

NHS FRIMLEY

INTEGRATED CARE BOARD

Governance Handbook v2.1

Version Control

Date	Version no.	Reviewed by	Status	Comments/ Changes since last version
October 2022	V2	Executive	Draft	Functions and decision map – refreshed following approval by the ICB Board on 17 October 2022 Terms of reference amended to reflect new governance arrangements and new committees of the Board.
January 2023	V2.1			

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1. Purpose of the Governance Handbook

- 1.1 This handbook sets out the NHS Frimley Integrated Care Board (ICB) governance arrangements that support the implementation of the ICB's Constitution. It contains practical procedure details for applying the ICB's Constitution including the Terms of Reference for committees.
- 1.2 If there is any ambiguity between the Constitution and this Governance Handbook, the interpretation in the Constitution must be applied and takes precedence.
- 1.3 The handbook will be updated and approved on an annual basis. Where there are any changes to Sections, which are referenced in the Constitution, an application will be made for approval to NHS England. (This version has no sections that are affected by this provision.) This Governance Handbook will be published on the ICB's public website on the same page as the ICB's Constitution.

2. Integrated Care Board

- 2.1 The statutory functions of NHS Frimley Clinical Commissioning Group were conferred onto NHS Frimley ICB on 1 July 2022, along with the transfer of all ICB staff, assets, and liabilities (including commissioning responsibilities and contracts). Relevant duties of ICBs include those regarding health inequalities, quality, safeguarding, children in care and children and young people with special educational needs and (SEN) or disability.
- 2.2 Although the ICB takes on the ICB's functions, the new organisation also brings health and care organisations together in new ways, with a greater emphasis on collaboration and shared responsibility for the health of the local population. The ICB has greater flexibility to deliver commissioning activities differently – for example, to exercise their functions through, or jointly with, providers, NHS England, a local authority or a combined authority.
- 2.3 NHS England has delegated the following commissioning functions to the ICB:
 - delegated responsibility for Primary Medical Services (currently delegated to all ICBs, and continuing to exclude Section 7A Public Health functions)
 - delegated responsibility for Dental (Primary, Secondary and Community), General Optometry, and Pharmaceutical Services (including dispensing doctors and dispensing appliance contractors)
- 2.4 These changes offer a variety of opportunities for organisations within the NHS, and system partners, to work more collaboratively in the planning and delivery of services to tackle health inequalities and improve quality and outcomes.

3. Overview

3.1 The Frimley ICB is part of the wider Frimley Integrated Care System (ICS) (described in more detail in section 4) that covers a significant part of the geography of the South East Region (as shown in the map below). Around 810,000 people are registered with 72 GP practices in the Frimley system. The Frimley ICB comprises of five Places:

- Bracknell
- Windsor & Maidenhead
- Slough
- Surrey Heath
- North East Hampshire & Farnham



3.2 The Frimley Integrated Care System has been in place since 2017 and the Health and Care Bill in 2022 introduced new statutory arrangements for integrated care systems. The Bill established two new components of the ICS:

- ICB and
- an integrated care partnership (ICP).

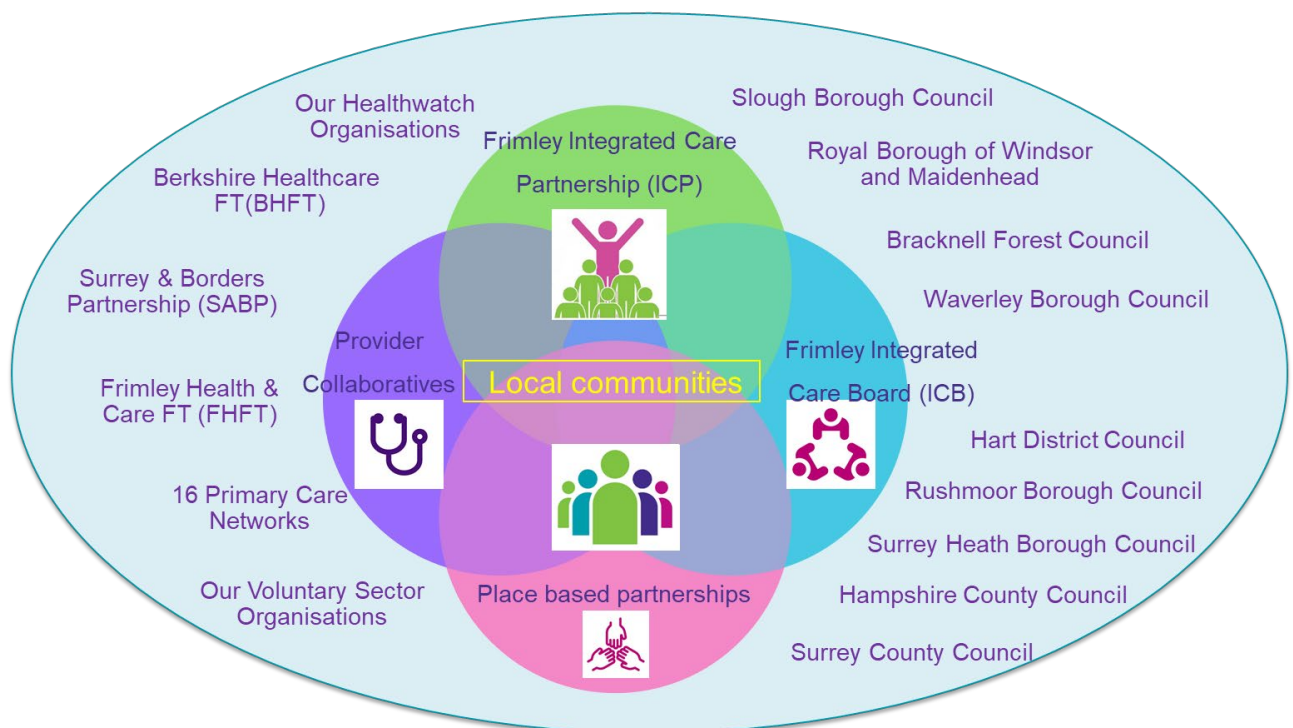
3.3 The ICS represents the wider partnership of health and care organisations that come together to plan and deliver joined up services and to improve the health of people who live and work in their area. It exists to achieve four aims:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development.



4. Integrated Care Partnership

- 4.1 The Integrated Care Partnership (ICP) considers and sets the strategic intent of the ICS; holding the role of final approver of the ICS Strategy, including the proposed programmes of work and intended outcomes and benefits which are intended from the approach.
- 4.2 It acts as an objective “guardian” of the ICS vision and values, putting the needs of the population and the successful operation of the ICP ahead of any sector or organisation specific areas of focus.
- 4.3 It provides a forum for the consideration of Wider Determinants of Health and Health Inequalities, taking fullest advantage of the opportunities arising to hear the views and perspectives of the broadest array of local stakeholders and democratic representatives.

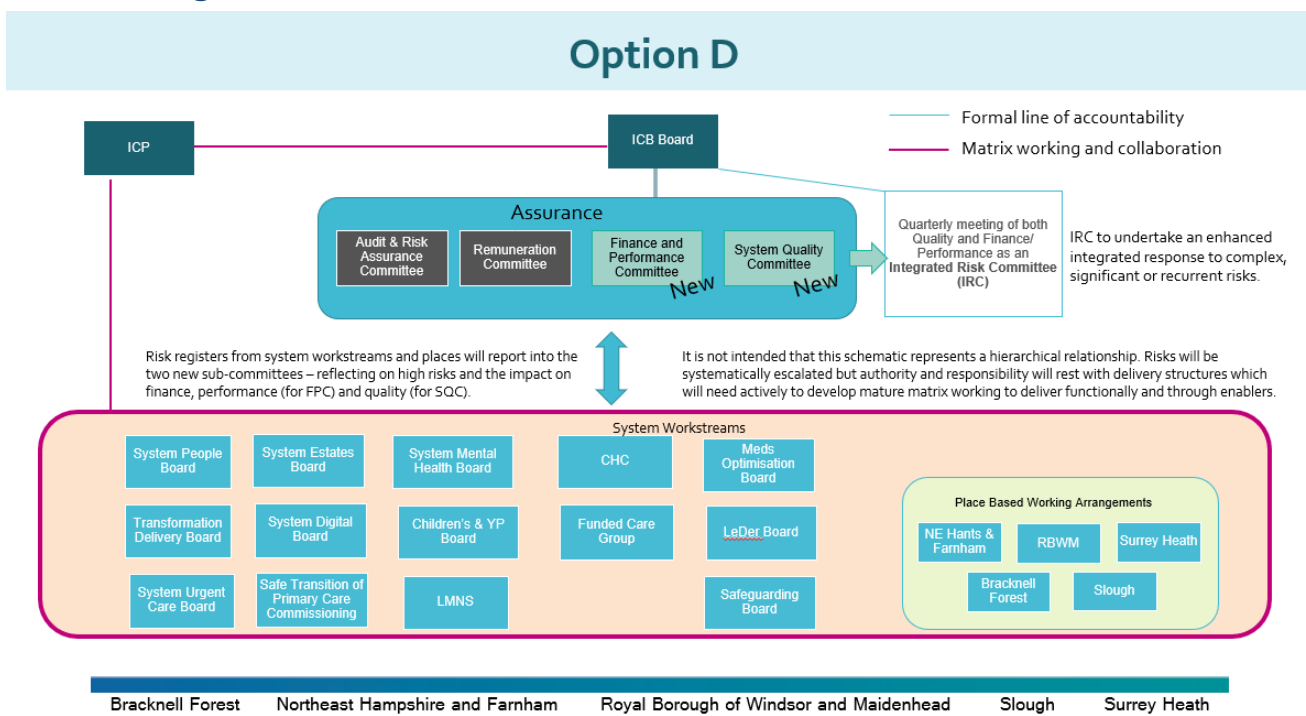


4.4 Membership of the ICP consists of:

- All Local Authority organisations within the ICB area (Unitary, County Council and District / Borough Councils) including:
- Chief Executive or Director of Adults and / or Director of Children Services
- Health and Wellbeing Board Representatives
- All NHS organisations within the ICB area (ICB, Berkshire Healthcare, Frimley Health, Surrey & Borders)
- GP Practices within the ICB area, represented by Primary Care Networks through a representative model (to be determined)

- All Healthwatch Organisations within the ICB area (either individually, collectively or through a rotation model)
 - Voluntary, Charity and Social Enterprise organisation representation
- 4.5 Each of the partner organisations as shown in the diagram above demonstrate through their own boards and committees the alignment of individual and collective work which will contribute to the progression of the ICS Strategy as set by the ICP.
- 4.6 The ICP meets on an “assembly” format – bringing together members to discuss an issue or issues in order to reach a conclusion about what they think should happen - to learn, deliberate, and decide.
- 4.7 It is led by an elected Convenor as opposed to a permanent Chair. Meetings are less frequent but with enough time set aside to effectively consider and deliberate important issues, i.e. for a half day session on a quarterly basis.

