



**Hertfordshire and  
West Essex**  
Integrated Care Board

# HWE ICB Board meeting held in Public

Friday 26 April 2024

13:30 - 14:15

Meeting Room B

Fielder Centre

Hatfield

AL10 9TP

Meeting Book - HWE ICB Board meeting held in Public

Agenda

|       |  |          |                   |
|-------|--|----------|-------------------|
| 13:30 | 1. Welcome and apologies                 |          | Chair             |
|       | 2. Declarations of Interest              |          | Chair             |
| 13:35 | 3. Governance Report                     | Approval | Michael<br>Watson |
| 14:15 | Close of meeting                         |          | Chair             |
|       | Date of next meeting: Friday 24 May 2024 |          |                   |

# Herts & West Essex Strategic Framework- 2022-2027

Our mission

Better, healthier and longer lives for all

We will achieve this by

Improving physical and mental health across our population

Tackling unequal access, experience and outcomes

Enhancing productivity and value for money

Ensuring the NHS supports broader social and economic development.

In the first 3-5 years we will

Increase healthy life expectancy, and reduce inequality

Give every child the best start in life

Improve access to health and care services

Increase the numbers of citizens taking steps to improve their wellbeing

Achieve a balanced financial position annually

The ICB will deliver this by:

Setting direction for the NHS in Hertfordshire and West Essex

Allocating NHS resources fairly and effectively

Supporting, equipping, and empowering our people

Working with and pooling resources with our partners

Enabling improvement and driving change, with a focus on quality

Using data and evidence to generate insight and assess impact



Hertfordshire and West Essex Integrated Care System



|   |   |                                     |  |                          |                   |                          |                          |                          |
|---|---|-------------------------------------|--|--------------------------|-------------------|--------------------------|--------------------------|--------------------------|
| <b>Meeting:</b>   | <i>Meeting in public</i>  | <input checked="" type="checkbox"/> | <i>Meeting in private (confidential)</i> |                          |                   |                          | <input type="checkbox"/> |                          |
|   | <b>NHS HWE ICB Board meeting held in Public</b>   |                                     | <b>Meeting Date:</b>                     | <b>26 April 2024</b>     |                   |                          |                          |                          |
| <b>Report Title:</b>  | <b>Governance Report</b>  |                                     | <b>Agenda Item:</b>                      | <b>03</b>                |                   |                          |                          |                          |
| <b>Report Author(s):</b>  | With contributions from ICB Executive Team and HCP leads  |                                     |  |                          |                   |                          |                          |                          |
| <b>Report Presented by:</b>   | Michael Watson, Chief of Staff  |                                     |  |                          |                   |                          |                          |                          |
| <b>Report Signed off by:</b>  | Michael Watson, Chief of Staff  |                                     |  |                          |                   |                          |                          |                          |
| <b>Purpose:</b>   | <b>Approval / Decision</b>  | <input checked="" type="checkbox"/> | <b>Assurance</b>                         | <input type="checkbox"/> | <b>Discussion</b> | <input type="checkbox"/> | <b>Information</b>       | <input type="checkbox"/> |
| <b>Which Strategic Objectives are relevant to this report [Please list]</b> | <ul style="list-style-type: none"> <li>• Increase healthy life expectancy, and reduce inequality</li> <li>• Give every child the best start in life</li> <li>• Improve access to health and care services</li> <li>• Increase the numbers of citizens taking steps to improve their wellbeing</li> <li>• Achieve a balanced financial position annually</li> </ul>  |                                     |  |                          |                   |                          |                          |                          |
| <b>Key questions for the ICB Board / Committee:</b>                         | <ul style="list-style-type: none"> <li>• Does the board agree with the Terms of Reference recommended in this paper</li> </ul>  |                                     |  |                          |                   |                          |                          |                          |
| <b>Report History:</b>  | N/A   |                                     |  |                          |                   |                          |                          |                          |
| <b>Executive Summary:</b>   | <p>This paper recommends draft Terms of Reference for the following committees:</p> <ul style="list-style-type: none"> <li>• ICB Audit and Risk Committee</li> <li>• ICB People Committee</li> <li>• ICB Primary Care Transformation Group</li> <li>• ICB Remuneration Committee</li> <li>• ICB Strategic Finance and Commissioning Committee</li> <li>• ICB System Transformation and Quality Improvement Committee</li> <li>• ICB Strategy Committee</li> <li>• Both (i) The three Health and Care Partnerships (HCPs) operating within geographic boundaries across the system (ii) The Mental Health, Learning Disability and Autism HCP</li> </ul> |                                     |  |                          |                   |                          |                          |                          |



|   |  |                          |                                   |                                     |
|---|--|--------------------------|-----------------------------------|-------------------------------------|
|   | NHS England approval of revised ICB Constitution, version 6.0 received 19 <sup>th</sup> April 2024. This is not referenced in the main body for the paper as it is just for noting.  |                          |                                   |                                     |
| <b>Recommendations:</b>                                       | The Board is asked to: <ul style="list-style-type: none"> <li>• Consider the report and the areas highlighted for discussion.</li> <li>• Note approval of this ICB revised Constitution (version 6.0) by NHS England.</li> </ul> |                          |                                   |                                     |
| <b>Potential Conflicts of Interest:</b>                       | <i>Indirect</i>  | <input type="checkbox"/> | <i>Non-Financial Professional</i> | <input type="checkbox"/>            |
|   | <i>Financial</i>   | <input type="checkbox"/> | <i>Non-Financial Personal</i>     | <input type="checkbox"/>            |
|   | <i>None identified</i>   |                          |                                   | <input checked="" type="checkbox"/> |
|   |  |                          |                                   |                                     |
| <b>Implications / Impact:</b>                                 |  |                          |                                   |                                     |
| <b>Patient Safety:</b>  | N/A  |                          |                                   |                                     |
| <b>Risk:</b> <i>Link to Risk Register</i>                     | N/A  |                          |                                   |                                     |
| <b>Financial Implications:</b>                                | N/A  |                          |                                   |                                     |
| <b>Impact Assessments:</b><br><i>(Completed and attached)</i> | <b><i>Equality Impact Assessment:</i></b>  | N/A                      |                                   |                                     |
|   | <b><i>Quality Impact Assessment:</i></b>   | N/A                      |                                   |                                     |
|   | <b><i>Data Protection Impact Assessment:</i></b>   | N/A                      |                                   |                                     |



## 1. Summary

### Background

- 1.1 The Board approved, in principle, the adoption of the recommendations of the Governance review at its meeting in January.
- 1.2 There was a further opportunity to discuss the implementation of the plans at the February Board Day.
- 1.3 The Governance review is being conducted alongside, and is aligned to, the work to develop the ICBs operating model and in particular the creation of Health and Care Partnerships.

### Implementation plan

- 1.4 As discussed at the Board Day in February, it remains the plan to implement the recommendations of the Governance review in the following way:

#### **Phase one:** From March:

- Proposed changes to the composition of the board- with two additional members added to ensure HCP and acute sector representation. This will take place from the March Board.
- Recruitment of Primary Care partner members to begin.

#### **Phase two:** From April:

- Creation of the Strategy Committee and associated changes
- Change of name from People Board to People Committee
- Primary Care Transformation Group to become a sub-committee of System Transformation and Quality Improvement Committee
- Defined Terms of Reference for the Executive team
- HCPs to begin to operate in a shadow form under draft ToRs for a two month period.

#### **Phase three:** From June 1st

- HCP Board sub-committees come into formal existence.
- Quality and Performance committees merge to become System Transformation and Quality Improvement Committee
- Finance and Investment Committees merge to become Strategic Finance & Commissioning Committee

- 1.5 At its March meeting the Board agreed that the April Board Day would become in part a formal meeting of the board, to enable it to approve the terms of reference required to initiate the next phases of the governance review.

## 2. The Terms of Reference

### 2.1 The Board is asked to consider the following proposed Terms of Reference:

- ICB Audit and Risk Committee
- ICB People Committee
- ICB Primary Care Transformation Group



- ICB Remuneration Committee
- ICB Strategic Finance and Commissioning Committee
- ICB System Transformation and Quality Improvement Committee
- ICB Strategy Committee
- Both (i) The three Health and Care Partnerships (HCPs) operating within geographic boundaries across the system (ii) The Mental Health, Learning Disability and Autism HCP

**2.2** These Terms of Reference have been generated in consultation with the ICB executive team, board members and representatives of the Health and Care Partnerships.

**2.3** The Strategy Committee is a new committee, with a broad remit focusing on delivery of the ICBs medium term plan and promotion of a Population Health Management approach to the work of the system.

**2.4** The Strategic Finance and Commissioning Committee brings together our current separate committees covering those areas. The purpose of doing so is to remove a current separation in our governance between what we commission and our financial approach. Its membership has been updated to reflect changes to the Health and Care Partnerships.

**2.5** The System Transformation and Quality Committee brings together the responsibilities previously held by the Quality Committee and Performance Committee. We have retained those elements of the Quality Committee terms of reference which are required to be consistent with NHS England guidance. The Terms of Reference have also been amended to take into account the Primary Care Transformation Group - which will report into this committee under the new arrangements. Its membership has been updated to reflect changes to the Health and Care Partnership.

**2.6** The Health and Care Partnership Board Terms of Reference are generic to cover the core requirements of all HCPs, but with some scope to amend to meet the specific needs of HCPs (i.e. non board membership). NHSE guidance in March set greater restrictions on the ability of ICBs to delegate responsibilities in 24/25. The Terms of Reference therefore propose that the HCPs operate as Board Sub Committees in their first year of operation, but with the maximum possible flexibility to ensure they can continue to operate as a committee of partners.

**2.7** The Mental Health, Learning Disability and Autism HCP Terms of Reference are proposing the same model as that set out in 2.6, but in addition seek to take into account existing governance arrangements within that HCP.

The Board is asked to approve the Terms of Reference set out in this paper.



## Hertfordshire and West Essex Integrated Care Board

### Audit and Risk Committee

#### Terms of Reference\_2024 v0.1

#### 1. Constitution

- 1.1 The Audit and Risk Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority

2.1 The Audit and Risk Committee is authorised by the Board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any decisions to such groups.

2.2 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD, other than for the following exceptions:

- Add any exceptions agreed by the board.

