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| **Report to:** | Humber and North Yorkshire Integrated Care Board |
| **Date of Meeting:** | 12 February 2025 |
| **Subject:** | **Governance Items Delegated to the Board**  **- ICB Constitution and Standing Orders** |
| **Director Sponsor:** | Karina Ellis, Executive Director of Corporate Affairs |
| **Author:** | Sasha Sencier, Head of Governance & Compliance  Claire Stocks, Governance & Compliance Manager |

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| **Agenda Item No:** | **14a** |

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| **STATUS OF THE REPORT:**  Approve  Discuss  Assurance  Information  A Regulatory Requirement |

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| **SUMMARY OF REPORT:**  NHS England (NHSE) requires the Integrated Care Board (ICB) to maintain and publish its Constitution and Standing Orders. These documents detail the ICB's membership and the formal processes by which it is governed.  In April 2024, the ICB reviewed the Constitution as part of its annual review, and changes were submitted to the Board for approval. In July 2024, NHS England released updated guidance and a new ICB model constitution, replacing the version from May 2022. After the publication of the NHS England guidance, the ICB conducted a comprehensive review of the document, and those changes are now with the Board for approval. The updates include:   * Minor amendments and cross-references to other legislation. * Minor amendments where previous anomalies were not detected. * Removal of clauses related to the establishment of ICBs. * Duplication removal and role updates. * Inclusion of reappointment processes for various roles. * Conflict of interest updates. * Provision for Deputy Chair to preside over meetings in the Chair's absence. * Addition of quorum requirements for meetings.   The ICB has revised its constitution accordingly to stay compliant. A summary of these changes and updates can be found in **Appendix A.**  The complete Constitution and Standing Orders are available in appendix B. Upon approval by the Board, the final version will be submitted to NHS England for their approval and will subsequently be published on the ICB website.  **RECOMMENDATIONS:**    Members are asked to:   * Approve the proposed amendments to the ICB Constitution and Standing Orders. * Note that, following approval by the Board, the final version will be submitted to NHS England for formal sign-off. |

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| **ICB STRATEGIC OBJECTIVE** |

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| Leading for Excellence |  |
| Leading for Prevention |  |
| Leading for Sustainability |  |
| Voice at the Heart |  |

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| **IMPLICATIONS** |

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| Finance | The Finance, Performance and Delivery Committee are responsible for approving the arrangements for complying with the NHS Provider Selection and ensure its financial and procurement policies are in line with the NHS Provider Selection Regime. |
| Quality | This report's recommendation has no negative quality implications. |
| HR | The Remuneration Committee is responsible for approving VSM remuneration and the pay policy for NEDs (excluding the Chair). The Committee must ensure its HR policies and remuneration practices are fair and transparent. |
| Legal / Regulatory | The ICB is required to maintain and publish a Constitution and Standing Order 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 | There are no direct data protection / IG implications associated with the recommendation set out in this report. |
| Health inequality / equality | No adverse implications are associated with the recommendation set out in this report. |
| Conflict of Interest Aspects | No conflicts of interest have been identified at time of drafting this report. Conflicts of interest will be managed in accordance with the committee’s terms of reference and the ICB Constitution and Standing Orders. |
| Sustainability | There are no sustainability implications to consider within this report. |

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| **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. The ICB must ensure compliance with its Constitution to avoid intervention. |

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| **MONITORING AND ASSURANCE:**  The ICB has robust monitoring and assurance mechanisms in place to ensure compliance with its governance framework through the effective operation of the Constitution and Standing Orders  Which 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. |

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| **ENGAGEMENT:**  The constitution has been subject to comprehensive engagement with subject matter experts and senior 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. |

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| **REPORT EXEMPT FROM PUBLIC DISCLOSURE** No  Yes |
| If yes, please detail the specific grounds for exemption. |