5. Integrated Care Board committee structure



- 5.1 The ICB publishes a Scheme of Reservation and Delegation (SoRD) which sets out (i) functions that are reserved to the board (ii) functions that have been delegated to an individual or to committees and sub committees (iii) functions delegated to another body or to be jointly with another organisation. The ICB remains accountable for all of its functions, including those that it has delegated. The SoRD sets out the lowest level of responsibility to which a

decision is delegated. A committee or individual, which has received the delegated responsibility, may seek advice and support in making a decision.

- 5.2 The arrangements made by the ICB as set out in this Scheme of Reservation and Delegation of decisions shall have effect as if incorporated in the ICB's Constitution. The document can be viewed on the ICB's Website <http://www.frimley.icb.nhs.uk>

6. ICB Board

- 6.1 The Board is made up of 17 members:
- a) Independent Chair
 - b) Chief Executive
 - c) Chief Finance Officer
 - d) Chief Medical Officer
 - e) Chief Nursing Officer
 - f) Chief People Officer
 - g) Chief Transformation Officer
 - h) Two Non Executive members
 - i) Three partner members from NHS Trusts and Foundation Trusts who provide services within the ICB's area
 - j) Three partner members from the local authorities which are responsible for providing Social Care and whose area coincides with or includes the whole or any part of the ICB's area.
 - k) Two partner members from the primary medical services (general practice) providers within the area of the ICB.
- 6.2 Further information on the appointment process for each of the Board members are described in the Standing Orders – see section 8 below.

7. Standing Orders

- 7.1 The ICB Constitution contains an Appendix "Standing Orders". This appendix sets out:
- the statutory framework and status upon which the ICB carries out its business;
 - composition of the Membership,
 - key roles and appointment process;
 - calling meetings of the ICB and how these are managed through clear internal control processes;
 - appointments of Committees and Sub committees;
 - the duty to report non-compliance with Standing Orders and Standing Financial Instructions;

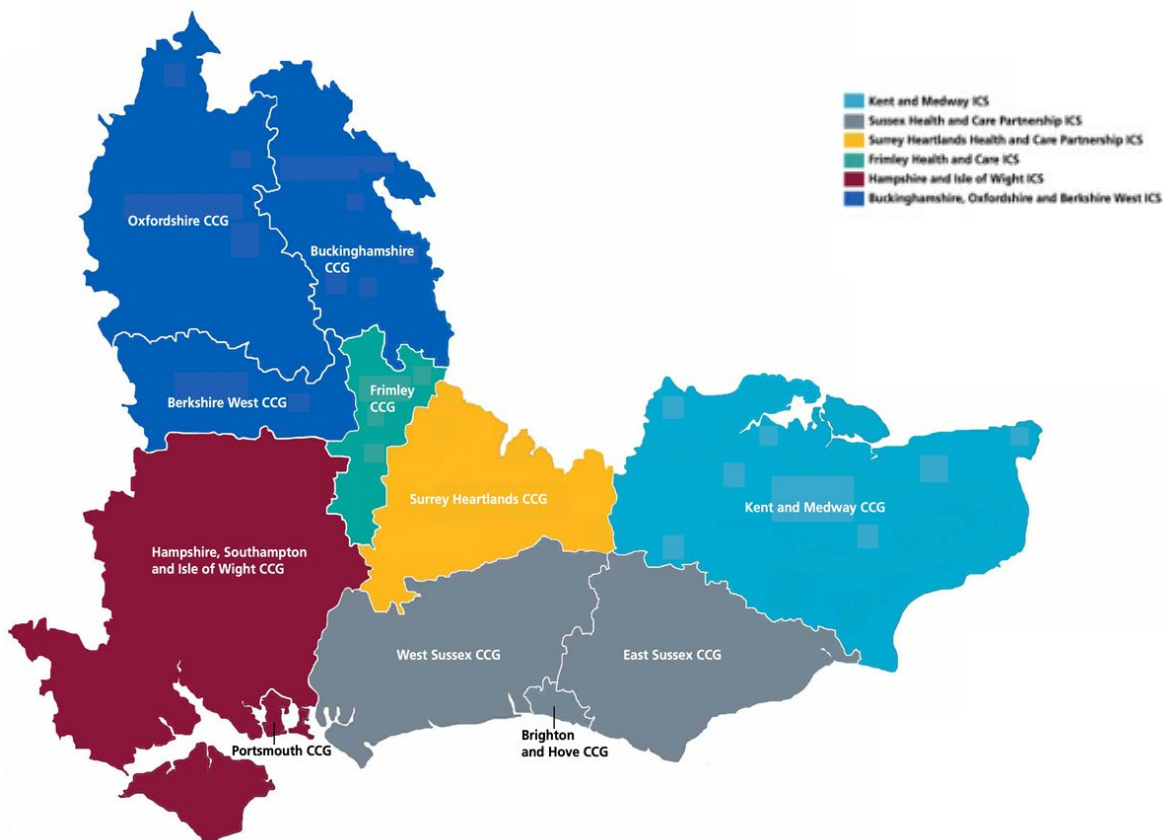
- use of seal and authorisation documents.

These Standing Orders are detailed in an Appendix of the Constitution.

The constitution can be found here <http://www.frimley.icb.nhs.uk>

8. Delegated Commissioning

- 8.1 NHS Frimley ICB will take on delegated commissioning responsibilities for Community Pharmacy, Optometry and Dental services from July 2022.
- 8.2 The ICB will be one of six ICBs in the Southeast Region with these delegated responsibilities (see diagram below). All six have agreed to work together to ensure a safe transition of staff and responsibilities from NHS England to the ICBs.



- 8.3 Surrey Heartlands ICB has agreed to provide administration for the Southeast Region hub and manage the committees in common for the six ICBs. Details of the terms of reference for these committees in common are found in section 10.

9. Committee Terms of Reference

9.1 The formal governance committees of the ICB are grouped into three classes as required by NHS England. For Audit, Remuneration and Primary Care Commissioning the terms of reference shall have effect as if incorporated in the ICB's Constitution. With the exception of the ICB Board (which is included in the Standing Orders within the Constitution), all other terms of reference as described below will be published within this Governance Handbook.

- **Class 1: Statutory**
 - a) ICB Board
 - b) ICP Joint Committee
 - c) Audit and Risk Assurance Committee
 - d) Remuneration Committee
- **Class 2: Locally determined committees with delegated responsibilities**
 - a) Committees in Common for Pharmacy, Optometry and Dentistry
 - b) Committees in Common for Surrey Commissioning
- **Class 3: Locally determined committees of the Board**
 - a) System Quality Committee
 - b) Finance and Performance Committee
 - c) Integrated Risk Committee

9.2. Audit and Risk Assurance Committee DRAFT Terms of Reference

Constitution

The Audit and Risk Assurance Committee (the Committee) is established by NHS Frimley Integrated Care Board (ICB) as a committee of the board in accordance with its Constitution.

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.

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.

Authority

The Audit and Risk Assurance 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.

For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

Purpose

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.

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.

The Audit and Risk Assurance Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

Membership and attendance

Membership

The Committee members shall be appointed by the board in accordance with the ICB Constitution.

The board will appoint no fewer than **three members** of the Committee including two who are non-executive members of the board. Other members of the Committee need not be members of the board, but they may be.

Neither the Chair of the board, nor employees of the ICB will be members of the Committee.

Members will possess between them knowledge, skills and experience in: 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.

Chair and vice chair

In accordance with the constitution, the Committee will be chaired by a non-executive Member of the board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

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.

Committee members may appoint a Vice Chair the voting membership of the Committee.

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

Attendees

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:

- Director of Finance or their nominated deputy;
- Director of Partnerships and Engagement;
- Representatives of both internal and external audit;
- Individuals who lead on risk management and counter fraud matters;
- and other relevant attendees.

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.

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.

The Chief Executive should be invited to attend the meeting at least annually.

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.

Attendance

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.

Access

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 and Risk Assurance Committee.

If any of the External Audit, Internal Audit, Local Counter Fraud and Security Management providers have been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual may be excluded from the meeting, with permission by the Chair.

Meetings Quoracy and Decisions

The Audit and Risk Assurance Committee will meet five/ 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.

The board, Chair or Chief Executive may ask the Audit and Risk Assurance Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

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.

Quorum

For a meeting to be quorate a **minimum of two** non-executive members of the board are required, including the Chair or Vice Chair of the Committee.

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.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

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.

Only members of the Committee may 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 the Committee will hold the casting vote.

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.

Responsibilities of the Committee

The Committee's duties can be categorised as follows.

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.

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.

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.

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 and Risk Assurance 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).

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.

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.

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.

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.

Conflicts of Interest

The Chair of the Audit and Risk Assurance 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.

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.

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.

Behaviours and Conduct

ICB values

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

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

Equality and diversity

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

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 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.

The Audit and Risk Assurance 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.

Secretariat and Administration

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

- 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;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the board;
- 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.

Date of approval:

Date of review:

9.3. Remuneration Committee DRAFT Terms of Reference

Constitution

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.

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.

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.

Authority

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 SoRD but may /not delegate any decisions to such groups.

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.

Purpose

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 excluding the Chair.

The board may also delegate the following functions to the Committee:

- Oversight of the nominations and appointments process for board members;
- Oversight of executive board member performance.

Membership and attendance

Membership

The Committee members shall be appointed by the board in accordance with the ICB Constitution.

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.

The Chair of the board may be a member of the Committee but may not be appointed as the Chair.

The Chair of the Audit and Risk Assurance Committee may be a member of the Remuneration Committee but may not Chair the Committee.

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

Chair and Vice Chair

In accordance with the constitution, the Committee will be chaired by an non-executive member of the board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

Committee members may appoint a Vice Chair from amongst the members.

In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.

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

Attendees

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.

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:

- Chief People Officer or their nominated deputy
- Chief Finance Officer or their nominated deputy
- Chief Executive or their nominated deputy

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.

No individual should be present during any discussion relating to:

- Any aspect of their own pay;
- Any aspect of the pay of others when it has an impact on them.

Meetings Quoracy and Decisions

The Committee will meet in private.

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.

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.

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.

Quorum

For a meeting to be quorate a **minimum of two** of the non-executive members is required, including the Chair or Vice Chair.

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.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

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.

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may 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 the Committee will hold the casting vote.

Responsibilities of the Committee

The Committee's duties are as follows:

For the Chief Executive, Chief Officers, 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.