#### 3. Purpose

3.1 To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.





- 3.2 The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.
- 3.3 The Audit Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

#### 4. Responsibilities of the Committee

The Committee's duties can be categorised as follows:

##### 4.1 Integrated governance, risk management and internal control

To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of the ICB's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.

To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.

To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks.

To have oversight of system risks where they relate to the achievement of the ICB's objectives.

To ensure consistency that the ICB acts consistently with the principles and guidance established in HMT's Managing Public Money.

To seek reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

To identify opportunities to improve governance, risk management and internal control processes across the ICB.

##### 4.2 Internal audit

To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved;
- Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- Considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources;
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
- Monitoring the effectiveness of internal audit and carrying out an annual review.

### 4.3 External audit

To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit;
- Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan;
- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- Reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

### 4.4 Other assurance functions

To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.

To review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility.

To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.

To review the findings of external bodies and consider the implications for governance of the ICB. These will include, but will not be limited to:

- Reviews and reports issued by arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution, CQC; and
- Reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges and accreditation bodies).

### 4.5 Counter fraud

To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.

To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.

To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.

To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners; Fraud, Bribery and Corruption.

To report concerns of suspected fraud, bribery, and corruption to the NHSCFA.

#### 4.6 Freedom to Speak Up

To review the adequacy and security of the ICB's arrangements for its employees, contractors and external parties to raise concerns, in confidence, in relation to financial, clinical management, or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

#### 4.7 Information Governance (IG)

To receive regular updates on IG compliance (including uptake & completion of data security training), data breaches and any related issues and risks.

To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.

To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.

To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

#### 4.8 Financial reporting

To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.

To ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:

- The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the Financial Statements;
- Significant judgements and estimates made in preparing of the Financial Statements;
- Significant adjustments resulting from the audit;
- Letter of representation; and
- Qualitative aspects of financial reporting.

#### 4.9 Conflicts of Interest

The chair of the Audit Committee will be the nominated Conflicts of Interest Guardian.

The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

#### 4.10 Management

To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.

To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.

#### 4.11 Communication

To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.

To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

### 5. Composition and Quoracy

5.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation  |
|-----------------------------|---|
| <b>Chair and Vice Chair</b> | <p>In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.</p> <p>The Chair of the Committee shall be independent and therefore may not chair any other committees. In so far as it is possible, they will not be a member of any other committee.</p> <p>Committee members may appoint a Vice Chair who ICB to add any local specifications about who may be vice chair.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p> |
| <b>Membership</b>           | <p>The Committee members shall be appointed by the Board in accordance with the ICB Constitution.</p> <p>The Board will appoint no fewer than three members of the Committee who are Independent Non-Executive Members of the Board.</p> <p>Neither the Chair of the Board, nor employees of the ICB will be members of the Committee.</p> <p>Members will possess between them knowledge, skills and experience in:</p>  |

|                                     |   |
|-------------------------------------|---|
|                                     | <p>accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.</p> <p><b>Committee Members:</b></p> <ul style="list-style-type: none"> <li>• ICB Non-Executive Member (Chair)</li> <li>• ICB Non-Executive Member (Vice Chair)</li> <li>• ICB Non-Executive Member</li> </ul>   |
| <b>Attendees</b>                    | <p>Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:</p> <ul style="list-style-type: none"> <li>• Director of Finance or their nominated deputy;</li> <li>• Chief Executive Officer;</li> <li>• Representatives of both internal and external audit;</li> <li>• Individuals who lead on risk management and counter fraud matters;</li> <li>• Chief of Staff;</li> <li>• Head of IG and Risk;</li> <li>• Risk Review Group Chair;</li> <li>• Executive Administrator;</li> <li>• Executive leads for Digital and Information Governance.</li> </ul>   |
| <b>Procedure for attendance</b>     | <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p> <p>Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.<br/>The Chief Executive should be invited to attend the meeting at least annually.</p> <p>The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.</p> <p>Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.</p> <p>Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee.</p> |
| <b>Meeting frequency and Quorum</b> | <p>The Audit Committee will meet at least four times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.</p> <p>The Board, Chair or Chief Executive may ask the Audit Committee to convene further meetings to discuss particular issues on which they want</p>   |

|  |  |
|--|--|
|  | <p>the Committee's advice.</p> <p>In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>For a meeting to be quorate a minimum of <b>two Non-Executive Members</b> of the Board are required, including the Chair or Vice Chair of the Committee.</p> <p>If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p> |
| <p><b>Decision making and voting</b></p> | <p>Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.</p> <p>Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.</p> <p>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.</p>  |

## 6. Behaviours and Conduct

### 6.1 ICB values

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### 6.2 Equality and diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

## 7. Accountability and Reporting

7.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

7.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

7.3 The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

7.4 The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and ‘embeddedness’ of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
- The robustness of the processes behind the quality accounts.

## 8. Secretariat, Administration and Review

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

|  |   |
|--|---|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Maintain records</b>                | Records of members’ appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the Board.   |
| <b>Updates</b>                         | The Committee is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Committee will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval. |

**Document Control:**

| <b>Version</b> | <b>Date</b> | <b>Approved By</b> | <b>Review</b> | <b>Change made</b> |
|----------------|-------------|--------------------|---------------|--------------------|
| V1             |             | HWE ICB Board      | Annually      |                    |
|                |             |                    |               |                    |
|                |             |                    |               |                    |
|                |             |                    |               |                    |
|                |             |                    |               |                    |



## Hertfordshire and West Essex Integrated Care People Committee Terms of Reference\_2024 v0.1

### 1. Introduction

- 1.1 The People Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Hertfordshire and West Essex (HWE) Integrated Care System (ICS) People Committee.

### 2. Purpose of the Committee

- 2.1 The Hertfordshire and West Essex People Committee will seek to deliver genuine partnership working, with a committed approach to integration, innovation and transformation where it leads to improvements in quality of patient care and support for our staff.
- 2.2 The purpose of the HWE ICB People Committee is to:
  - Set and monitor delivery of the system's People Strategy.
  - Support our workforce, enabling them to study, work and live in a welcoming, healthy and compassionate workplace.
  - Develop a clear understanding of the current and future workforce challenges – through robust service, workforce and skills intelligence.
  - Build and develop workforce capacity and capability to meet the system's population health needs.
  - Develop innovative ways to ensure the supply of the right workforce, with the right skills and knowledge at the right time to deliver high quality patient care.
  - Support implementation of the priorities set out in system, regional and national strategies and work streams.

### 3. Role and Responsibility

- 3.1 The People Committee will be responsible for:
  - Strategic workforce leadership supporting care and health service delivery and transformation and developing innovative new working practices and meeting workforce challenges within the system and the emerging Integrated Care Partnership.
  - Provide workforce leadership and support for emerging ICPs and oversight of system wide strategic workforce challenges and solutions.
  - Play a key role in future proofing workforce challenges and ensuring plans are developed to minimise future stresses.
  - Supporting the development of the health and social care sector as anchor institutions,



supporting the economic and social development of our community.

- Effective workforce planning at an ICS and ICP level.
- Ensuring a truly equal, diverse and inclusive approach to attracting, supporting and developing the health and care workforce across the system.
- Fostering effective cross-organisational, multi-disciplinary working is enabled across the health and social care system, and incorporates wider stakeholders such as Education, Housing, and the Voluntary, Community and Social Enterprise sectors.
- Overseeing the workforce transformation programme with specific responsibility for effective delivery of system wide initiatives and the broader People Strategy, including the six identified workstreams: integrated workforce planning; innovation and new ways of working; sustainable workforce supply; equality and inclusion; staff wellbeing and experience; and education, training and leadership development.

#### **4. Accountability and Governance Structure**

There will be accountability through the People Committee Chair to:

- The HWE ICS Executive and wider ICB Governance Structure
- Hertfordshire and West Essex Integrated Care Partnership
- East of England Regional People Board
- NHS England and Health Education England Executives.

- 4.1 The People Committee will be underpinned by good governance principles and robust assurance processes, to ensure accountability to the public as patients, citizens or taxpayers.

#### **5. Operating Principles**

- 5.1 Each work stream delivery group established to support the People Committee will include a Senior Responsible Officer (SRO) to support programme delivery. The SRO for each People Committee work stream will be a member of the People Committee, responsible for the vision and delivery of the People Plan and needs to be clear on the time commitments necessary to fulfil the position.
- 5.2 The focus and commissioning of work from the work streams will be driven by the People Committee and will be in line with the ICS' priorities.
- 5.3 The membership of each work stream will comprise of subject matter experts relating to the functions outlined in the People Strategy.
- 5.4 The work streams will need to agree how they function, not necessarily meeting regularly as they may operate as a virtual forum.

#### **6. Reporting Responsibilities**

- 6.1 The Hertfordshire and West Essex People Committee is accountable to the ICB Board and the Regional People Committee.
- On behalf of the ICS, the Chair is responsible for ensuring the SRO's are held to account for the successful implementation of agreed schemes to support financial, quality and operational improvements.
  - Members must ensure that they have the necessary delegated permissions and processes are

in place for them to act on behalf of the organisations which they represent.

- Each member on the Group is there in an individual capacity, acting for the benefit of the system as a whole and not for any organisation that they may also be employed by.
- The People Committee will be supported by a number of work stream delivery groups, chaired by appropriate senior responsible officers (SROs) focussed on the improvement areas to deliver the required system wide benefits.
- Work streams are accountable to the People Committee, which reports into the ICB Board and Regional People Board.