**END.**

**HNY ICB Constitution and Standing Orders Amendments (Appendix A)**

**Constitution Amendments**

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| Page | Section | Current | Required / Recommended Amendments | Rationale for Amendment |
| Various | Various | N/A (various minor amendments) | A small number of cross-references to other legislation  Other tidying up/cross referencing | Required by NHS England. |
| P6 | 1.1.3 | “The vision of the Partnership is to improve the health and wellbeing of our people and address inequalities in our communities, with the aim of ensuring that local people are able to start well, live well, age well and end life well.” | “The vision of the Partnership is to improve the health and wellbeing of our people and address inequalities in our communities, with the aim of ensuring that local people are able to start well, live well, age well and die well.” | Updated by the ICB to reflect change from “end life well” to “die well”, in line with the agree system ambitions. |
| P9 | 1.5.2 | Removing the clauses related to the establishment of ICBs.  “This Constitution must be reviewed and maintained in line with any agreements with, and requirements of, NHS England set out in writing at establishment.” | Removal of this section. | Required by NHS England. |
| P12 | 2.1.5b | “At least two non-executive members, one of whom will act as Chair of the Audit Committee and Senior Independent Director and the other whom will act as Chair of Remuneration Committee. “ | “At least two non-executive members” | Required by NHS England, for simplification.  Additional detail of the roles of the non-executive directors are detailed in section 2.2.3f and section 3.4. |
| P14 | 2.3.2 | “Director of Governance and Board Secretary (in an advisory capacity only” | Removal of this role | Updated to reflect organisational change. |
| P15 | 2.3.3b | N/A – new addition to include. | “Associate Non-Executive Director(s), as appointed.” | The ICB recognise that diverse boards make the best decisions, it is therefore important that our Board represents the diversity of the local communities we serve. |
| P18 | 3.3.3c | N/A – new addition to include. | “Individuals will not be eligible if:  c) They are an employee of the ICB, or a person seconded to the ICB” | To ensure transparency, this individual must be an independent member. |
| Page | **Section** | **Current** | **Required / Recommended Amendments** | **Rationale for Amendment** |
| P18 | 3.3.3c | N/A – new addition to include. | “Individuals will not be eligible if:  c) They are an employee of the ICB, or a person seconded to the ICB” | To ensure transparency, this individual must be an independent member |
| P18 | 3.3.4 | “The term of office for the Chair will be three years and the total number of terms a Chair may serve is three terms.” | “The term of office for the Chair will be three years with a maximum total service of nine years.  If reappointed beyond six years, the Chair will undergo a rigorous review to ensure continued independence” | Required by NHS England, ensuring that the Chair’s period of office is expressed clearly as a maximum rather than a fixed term.  Note: Should the ICB Chair or NED wish to serve for longer than six years, this should be subject to rigorous review, and they will not serve for longer than nine years (3 terms) in total on the board, consistent with the Code of Governance. |
| P20 | 3.6.6 | Partner Member: NHS trusts and foundation trusts  “The term of office for this Partner Member will be three years. and the total number of terms they may service is not limited.” | “The term of office for this Partner Member will be three years. There is no limit to the number of terms an individual can serve, whether consecutively or otherwise. However, no individual has the right to be automatically reappointed. At the end of each term, the appointment process outlined in section 3.6.5 of this constitution will be followed to ensure fairness and transparency.” | Required by NHS England to include reappointment process |
| P22 | 3.7.7 | Partner Member: providers of primary medical services  “The term of office for this Partner Member will be three years. and the total number of terms they may service is not limited.” | “The term of office for this Partner Member will be three years. There is no limit to the number of terms an individual can serve, whether consecutively or otherwise. However, no individual has the right to be automatically reappointed. At the end of each term, the appointment process outlined in section 3.7.6 of this constitution will be followed to ensure fairness and transparency.” | Required by NHS England to include reappointment process |
| P23 | 3.8.6 | Partner Member: local authorities  “The term of office for this Partner Member will be three years. and the total number of terms they may service is not limited.” | “The term of office for this Partner Member will be three years. There is no limit to the number of terms an individual can serve, whether consecutively or otherwise. However, no individual has the right to be automatically reappointed. At the end of each term, the appointment process outlined in section 3.8.5 of this constitution will be followed to ensure fairness and transparency.” | Required by NHS England to include reappointment process |