Additional responsibilities 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).

Behaviours and Conduct

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.

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.

Equality diversity and inclusion

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

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 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.

Secretariat and Administration

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

- 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;
- Records of members' appointments and renewal dates and the board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and

- Action points are taken forward between meetings.

Review

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the board for approval.

Date of approval:

Date of review:

9.4 Committees in Common for Pharmacy, Optometry and Dentistry

POD Committee (CiC) Terms of Reference

Applicable to the following organisations:

NHS Buckinghamshire, Oxfordshire and Berkshire (BOB) ICB	✓
NHS Frimley ICB	✓
NHS Hampshire and Isle of Wight (HIOW) ICB	✓
NHS Surrey Heartlands ICB	✓
NHS Sussex ICB	✓
NHS Kent and Medway ICB	✓

Approved:

Planned 1 July 2022

Next review due:

The intention is for these Terms of Reference to apply until end March 2023 with review date agreed

1. Context

- 1.1. The six Integrated Care Boards across the South East have taken on the delegated responsibility for Pharmacy, Optometry and Dentistry (POD) services since July 2022. These are: Buckinghamshire, Oxfordshire and Berkshire West (BOB) ICB; Frimley ICB; Hampshire and Isle of Wight (HIOW) ICB; Surrey Heartlands ICB; Sussex ICB and Kent and Medway ICB.
- 1.2. These six ICBs have determined they will work collaboratively during 2022/2023, to discharge their delegated commissioning responsibility for the delivery of POD services.
- 1.3. The secretariat of this collaborative working between the six South East ICBs will be hosted by Surrey Heartlands ICB (“the host ICB”), and underpinned through an agreed Memorandum of Understanding (MOU) between the ICBs
- 1.4. Each Committee will need to report into its own ICB for oversight and assurance purposes.
- 1.5. The Committees are aligned to the Delegation Agreement for Primary Care & Dental Functions.

2. Introduction, Purpose and Objectives

- 2.1. NHS Frimley Integrated Care Board (ICB) has established a committee within the governance structure of the ICB known as the Pharmacy, Optometry and Dentistry (POD) Committee (“the Committee”)
- 2.2. The POD Committee exercises oversight for POD commissioning across the Frimley area.
- 2.3. The ICB Committee is established in accordance with the ICB’s constitution and, where agreed, any delegation of functions from NHS England. These terms of reference set out the membership, remit, responsibilities and reporting

arrangements of the Committee and shall have effect as if incorporated into the ICB's constitution

- 2.4. The ICB Committee may only make decisions that its Integrated Care Board has delegated to it (listed in Annex 1).
- 2.5. The Committee will meet in common with the other South East ICB POD Commissioning Committees. This mechanism is employed to allow organisations to take aligned decisions together on programmes that cross organisational/geographical boundaries. By definition, consisting of two or more organisations meeting in the same place at the same time, they will discuss the same functions and may reach the same conclusions but, under the umbrella term “committees in common” (CiCs), the individual organisations remain distinct and take their own decisions. Decisions can only be taken by each distinct Committee’s own representatives.
- 2.6. In order for committee meetings held in common to operate consistently with the legal framework, several requirements must be met:
 - Each committee must have its own agenda, although they may be identical
 - Each committee must take its own decisions, and these must be recorded in its own minutes, although the minutes may be identical
 - It must be technically possible for each committee in the arrangement to reach a different decision although this will be unlikely, however, not all business items will be the same.
 - There must be clear terms of reference for each committee and clear reporting lines back to each ICB
 - Note that there is more than one committee. The committees should be referred to as “committees in common” or “committees meeting in common” and not “a committee in common”
- 2.7. The Committee is a committee of the ICB for the BOB, Frimley, HLOW, Surrey Heartlands, and Kent & Medway ICBs, with decisions delegated to the committee as per Annex 1. For Sussex ICB, decisions are delegated to the Chief Primary Care Officer, with the requirement that they will be fulfilled through the Commissioning Group as per Annex 1. All references to the work and decisions of “the Committee” in these Terms of Reference should be interpreted in the context of these arrangements.
- 2.8. The Committees in Common arrangement is hosted by Surrey Heartlands ICB, with ICB membership and decision-making responsibilities delegated to senior ICB officers from each of the ICBs.
- 2.9. The Delegation Agreement sets out the authority for NHSEI aligned staff to act on behalf of ICBs.
- 2.10. The proposed governance model is attached at Annex 3

3. Accountability/ Delegated Authority

- 3.1. The Committee is accountable to NHS Frimley ICB.
- 3.2. The minutes of the Committee meetings shall be formally recorded and submitted to the Committee's ICB in accordance with local requirements.
- 3.3. The Committee is authorised by its ICB to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any member, officer or employee who are directed to co-operate with any request made by the Committee. The Committee is authorised by its ICB to obtain outside legal or other independent professional advice and to secure the attendance of other individuals with relevant experience and expertise if it considers necessary.

4. Sub Committees & Delegation

- 4.1. The Committee may discharge functions to such individuals, sub-committees or third parties as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of reservation and delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest. NB: for decision making, this may only be in accordance with the NHSE Delegation Agreement
- 4.2. The Committee will have due regard to the host ICB governance and working arrangements, including the work of a number of subgroups to allow the discharge of the host ICB's full range of responsibilities (Annex 3)

5. Responsibilities

- 5.1. The specific responsibilities of the Committee with regard to POD services are:
 - 5.1.1. To ensure the safe and effective discharge of the NHSE Delegation Agreement functions
 - 5.1.2. To recognise the POD Operating Model Memorandum of Understanding (MOU) and the capacity of the Subject Matter Experts (SMEs) to efficiently & effectively discharge these functions
 - 5.1.3. To manage existing contracts within their contractual frameworks to ensure compliance with regulations, policy & guidance
 - 5.1.4. To develop and agree in line with the commissioning cycle the mechanism and protocol to determine what should be commissioned at an ICB or regional/subregional level, subject to engagement by the relevant partners
 - 5.1.5. To exercise oversight of the commissioning of POD services.

- 5.1.6. To have regard to national policy and regulations relating to the procurement of and/or the award of contracts to deliver POD services. NB: Procurement only applies to dental.
 - 5.1.7. To agree the overall principles for the allocation of reserves in line with commissioning intention priorities, seeking to use resources efficiently and effectively to address local health care need.
 - 5.1.8. To review and pay due regard to the outcome of any consultations in relation to proposed significant services changes.
 - 5.1.9. To define (and rationalise where required) the supporting governance arrangements for the Committee particularly where it meets “in common”.
 - 5.1.10. Oversee areas of transformation and service improvement where these are being implemented at a footprint larger than a single ICS
 - 5.1.11. Develop and oversee the workforce strategy for POD services
 - 5.1.12. Reduce inequalities in access and outcomes for people using POD services
 - 5.1.13. Share learning and good practice as ICBs develop their approaches to integrating POD services into a whole system population health management approach
 - 5.1.14. Identify opportunities and manage risks
- 5.2. Discussions about the governance and operating model (HR framework) will not form part of the committee agendas and will be picked up through the POD Liaison Forum and via the NHSEI Regional Assurance Framework. Any changes to the workforce model will be agreed by the national NHSEI team.

6. Reporting and decision making

- 6.1. Reporting and decision making will include the following
- 6.2. Routine ICB focussed highlight reports across all three functions – includes risks and issues, progress updates, outputs from sub-committees and groups.
- 6.3. Reports will be prepared for each service that provide the relevant detail aligned to agreed reporting areas to include:
 - 6.3.1. **Contractual:**
 - Contractual matters processed or in hand in accordance with relevant policy books and regulations
 - Assurance reports - as determined by relevant contract
 - 6.3.2. **Commissioning:**
 - Commissioning pipeline updates
 - Commissioning programme issues and progress by exception
 - Restoration & Recovery updates

- Updates on national changes

6.3.3. Issues & Risk Logs

6.3.4. Financial (Finance to lead)

- Financial position
- Additional funds

6.3.5. Quality, Performance and Engagement

- Quality reports and complaints data (Nursing & Quality to lead)
- MP communications log – with themes
- Performance (inequalities/outcomes)
- Engagement

6.3.6. Risk Management

6.3.7. Service development

6.3.8. Transformational change/ PC integration

Reporting will reflect the **NHSEI quarterly assurance framework** requirements which will be embedded in the operating model and the work of the South East POD team.

6.4. Decision making

NB: The specific decisions delegated to each committee are listed in more detail in Annexe 1

The types of decisions made will include:

6.4.1. Contractual:

- Items - for decision outside the scope of the relevant NHSEI Policy Book or guidance, likely to be limited to quality & performance concerns (although these will play into contracting decisions), potentially agreeing recommendations of contract sanctions including termination
- Note: community pharmacy contractual decisions are via PSRC.
- Contractual matters processed or in hand in accordance with relevant policy books and regulations. To include but not limited to:
 - Material contract variations & terminations – (following performance related issues)
 - Dental procurement pipeline approval/changes
 - Dental contract award recommendation approval
 - Decisions about ancillary services e.g. clinical waste, occupational health, T&I and PCES
- Assurance reports - as determined by relevant contract

6.4.2. Commissioning:

- Commissioning pipeline updates
- Commissioning programme issues by exception
- Contract award approval recommendations
- Restoration & Recovery updates
- Local commissioning initiatives – decisions that sit outside the national frameworks and policy manuals – e.g. local enhanced service or incentive schemes dependent on local funding

7. Membership

- 7.1. The membership of the committee is described in Annex 2. Each ICB within the Committees in Common arrangement will define and manage its membership independently.
- 7.2. The membership must be sufficient for the Committee to make decisions that have been delegated to it. The membership may be different for each Committee participating in the “in common” meetings.
- 7.3. The members of the ICB committee shall be appointed with approval from the Integrated Care Board.

8. Co-opted members/ deputies/ attendees

- 8.1. Deputies will be allowed subject to the approval of the respective ICB Chair. All deputies should be fully briefed, and the secretariat informed of any agreement to deputise so that quoracy can be maintained.
- 8.2. No person attending the meeting in one role can additionally act on behalf of another person as their deputy
- 8.3. People from a range of areas and levels of seniority may be invited to attend based on the needs of the agenda, and their subject specific expertise.

9. The Convener – (Committees in Common)

- 9.1. Where the Committee is using the “Committees in Common” meeting approach, the participating Chairs will either select:
 - a “Convener” from amongst themselves; or
 - an independent individual to be the “Convener”.
- 9.2. All the participating Committees will agree to allow the selected Convener to Chair the committees in common meeting.