## 7. Membership and Chairing Arrangements

7.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation  |
|-----------------------------|---|
| <b>Chair and Vice Chair</b> | <p>The People Committee will be representative of the HWE health and social care community to ensure diverse input and decision making.</p> <p>Membership will be reviewed annually by the Chair.</p> <p>The Chair may appoint advisors to provide specialist input/challenge.</p>  |
| <b>Membership</b>           | <p>Membership will be made up of appropriate representation from the following areas and ensuring representation and membership across all constituent organisations of the ICS, including:</p> <ul style="list-style-type: none"> <li>• ICB Non-Executive Member (Chair)</li> <li>• ICB Non-Executive Member</li> <li>• ICB Board Member Voluntary, Community and Social Enterprise Alliance</li> <li>• ICB Partner Member – Community Trust</li> <li>• ICB Partner Member – Primary Medical Services</li> <li>• ICB Chief People Officer (or Deputy)</li> <li>• Workforce Transformation Lead</li> <li>• Associate Director for Education, Culture and Organisational Development (OD)</li> <li>• Integrated Workforce Planning workstream SRO</li> <li>• Innovation and New Ways of Working Committee SRO</li> <li>• Sustainable Workforce Supply SRO</li> <li>• Equality and Inclusion SRO</li> <li>• Staff Wellbeing and Experience SRO</li> </ul> |
| <b>Attendees</b>            | <p>Education Talent and Leadership Development SRO Representation from the ICB. NHS Trust and Primary Care constituents of Hertfordshire and West Essex, including:</p> <ul style="list-style-type: none"> <li>• HR Director representation</li> <li>• Clinical Leader representation</li> <li>• Allied Health Professionals Council representation</li> <li>• Integrated Care Partnership leadership representative</li> <li>• Primary Care representation</li> </ul>  |

Representation from social care and local authority, including:

- Directors of Adult Social Care Services
- Integration and Transformation Directors
- HR Director representation
- Public Health representation

Representation from wider constituents and key stakeholders, including:

- Trade Union representation
- Higher/Further Education representation
- Representation from the Voluntary, Community and Social Enterprise sector
- EDI/BAME network representation
- Patient/Carer representation

There will be additional representation invited to attend People Board for discussion on key topics of interest/relevance:

- District Council and Housing representation
- Health Education England representation
- Clinical Leader representation
- Skills for Care representation
- Local Enterprise Partnership representative

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**Member Roles and Responsibilities**

Each member of the People Committee will have a responsibility to work in the interests of the ICS fully utilising their local and national networks to bring added benefit and focus. Members will support the identification and adoption of best practice within the ICS.

As well as delivering the duties outlined, members of the People Committee will:

- Provide good governance.
- Identify requirements and sources of funding to support the delivery of the workforce programme across the ICS.
- Be responsible for the utilisation of funds and resources allocated to the People Committee.
- Provide a forum for sharing and disseminating national and local best practice.

Nominated members will chair / lead sub-stream groups and work programmes.

All members will lead and participate in the delivery of the People Plan.

All members will take responsibility for reporting to colleagues within their own organisations and professional groups as well as representing the views of colleagues at the People Committee.

Members will represent the People Committee at other ICS meetings, organisational groups and other appropriate forums.

|                                     |   |
|-------------------------------------|---|
| <b>Code of Conduct</b>              | <p>It is the role of the Chair of the People Committee, to ensure all members: Adhere to the requirement to comply with the Code of Conduct and Code of Accountability for NHS and local authority Boards.</p> <p>Uphold service values including the Seven Principles of Public Life. Contribute to, and exercise, their role as members and not as representatives of a specific interest or stakeholder group.</p> <p>Adhere to Standing Orders, Standing Financial Instructions, Scheme of Delegation, etc. and be subject to audit by internal and/or external auditors. Comply with the governance framework, relevant legal and regulatory frameworks and codes of good practice.</p> <p>Observe respect for confidentiality and information governance.</p> |
| <b>Meeting frequency and Quorum</b> | <p>The full membership of the People Board will meet at least five times a year, with work stream SROs and members supporting programme delivery joining working group meetings in the intervening months.</p> <p>Members who cannot attend will be expected to send deputies. A meeting will be considered quorate in the following circumstances: At least <b>five ICB Board members</b> are present, which must include either the Chair or Vice-Chair.</p> <p>There must be representation from each of the membership groups. This should include equitable representation and voice from NHS, primary care and social care sectors.</p> <p>No formal business shall be transacted where a quorum is not reached.</p>  |
| <b>Decision making and voting</b>   | <p>Conflicts of interest will be considered on a case-by-case basis with the chair and chief people officer.</p> <p>The ICB workforce programme team will maintain a schedule of Declarations of Interests.</p> <p>Members will be required to notify the secretariat of any changes. The schedule will be available to all members on request. Members will be required to declare relevant interests verbally at the start of a meeting and, at the Chair’s discretion, they may be asked to leave the meeting while a particular topic is being discussed.</p>   |

## 8. Secretariat, Administration and Review

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

|  |   |
|--|---|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the Board.   |
| <b>Updates</b>                         | The Committee is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Committee will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval. |

**Document Control:**

| <b>Version</b> | <b>Date</b> | <b>Approved By</b> | <b>Review</b> | <b>Change made</b> |
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## Hertfordshire and West Essex Integrated Care Board

### Primary Care Transformation Group

#### Terms of Reference\_2024 v0.2

#### 1. Constitution

- 1.1 These Terms of Reference (ToR), set out the membership, remit, responsibilities and reporting arrangements of the Hertfordshire and West Essex (HWE) Integrated Care Board (ICB) Primary Care Transformation Group.
- 1.2 Definition of Primary Care – Primary care services provide the first point of contact in healthcare system, acting as the ‘front door’ of the NHS. Primary care includes general practice, community pharmacy, dental, optometry (eye health) services.

#### 2. Purpose and Remit

- 2.1 The Primary Care Transformation Group is the key HWE ICS Primary Care forum supporting the ICB with the remit to:
  - Propose the strategic direction for all primary care services;
  - Identify the key priority areas needing change;
  - Enable local clinical perspectives to inform strategic decision-making;
  - Set the strategic context for primary care transformation and take oversight of its implementation and measuring success.
  - Enable codesign/co-production across areas of primary care transformation and redesign in partnership with patients/citizens and all partners across the wider system.
- 2.2 The Primary Care Transformation Group will play a key role in ensuring delivery of key national policy areas such as Long term Plan (LTP) requirements, Fuller Recommendations, GP Community, Pharmacy, Dental and Optometry contractual requirements and strategic direction; and will continuously review the annual plan and oversight of delivery of the of the HWE approved Primary Care Strategic Delivery Plan aligned to national and local strategies of ICS framework, People Plan, Digital, Quality and UEC strategy.
- 2.3 The Group will set out the principles and methodology for transformation in the strategic delivery plan.

#### 3. Role and Responsibility

##### 3.1 Strategic Oversight and Transformation:

- Oversee the implementation, delivery and monitoring of the primary care strategic delivery plan
- Provide a single forum for the oversight of all primary care services (GP, Dental, Optometry and Community Pharmacy) transformation and innovation across the Integrated Care System, using best practice and a population health management approach to the development and integration of services at a system, place and neighbourhood level. This



includes enabling functions including workforce, digital and estates where appropriate.

- It is essential for the forum to scope opportunities of transformation through integration of primary care services with partners and oversight of delivery of transformation plan through developing Health and Care Partnerships
- To drive quality and reduce unwarranted variation in outcomes for patients in primary care across HWE using quantitative data and appropriate qualitative data from partners including Healthwatch, patient feedback.
- To ensure there is alignment of plans across HWE ICB system and place work programmes.

### 3.2 Communication and Engagement:

- To be the 'go-to group' to which any transformational change goes to engage primary care across HWE ICS work streams and ensure there is alignment to each place.
- Ensuring patient/citizen engagement and lived experience is at heart of transformational change through co-design using a population health management approach based on need. This needs to be practice/primary care network/Neighbourhood/locality/place/system.
- To facilitate clear communication between the HWE ICB Board, ICB System Transformation and Quality Improvement Committee, Primary Care Providers and partners across system and place and all our partner on matters relating to System development.
- Ensuring clinical debate about the key priority areas including impact on primary care in terms of workload, quality which will feed into strategic decision-making.

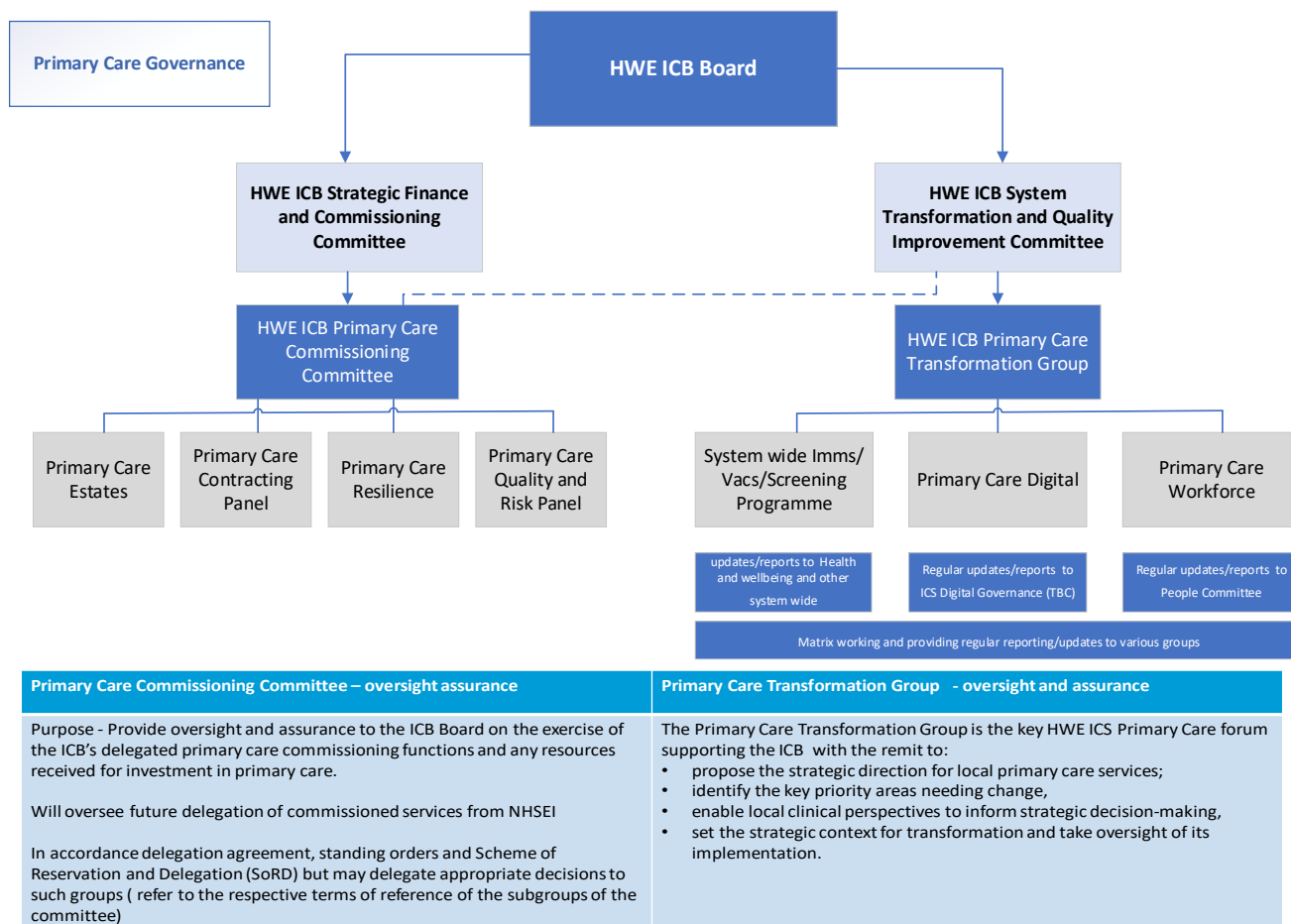
## 4. Accountability and Governance Structure

- 4.1 The Primary Care Transformation Group will be underpinned by good governance principles and robust assurance processes, to ensure accountability to the public as patients, citizens or taxpayers.