| Page | **Section** | **Current** | **Required / Recommended Amendments** | **Rationale for Amendment** |
| P25 | 13.12.3 | “This member will be appointed by the ICB Board subject to the approval of the Chair.” | “This member will be appointed by ICB Chief Executive subject to the approval of the Chair.” | Anomaly picked up as part of the review and updated to align with other Executive members. Other ICB constitutions have been checked to ensure alignment. |
| P25  P25 | 3.13.5  3.13.7 | “The term of office for a Non-executive Member will be three years and the total number of terms an individual may serve is three terms, after which they will no longer be eligible for re-appointment.”  “Subject to a satisfactory appraisal the Chair may approve the re-appointment of a Non-executive Member up to the maximum number of terms permitted for their role.” | “The term of office for a Non-executive Member will be three years with a maximum total service of nine years after which they will no longer be eligible for re-appointment.”  “Subject to a satisfactory appraisal the Chair may approve the re-appointment of a Non-executive Member up to the maximum number of terms permitted for their role. Reappointments that extend an individual's term beyond six years will undergo a rigorous review to ensure continued independence. No individual has the right to be automatically reappointed. “ | Required by NHS England  Required by NHS England  ICB Chair or NED to serve for longer than six years should be subject to rigorous review, and they will not serve for longer than nine years (3 terms) in total on the board, consistent with the Code of Governance. |
| P27 | 3.16 | “Specific arrangements for appointment of Ordinary Members made at establishment”. | Removal of entire section. | Required by NHS England  Removing the clauses related to the establishment of ICBs. |
| P35 | 6.2.1 and 6.2.2 | “Principles“– Nolan Principles | Entire section updated | Required by NHS England. |
| P39 | 7.3.8 | “The ICB will publish, with its partner NHS trusts and NHS foundation trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years. (the “Joint Forward Plan”). The plan will explain how the ICB proposes to discharge its duties under…” | “The ICB will publish, with its partner NHS trusts and NHS foundation trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years. (the “Joint Forward Plan”). The plan will explain how the ICB proposes to discharge its duties under: -   * + - 1. describe the health services for which the ICB proposes to make arrangements in the exercise of its functions.       2. explain how the ICB proposes to discharge its duties under sections 14Z34 to 14Z45 (general duties of integrated care boards), and sections 223GB and 223N (financial duties)       3. Set out any steps that the ICB proposes to take to implement the Humber & North Yorkshire ICB joint local health and wellbeing strategy.       4. set out any steps that the ICB proposes to take to address the particular needs of children and young persons under the age of 25.       5. set out any steps that the ICB proposes to take to address the particular needs of victims of abuse (including domestic abuse and sexual abuse, whether of children or adults).” | Required by NHS England to review and update to includes the key requirements of the joint local Health and Wellbeing Strategy. |
| P39 | 7.4.3 | “With effect from 1 January 2024, the ICB will comply with the requirements of the NHS Provider Selection Regime, including complying with existing procurement rules until the provider selection regime comes into effect.” | “The ICB will comply with the requirements of the NHS Provider Selection Regime, as set out in the ICB’s Procurement Policy.” | Required by NHS England |
| P44 | Appendix 1 | Table of Definitions updated | | Required by NHS England |

**Standing Orders Amendments (Appendix 2 of the Constitution)**

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| Page | Section | Current | Recommended Amendment | Rationale for Amendment |
| P47 | 4.2b | “If the Chair is absent or is disqualified from participating by a conflict of interest, a chair will be selected to preside over the meeting by those Members present.” | “b) If the Chair is absent or is disqualified from participating by a conflict of interest, the Deputy Chair shall preside over meeting in the Chair’s stead.  c) If both the Chair and Deputy Chair are absent or disqualified from participating by a conflict of interest there may be provision for the assembled members to appoint a temporary Deputy for the purpose of chairing the meeting.” | Required by NHS England |
| P49 | 4.7b | N/A – new addition to include | “iii. A nominated deputy permitted in accordance with standing order 4.5 will not count towards quorum for meetings of the board.” | Required by NHS England |

**END.**