 **NHS Humber and North Yorkshire Integrated Care Board**

**Transition Committee**

**Terms of Reference**

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| **Terms of Reference:** | **Transition Committee** |
| **Authorship:** | **Acting Deputy Chief Executive / Executive Director of People** |
| **Board / Committee Responsible for Ratifying:** | **Integrated Care Board** |
| **Approved Date:** | **June 2025** |
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| **The online version is the only version that is maintained. Any printed copies should, therefore, be viewed as ‘uncontrolled’ and as such may not necessarily contain the latest updates and amendments.** |

1. **Introduction**

The Transition Committee is established by the NHS Humber and North Yorkshire Integrated Care Board (The Board) as a Committee of The Board in accordance with the ICB Constitution, Standing Orders, Scheme of Reservation and Delegation and Operational Scheme of Delegation.

1. **Authority**

The Committee is authorised by The Board to act within its Terms of Reference. All employees and individuals appointed by the ICB are directed to co-operate with any request made by the Committee.

The Committee is accountable to and will provide assurance to The Board.

1. **Purpose and Responsibilities**

The primary purpose of the Committee is to oversee and scrutinise arrangements for the transition of the ICB into its future operating model, in line with recent national guidance.

The Committee shall:

* + Oversee the delivery of the transition to the new Model ICB including any functions that are identified to transfer with the support of the Executive Programme Board.
	+ Receive items for escalation considered at a high or medium risk of not being achieved, with an associated proposed action plan.
	+ Proactively identify and manage risks relating the transition and future ICB operating model.
	+ Be responsible for overseeing the development of organisational design
	+ Be responsible for the implementation of change processes.
	+ Ensure effective communications on progress to the ICB and wider system partners.
1. **Chair, Membership and Attendance**

The Transition Committee will be chaired by the Acting Chair of The Board.

The Deputy Chair of the Committee will be the Non-Executive Director for Remuneration and Quality Committee. Should the Chair be unable to attend all or part of the meeting, the Deputy Chair will be appointed to Chair the meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

**Membership**

The membership of the Committee will be:

* Acting Chair of The Board (Chair)
* Non-Executive Director for Remuneration and Quality Committee (Deputy Chair)
* Acting Chief Executive
* Executive Director of Finance & Investment
* Acting Deputy Chief Executive / Executive Director of People

Deputies will not be able to attend the Committee in the absence of a member.

**Attendees**

The following individuals may be invited to attend the Committee on a regular basis during phases of the transition:

* Executive Director of Communications, Marketing and Media Relations

Officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper. The Chair must approve the attendance of others in advance of the meeting.

1. **Meeting Frequency, Quoracy and Decisions**

**Frequency**

The Transition Committee will meet minimum of monthly. Additional meetings may be called and take place at a frequency required to support the safe transition.

In accordance with the Standing Orders, the Transition Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

**Quorum and Decision Making**

The Transition Committee will be quorate when at least 3 members of the Committee are present, to include at least:

* + The Chair or Deputy Chair
	+ Two Executive Directors

No person can act in more than one capacity when determining the quorum. For clarity, the person present is acting in the capacity of their substantive role.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflict 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.

The Committee will ordinarily reach decisions by consensus. When this is not possible the Chair will refer the matter to The Board for a decision.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a ‘virtual’ basis through the use of telephone, email or other electronic communication.

1. **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 Transition 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.

1. **Accountability and Reporting**

The Committee is accountable to and will provide assurance 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. The Chair of the Committee will provide an update to The Board at each meeting, as appropriate, and shall draw to the attention of The Board any issues that require disclosure to the Board or require action.

There is no requirement for meetings of the Committee to be open to the public.

1. **Secretariat and Administration**

The Committee shall be supported with a secretariat function and governance support which will include ensuring that:

* The agenda and papers are prepared and distributed no later than 48 hours before the meeting.
* 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.
* The Chair is supported to prepare and deliver reports to The Board.
1. **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.

1. **Conflicts, Potential Conflicts and Declarations of Interest**

Conflicts of interest will be managed in accordance with the ICB's policies and procedures. All 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. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. It will be responsibility of the Chair to decide how to manage the conflict and the appropriate course of action in accordance with the policy.

Any interests which are declared at a meeting must be recorded within the minutes of the meeting. Individuals (including those employed by other organisations) must also ensure that they comply with both the ICB’s and their employing organisation’s policies / professional codes of conduct with regard to the recording of declarations.

1. **Freedom of Information Act 2000**

The minutes and papers of this Committee are considered public documents, except where matters are specifically deemed to be unsuitable for publication. This will usually be due to draft work in progress, issues of confidentiality, or commercial sensitivity.

1. **Review**

The Committee has been established as a temporary Committee of The Board to specifically support the transition to the new Model ICB. The Committee will therefore keep under review its effectiveness and at appropriate points review the terms of reference for appropriateness and at least at 6 months and 12 months if the Committee continues to be required.

Any proposed amendments to the terms of reference will be submitted to The ICB Board for approval.

**END.**