The Primary Care Transformation Group is accountable to the ICB System Transformation and Quality Improvement Committee and HWE ICB Board. Where there are financial and contractual implications of strategic decisions related to primary care providers, in line with the organisation's SFIs these will be referred to the Primary Care Commissioning Committee for a decision.

Primary Care Transformation Group will have specific working groups reporting progress into the group in particular these will include primary care workforce and primary care digital.





## 5. Operating Principles

5.1 Each member on the Group is there in an individual capacity bringing in the experience and acting for the benefit of the system as a whole and not for any organisation that they may also be employed by.

## 6. Reporting and Responsibilities

- 6.1 The Primary Care Transformation Group is accountable to the HWE ICB System Transformation and Quality Improvement Committee.
- The Group will be supported by a number of work stream delivery groups, chaired by appropriate senior responsible officers (SROs) focussed on the improvement areas to deliver the required system wide benefits.
  - On behalf of the ICB System Transformation and Quality Improvement Committee, the Chair is responsible for ensuring that workstream Senior Responsible Officer's are held to account for the successful implementation of agreed schemes to support financial, quality and operational improvements.
  - Work streams are accountable to the Primary Care Transformation Group, which reports into the ICB System Transformation and Quality Improvement Committee.
  - Workstreams will provide regular highlight reports and where necessary exception reports, or in-depth reports as required by the Group.
  - The Group will have 2-way relationship with the Primary Care Commissioning Committee of the ICB.

- The Group will receive regular updates from its subgroups and from representatives of the committee from place including locality leadership.

## 7. Composition and Quoracy

7.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation  |
|-----------------------------|---|
| <b>Chair and Vice Chair</b> | <p>The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.</p> <p>If a Chair has a conflict of interest, then the co-chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.</p>   |
| <b>Membership</b>           | <p>The members will be representative of the HWE health and social care community to ensure diverse input and decision making.</p> <p>When determining the membership, active consideration will be made to equality, diversity and inclusion.</p> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p> <p><b>Committee Members:</b></p> <ul style="list-style-type: none"> <li>• ICB Primary Care Partner members (3)</li> <li>• Community Trust Partner Member (or Deputy)</li> <li>• ICB Director of Primary Care Transformation</li> <li>• ICB Medical Director</li> <li>• ICB Director of Operations</li> <li>• 3 Nominated Primary Care (GP/PCN CD) leads across HWE (one from each place)</li> <li>• Independent Clinical advisor for Dental</li> <li>• Chief Pharmacist AD for Primary Care Strategy and Planning</li> </ul> |
| <b>Attendees</b>            | <ul style="list-style-type: none"> <li>• Healthwatch Representative 1 representative for Hertfordshire and 1 for Essex</li> <li>• Local Professional Committee representatives Hertfordshire and Essex (LMC, LPC, LOC, LDC)</li> <li>• Citizen representatives from each place (3 representatives)</li> <li>• Voluntary Community and Social Enterprise (VCSE) representative</li> <li>• ICS Clinical leads for Strategic Programmes/Enablers as appropriate –primary care transformation, primary care prescribing,</li> </ul>   |

|  |  |
|--|--|
|  | <p>workforce and digital</p> <ul style="list-style-type: none"> <li>• ICB Communications lead</li> <li>• Head of Primary Care at Place (3)</li> <li>• AD for Primary Care Contracting</li> <li>• PH leads Hertfordshire and Essex (1 from each as appropriate)</li> <li>• Representatives from Adult Social Care leads from Hertfordshire and Essex (1 from each as appropriate)</li> <li>• Other leads including Health Education England; Education sectors; digital and other managerial leads as appropriate.</li> </ul> |
| <b>Member roles and responsibilities</b> | <p>All members are required to attend or send a deputy.</p> <p>Workstream and Portfolio leads must ensure that reports and papers are submitted to enable circulation 5 days before the meeting.</p> <p>All members are required to complete assigned actions and provide updates to the Group in line with the action log.</p> <p>All members are required to be full and active participants, to ensure that relevant expertise is available to the Board to facilitate effective management of the workstreams.</p>       |
| <b>Meeting frequency and Quorum</b>      | <p>The Primary Care Transformation Group will meet every other month. Additional meetings may be convened on an exceptional basis and at the discretion of the Chair.</p> <p>This meeting provides strategic oversight and is not a forum for decision-making. A meeting will be considered quorate if 50 per cent of members are present, which must include either the Chair or Vice-Chair and one Executive Director.</p> <p>No formal business shall be transacted where a quorum is not reached.</p>                    |
| <b>Meeting Arrangements</b>              | <p>The full membership of the Primary Care Transformation group will meet on a bi-monthly basis, with work stream Senior Responsible Officer's and members supporting programme delivery joining working group meetings in the intervening months.</p> <p>Meetings will be held in public and will be online or hybrid and in-person to ensure maximum attendance.</p> <p>Members who cannot attend will be expected to send deputies.</p>   |

## 8. Behaviours and Conduct

### 8.1 ICB values

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the Primary Care Transformation Group shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### 8.2 Equality and diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

## 9. Secretariat, Administration and Review

The Primary Care Transformation Group shall be supported with a secretariat function which will include ensuring that:

|                               |   |
|-------------------------------|---|
| <b>Distribution of papers</b> | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>     | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Minute taking</b>          | 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.  |
| <b>Updates</b>                | The Group is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                 | The Primary Care Transformation Group will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval. |

### Document Control:

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## NHS Hertfordshire and West Essex Integrated Care Board

### Remuneration Committee

#### Terms of Reference\_2024 v0.2

#### 1. Constitution

- 1.1 The Remuneration Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority

- 2.1 The Remuneration Committee is authorised by the Board to:
  - Investigate any activity within its terms of reference;
  - Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
  - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
  - Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but may /not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

#### 3. Purpose

- 3.1 The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:
  - 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.



- The Board has also delegated the following functions to the Committee: This might include functions such as:
- Elements of the nominations and appointments process for Board members;
- Oversight of executive board member performance.

#### 4. Responsibilities of the Committee

##### 4.1 The Committee’s duties are as follows:

For the Chief Executive, Directors and other Very Senior Managers:

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.
- For all staff:
- Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
- Oversee contractual arrangements;
- Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

##### 4.2 Possible additional functions that ICBs might choose to include in the scope of the committee include:

- Functions in relation to nomination and appointment of (some or all) Board members;
- Functions in relation to performance review/ oversight for directors/senior managers;
- Succession planning for the Board;
- Assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and proper person regulation (FPPR).

#### 5. Composition and Quoracy

##### 5.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation  |
|-----------------------------|---|
| <b>Chair and Vice Chair</b> | <p>In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.</p> <p>Committee members may appoint a Vice Chair from amongst the members.</p> <p>In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters</p> |

|                                     |   |
|-------------------------------------|---|
|                                     | discussed meet the objectives as set out in these Terms of Reference.   |
| <b>Membership</b>                   | <p>The Committee members shall be appointed by the Board in accordance with the ICB Constitution.</p> <p>The Board will appoint no fewer than three members of the Committee including two independent members of the Board. Other members of the Committee need not be members of the board, but they may be.</p> <p>The Chair of the Audit Committee may not be a member of the Remuneration Committee.</p> <p>The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.</p> <p>When determining the membership of the Committee, active consideration will be made to diversity and equality.</p> <p><b>Committee members:</b></p> <ul style="list-style-type: none"> <li>• ICB Non-Executive Member (Chair)</li> <li>• ICB Primary Care Partner Member (Vice-Chair)</li> <li>• ICB Non-Executive Member x3</li> <li>• ICB Primary Care Partner Member</li> </ul> |
| <b>Attendees</b>                    | <p>Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.</p> <p>Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:</p> <ul style="list-style-type: none"> <li>• The ICB's most senior HR Advisor or their nominated deputy</li> <li>• Director of Finance or their nominated deputy</li> <li>• Chief Executive or their nominated deputy</li> </ul>   |
| <b>Procedure for attendance</b>     | <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p> <p>No individual should be present during any discussion relating to:</p> <ul style="list-style-type: none"> <li>• Any aspect of their own pay;</li> <li>• Any aspect of the pay of others when it has an impact on them.</li> </ul>  |
| <b>Meeting frequency and Quorum</b> | <p>The Committee will meet in <b>private</b>.</p> <p>The Committee will meet at least twice each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.</p> <p>The Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.</p>  |



|  |  |
|--|--|
|  | <p>In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>For a meeting to be quorate a minimum of <b>three ICB Board members</b> required.</p> <p>If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>  |
| <p><b>Decision making and voting</b></p> | <p>Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.</p> <p>Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.</p> <p>Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.</p> |

## 6. Behaviours and Conduct

### 6.1 Benchmarking and guidance

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

### 6.2 ICB values

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

### 6.3 Equality diversity and inclusion

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

## 7. Accountability and Reporting

7.1 The Committee is accountable 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 and submitted to the Board.

The Remuneration Committee will submit copies of its minutes and a report to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## 8. Secretariat, Administration and Review