10. Quorum

- 10.1. The quorum for the Committee is described in Annex 2.
- 10.2. Nominated deputies attending Committee meetings, on behalf of substantive members, will count towards quorum.

11. Meetings

- 11.1. The Committee will meet formally on a monthly basis (this may be subject to review as the arrangement matures) and have a scheduled programme of meeting dates and agenda items. Meetings may be cancelled or deferred where there is no business to conduct.

- 11.2. In addition to the above formal meetings, the Committee may meet informally for development sessions/ seminars.
- 11.3. The Committee will operate in accordance with its respective ICB Constitution
- 11.4. The Surrey Heartlands' ICS Governance Team will administer all meetings held "in Common". The specification for this support is outlined in a separate Memorandum of Understanding agreed between the six participating ICBs.
- 11.5. Meetings may be held by conference call or by electronic means, so long as the technology provides live and uninterrupted conferencing facilities.
- 11.6. Where an extra meeting needs to be scheduled, every endeavour will be made to give at least 10 working days' notice. Notification will be given by email.
- 11.7. Non-voting people present at a meeting may be required to withdraw from the confidential part of the meeting.
- 11.8. Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

12. Managing Conflicts of Interest

- 12.1. The members of the Committee must comply fully with NHS England Guidance and the ICB Policy regarding Conflict of Interest.
- 12.2. At the start of the meeting, members will be invited to declare if they have any conflicts of interest with the business to be conducted, including previously declared interests.
- 12.3. The Chair will decide any necessary course of action to manage a declared conflict of interest as advised
- 12.4. Any declared conflicts of interest will be recorded in the minutes along with any action taken, in a form as advised by the ICB's Conflict of Interest Policy. In summary the information recorded is:
 - the name of the person noting the interest;
 - the nature of the interest and why it gives rise to the conflict;
 - the item of the agenda to which the interest related;
 - how it was agreed that the conflict should be managed;
 - evidence that the conflict was managed as intended.

13. Decision-making (Single Committee Issue)

- 13.1. Most agenda items at the CICs meetings are pertinent to only one participant Committee. All meeting members may contribute to the discussion. When a

decision needs to be made, the Convenor will only invite the affected committee(s) to make the decision.

- 13.2. A record of the discussion and decision need only be included in the minutes of the Committee involved in the item.

14. Decision-making (All Committees deciding in common).

- 14.1. Occasionally, the Committees may be asked to make a decision on the same matter at the same time
- 14.2. In such cases, each committee's decision will be shared with the other participating organisations in the "in common" meeting, and recorded in the minutes. There are two possible results:
- a. All Committees support the decision – The decision is supported and becomes binding on the participating organisations.
 - b. One or more Committees do not support the decision – The meeting makes a judgement as to whether the decision can be delivered only in the organisations supporting the decision. If this is not possible the decision is declared as not being supported by all participating organisations.
- 14.3. The "In-Common" meeting cannot force an individual organisation to support a decision.

15. Emergency/ Chair's action

- 15.1. The Committee will delegate responsibility for emergency powers and urgent decisions to the Committee Chair who must consult at least one other member of the Committee.
- 15.2. Urgent decisions must be reported to the next Committee meeting following the urgent decision for ratification by the full meeting together with a report detailing the grounds on which it was decided to take the decision on an urgent basis and the efforts made to contact the relevant other members of the Committee prior to taking the decision.

16. Review of Terms of Reference

- 16.1. The Committee is set up for a time-limited basis. The future delivery and governance of POD will be discussed and agreed during the financial year 2022/23.
- 16.2. In the interim, any proposed significant changes to the ToR and responsibilities will be presented to the respective ICS Integrated Care Board for approval.

Annex 1: List of decisions delegated to the South East POD Committees in Common

Service / Scheme	BOB ICB	Frimley ICB	HloW ICB	Sussex ICB	Kent & Medway ICB	SyH ICB
<i>Name of function</i>	<i>Delegated</i>	<i>Delegated</i>	<i>Delegated</i>	<i>Delegated¹</i>	<i>Delegated</i>	<i>Delegated</i>
Pharmaceutical Services						
Decision relating to any local commissioning and schemes and other decisions by exception	✓	✓	✓	✓	✓	✓
Local commissioning initiatives – decisions that sit outside the national frameworks and policy manuals – e.g. local enhanced service or incentive schemes dependent on local funding	✓	✓	✓	✓	✓	✓
Decisions about ancillary services e.g. clinical waste, occupational health, T&I and PCES	✓	✓	✓	✓	✓	✓
General Ophthalmic Services						
Local commissioning initiatives – decisions that sit outside the national frameworks and policy manuals – e.g. local enhanced service or incentive schemes dependent on local funding	✓	✓	✓	✓	✓	✓
Material contract variations & terminations – (following performance related issues)	✓	✓	✓	✓	✓	✓
Decisions about ancillary services e.g. clinical waste, occupational health, T&I and PCES	✓	✓	✓	✓	✓	✓
Decisions about breaches and remedial notices.	✓	✓	✓	✓	✓	✓
Dental Commissioning						
Commissioning intentions 'pipeline' approvals	✓	✓	✓	✓	✓	✓
Commissioning pipeline reporting & modifications as required, possibly Single Tender Action application requests	✓	✓	✓	✓	✓	✓
Contract award (CARR report)	✓	✓	✓	✓	✓	✓
New contract mobilisation progress (receive for information)	✓	✓	✓	✓	✓	✓
New contract signing	✓	✓	✓	✓	✓	✓

¹ For Sussex ICB: Decisions delegated to the Chief Primary Care Officer, with the requirement that they will be fulfilled through the Commissioning Group. The Sussex Committee “docks into” a Commissioning Group (which will be a sub-committee of the Executive Committee, which will be a formal Committee of the ICB). The Commissioning Group will have a wider remit than just POD commissioning.

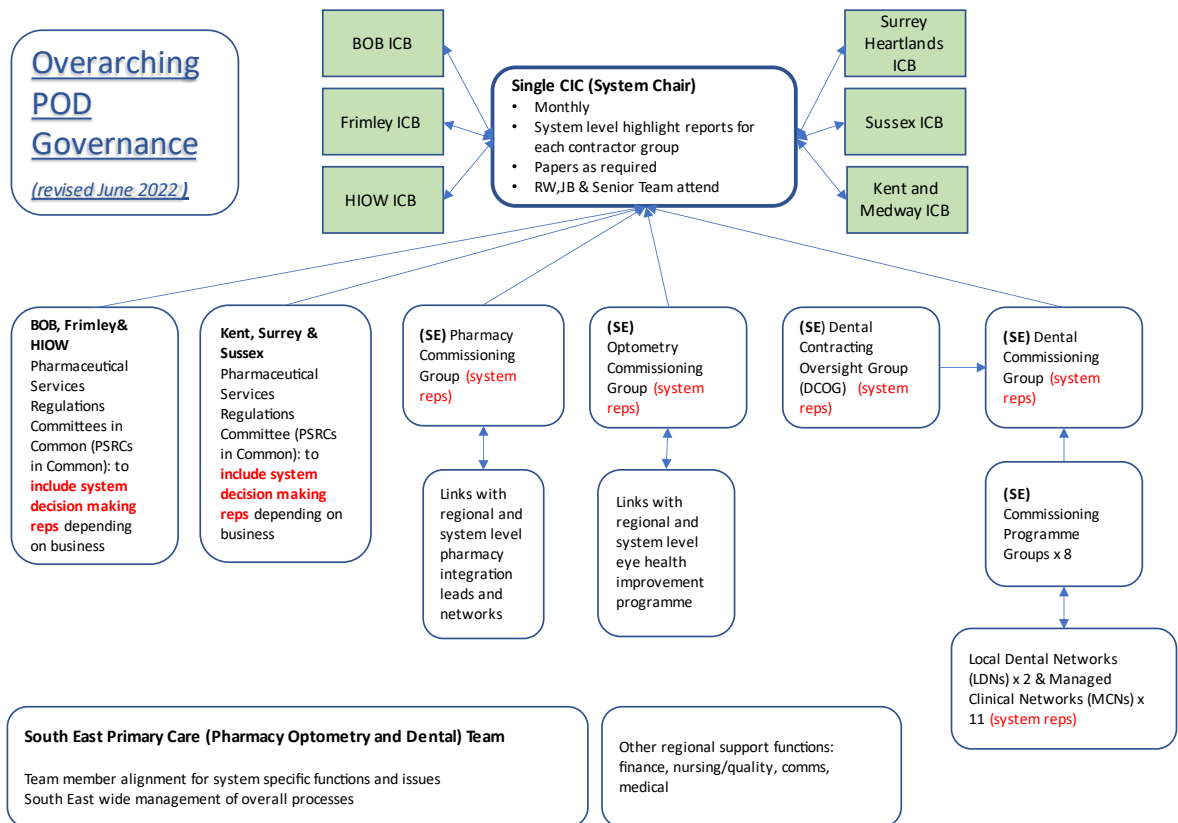
Service / Scheme	BOB ICB	Frimley ICB	HloW ICB	Sussex ICB	Kent & Medway ICB	SyH ICB
<i>Name of function</i>	<i>Delegated</i>	<i>Delegated</i>	<i>Delegated</i>	<i>Delegated¹</i>	<i>Delegated</i>	<i>Delegated</i>
Local 'flexible' commissioning scheme developed - ad-hoc – cost implication e.g. additional hours scheme	✓	✓	✓	✓	✓	✓
Temporary re-commissioning following termination (non-recurrent activity/£)	✓	✓	✓	✓	✓	✓
Local commissioning initiatives – decisions that sit outside the national frameworks and policy manuals – e.g. local enhanced service or incentive schemes dependent on local funding	✓	✓	✓	✓	✓	✓
Decisions about ancillary services e.g. clinical waste, occupational health, T&I and PCES	✓	✓	✓	✓	✓	✓
Dental Contracting						
Contract termination by commissioner	✓	✓	✓	✓	✓	✓
Contract breach (performance<96% non-disc.)	✓	✓	✓	✓	✓	✓
Quality issues & remedial breach	✓	✓	✓	✓	✓	✓
Material amendments Re: mobilisation new contract -	✓	✓	✓	✓	✓	✓
PDS Agreement conversion to GDS contract & agree transfer terms inc. UDAs/rate.	✓	✓	✓	✓	✓	✓
Extension of time limited PDS Agreements (<i>and/or CEG?</i>)	✓	✓	✓	✓	✓	✓
Contract renegotiation reduction in value/activity	✓	✓	✓	✓	✓	✓
Material contract variations & terminations – (following performance related issues)	✓	✓	✓	✓	✓	✓
Dental procurement pipeline approval/changes	✓	✓	✓	✓	✓	✓
Dental contract award recommendation approval	✓	✓	✓	✓	✓	✓

Annex 2: Committee Membership and Quorum

Each system will need to ensure the attendee(s) have the authority to enact decisions of the ICB.

