members attended meetings on a regular basis and is the level of attendance satisfactory?</b>	✓	All members have attended meetings on a regular basis and the level of attendance is excellent (see Appendix A).
<b>Governance, Scrutiny and Assurance</b>		
<b>Has the ICB Board ratified all Committee terms of reference, as appropriate through the year?</b>	✓	The ICB Board has ratified all Committee Terms of Reference as appropriate in 2023/24. The ratification of ToR is monitored by the Board Secretary and reported in the ICB Board Committee Annual Reports which form part of the Annual Governance Statement.

<b>Is the ICB Board assured those risks on the BAF are being managed effectively?</b>	✓		Since the development of the BAF, the ICB Board has reviewed the BAF at all of its meeting both in public and private. The ICB Board has also reviewed the BAF and its risk appetite at development sessions. Executive Directors have consistently updated BAF risks and the ICB Board has noted its assurance that risks on the BAF are being managed effectively. For 2023/24, Internal Audit gave an opinion of 'high assurance' on the BAF and the continued development of the BAF will continue to be a key focus in 2024/25.
<b>Has the ICB Board sufficient time to give appropriate consideration and scrutiny to its business and agenda?</b>	✓		The Board seeks to manage time effectively and consideration is given to time available when planning the board agenda. Between November 2023 and March 2024, the Board have added a 2 hour extraordinary meeting (including NHS Providers) to the board day, which has squeezed time at board. While this has been useful in terms of system development and integration, it will not be repeated on board days.
<b>Has the ICB Board received regular progress reports from its committees and been advised of any significant issues/risks?</b>	✓		From Quarter 4, 2023/24, the Board has received assurance and escalation reports from all of its Committee. These reports have been well received by the Board.
<b>Do the reports presented to the ICB Board provide the quality and detail required to provide a high level of assurance?</b>	✓		The Board receive high quality papers and documents, sufficient to provide assurance to board members.
<b>Has the ICB Board effectively managed Conflicts of Interest in line with the ICBs Conflict of Interest Policy and the requirements detailed within the Constitution and Scheme of Reservation and Delegation?</b>	✓		Conflicts of Interest are managed at the time of reports being written and detail of how conflicts of interest will be managed is detailed on the front sheet of reports. Any potential conflict of interest are identified at the time of the agenda setting and highlighted in the Chair's Briefing that's provided in advance of the meeting. The ICB Board agenda has a section at the start asking for any declarations of interest in relation to the business of the meeting to be noted and agreed, including how the conflict will be managed. Details are recorded in the minutes and in the ICB decision register.
<b>Work Plan</b>			
<b>Has the ICB Board established a workplan for the year and has been adhered to?</b>	✓		The workplan of the Board is constantly evolving as the ICB matures. The 2024-25 Work Plan builds on its development during 2023-24.
<b>Does the Work Plan reflect all of the duties and responsibilities set out in the Constitution and Scheme of Reservation and Delegation?</b>	✓		The workplan is maintained by the board secretary, and is being further developed for 2024-25, as above.
<b>Administrative Arrangements</b>			
<b>Are agendas and reports circulated in good time for Members to give them due consideration?</b>	✓		Board papers and minutes are issued one week prior to board, with exceptions only made for specific papers requiring very current information.
<b>Are the minutes and actions circulated in good time for Members to give them due consideration?</b>	✓		The board has adopted Artificial Intelligence in order to produce all board minutes providing capability to produce board minutes within 24 hours. Board minutes and action logs are circulated with board papers, one week before the board meets.

## Humber and North Yorkshire ICB Board: Attendance 2023/24

A = Absent

A(S) = Absent on secondment

N/A = Not in post

Members	10/05/23	12/07/23	13/09/23	08/11/23	10/01/24	13/03/24	Meetings attended
<b>ICB BOARD MEMBERS (ORDINARY MEMBERS - VOTING)</b>							
Sue Symington, Independent Chair	✓	✓	✓	✓	✓	✓	6
Stephen Eames, Chief Executive	✓	✓	✓	A	✓	✓	5
Amanda Bloor, Deputy Chief Executive / Chief Operating Officer	✓	✓	✓	✓	✓	✓	6
Jane Hazelgrave, Executive Director of Finance & Investment	A	✓	✓	A	✓	✓	4
Teresa Fenech, Executive Director of Nursing & Quality	A	✓	✓	✓	✓	✓	5
Dr Nigel Wells, Executive Director of Clinical & Professional Services	✓	✓	✓	A	✓	✓	5
Jayne Adamson, HNY ICB Executive Director of People (Moved from Participant Member to Ordinary Member from Dec 2023)	✓	✓	✓	✓	✓	✓	6
Mark Chamberlain, Non-Executive Director (On secondment between July and September)	✓	A (S)	A (S)	✓	✓	✓	4
Stuart Watson, Non-Executive Director	✓	✓	✓	✓	✓	✓	6
Richard Gladman, Non-Executive Director (Ordinary Member from Dec 2023)	N/A	N/A	N/A	N/A	✓	✓	2
Dr Bushra Ali, Primary Care Partner Member	✓	✓	✓	✓	✓	✓	6
Simon Morrirt, Provider Partner Member	✓	✓	✓	✓	✓	✓	6
Councillor Jonathan Owen, Local Authority Partner Member / ICP Vice-Chair	A	✓	✓	✓	✓	✓	5
<b>Total Number of Ordinary Members Present</b>	<b>9</b>	<b>11</b>	<b>11</b>	<b>9</b>	<b>13</b>	<b>13</b>	
<b>ICB BOARD MEMBERS (PARTICIPANT MEMBERS – NON-VOTING)</b>							
Karina Ellis, HNY ICB Executive Director of Corporate Affairs	✓	✓	✓	✓	✓	✓	6
Anja Hazebroek, HNY ICB Executive Director of Communications, Marketing and PR	✓	✓	✓	✓	✓	✓	6
Shaun Jones, NHS England Locality Director (Post not in Place from December 2023)	✓	✓	✓	✓	N/A	N/A	4
Peter Thorpe, HNY ICB Executive Director of Strategy & Partnerships	N/A	N/A	N/A	✓	✓	✓	3
Max Jones, HNY ICB Chief Digital Information Officer	N/A	N/A	N/A	N/A	✓	✓	2
Andrew Burnell, Partner Participant (Community Interest Companies)	✓	✓	A	✓	✓	A	4
Michele Moran, Partner Participant (Mental Health)	✓	✓	A	✓	✓	✓	5
Jason Stamp, Partner Participant (Voluntary & Community Sector)	✓	A	✓	✓	✓	✓	5
Louise Wallace, Partner Participant (Public Health)	✓	✓	✓	A	✓	✓	5
Helen Grimwood, Partner Participant (Healthwatch)	✓	✓	✓	✓	A	A	4
Councillor Michael Harrison, Partner Participant (LA: N Yorkshire)	A	A	✓	✓	A	✓	3
Councillor Stanley Shreeve, Partner Participant (LA: N & NE Lincolnshire)	✓	✓	A	✓	A	✓	4
Professor Charlie Jeffery, Partner Participant (Further Education)	✓	✓	A	✓	A	✓	4
Mike Napier, Associate Director of Corporate Affairs	✓	✓	✓	✓	✓	✓	6
<b>Total Number of Participants Present</b>	<b>11</b>	<b>10</b>	<b>8</b>	<b>12</b>	<b>9</b>	<b>11</b>	