8.1 The Committee shall be supported with a secretariat function which will include ensuring that:

|  |   |
|--|---|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the Board.   |
| <b>Updates</b>                         | The Committee is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Committee will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval. |

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## NHS Hertfordshire and West Essex Integrated Care Board

### Strategic Finance and Commissioning Committee

#### Terms of Reference\_2024 v0.5

#### 1. Constitution

- 1.1 The Strategic Finance and Commissioning Committee Finance (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These terms of reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority and Purpose

- 2.1 The Strategic Finance and Commissioning Committees is delegated by the Board to focus its purpose on improving the health and wellbeing outcomes of the ICBs population taking into account financial resource alongside national and local evidence to support affordability. It will do this through:
  - 2.1.1 Oversight and development of strategic finance management:
    - Consider Commissioning and investment proposals based on their contribution to the overall delivery of the ICB objectives
    - Oversee the development and delivery of a robust, viable and sustainable system financial plan. This will include:
      - financial performance of the ICB
      - financial performance of NHS organisations within the ICB footprint;
    - To seek assurance that an effective system financial framework and operating model (for capital and revenue funding) is in place for collectively distributing and managing resources, and that they can be used in accordance with the ICB's Integrated Care Strategy.
  - 2.1.2 Oversight and accountability of strategic commissioning:
    - Oversee procurement and contracting processes.
    - Make decisions about proceeding with commissioning changes including commissioning of new services, significant commissioning changes, decommissioning, and redesign of health services with proposals supported by completed or proposed evaluation.
    - Identify opportunities for commissioning services at scale, including sharing of best practice and innovation across the ICS, and identifying opportunities for improvement, cost efficiency and sustainability.



### 2.1.3 Oversight and assurance in the delivery of ICB strategic priorities by HWE Health Care Partnerships:

- To ensure an assurance framework is effectively in place to proactively oversee system productivity and efficiency programmes to meet agreed priorities.
- To monitor financial performance against approved budgets, ensuring alignment with ICB strategic priorities.
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but may not delegate any decisions to such groups.

2.2 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the Committee.

## 3. Objectives

3.1 Linking to the Committees purpose, the Strategic Finance and Commissioning Committees objectives are:

- To contribute to the overall delivery of the ICB objectives but primarily responsible for **Objective 5 Achieve a balanced financial position annually** by providing oversight and assurance to the Board in the development and delivery of a robust, viable and sustainable system financial plan. This includes:
  - Financial performance of the ICB
  - Financial performance of NHS organisations within the ICB footprint
  - Medium term plans
- To drive the strategic commissioning function of the ICS including proactively identifying opportunities for service integration, transformation and re-alignment to improve health and wellbeing outcomes.
- To make effective and timely decisions within the delegations afforded by the ICB Board, including approving or rejecting proposals within Delegated Financial Limits (DFL), or making recommendations to the ICB for proposals above the DFL.
- To make recommendations to the ICB Board on decisions outside of the Committee's financial delegation.
- To provide oversight and seek assurance that the operational arrangements in place across the ICB to support the commissioning of services/care to the local population are in line with the agreed system and place strategic plans.
- To provide oversight and seek assurance that the commissioning arrangements in place across the ICB, including those to deliver delegated or joint services with NHSE/I, are in line with agreed principles.
- Oversee the process for the further delegation of commissioning functions to the ICB.
- Oversee the process of devolving commissioning to place and/or provider collaboratives.
- To provide the health oversight and assurance needed to support the delivery of the joint commissioning agenda with Local Government.
- Identify areas for improvement to be delivered by the system, including ensuring delivery of value for money and affordability, and best outcomes.

#### 4. Composition and Quoracy

4.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                        | Description of expectation   |
|------------------------------------|--|
| <p><b>Chair and Vice Chair</b></p> | <p>In accordance with the constitution, the Committee will be chaired by the Chair of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.</p> <p>The Chair of the Committee shall be independent and therefore may not chair any other committees.<br/>Committee members may appoint a Vice Chair from amongst the members.</p> <p>In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.</p>  |
| <p><b>Membership</b></p>           | <p>The Committee members shall be appointed by the Board in accordance with the ICB Constitution.</p> <p>The Committee will appoint no fewer than four members of the Committee including two independent members of the Board.</p> <p><b>Committee Members:</b></p> <ul style="list-style-type: none"> <li>• ICB Non-Executive Member (Chair)</li> <li>• ICB Non-Executive Member (Vice Chair)</li> <li>• ICB Non-Executive Member</li> <li>• ICB Chief Finance Officer (or Deputy)</li> <li>• ICB Director of Operations (or Deputy)</li> <li>• ICB Director of Performance</li> <li>• ICB Director of Nursing and Quality</li> <li>• ICB Chief People Officer (or Deputy)</li> <li>• ICB Medical Director (or Deputy)</li> <li>• ICB Director of Primary Care (or Deputy)</li> <li>• Nominated representative from each HCP sub-committee x4</li> <li>• Partner Member – Primary Medical Services</li> <li>• One nominated director from Essex County Council, and one nominated director from Hertfordshire County Council</li> <li>• VCFSE Alliance Representative</li> </ul> <p>When determining the membership of the Committee, active consideration will be made to diversity and equality.</p> |
| <p><b>Attendees</b></p>            | <p>Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:</p> <ul style="list-style-type: none"> <li>• ICB Chief of Staff</li> </ul>  |

|  |   |
|--|---|
|  | <ul style="list-style-type: none"> <li>• Senior Responsible Officers (SROs) for identified quality and performance areas</li> <li>• SROs and programme lead(s) for transformation programmes</li> <li>• Specific project or programme leads from across the system</li> <li>• Governance Lead</li> <li>• Executive Administrator</li> </ul>   |
| <p><b>Procedure for attendance</b></p>     | <p>Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.</p> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p>   |
| <p><b>Meeting frequency and Quorum</b></p> | <p>The Committee will meet at least four times each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.</p> <p>The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.</p> <p>In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>The Committee will meet formally every other month.</p> <p><b>For a meeting to be quorate at least 50% of the Committee membership will be in attendance with a minimum of two independent Non-Executive Members of the Board, including the Chair or Vice Chair of the Strategic Finance and Commissioning Committee.</b></p> <p>If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p> |
| <p><b>Decision making and voting</b></p>   | <p>Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.</p> <p>Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.</p>   |

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

## **5. Behaviours and Conduct**

### **5.1 Benchmarking and Guidance**

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

### **5.2 ICB Values**

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

### **5.3 Conflicts of Interest**

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.

All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### **5.4 Equality Diversity and Inclusion**

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

## **6. Accountability and Reporting**

The Committee is accountable 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, with a summary being submitted to the Board.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## **7. Secretariat, Administration and Review**

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



|  |   |
|--|---|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the Board.   |
| <b>Updates</b>                         | The Committee is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Committee will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval. |

**Document Control:**

| <b>Version</b> | <b>Date</b> | <b>Approved By</b> | <b>Review</b> | <b>Change made</b> |
|----------------|-------------|--------------------|---------------|--------------------|
| V1             |             | HWE ICB Board      | Annually      |                    |
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**Hertfordshire and West Essex Integrated Care Board**  
**System Transformation and Quality Improvement Committee**  
**Terms of Reference\_2024 v0.4**

## 1. Constitution

- 1.1 The System Transformation and Quality Improvement Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive chaired committee of the Board, and its members are bound by the Standing Orders and other policies of the ICB.

## 2. Accountability and Delegated Authority

- 2.1 The System Transformation and Quality Improvement Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation set out in the Constitution as may be amended from time to time.
- 2.2 The Committee holds only those powers as delegated in these Terms of Reference as determined by the ICB Board.
- 2.2 The Committee is authorised by the ICB to:
  - Investigate any activity within these Terms of Reference;
  - The Committee will drive improvement in performance and ensure oversight of the delivery of key performance standards by healthcare providers, performance of the system against the NHS Outcomes Framework <https://digital.nhs.uk/data-and-information/publications/statistical/nhs-outcomes-framework/march-2022> and delivery against system Operational Plan This includes the performance review and management of system providers and health care partnerships.
  - The committee will have a strong focus for identifying and driving improvement:
  - Have oversight to monitor and drive improvements in performance at system, place, and organisation level within the ICS.
  - Providing the oversight of the development and delivery of system delivery plans, working with organisations and Health Care Partnerships to agreeing objectives, indicators and quality and performance measures at system, place & individual organisational level.
  - Linking where necessary with the ICB People Committee to focus on the system's performance against agreed outcome measures which includes NHS constitutional standards, CQC requirements, Operational Planning Guidance, and System and NHSE agreed transformation programmes.
  - Provide specific oversight and seek assurance from organisations and Health Care Partnerships with regard to workforce delivery challenges impacting on performance



and, identify and seek assurance on any system wide workforce issues which are blockages to system wide performance improvement.

- Provide a forum to work with NHSE on any place based or individual organisations intervention undertaken as part of the national system oversight & assurance framework.
- Seek any information it requires from any member, officer or employee who are directed to co-operate with any request made by the Committee;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice; and
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and (SoRD) but may not delegate any decisions to such groups.
- Delegate tasks to such individual members, sub-committees, or individuals as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

### 3. Purpose of the Committee

3.1 The System Transformation and Quality Improvement Committee has been established to provide the ICB with assurance that it is delivering its functions in a way that secures continuous improvement in the quality of services, against each of the dimensions of quality set out by NHS England and the National Quality Board and enshrined in the Health and Care Act 2022.

The Committee will have a duty to be mindful of all five ICB Strategic Objectives with a primary responsibility for, **Objective 2 Give every child the best start in life and Objective 3 Improve access to health and care services.**

3.2 The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB, that there is an effective system of quality and performance governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high-quality care.

3.3 It is recognised that each provider has its own statutory responsibilities as individual statutory bodies in their own right, linked into CQC and NHSE. The Committee will however, drive system level initiatives and performance but in the most part this will be in the context of the system not at individual organisational level.

3.4 The Committee will play a key role in ensuring delivery of key national policy areas such as Long term Plan (LTP) requirements, Fuller Recommendations, GP Community, Pharmacy, Dental and Optometry contractual requirements and strategic direction; and will lead development and delivery of the HWE Primary Care Strategic Delivery Plan aligned to national and local strategies of ICS framework, People Plan, Digital, Quality and UEC strategy.