Organisation	Voting members <i>(Bold type indicates Chair for each ICB Committee)</i>	Quorum	Approval of ToR	
	Role		Name of meeting ToR last agreed at	Date
NHS Buckinghamshire, Oxfordshire and Berkshire ICB	Director of Primary Care (CHAIR)	Two members	BOB ICB Board	1 July 2022
	Director of Nursing			
	Director of Finance			
NHS Frimley ICB	Director of Commissioning and Assurance, Place Convenor Bracknell Forest (CHAIR)	One member	Frimley ICB Board	1 July 2022
	Director of Primary Care Development and Place			
	Chief Nursing Officer			
	ICS Chief Pharmacist and Director of Medicines Optimisation			
NHS Hampshire and Isle of Wight (HIOW) ICB	Executive Director of Performance (CHAIR)	One member	HIOW ICB Board	1 July 2022
NHS Sussex ICB	Chief Primary Care Officer (CHAIR)	Chief Primary Care Officer	Sussex ICB Board	1 July 2022
	Chief Finance Officer			
	Chief Nursing Officer			
NHS Kent and Medway (K&M) ICB	Chief Delivery Officer (CHAIR)	Two members	K&M ICB Board	1 July 2022
	Chief Medical Officer			
	Director Of Primary Care			
	Deputy Chief Medical Officer as a nominated deputy.			
NHS Surrey Heartlands ICB	ICS COO/Deputy CCG AO/AEO (CHAIR)	One member	Surrey Heartlands ICB Board	1 July 2022
	Director for Primary Care			
	Director of Non Acute and Primary Care Contracts			

Annexe 3: Governance Model



9.5 Surrey Health & Social Care Surrey-wide Commissioning Committee Terms of Reference

Applicable to the following organisations:

NHS Surrey Heartlands ICB	✓
NHS Frimley ICB	✓
Surrey County Council	✓

1. Context

- 1.1 1.1 Surrey County Council, NHS Surrey Heartlands ICB and NHS Frimley ICB wish to collaborate and integrate the commissioning of Health & Social Care.
- 1.2 The integration approach varies across the two ICBs.
- 1.3 The two ICBs will each establish a Surrey Commissioning Committee that will meet in Common with a Commissioning Committee established by Surrey County Council.
- 1.4 The collaborative working between the ICBs and Surrey County Council will be underpinned through an agreement of a suite of agreements under section 75 of National Health Services Act 2006.
- 1.5 The ICBs are members of three different Integrated Care Systems (ICS) and therefore:
 - may not be able to make some collaborative decisions with their Surrey partners. However, there will be a need for them to participate in the discussion with other Surrey decision-making Committees' members to order to manage the consequences of a decision on their services; and/ or
 - will need to report into their own ICS for oversight and assurance purposes.
- 1.6 Introduction
 - 1.6.1 NHS Surrey Heartlands ICB and NHS Frimley ICB have resolved to establish a committee of their respective Boards known as the Surrey Commissioning Committee ('the Committee') in accordance with Schedule 1A of the National Health Service Act 2006 (as amended) ("the NHS Act").
 - 1.6.2 The Committees are established in accordance with each of the ICBs' constitutions and, where agreed, any delegation of functions from NHS England (also known as 'the NHS Commissioning Board' or the 'Board' under section 13Z of the NHS Act). These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committees and shall have effect as if incorporated into the ICBs' constitutions.

- 1.6.3 Under Section 9E of the Local Government Act 2000, the Leader of a local authority operating executive governance arrangements, such as Surrey, may determine to whom executive functions are delegated. Such delegation of functions may be made to a number of defined groups, including a sub-committee of the executive. So long as that sub-committee meets the general local government requirements for taking decisions, it may meet in any location to transact its business. Surrey County Leader will establish committee called the “Surrey Commissioning Committee” and delegate to it the decision-making of Surrey County Council health-related commissioning functions.
- 1.6.4 The Committee will meet “in common” with one of the other ICBs, an equivalent Surrey County Council Commissioning Committee and/or an NHSE Officer. (The Committee may meet individually where there is a matter that is only relevant to a single organisation.)

2. Purpose & Objectives

- 2.1 The Surrey Wide Commissioning Committee (the Committee) exercises oversight for health and social care commissioning across Surrey including any responsibilities delegated to it from local and national partners. The Committee will be outcomes led, taking into account best clinical & social care practice and the views of the citizens of Surrey.
- 2.2 The Committee is:
- a forum for bringing together representatives from the County Council, NHS Surrey Heartlands ICB and NHS Frimley ICB and NHS England to develop and discuss proposals and make aligned decisions relating to the commissioning of Surrey health and social care services; and
 - responsible for taking commissioning decisions within the scope/ set of functions delegated to it by local/ national partners.
- 2.3 The Committee will operate in line with the principles, vision and objectives set out in:
- the Surrey Joint Health & Well-being Strategy; and
 - Surrey Heartlands Devolution Trilateral Agreement (the “Surrey Heartlands Vision”).
- 2.4 The Committee will make health & care commissioning decisions for Surrey residents.
- In developing the scheme of delegation (including any functions delegated to Surrey ICBs by national partners), the Committee will pay due regard to the principle of subsidiarity to ensure that decision making authority is delegated to the most appropriate level.

- 2.5 The Committee may only make decisions that the ICB / Surrey County Council Cabinet has delegated to it (listed in Annex 1). The Committee may enter into discussions with other committees that are making a decision for services that have not been delegated to it. This allows the Committee to be informed and inform the other committees of the impact of their decisions on the Committee. ¹⁰

3. Accountability/ Delegated Authority

- 3.1 The Committee is accountable to the Boards of the respective ICBs and Surrey County Council Cabinet.
- 3.2 The minutes of Committee meetings shall be formally recorded and submitted to the ICBs and Surrey County Council Cabinet. The Chair shall draw to the attention of the ICB and Surrey County Council Cabinet any issues that require consideration or require executive action. (For clarity – any minutes from the confidential part of a meeting (Part II) will be considered in the Part II ICB/ Surrey County Council Cabinet meetings.)
- 3.3 The Committee also reports strategic or “at scale” decisions to the relevant Integrated System Boards and integrated care partnerships (where applicable) for delivery.
- 3.4 Where a “Committees in Common” meeting arrangement is used, the minutes will be written as if only the Committee met
- 3.5 The Committee is authorised by the ICBs and Surrey County Council Cabinet to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any member, officer or employee who are directed to co-operate with any request made by the Committee. The Committee is authorised by the CCG Governing Bodies and Surrey County Council Cabinet to obtain outside legal or other independent professional advice and to secure the attendance of other individuals with relevant experience and expertise if it considers necessary.
- 3.6 There is a three stage mechanism for delegating decisions to the Surrey Commissioning Committee:
- 3.7 Enable Delegation to the Surrey Commissioning Committee
- The ICBs/ Surrey County Council Cabinet decide to delegate the preparation of a list of collaborative decisions to their executive and that the decisions for these are delegated to the Surrey Commissioning Committee.
- 3.8 Describe the Scope of the Surrey Commissioning Committee
-

- The Surrey Commissioning Committee advises its parent bodies the scope of services that are suitable for collaborative commissioning and adds these as at Annex 1 to these Terms of Reference.

3.9 Delegation of Decisions to the Surrey Commissioning Committee

- The executive of each participating organisation decides what in-scope decisions it will delegate to Surrey Commissioning Committee. The individual organisation's list is approved by the respective ICBs/ Surrey County Council Cabinet and added to Annex 1.

4. Sub Committees & Delegation

- 4.1 The Committee may delegate tasks to such individuals, sub-committees or third parties 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.

5. Responsibilities

- 5.1 Subject always to the Surrey Health & Care Vision, the key responsibilities of the Committee are:
- to develop and agree the mechanism and protocol to determine what should be commissioned at a Surrey or ICB level, subject to agreement by the relevant partners;
 - to exercise oversight of the commissioning of health and social care services for the people of Surrey;
 - to develop proposals for policies and / or agree the principles for the procurement of and/or the award of contracts to deliver health and social care services in Surrey;
 - to agree the overall principles for the allocation of resources across Surrey reflecting for health the responsibility for budgetary allocations of Integrated Care Systems (where applicable);
 - to review and pay due regard to the outcome of any consultations in relation to proposed significant services changes;
 - to ensure decisions are taken and resources allocated to give the best value for money/ outcomes for residents; and
 - to define (and rationalise where required) the supporting governance arrangements for the Committee particularly where it meets "in common".

- 5.2 (For Surrey Heartlands ICB only) As set out in the Surrey Heartlands Investment Framework, the Committee may receive delegated responsibility to enable the application and approval of transformation funds across Surrey:
- formally deciding on opportunities to prioritise and case for change; and
 - formally deciding on the approval of Level 3 investments.

6. Membership

- 6.1 The membership of the Committee is described in Annex 2.
- 6.2 The membership must be sufficient for the Committee to make decisions that have been delegated to it. The membership may be different to the partner organisations participating in the “in common” meeting. Each organisation will recognise the need of establishing a functional “in common” meeting.
- 6.3 Appointment of Members:
- the members of the Committee shall be appointed with approval from the respective ICB/ Surrey County Council Cabinet; and
 - there shall be no bar to a particularly valued member returning to the Committee if a vacancy occurs in future years.
- 6.4 Members of the Committee should aim to attend all scheduled meetings. The Chair of the Committee will review with the Chair of the ICB/ Surrey County Council Cabinet any circumstances in which a Member’s attendance falls below the expected threshold for that organisation.

7. Co-opted members/ deputies/ attendees

- 7.1 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair. All deputies should be fully briefed and the secretariat informed of any agreement to deputise so that quoracy can be maintained.
- 7.2 No person attending the meeting in one role can additionally act on behalf of another person as their deputy. A member may attend a meeting and simultaneously be a member or a deputy for a member of another meeting that is meeting “in common”.
- 7.3 People from a range of areas may be invited to attend based on the needs of the agenda.

8. The Convener – (Committees in Common)

- 8.1 Where the Committee is using the “Committees in Common” meeting approach, the participating Chairs will either select:
- a “Convener” from amongst themselves; or
 - an independent individual to be the “Convener”.
- 8.2 All the participating Committees will agree to allow the selected Convener to Chair the committees in common meeting.
- 8.3 The Convener will rotate amongst the participating Chairs, although there may be occasions when the business will indicate which of the Chairs would be most appropriate to be the Convener.

