

Report to:	Humber & North Yorkshire Integrated Care Board
Date of Meeting:	9 July 2025
Subject:	GOVERNANCE UPDATES – ITEMS RESERVED FOR THE BOARD.
Director Sponsor:	Jayne Adamson, Acting Deputy Chief Executive / Executive Director of People
Author:	Sasha Sencier, Head of Governance & Compliance

STATUS OF THE REPORT:

Approve ☒ Discuss ☐ Assurance ☐ Information ☐ A Regulatory Requirement ☒

SUMMARY OF REPORT:

Good governance is fundamental to the effective operation of Humber and North Yorkshire ICB. It ensures we meet our statutory duties efficiently and transparently, providing assurance that we operate as a well-led, ethical public body. Our governance framework builds trust among staff, the public, NHS England, and Government in our decision-making and accountability.

This report updates the Board on various ICB governance documents. Amendments have been made to the papers reserved for Board approval. The Executive Group recommends approving these elements.

1. Committee Terms of Reference

The Board is responsible for approving any changes to its committees' terms of reference and the full suite of the Committee terms of reference are included within the supplementary information pack at **Appendix A**. The Committees presenting their terms of reference for approval are:

- Audit Committee
- Quality Committee
- Workforce Board
- Pharmaceutical Services Regulations Committee (Committees in Common)

Each committee has considered and approved its respective terms of reference as part of the Quarter 4 governance reviews. In light of the potential for change aligned to the emerging model for the new ICB, further updates will be brought to the Board for approval as required.

In light of the timing of this report, the terms of reference for the Remuneration Committee, Place Joint Committees, the Finance, Performance and Delivery Committee, and the Integrated Care Partnership will be presented at a future Board meeting for approval, following further updates.

It should be noted that the terms of reference for the Specialised Commissioning Joint Committee and the Transition Committee have been approved by the Board and are therefore not included within this suite of documents.

All terms of reference are held within the Governance Handbook and published on the ICB website.

2. Governance Handbook

The Governance Handbook supports the Constitution by setting out areas not incorporated within it, such as governance structures and arrangements. This includes respective terms of reference, decision-making powers, and membership. As the Governance Handbook does not form part of the Constitution, it can be updated more easily to reflect operational and structural changes. The Governance Handbook includes the following appendices:

- NHS Humber and North Yorkshire ICB Governance Structure Summary
- Functions and Decisions Map
- Scheme of Financial Delegation (SOFD)
- Scheme of Reservation and Delegation (SoRD)
- Standing Financial Instructions (SFIs)
- Committee Terms of Reference
- Specialist Roles
- List of Providers of Primary Medical Services: Humber & North Yorkshire

The Handbook has undergone its annual review. The main change related to the inclusion of the governance and reporting structure that was approved by the Board in June 2025. All other changes are minor and have no material impact.

The Governance Handbook is detailed in full within the supplementary information pack at **Appendix B**.

3. Special Roles

In July 2024, NHS England published updated guidance on Integrated Care Board Constitutions and Governance, including revised specialist executive lead roles. The guidance reinforces the requirement for ICBs to assign clear executive leadership responsibilities at Board level for key population groups and statutory functions.

Most roles are designated as executive leads, except the Counter Fraud Champion and Data Protection Officer, which don't need to be held by executive Board members. The ICB has reviewed and updated its governance documentation to reflect these changes.

The specialist roles are in full within the supplementary information pack at **Appendix C**.

RECOMMENDATIONS:

Members are asked to: -

- Approve the Committee terms of reference as detailed in this report
- Note and agree to the updated version of the Governance Handbook as detailed in this report
- Note and agree to the updated version of the ICB Special Roles as detailed in this report

ICB STRATEGIC OBJECTIVE

Leading for Excellence	<input checked="" type="checkbox"/>
Leading for Prevention	<input checked="" type="checkbox"/>
Leading for Sustainability	<input checked="" type="checkbox"/>
Voice at the Heart	<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 SORD sets out delegations with respect to approval of system-level arrangements to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality & patient outcomes
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	The ICB is required to maintain supporting documents that do not form part of the constitution but which ICBs are required to publish includes the following: Scheme of reservation and delegation (SoRD) Functions and decision map Sanding financial instructions Key policy and other documents
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 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.

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 and 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. The ICB must ensure compliance with its Constitution to avoid NHS England intervention.

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 and supporting documents, which are monitored through the business of the Audit Committee and other Committees as appropriate and as determined by their approved terms of reference

ENGAGEMENT: The documents have been subject to comprehensive engagement with subject matter experts, Committee Chairs, 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 ☐