3.5 The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit.

- 3.6 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference of the Committee.

#### 4. Responsibilities of the Committee

- 4.1 The responsibilities of the System Transformation and Quality Improvement Committee will be authorised by the ICB Board.

It is expected that the Committee will:

##### 4.2 Quality:

- Be assured that there are robust processes in place for the effective management of quality.
- Scrutinise structures in place to support quality planning, control and improvement, to be assured that the structures operate effectively, and timely action is taken to address areas of concern.
- Agree and submit to ICB put forward the key quality priorities that are included within the ICB strategy/ annual plan.
- Oversee and monitor delivery of the ICB key statutory requirements (e.g. Continuing Health Care) as applicable to quality.
- Review and monitor those risks on the Strategic and Corporate Risk Register which relate to quality, and high-risk operational risks which could impact on care. Ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner.
- Oversee and scrutinise the ICB's response to all relevant (as applicable to quality) Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care (DHSC), NHS England & Improvement (NHSEI) and other regulatory bodies / external agencies (e.g. Care Quality Committee (CQC), National Institute for Health and Care Excellence (NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained.
- Maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation as applicable to quality and assure the ICB that these are disseminated and implemented across all sites.
- Oversee and seek assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes.
- Ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place.
- Receive assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded.
- Receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and Prevention of Future Death (PFD) report).
- To be assured that service users are systematically and effectively involved as equal partners in quality activities.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for safeguarding adults and children.
- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for infection prevention and control.
- Clinical or Quality related policies should come through the Quality committee for oversight, scrutiny and comment prior to approval and adoption by the ICB. Policy approval will be met through compliance with the ICBs Scheme of Reservation and Delegation.

- Scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for medicines optimisation and safety.
- Have oversight of the Terms of Reference and work programmes for the groups reporting into the Quality Committee (e.g. System Quality Groups, Infection Prevention and Control, Safeguarding Boards / Hubs etc).

#### 4.3 Performance:

- The Terms of Reference sets out how Hertfordshire and West Essex ICB will work in partnership with the regional and national NHS England teams to provide effective, streamlined oversight for quality, performance, collective use of resources, and delivery of the 2021/22 Operational Planning requirements.
- These requirements include: Covid-19 restoration and recovery, a greater emphasis on population health management, and improving health inequalities, outcomes, and access.
- The Committee is the primary governance forum to oversee the Partnership's mutual accountability arrangements. Its primary function is to monitor system performance and provide assurance relating to quality, finance, workforce and operational performance against constitutional standards, national priorities, and local strategic plans.
- The TOR describe the scope, function, and ways of working for the Committee. They should be read in conjunction with the Hertfordshire and West Essex (HWE) Partnership Memorandum of Understanding.

#### 4.4 Primary Care Transformation:

- Propose the strategic direction for local primary care services and identify the key priority areas needing change.
- Enable local clinical perspectives to inform strategic decision-making.
- Set the strategic context for transformation and take oversight of its implementation.
- Enable codesign/co-production across areas of primary care transformation and redesign in partnership with patients/citizens and all partners across the wider system.
- Set out the principles and methodology for transformation in the strategic delivery plan.
- Lead the development of the primary care strategy and make recommendations to the Integrated Care Board.
- Oversee the implementation and delivery of the primary care strategic delivery plan.
- Drive quality and reduce unwarranted variation in outcomes for patients in primary care across HWE.

### 5. Composition and Quoracy

5.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation  |
|-----------------------------|---|
| <b>Chair and Vice Chair</b> | The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non- |

|                          |   |
|--------------------------|---|
|                          | <p>compliance with the ICB policy and procedures relating to conflicts of interest.</p> <p>If a Chair has a conflict of interest, then the co-chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.</p>  |
| <p><b>Membership</b></p> | <p>The Committee members shall be appointed by the Board in accordance with the ICB Constitution.</p> <p>The Board will appoint no fewer than four members of the Committee including two who are Non-Executive Members of the Board. Other attendees of the Committee need not be members of the Board, but they may be.</p> <p>When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.</p> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p> <p><b>Committee Members:</b></p> <ul style="list-style-type: none"> <li>• ICB Non-Executive Member (Chair)</li> <li>• ICB Partner Member – Primary Medical Services (Transformation) (Vice Chair)</li> <li>• ICB Non-Executive Member x2</li> <li>• ICB Director of Nursing</li> <li>• ICB Medical Director</li> <li>• ICB Director of Performance</li> <li>• ICB Director of Primary Care Transformation</li> <li>• Other representatives:</li> <li>• Directors of Nursing aligned to each Health Care Partnership</li> <li>• Directors of Performance aligned to each Health Care Partnership and/or Organisation</li> <li>• 1 x primary care representative</li> <li>• 1 x local authority lead from each local authority</li> <li>• 1 x Healthwatch (alternate between Essex and Hertfordshire)</li> <li>• 2 x Patient Safety Partners</li> <li>• Safeguarding Lead for Children and Families</li> </ul> |
| <p><b>Attendees</b></p>  | <p>Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:</p> <ul style="list-style-type: none"> <li>• ICB Quality Improvement and Patient Safety lead</li> <li>• ICB Nursing &amp; Quality lead</li> <li>• Independent Chair for Safeguarding Board</li> <li>• ICB Continuing Healthcare lead</li> <li>• ICB Primary Care Quality lead</li> <li>• Voluntary, Community, Faith and Social Enterprise (VCFSE) representative)</li> </ul>  |

|  |  |
|--|--|
|  | <ul style="list-style-type: none"> <li>• ICB Quality committee governance lead</li> <li>• ICB Quality committee secretarial</li> <li>• Clinical Quality Director, NHS England</li> <li>• Specific project or programme leads from across the system.</li> </ul>  |
| <p><b>Procedure for attendance</b></p>     | <p>Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.</p> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p>  |
| <p><b>Meeting frequency and Quorum</b></p> | <p>The Committee will meet every other month. Additional meetings may be convened on an exceptional basis and at the discretion of the Committee Chair.</p> <p>Arrangements and notice for calling meetings are set out in the Standing Orders.</p> <p>For a meeting to be quorate there will be a minimum of the <b>Chair or Vice Chair, plus at least the Director of Nursing or Medical Director, Director of Performance, and one provider representative, one Local Authority representative.</b></p> <p>Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf.</p>  |
| <p><b>Decision making and voting</b></p>   | <p>Decisions will be taken in according with the Standing Orders.</p> <p>The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.</p> <p>Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.</p> <p>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.</p> |



## 6. Behaviours and Conduct

### 6.1 ICB values

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### 6.2 Equality and diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

## 7. Accountability and Reporting

- 7.1 The Committee is directly accountable to the ICB. The minutes of meetings shall be formally recorded. The Chair of the Committee shall report to the Board (public session) after each meeting and provide a report on assurances received, escalating any concerns where necessary.
- 7.2 The Committee will advise the Audit Committee on the adequacy of assurances available and contribute to the Annual Governance Statement.
- 7.3 The Committee will receive scheduled assurance report from its delegated groups. Any delegated groups would need to be agreed by the ICB Board.
- 7.4 All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest which will be recorded in the minutes. Anyone with a relevant or material interest in a matter under consideration will be excluded from the discussion at the discretion of the Committee Chair.

## 8. Secretariat, Administration and Review

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

|  |  |
|--|--|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.                     |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.  |
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.   |
| <b>Minute taking</b>                   | 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. |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the Board.  |

**Updates**

The Committee is updated on pertinent issues/ areas of interest/ policy developments.  
Action points are taken forward between meetings and progress against those actions is monitored.

**Review**

The Committee will review its effectiveness at least annually.  
These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

**Document Control:**

| <b>Version</b> | <b>Date</b> | <b>Approved By</b> | <b>Review</b> | <b>Change made</b> |
|----------------|-------------|--------------------|---------------|--------------------|
| V1             |             | HWE ICB Board      | Annually      |                    |
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|                |             |                    |               |                    |



## NHS Hertfordshire and West Essex Integrated Care Board

### Strategy Committee

#### Terms of Reference\_2024 v0.2

#### 1. Constitution

- 1.1 The Strategy Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These terms of reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority

- 2.1 The Strategy Committee is authorised by the Board to:
  - Provide assurance and oversight to the Integrated Care Board; and
  - Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but may not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

#### 3. Objectives

- 3.1 The Committee Objectives:
  - Having oversight, assurance and providing constructive challenge to ensure that NHS Herts & West Essex ICB and partner organisations are delivering on its strategic priorities:
    - Increasing healthy life expectancy and reduce inequality
    - Give every child the best start in life
    - Improving Access to Health and Care Services
    - Increasing the number of citizens taking steps to improve their wellbeing
    - Successfully delivering our financial plan each year



- Consider the progress of the organisation in implementation of the Integrated Care Boards Medium Term Plan, and amend that plan as needed.
- Advise the Integrated Care Board on the alignment of plans and strategies across the ICB.
- Promoting the adoption of Population Health Management across the ICS and provide regular updates to the board on progress in this area.
- Promote and facilitate the use of research and evidence generated by research.