9. Quorum

- 9.1 The quorum for the Committee is described in Annex 2.
- 9.2 The quorum may be different to the partner organisations participating in the “in common” meeting.
- 9.3 The Convener will ask each of the participating Chairs to decide if the meeting is quorate after any actions have been taken to manage any declared conflicts of interest.
- 9.4 Nominated deputies attending Committee meetings, on behalf of substantive members, will count towards quorum.
- 9.5 If a meeting is not quorate, the Convener may adjourn the meeting to permit the appointment or co-option of additional members if necessary. The Committee Chair will have the final decision as to their suitability.
- 9.6 Any decisions put to a vote at a Committee meeting shall be determined by a majority of the votes of members present. (For clarity: members may be physically attending the meeting or participating by an agreed telecommunications link). In the case of an equal vote, the Chair shall have a second and casting vote. The Chair will declare the result of the vote.

10. Meetings

- 10.1 The Committee will meet formally on a quarterly basis and have an annual rolling programme of meeting dates and agenda items. Meetings may be cancelled or deferred where there is no business to conduct.
- 10.2 In addition to the above formal meetings, the Committee may meet informally in private for development sessions/ seminars.
- 10.3 The Committee will operate in accordance with the individual ICBs’/ Surrey County Council’s Standing Orders.

- 10.4 The ICBs/ Surrey County Council's Corporate Office will be responsible for ensuring administrative support to each Committee.
- 10.5 The Surrey Heartlands' ICBs Governance Team will administer all meetings held "in Common". This will include:
- giving notice of meetings (including, when the Chair of the Committee deems it necessary in light of the urgent circumstances, calling a meeting at short notice);
 - issuing an agenda and supporting papers to each member and attendee no later than 5 days before the date of the meeting; and
 - ensuring an accurate record (minutes) of the meeting.
- 10.6 The Committee will meet in public and agendas and papers will be published at least seven working days in advance of the meeting except where confidential or sensitive information is likely to be disclosed. This may include:
- information given to any of the partners in confidence;
 - information about an individual that it would be a breach of the Data Protection Act to disclose; or
 - information the disclosure of which could prejudice the commercial interests of any of the partners or third parties.
- 10.7 Meetings may be held by conference call or by electronic means, so long as the technology provides live and uninterrupted conferencing facilities.
- 10.8 With the agreement of the Chair and by exception, one or more Members of the Committee may participate in meetings in person or virtually by using video or telephone or web link or other live and uninterrupted conferencing facilities.
- 10.9 An extra meeting of the Committee can be called at the request of the Chair.
- 10.10 Where an extra meeting needs to be scheduled, every endeavour will be made to give at least 10 working days' notice. Notification will be given by email.
- 10.11 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.

- 10.12 Non-voting people present at a meeting may be required to withdraw from the confidential part of the meeting.
- 10.13 Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

11. Agenda Preparation

- 11.1 The Committee will develop the forward-looking rolling Agenda programme, maintained by the secretariat.
- 11.2 The Convener will work with the secretariat on the preparation of the next meeting agenda and consult with the other participating Chairs.

12. Managing Conflicts of Interest

- 12.1 The members of the Committee must comply fully with NHS England Guidance and ICB Policy regarding Conflict of Interest¹¹.
- 12.2 The Convener is responsible for managing conflicts of interest at a meeting of the Committee. If the Convener has a conflict of interest, then one of the other participating Chairs or another member of the Committee is responsible for deciding the appropriate course of action.
- 12.3 At the start of the meeting, the Convener will invite members to declare if they have any conflicts of interest with the business to be conducted, including previously declared interests.
- 12.4 The Convener will decide any necessary course of action to manage a declared conflict of interest as advised by the ICBs' Conflict of Interest Policy.
- 12.5 Any declared conflicts of interest will be recorded in the minutes along with any action taken, in a form as advised by the ICBs' Conflict of Interest Policy/ies. In summary the information recorded is
- the name of the person noting the interest;
 - the nature of the interest and why it gives rise to the conflict;
 - the item of the agenda to which the interest related;
 - how it was agreed that the conflict should be managed; and
 - evidence that the conflict was managed as intended.

¹¹ The Management of Conflicts of Interest is included in the ICB Business Conduct Policy.

22. Annex K: Surrey Health & Social Care Surrey-wide Commissioning Committee Terms of Reference

Applicable to the following organisations:

NHS Surrey Heartlands ICB	✓
NHS Frimley ICB	✓
Surrey County Council	✓

1. Context

- 1.1 1.1 Surrey County Council, NHS Surrey Heartlands ICB and NHS Frimley ICB wish to collaborate and integrate the commissioning of Health & Social Care.
- 1.2 The integration approach varies across the two ICBs.
- 1.3 The two ICBs will each establish a Surrey Commissioning Committee that will meet in Common with a Commissioning Committee established by Surrey County Council.
- 1.4 The collaborative working between the ICBs and Surrey County Council will be underpinned through an agreement of a suite of agreements under section 75 of National Health Services Act 2006.
- 1.5 The ICBs are members of three different Integrated Care Systems (ICS) and therefore:
 - may not be able to make some collaborative decisions with their Surrey partners. However, there will be a need for them to participate in the discussion with other Surrey decision-making Committees' members to order to manage the consequences of a decision on their services; and/ or
 - will need to report into their own ICS for oversight and assurance purposes.
- 1.6 Introduction
 - 1.6.1 NHS Surrey Heartlands ICB and NHS Frimley ICB have resolved to establish a committee of their respective Boards known as the Surrey Commissioning Committee ('the Committee') in accordance with Schedule 1A of the National Health Service Act 2006 (as amended) ("the NHS Act").
 - 1.6.2 The Committees are established in accordance with each of the ICBs' constitutions and, where agreed, any delegation of functions from NHS England (also known as 'the NHS Commissioning Board' or the 'Board' under section 13Z of the NHS Act). These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committees and shall have effect as if incorporated into the ICBs' constitutions.

- 1.6.3 Under Section 9E of the Local Government Act 2000, the Leader of a local authority operating executive governance arrangements, such as Surrey, may determine to whom executive functions are delegated. Such delegation of functions may be made to a number of defined groups, including a sub-committee of the executive. So long as that sub-committee meets the general local government requirements for taking decisions, it may meet in any location to transact its business. Surrey County Leader will establish committee called the “Surrey Commissioning Committee” and delegate to it the decision-making of Surrey County Council health-related commissioning functions.
- 1.6.4 The Committee will meet “in common” with one of the other ICBs, an equivalent Surrey County Council Commissioning Committee and/or an NHSE Officer. (The Committee may meet individually where there is a matter that is only relevant to a single organisation.)

2. Purpose & Objectives

- 2.1 The Surrey Wide Commissioning Committee (the Committee) exercises oversight for health and social care commissioning across Surrey including any responsibilities delegated to it from local and national partners. The Committee will be outcomes led, taking into account best clinical & social care practice and the views of the citizens of Surrey.
- 2.2 The Committee is:
- a forum for bringing together representatives from the County Council, NHS Surrey Heartlands ICB and NHS Frimley ICB and NHS England to develop and discuss proposals and make aligned decisions relating to the commissioning of Surrey health and social care services; and
 - responsible for taking commissioning decisions within the scope/ set of functions delegated to it by local/ national partners.
- 2.3 The Committee will operate in line with the principles, vision and objectives set out in:
- the Surrey Joint Health & Well-being Strategy; and
 - Surrey Heartlands Devolution Trilateral Agreement (the “Surrey Heartlands Vision”).
- 2.4 The Committee will make health & care commissioning decisions for Surrey residents.
- In developing the scheme of delegation (including any functions delegated to Surrey ICBs by national partners), the Committee will pay due regard to the principle of subsidiarity to ensure that decision making authority is delegated to the most appropriate level.

- 2.5 The Committee may only make decisions that the ICB / Surrey County Council Cabinet has delegated to it (listed in Annex 1). The Committee may enter into discussions with other committees that are making a decision for services that have not been delegated to it. This allows the Committee to be informed and inform the other committees of the impact of their decisions on the Committee. ¹⁰

3. Accountability/ Delegated Authority

- 3.1 The Committee is accountable to the Boards of the respective ICBs and Surrey County Council Cabinet.
- 3.2 The minutes of Committee meetings shall be formally recorded and submitted to the ICBs and Surrey County Council Cabinet. The Chair shall draw to the attention of the ICB and Surrey County Council Cabinet any issues that require consideration or require executive action. (For clarity – any minutes from the confidential part of a meeting (Part II) will be considered in the Part II ICB/ Surrey County Council Cabinet meetings.)
- 3.3 The Committee also reports strategic or “at scale” decisions to the relevant Integrated System Boards and integrated care partnerships (where applicable) for delivery.
- 3.4 Where a “Committees in Common” meeting arrangement is used, the minutes will be written as if only the Committee met
- 3.5 The Committee is authorised by the ICBs and Surrey County Council Cabinet to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any member, officer or employee who are directed to co-operate with any request made by the Committee. The Committee is authorised by the CCG Governing Bodies and Surrey County Council Cabinet to obtain outside legal or other independent professional advice and to secure the attendance of other individuals with relevant experience and expertise if it considers necessary.
- 3.6 There is a three stage mechanism for delegating decisions to the Surrey Commissioning Committee:
- 3.7 Enable Delegation to the Surrey Commissioning Committee
- The ICBs/ Surrey County Council Cabinet decide to delegate the preparation of a list of collaborative decisions to their executive and that the decisions for these are delegated to the Surrey Commissioning Committee.
- 3.8 Describe the Scope of the Surrey Commissioning Committee

- The Surrey Commissioning Committee advises its parent bodies the scope of services that are suitable for collaborative commissioning and adds these as at Annex 1 to these Terms of Reference.

3.9 Delegation of Decisions to the Surrey Commissioning Committee

- The executive of each participating organisation decides what in-scope decisions it will delegate to Surrey Commissioning Committee. The individual organisation's list is approved by the respective ICBs/ Surrey County Council Cabinet and added to Annex 1.

4. Sub Committees & Delegation

- 4.1 The Committee may delegate tasks to such individuals, sub-committees or third parties 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.

5. Responsibilities

- 5.1 Subject always to the Surrey Health & Care Vision, the key responsibilities of the Committee are:
- to develop and agree the mechanism and protocol to determine what should be commissioned at a Surrey or ICB level, subject to agreement by the relevant partners;
 - to exercise oversight of the commissioning of health and social care services for the people of Surrey;
 - to develop proposals for policies and / or agree the principles for the procurement of and/or the award of contracts to deliver health and social care services in Surrey;
 - to agree the overall principles for the allocation of resources across Surrey reflecting for health the responsibility for budgetary allocations of Integrated Care Systems (where applicable);
 - to review and pay due regard to the outcome of any consultations in relation to proposed significant services changes;
 - to ensure decisions are taken and resources allocated to give the best value for money/ outcomes for residents; and
 - to define (and rationalise where required) the supporting governance arrangements for the Committee particularly where it meets "in common".