#### 4. Composition and Quoracy

4.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                        | Description of expectation  |
|------------------------------------|---|
| <p><b>Chair and Vice Chair</b></p> | <p>In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.</p> <p>Committee members may appoint a Vice Chair from amongst the members.</p> <p>In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p>  |
| <p><b>Membership</b></p>           | <p>The Committee members shall be appointed by the Board in accordance with the ICB Constitution.</p> <p>The Committee will appoint no fewer than four members of the Committee including two independent members of the Board.</p> <p><b>Committee Members:</b></p> <ul style="list-style-type: none"> <li>• ICB Non-Executive Member (Chair)</li> <li>• ICB Non-Executive Member (Vice Chair)</li> <li>• ICB Director of Strategy (Vice Chair)</li> <li>• ICB Chief Executive Officer</li> <li>• Partner Members representing from across the sectors, to include <ul style="list-style-type: none"> <li>○ 1 x Primary Medical Service Partner member</li> <li>○ 4 x HCP SROs</li> <li>○ 1 x Local Government Partner Member (both to be invited but can alternate in attendance)</li> </ul> </li> <li>• HWE ICB Medical Director</li> <li>• HWE ICB Nursing and Quality Director</li> <li>• HWE ICB Chief Finance Officer</li> </ul> <p>When determining the membership of the Committee, active consideration will be made to diversity and equality.</p> |

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|-------------------------------------|--|
| <b>Attendees</b>                    | <ul style="list-style-type: none"> <li>• HWE ICB Chair</li> <li>• HWE ICB Director of Operations</li> <li>• HWE ICB Director of Performance</li> <li>• HWE ICB Director of Primary Care</li> <li>• HWE Chief of Staff</li> <li>• Governance Lead</li> <li>• Executive Administrator</li> </ul>   |
| <b>Procedure for attendance</b>     | <p>Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.</p> <p>Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote.</p> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p>   |
| <b>Meeting frequency and Quorum</b> | <p>The Committee will meet at least six times each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.</p> <p>The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.</p> <p>In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>The Committee will meet every other month. A programme of meeting dates is set annually and advised to all members.</p> <p>The Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever: publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.</p> <p>For a meeting to be quorate a <b>minimum of six members</b> including at least <b>two Partner Members or Non-Executive Members are required, including the Chair or Vice Chair.</b></p> <p>If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.</p> |

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|                                   | If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.  |
| <b>Decision making and voting</b> | <p>Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.</p> <p>Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.</p> <p>Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.</p> |

## 5. Behaviours and Conduct

### 5.1 Benchmarking and Guidance

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

### 5.2 ICB Values

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members of, and those attending, the Committee shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

### 5.3 Conflicts of Interest

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.

All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### 5.4 Equality Diversity and Inclusion

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

## 6. Accountability and Reporting

The Committee is accountable 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, with a summary being submitted to the Board.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## 7. Secretariat, Administration and Review

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

|  |   |
|--|---|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the Board.   |
| <b>Updates</b>                         | The Committee is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Committee will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval. |



**Document Control:**

| <b>Version</b> | <b>Date</b> | <b>Approved By</b> | <b>Review</b> | <b>Change made</b> |
|----------------|-------------|--------------------|---------------|--------------------|
| V1             |             | HWE ICB Board      | Annually      |                    |
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## NHS Hertfordshire and West Essex Integrated Care Board

### XXXX Health Care Partnership Board

#### Terms of Reference\_2024 v0.1

#### 1. Constitution

- 1.1 The XXX Health and Care Partnership Board('the board') is established by the Hertfordshire and West Essex ICB to provide strategic leadership for the XXX Health and Care Partnership ('the HCP').
- 1.2 These Terms of Reference (ToR) will be published on the ICB website and set out the membership, the remit, responsibilities and reporting arrangements of this Committee and may only be changed with the approval of the HCP Board.

#### 2. Authority

- 2.1 The xxxxx Health and Care Partnership ("the HCP") has the following vision: xxxx. The role of the xxxx Health Care Partnership Board ("HCP Board") is to provide the multi-agency, system leadership to the HCP.
- 2.2 The HCP Board is authorised by the ICB Board to:
  - Convene and support all partners across the HCP to work together to transform health and care delivery that achieves patient-centred improvements in health and care services
  - Develop and deliver the HCP's delivery plan, including relevant national priorities/ targets.
  - Utilise population health management approaches, to identify and develop evidence-based pathways and models of preventive and proactive care
  - Drive a fundamentally different model of care and services that support people at or closer-to-home, ensuring avoiding requirement for more costly services that may also lead to poorer outcomes and experience
  - Be accountable for balancing specified delegated budgets, and for the delivery of the relevant aspects ICBs strategy and priorities as agreed by the ICB Board.
- 2.3 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference of this Committee.

#### 3. Responsibilities and functions

- 3.1 The Board shall be responsible for transacting the HCP's core business and leading strategic thinking on behalf of the HCP. The discharging these key responsibilities the HCP Board will:

##### Core Business

- To take accountability for the development and delivery of the overall financial plan for xxxx within the specified delegated budgets of the HCP.
- To scrutinise and approve recommendations proposed by the HCP Finance &



Commissioning Committee and the HCP System Transformation and Quality Committee, or through whatever model of managing these responsibilities the HCP agrees. This will include investment and spending decisions within the specified delegated budgets of the HCP.

- To approve recommendations for activity/interventions arising from the HCP's Clinical Transformation workstreams, the enabling workstreams and the task and finish groups.
- Receive updates from the HCP Finance & Commissioning Committee and the HCP System Transformation and Quality Committee (or equivalent) and to review the HCP's risk register
- To assure and drive the performance and delivery of Integrated Neighbourhood Team transformation work in xxxxxxxx.

### Strategic Leadership

- To participate in the development of strategy across the Integrated Care System
- To take joint accountability for the development and implementation of plans to transform the delivery of health and care in xxxx.
- To maintain oversight, understanding and alignment of individual organisation strategies and plans.
- To bring together activity, finance, operations, and quality intelligence from NHS providers in order to drive whole-system planning and prioritisation.
- To lead the resolution of strategic challenges, issues and risks between partners.

## 4. Composition and Quoracy

4.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation   |
|-----------------------------|--|
| <b>Chair and Vice Chair</b> | <p>The committee will be chaired by the HCP Senior Responsible Officer.</p> <p>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p>   |
| <b>Membership</b>           | <p>The Board members shall be appointed by the HCP Board in accordance with the ICB Constitution.</p> <p>Membership shall comprise the following roles:<br/>Members who are also ICB board members:</p> <ul style="list-style-type: none"> <li>• HCP Senior Responsible Officer (<i>Matthew Coats</i>)</li> <li>• Non-Executive Member of the Integrated Care Board</li> <li>• Chief Finance Officer of the ICB (or Deputy)</li> <li>• ICB Medical Director or Director of Nursing (or Deputy)</li> <li>• At least one partner member of the Integrated Care Board (this may potentially be one of the members listed below)</li> </ul> <p>Members from partner organisations (*South &amp; West Herts used as an example- will be HCP specific*)</p> <ul style="list-style-type: none"> <li>• Hertfordshire and West Essex ICB, South and West Hertfordshire HCP Place Director</li> <li>• Central London Community Healthcare NHS Trust</li> </ul> |

- Hertfordshire Partnership University Foundation NHS Trust
- Hertfordshire Community NHS Trust, Chief Executive Officer
- Hertfordshire County Council, Director of Health Integration
- Hertfordshire County Council, Consultant in Public Health
- Dacorum Borough Council, Chief Executive Officer
- Hertsmere Borough Council, Managing Director
- St Albans City and District Council
- Three Rivers District Council
- Watford Borough Council
- Hertfordshire and West Essex Primary Care transformation team
- Dacorum Integrated Neighbourhood Team Clinical Leads
- Hertsmere Integrated Neighbourhood Team Clinical Leads
- St Albans and Harpenden Integrated Neighbourhood Team Clinical Lead
- Watford and Three Rivers Integrated Neighbourhood Team Clinical Lead
- HCP ICAG Co-chairs
- Chair of HCP Co-Production Board
- Member of VCFSE Alliance Board

Members of the HCP Board will operate with the individual delegated responsibility from their employing organisation to enable the Partnership to carry out its responsibilities and functions. In some circumstances this will necessitate decisions being taken through each organisation’s specific governance processes.

Named deputies are permitted to attend meetings where individuals above are unable to attend.

When determining the membership of the Committee, active consideration will be made to diversity and equality.

|  |   |
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| <p><b>Attendees</b></p>                | <p>Only members of the Board have the right to attend meetings, however all meetings of this Committee will also be attended by the following individuals who are not members of this Committee:</p> <ul style="list-style-type: none"> <li>• SROs and programme lead(s) for transformation programmes</li> <li>• Specific project or programme leads from across the system</li> <li>• ICB Governance lead/secretariat</li> </ul> <p>The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p> <p>Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.</p> |
| <p><b>Procedure for attendance</b></p> | <p>Where the HCP operates a HCP Finance and Commissioning Committee and its representative (who is not a member of this Committee) is unable</p>  |

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|                                     | to attend a meeting, a suitable alternative may be agreed with the Chair.  |
| <b>Meeting frequency and Quorum</b> | <p>The committee will meet a minimum of six times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.</p> <p>The ICB Board or the HCP Senior Responsible Officer may ask the Board to convene further meetings to discuss particular issues on which they want the committee's advice.</p> <p>In accordance with the ICBs Standing Orders, this Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>A quorum will be at least 50% of membership, but for decisions to be taken on delegated matters, and in line with the ICBs constitution, that must include a minimum of three members of the ICB board or their deputies.</p> <p>If any member of the Board has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p>  |
| <b>Decision making and voting</b>   | <p>Voting will be taken in according with the ICBs Standing Orders. The committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>On all matters not relating to responsibilities delegated by the ICB, all members have one vote, and a majority will be conclusive.</p> <p>On matters relating to ICB delegation, and where there is not a consensus opinion, only those members of the board who are also members of the Integrated Care board will be able to vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of this Committee will hold the casting vote.</p> <p>The Chair can ask for an indicative vote of the whole board prior to initiating the sub-committee voting process but this is not binding on those members of the ICB board that will vote.</p> <p>The Chief of Staff of the Integrated Care Board, or their named representative, will determine whether an area is considered a delegated responsibility and therefore point 5.9 applies.</p> <p>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. The voting requirements set out in paras 5.7-5.11 apply.</p> |

## 5. Behaviours and Conduct

### 5.1 Benchmarking and Guidance

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

### 5.2 ICB Values

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the HCP Board shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### 5.3 Conflicts of Interest

The members of the Committee must comply fully with the NHS England Guidance and ICB Standards of Business Conduct and Conflicts of Interest Policy.

The ICB reserves the right to ask members of the committee to provide assurance that they meet the criteria set out in the ICBs Fit and Proper Persons policy, before agreeing their appointment to the committee.