- 5.2 (For Surrey Heartlands ICB only) As set out in the Surrey Heartlands Investment Framework, the Committee may receive delegated responsibility to enable the application and approval of transformation funds across Surrey:
- formally deciding on opportunities to prioritise and case for change; and
 - formally deciding on the approval of Level 3 investments.

6. Membership

- 6.1 The membership of the Committee is described in Annex 2.
- 6.2 The membership must be sufficient for the Committee to make decisions that have been delegated to it. The membership may be different to the partner organisations participating in the “in common” meeting. Each organisation will recognise the need of establishing a functional “in common” meeting.
- 6.3 Appointment of Members:
- the members of the Committee shall be appointed with approval from the respective ICB/ Surrey County Council Cabinet; and
 - there shall be no bar to a particularly valued member returning to the Committee if a vacancy occurs in future years.
- 6.4 Members of the Committee should aim to attend all scheduled meetings. The Chair of the Committee will review with the Chair of the ICB/ Surrey County Council Cabinet any circumstances in which a Member’s attendance falls below the expected threshold for that organisation.

7. Co-opted members/ deputies/ attendees

- 7.1 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair. All deputies should be fully briefed and the secretariat informed of any agreement to deputise so that quoracy can be maintained.
- 7.2 No person attending the meeting in one role can additionally act on behalf of another person as their deputy. A member may attend a meeting and simultaneously be a member or a deputy for a member of another meeting that is meeting “in common”.
- 7.3 People from a range of areas may be invited to attend based on the needs of the agenda.

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- 11.1 The Committee will develop the forward-looking rolling Agenda programme, maintained by the secretariat.
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 - how it was agreed that the conflict should be managed; and
 - evidence that the conflict was managed as intended.

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13. Decision-making (Committees in Common)

- 13.1 The aim of the Committee is to achieve consensus decision-making wherever possible.
- 13.2 The Committee will normally meet using the “Committees in Common” arrangement with NHS Surrey Heartlands ICB and NHS Frimley ICB and Surrey County Council. When the Convener determines a consensus has been achieved by the members present then the decision will be considered to have been made by the Committee.
- 13.3 Each voting member of the Committee shall have one vote. (It should be noted that an individual may be a member of more than one committee and is entitled to place their vote in each of their committees.)
- 13.4 If the Convener determines that there is no consensus or one member disputes that consensus has been achieved, a vote will be taken by the Committee members. (The other ICB Committees meeting at the same time will likewise take a vote.) The vote will be passed with a simple majority the votes of the Committee members present. In the case of an equal vote, the Chair shall have a second and casting vote.
- 13.5 The outcome of the vote will be shared with the other participating organisations in the “in common” meeting. There are two possible results:
- a) **All Committees support the decision** – The decision is supported and becomes binding on the participating organisations.
 - b) **One or more Committees do not support the decision** – The meeting makes a judgement as to whether the decision can be delivered only in the organisations supporting the decision. If this is not possible the decision is declared as not being supported by all participating organisations.
 - For clarity – The “In-Common” meeting cannot force an individual organisation to support a decision.
- 13.6 The result of the vote will be recorded in the minutes and a record will also be made of the outcome of the voting for the other committees participating in the decision.
- 13.7 All decisions taken in good faith at a meeting of the Committee shall be valid even if there is any vacancy in its membership or, it is discovered subsequently, that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting

14. Decision-making (Single Committee Issue)

- 14.1 On occasions, an agenda item at a CinC meeting will be considered that is pertinent to only one participant Committee. All meeting members may

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- 13.7 All decisions taken in good faith at a meeting of the Committee shall be valid even if there is any vacancy in its membership or, it is discovered subsequently, that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting

14. Decision-making (Single Committee Issue)

- 14.1 On occasions, an agenda item at a CinC meeting will be considered that is pertinent to only one participant Committee. All meeting members may

contribute to the discussion. When a decision needs to be made, the Convener will invite committees not affected by the item to abstain from the decision-making.

- 14.2 A record of the discussion and decision need only be included in the minutes of the Committee involved in the item.

15. Emergency/ Chair's action

- 15.1 The Committee will delegate responsibility for emergency powers and urgent decisions to the Chair of each Committee who must consult at least one other member of the Committee.
- 15.2 Urgent decisions must be reported to the next Committee meeting following the urgent decision for ratification by the full meeting together with a report detailing the grounds on which it was decided to take the decision on an urgent basis and the efforts made to contact the relevant other members of the Committee prior to taking the decision.

16. Secretariat

- 16.1 The Surrey Heartlands' Governance Team will ensure the provision of a Secretary to the meeting who shall attend to take minutes of the meetings and provide appropriate administrative support to the Convener, Committee Chair and Committee members.
- 16.2 The Surrey Heartlands' Governance Team will be responsible for supporting the Convener in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate.
- 16.3 The Meeting Secretary will ensure minutes of the Committee will be presented to the next meeting for formal sign off and made available to the participating organisations for publication on their website. Minutes or sections of minutes which are of a confidential nature which would not be disclosed under a Freedom of Information Act request will not be made available on the participants' websites.

17. Policy and Best Practice

- 17.1 The Committee will apply best corporate governance practice in its decision-making processes, covering a clear ethical basis to the business being considered; aligned business goals; an effective strategy incorporating stakeholder values; a well governed organisation and reporting systems to provide transparency and accountability.

18. Conduct of the Committee

- 18.1 The ICBs and Surrey County Council have policies covering code/s of conduct which define required standards of behaviour for individuals working within this organisation and those performing or authorising activities or advisory duties on our behalf. The Committee and its membership will conduct itself in accordance with these standards and principles.
- 18.2 The ICBs' code/s of conduct specifically covers an employee/member's responsibility in relation to hospitality and gifts, and has regard to:
- Professional Standards Authority: Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England,
 - NHS Business Services Authority: Standards of Business Conduct Procedure,
 - Nolan seven principles of public life.
- 18.3 The Surrey County Council code of conduct covers members'/ employees' responsibilities in relation to managing conflicts of interest, hospitality and gifts.

19. Review of Terms of Reference

- 19.1 The Committee will also self-assess its performance on an annual basis (normally starting each November), referencing its work plan to ensure that the business transacted in meetings has effectively discharged the duties as set out in the Terms of Reference.
- 19.2 These terms of reference will be reviewed annually by the Committee membership. Any proposed significant changes to the ToR and responsibilities will be presented to the respective ICB/ Surrey County Council Cabinet for approval.

20. Review History

- 20.1 These Terms of Reference are used by all three Surrey ICBs and Surrey County Council.

Version Date	Reviewed by	Status	Comments/ Changes since last version
30/09/2020	Committees	FINAL	Amendments: <ul style="list-style-type: none">• Changes in membership approved;• Section 10.8 amended in relation to virtual meetings to allow for virtual meetings to become more 'the norm';

Version Date	Reviewed by	Status	Comments/ Changes since last version
			<ul style="list-style-type: none"> Agreed for organisations involved to discuss.
03/12/2020	Committees individually outside of the meeting	DRAFT	<p>Following areas for consideration at the CinC meeting on 09/12/2020:</p> <ul style="list-style-type: none"> Amendments to sections 3 and 5.1. Minor amendments through for accuracy. Changes to membership for Surrey Heath CCG.
09/12/2020	Committees	FINAL	<p>Following changes approved:</p> <ul style="list-style-type: none"> Previous 3.6- removed; 5.1- amended to reflect responsibility of budgetary allocations of ICSs; Annex 1 and 2- updated for NEH&F and Surrey Heath CCGs; Immaterial/ operational changes made to 3.3, 5.2, 6.4, 10.1, 10.2 and 18.1.
12/05/2021	NHS Frimley CCG	FINAL	Updated following the merger of NHS Surrey Heath, North East Hampshire & Farnham and East Berkshire CCGs to become a single NHS Frimley CCG, including the scope of delegation and membership of NHS Frimley CCG.
08/06/2021	CinC Secretary	FINAL	Postholder names amended to reflect recent changes for NHS Surrey Heartlands CCG and Surrey County Council.
26/07/2021	CinC Secretary	FINAL	Surrey County Council membership amended.
29/09/2021	CinC Secretary	FINAL	Surrey County Council membership amended.
20/03/2022	CinC Secretary	Draft	Adopted to the ICB context.

Annex 1: List of commissioning decisions delegated¹² to Surrey Commissioning Committees in Common

Service/ Scheme	Surrey Heartlands ICB	Frimley ICB		Surrey County Council
		North East Hants & Farnham Place	Surrey Heath Place	
Acute Commissioning				
Patient Transport Service	Delegated	Delegated	No	No
Mental Health Services				
Mental Health Services –Adult (Core contract)	Delegated	Delegated	Delegated	Delegated
Childrens Emotional Health and Wellbeing Service	Delegated	Delegated	Delegated	Delegated
Local Authority / Joint Services - CAMHS	Delegated	Delegated	Delegated	Delegated
IAPT Service	Delegated	No	No	No
Mental Health - Transformation	Delegated	No	No	No
Mental Health - SLAs-Other providers (non-NHS, inc. VS)	Delegated	No	No	No
Mental Health - NCAs	Delegated	No	No	No
Learning Disability Services				
Learning Disability Services	Delegated	Delegated	Delegated	Delegated
Community				
Healthy Children & Families	Delegated	Delegated	Delegated	Delegated
Wheelchair services	Delegated	Delegated	Delegated	No
Children - SLAs - Other providers (Non-NHS, incl. VS)	Delegated	No	No	No
Community Equipment				
Community Equipment Services	Delegated	Delegated	Delegated	Delegated

¹² This table outlines the broad delegations given to these areas but there may be some specific decisions which are in or out of scope of the committee/s. For example, for mental health transformation, some funding is national, which would be within scope of the committee/s for all but for other areas, funding for NEH&F and Surrey Heath may come from the Frimley Collaborative, which would be out of scope for these Committee/s. In these cases, it is the responsibility of the Executive Lead for the delegation area to liaise with their Governing Body/ Cabinet, following advice from the Committees in Common Secretariat, as to whether the decision is in or out of scope of the committee/s (notwithstanding any individual organisational governance/ scheme of delegations, or equivalents).