### 5.4 Equality Diversity and Inclusion

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

## 6. Accountability and Reporting

The committee is accountable to the ICB Board and shall report to the ICB Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

## 7. Secretariat, Administration and Review

The Board shall be supported with a secretariat function operated by the Integrated Care Board governance team, which will include ensuring that:

|                               |  |
|-------------------------------|--|
| <b>Distribution of papers</b> | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead. |
| <b>Monitor attendance</b>     | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.                                    |

|  |   |
|--|---|
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the ICB Board.   |
| <b>Updates</b>                         | The ICB Board is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Committee will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval. |

**Document Control:**

| <b>Version</b> | <b>Date</b> | <b>Approved By</b> | <b>Review</b> | <b>Change made</b> |
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| V1             |             | HWE ICB Board      | Annually      |                    |
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## NHS Hertfordshire and West Essex Integrated Care Board

### Hertfordshire Mental Health, Learning Disability and Autism

#### Health and Care Partnership Board

#### Terms of Reference\_2024 v0.1

### 1. Constitution

- 1.1 The Hertfordshire Mental Health, Learning Disability and Autism (MHLDA) Health and Care Partnership Board ('the board') is established by the Hertfordshire and West Essex ICB to provide strategic leadership for the Hertfordshire MHLDA Health and Care Partnership ('the HCP').
- 1.2 These Terms of Reference (ToR) will be published on the ICB website and set out the membership, the remit, responsibilities and reporting arrangements of this Committee and may only be changed with the approval of the HCP Board.

### 2. Authority

- 2.1 The MHLDA Health and Care Partnership ("the HCP") has the following vision: Supporting people living with mental illness, learning disabilities and autism in Hertfordshire to live longer happier and healthier lives. The role of the MHLDA Health and Care Partnership Board ("HCP Board") is to provide the multi-agency, system leadership to the HCP.
- 2.2 The HCP Board is authorised by the ICB Board to:
  - Convene and support all partners across the HCP to work together to transform health and care delivery that achieves person-centred improvements in health and care services.
  - Develop and deliver the HCP's delivery plan, including relevant national priorities/ targets.
  - Utilise population health management approaches, to identify and develop evidence-based pathways and models of preventive and proactive care.
  - Drive a fundamentally different model of care and services that support people at or closer-to-home, ensuring avoiding requirement for more costly services that may also lead to poorer outcomes and experience.
  - Be accountable for balancing specified delegated budgets, and for the delivery of the relevant aspects ICBs strategy and priorities as agreed by the ICB Board.
- 2.3 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference of this Committee.





### 3. Responsibilities and functions

3.1 The Board shall be responsible for transacting the HCP’s core business and leading strategic thinking on behalf of the HCP. The discharging these key responsibilities the HCP Board will:

#### Core Business

- To take accountability for the development and delivery of the overall financial plan for MHLDA within the specified delegated budgets of the HCP. In practice this will require the MHLDA HCP Board to take accountability for the operation of the MHLDA schedule of the Section 75 agreement between HWE ICB and Hertfordshire County Council
- To scrutinise and approve recommendations proposed by the HCP Finance & Commissioning Committee and the HCP System Transformation and Quality Committee, or through whatever model of managing these responsibilities the HCP agrees. This will include investment and spending decisions related to the NHS elements of the pooled fund for MHLD within the Section 75 arrangements.
- To approve recommendations for activity/interventions arising from the HCP’s sub-groups Clinical Transformation workstreams, the enabling workstreams and the task and finish groups.
- Receive updates from the HCP Finance & Commissioning Committee and the HCP System Transformation and Quality Committee (or equivalent) and to review the HCP’s risk register

#### Strategic Leadership

- To participate in the development of strategy across the Integrated Care System
- To take joint accountability for the development and implementation of plans to transform the delivery of health and care for people with mental illness, learning disabilities and neurodivergent people.
- To maintain oversight, understanding and alignment of individual organisation strategies and plans.
- To bring together activity, finance, operations, and quality intelligence from NHS providers and wider system partners in order to drive whole-system planning and prioritisation.
- To lead the resolution of strategic challenges, issues and risks between partners.

### 4. Composition and Quoracy

4.1 This section sets out the meeting composition and quoracy arrangements:

| Arrangement                 | Description of expectation   |
|-----------------------------|--|
| <b>Chair and Vice Chair</b> | The committee will be co-chaired by the HCP Senior Responsible Officers.<br><br>The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.  |
| <b>Membership</b>           | The Board members shall be appointed by the HCP Board.<br><br>Membership shall comprise the following roles:<br><br>Members who are also ICB board members <ul style="list-style-type: none"> <li>• Hertfordshire Partnership University NHS Foundation Trust, Chief Executive Officer/ HCP Senior Responsible Officer (Karen Taylor)</li> </ul> |

- Hertfordshire County Council, Director of Adult Care Services/ HCP Senior Responsible Officer/ Accountable Officer for Section 75 arrangement (Chris Badger)
- Non-Executive Member of the Integrated Care Board
- Chief Finance Officer of the ICB (or Deputy)
- ICB Medical Director or Director of Nursing (or Deputy)
- At least one partner member of the Integrated Care Board (this may potentially be one of the members listed below)

Members from partner organisations:

- Hertfordshire and West Essex ICB, Director of Strategy and Deputy Chief Executive
- Chair of South and West Hertfordshire Health and Care Partnership
- Chair of East and North Hertfordshire Health and Care Partnership
- Central London Community Healthcare NHS Trust, Divisional Director
- West Hertfordshire Teaching Hospitals NHS Trust, Chief Executive
- East and North Hertfordshire Hospitals Trust, Chief Executive
- Hertfordshire Community NHS Trust, Chief Executive Officer
- Hertfordshire County Council, Director of Public Health
- Hertfordshire County Council, Director of Children’s Services
- Chair of Learning Disabilities and Autism Strategic Partnership Board
- Chair of Crisis Care Partnership Board
- Chair of Children and Young People Emotional and Mental Wellbeing Board
- Chair of Primary and Community Mental Health Board
- Chair of MHLDA HCP Clinical and Practice Advisory Committee
- Chair of MHLDA VCFSE Alliance (in development)
- HWE ICB MHLDA Clinical Leads
- Carers in Hertfordshire,
- Viewpoint, Chief Executive
- Mind in Mid-Herts, Chief Executive
- Hertfordshire Mind Network, Chief Executive

Members of the HCP Board will operate with the individual delegated responsibility from their employing organisation to enable the Partnership to carry out its responsibilities and functions.

In some circumstances this will necessitate decisions being taken through each organisation’s specific governance processes.

Named deputies are permitted to attend meetings where individuals above are unable to attend.

**Attendees**

Only members of the Board have the right to attend meetings, however all meetings of this Committee will also be attended by the following individuals who are not members of this Committee:

- SROs and programme lead(s) for transformation programmes
- Specific project or programme leads from across the system
- ICB Governance lead/secretariat

|                                     |   |
|-------------------------------------|---|
|                                     | <p>The Chair may ask any or all of those who normally attend but who are not members, to withdraw to facilitate open and frank discussion of particular matters.</p> <p>Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist with its discussions on any particular matter including representatives from the Health and Wellbeing Board (s), Secondary and Community Providers.</p>   |
| <b>Procedure for attendance</b>     | <p>When an attendee of the HCP Strategic Finance and Commissioning (who is not a member of this Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.</p>  |
| <b>Meeting frequency and Quorum</b> | <p>The committee will meet a minimum of six times a year and arrangements and notice for calling meetings are set out in the Standing Orders. <a href="https://www.healthierfuture.org.uk/sites/default/files/nhshwe-icb-constitution010722finalpending-approval-by-nhs-england.pdf">https://www.healthierfuture.org.uk/sites/default/files/nhshwe-icb-constitution010722finalpending-approval-by-nhs-england.pdf</a><br/>Additional meetings may take place as required.</p> <p>The ICB Board or the HCP Senior Responsible Officer may ask the Board to convene further meetings to discuss particular issues on which they want the committee's advice.</p> <p>In accordance with the ICBs Standing Orders, this Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.</p> <p>A quorum will be at least 50% of membership, but for decisions to be taken on delegated matters, and in line with the ICBs constitution, that must include a minimum of three members of the ICB board or their deputies.</p> <p>If any member of the Board has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.</p> |
| <b>Decision making and voting</b>   | <p>Voting will be taken in according with the ICBs Standing Orders. The committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.</p> <p>On all matters not relating to responsibilities delegated by the ICB, all members have one vote, and a majority will be conclusive.</p> <p>On matters relating to ICB delegation, and where there is not a consensus opinion, only those members of the board who are also members of the Integrated Care board will be able to vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of this Committee will hold the casting vote.</p>   |

The Chair can ask for an indicative vote of the whole board prior to initiating the sub-committee voting process but this is not binding on those members of the ICB board that will vote.

The Chief of Staff of the Integrated Care Board, or their named representative, will determine whether an area is considered a delegated responsibility and therefore point 5.9 applies.

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. The voting requirements set out in paras 5.7-5.11 apply.

## **5. Behaviours and Conduct**

### **5.1 Benchmarking and Guidance**

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

### **5.2 ICB Values**

Members will be expected to conduct business in line with the ICB values and objectives.

Members of, and those attending, the HCP Board shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### **5.3 Conflicts of Interest**

The members of the Committee must comply fully with the NHS England Guidance and ICB Standards of Business Conduct and Conflicts of Interest Policy.

The ICB reserves the right to ask members of the committee to provide assurance that they meet the criteria set out in the ICBs Fit and Proper Persons policy, before agreeing their appointment to the committee.

### **5.4 Equality Diversity and Inclusion**

Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

## **6. Accountability and Reporting**

The Board is accountable to the ICB Board and shall report to the ICB Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

## 7. Secretariat, Administration and Review

The Board shall be supported with a secretariat function operated by the Integrated Care Board governance team, which will include ensuring that:

|  |   |
|--|---|
| <b>Distribution of papers</b>          | The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.  |
| <b>Monitor attendance</b>              | Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.   |
| <b>Maintain records</b>                | Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.  |
| <b>Minute taking</b>                   | 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.  |
| <b>Support the Chair and Committee</b> | The Chair is supported to prepare and deliver reports to the ICB Board.   |
| <b>Updates</b>                         | The ICB Board is updated on pertinent issues/ areas of interest/ policy developments.<br>Action points are taken forward between meetings and progress against those actions is monitored.  |
| <b>Review</b>                          | The Board will review its effectiveness at least annually.<br><br>These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval. |

### Document Control:

| Version | Date | Approved By   | Review   | Change made |
|---------|------|---------------|----------|-------------|
| V1      |      | HWE ICB Board | Annually |             |
|         |      |               |          |             |
|         |      |               |          |             |
|         |      |               |          |             |