Service/ Scheme	Surrey Heartlands ICB	Frimley ICB		Surrey County Council
		North East Hants & Farnham Place	Surrey Heath Place	
Continuing Health Care				
Continuing Care Services (All Care Groups)	Delegated	Delegated	Delegated	Delegated
Funded Nursing Care	Delegated	Delegated	Delegated	Delegated
Children Services -	Delegated	Delegated	Delegated	Delegated
Children Services - Continuing Care Services	Delegated	Delegated	Delegated	Delegated
Hosted - Continuing Healthcare Assessment & Support	Delegated	Delegated	Delegated	Delegated
Better Care Fund				
Better Care Fund	Delegated	No	No	Delegated
Public Health				
Public Health	No	No	No	Delegated

9.7 Terms of Reference for the Frimley ICS System Quality Group

Introduction

Quality Surveillance Groups (QSG) were set up in 2013 in the context of the Francis Inquiry, to provide a forum in which quality concerns and risks could be raised promptly and dealt with collectively in a coordinated way² it is essential that the Francis principle underpins the ethos of the group.

In April 2021, the National Quality Board (NQB) published its updated Shared Commitment to Quality and Position Statement to support Integrated Care System (ICSs) in embedding quality in their design, planning and decision-making.

The Position Statement sets out some key requirements that ICSs are expected to put in place during 2021-22. This includes a designated executive clinical lead for quality (including safety) in the ICS; a System Quality Group (refreshed Quality Surveillance Group) to engage and share intelligence on quality in the ICS; and an agreed way to measure quality, using key quality indicators triangulated with intelligence and professional insight.

Purpose

The purpose of the **Frimley ICS System Quality Group** (SQG) is to bring together the different parts of the health and care system to share information about safety and quality across the region. This provides partners with full strategic oversight of the care being provided in order to consider key areas for quality improvement.

The System Quality Group will have the responsibility for ensuring the ICB is fulfilling its statutory duties and will provide a system leadership role regarding quality (e.g. safeguarding, serious incidents, freedom to speak up), including monitoring and managing them effectively. The SQG will be responsible for ensuring the ICB is aware of the risk that it carries if it fails to fulfil these duties satisfactorily.

The System Quality Group is concerned with services commissioned by the NHS (either by ICBs or NHS England) and with those commissioned jointly by the NHS and local authorities. The group will also consider services that are commissioned by local authorities from providers of NHS care.

A principle role of the System Quality Group will be to support action locally to mitigate risks and improve quality delivery, working alongside local system partners and NHSE/I regional team. The Group will escalate issues regionally and nationally where necessary.

The System Quality Group will seek to promote a culture of continuous quality improvement and innovation and driving best practice to deliver high quality safe patient care across the Frimley ICS

The System Quality Group will actively encourage patient stories, to understand the patient experience on health services and engaging with all sections of the population with the intention of improving services.

The System Quality Group will ensure that the quality is central to system planning, decision-making and delivery, and that there is a credible and focused strategy to improve quality across the ICS.

The System Quality Group will engage in surveillance of quality at a local level, triangulating information and sharing of intelligence. Each organisation represented should have and feel ownership and responsibility for the effective operation of the group.

The System Quality Group does not have executive powers and will not:

- substitute the need for individual organisations to act promptly when pressing concerns become apparent

² [NHS England » Quality Surveillance Groups – National Guidance](#)

- interfere with the statutory roles of constituent organisations e.g., contractual powers or regulatory responsibilities

Definition of Quality

The System Quality Group has adopted the National Quality Board definition of quality, ensuring that health and care systems deliver care in a way that is:

1. **Caring and responsive (positive experience)** - shaped by people who deliver, use and access them; kind and compassionate; respectful of dignity and privacy; continuous and coordinated (not fragmented); delivered in a way that is transparent and empowering
2. **Safe** – delivered in way that protects people from avoidable harm, neglect, abuse, and breaches of their human rights; when mistakes occur, lessons are learned
3. **Effective** - informed by consistent high-quality training, guidelines, and evidence; designed to protect the whole community; delivered in a way that enables continuous improvements in quality based on best evidence
4. **Well-led** - driven by compassionate, inclusive, and effective leadership; driven by vision and values in its culture; delivered by organisations and systems who are accountable and have effective governance arrangements; delivered in a culture of continuous improvements in quality
5. **Sustainably-resourced** – based around sustainable use of resources (with optimum outcomes within financial envelopes) and minimisation of waste



Overarching Aims

The System Quality Group will provide strategic leadership to develop an integrated and collaborative approach to quality across the Frimley ICS footprint. The group will work together to:

- Provide leadership and oversight to the *planning* and delivery of local and national quality priorities. This includes a robust grasp of the evidence, performance, and other key metrics across our systems to inform our priorities.
- Leading and role modelling our quality *improvement* culture, supporting each other to succeed and work together across systems.
- Becoming 'self-assuring' and taking ownership of the quality *Surveillance* function for the system, responding to quality concerns within the system, and taking a supportive and collaborative approach to addressing there where possible.

The System Quality Group will have focus on quality planning, improvement and surveillance and specifically will:

- Consider regular quality reports from place, systems and region

- Identify common or recurring issues that may merit a system, regional or national response
- Ensure that significant safety and quality issues are shared across the system, region, or nationally as appropriate.
- Respond to and support the whole system to respond pathways and journeys of care
- Review wider risks and concerns that may affect the whole system
- Escalate risks and concerns to regional level as required
- Identify opportunities for quality improvement
- Share themes of quality issues with appropriate bodies including the Frimley ICS Board, Regional Quality Committee, and as appropriate with NHSEI Chief Nursing Office and the NHSEI National Medical Directorate
- Ensure that national priorities such as the Patient Safety Strategy are being implemented across the Frimley System in tandem with delivery of local and regional priorities
- Share learning and intelligence on cross-system issues, and develop cross-system responses where required
- Demonstrate improvement in line with system and organisational plans

Evidence Based Decision Making

The members of the System Quality Group have delegated responsibility and formal decision-making capacity to represent the views of their host organisation for the benefit and development of the Frimley ICS quality agenda.

The SQG is the formal subcommittee of the ICB Board

Governance and Escalation

- The Frimley ICS System Quality Group is a key structure in the system architecture for quality governance.
- The Group will ensure any conflicts of interest are requested and recorded at each meeting.
- The diagram below outlines the escalation process for safety and quality concerns.



The membership of the Frimley ICS System Quality Group will comprise the following individuals:

Organisations	Roles
Frimley ICB	Chief Nursing Officer (Chair) Chief Medical Officer (Deputy Chair) Chief People Officer
Frimley Health NHS Foundation Trust	Chief Nurse
Berkshire Healthcare NHS Foundation Trust	Director of Nursing and Therapies
HCRG Care Group	Head of Quality and Nursing (Surrey)
Surrey and Borders Partnership NHS Foundation Trust	Director of Nursing
Ambulance Services	Director of Nursing
NHS England/Improvement	Deputy Director, Clinical Quality and Improvement

Hampshire County Council	Representative
Surrey County Council	Representative
Bracknell Forest Council	Representative
Slough Borough Council	Representative
Royal Borough Windsor and Maidenhead Council	Representative
Care Quality Commission	Representative
Public Health	Director of Public Health
Healthwatch	Representative
Provider Collaborative	Representative
ICB Portfolio/place leads	<p>Director for Commissioning and Assurance and Place</p> <p>Director for Partnerships and Engagement and Place</p> <p>Director for Children and Young People and Place</p> <p>Director of Primary Care Development and Place</p>
Local Pharmaceutical Committee's	Representative

In Attendance
Specialised Commissioning
Health Education England
Independent Sector representative
Local Medical Council, Regional Representative
Nursing and Midwifery Council, Regional Representative

Declaration of interest

A conflict of interest is a set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold.

All members should ensure that they are not placed in a position that risks, or appears to risk, compromising their role or the NHS public and statutory duties or reputation. Members must also not accept gifts or hospitality by virtue of their role on the Frimley ICS System Quality Group.

Members are required to declare conflicts of interest and the receipt of gifts, hospitality and/or sponsorship, in line with the national guidance to the NHS. Conflicts of interest should be declared to the Frimley ICS System Quality Group secretariat and specific conflicts should be raised at the start of any agenda item or discussion for which that conflict arises. A conflict of interest and a hospitality register will be maintained by the secretariat.

Confidentiality and information sharing

All materials and information shared with the Frimley ICS System Quality Group are assumed to be confidential, unless otherwise stated. However, members can discuss broad, non-attributable meeting outcomes once minutes have been shared.

Members will not disclose information or written material (such as agendas, minutes, discussion papers or other documents) to other parties, unless otherwise directed by the Chair.

Meeting Arrangements

- The Frimley ICS System Quality Group will meet monthly for 2.5-3 hours
- The Chair of the meeting may convene additional meetings, as necessary
- The Chair may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter
- The Committee will be considered as quorate when five members of the Group are present one of whom must be the Chair or Deputy Chair.
- Fully briefed deputies with relevant decision-making authority shall be permitted with agreement of the Chair.
- Call for papers will be 1 week prior to the meeting and the agenda and papers will be distributed 5 working days in advance of the meeting, unless there are exceptional circumstances for individual papers.
- Subgroups will provide regular reports to the System Quality Group – timeframes to be agreed with each subgroup.
- Admin support for the Committee will be provided by the Frimley ICB Quality Team.

Review

The terms of reference will be reviewed annually or before if the ICS governance structures are amended. The terms of reference will be approved by members of the board and ratified by the Frimley ICS Board.

Date of approval:

Date of review:

9.7 Terms of Reference for the Frimley ICB Finance and Performance Committee

The Finance and Performance Committee is established by NHS Frimley Integrated Care Board (ICB) Board to review the financial and non-financial targets of the ICB, to ensure that appropriate arrangements are in place to deliver against organisational performance measures, to secure economy, efficiency, and effectiveness in the use of all resources, and provide assurance that the arrangements are working effectively.

The committee will provide assurance to the board that delivery of both financial and non-financial performance is robust and soundly based.

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.

Authority

The 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).

For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

Purpose

The Committee will:

- Assess the resource requirements needed to deliver the annual integrated plan;
- Monitor progress against plan, to ensure delivery is achieved within the resources allocated;
- Ensure the production of the ICB's Financial and Capital Plans setting out the overall direction; and
- Develop and monitor a Finance, Capital and Performance annual business cycle of work.
- Escalate complex, significant or recurrent financial and performance risks to the Integrated Risk Committee.

Performance Oversight

- Oversee and monitor performance against the NHS performance measurement regime, and other local and national targets as required, and ensure that corrective management actions plans are being implemented;
- Support the development of a performance culture within the board which will drive continuous quality improvement; and

- Adopt a risk based approach to performance through routine review of the risks delegated to the committee, focussing on areas of corporate concern identified as requiring an additional strategic and collective approach to ensure delivery against performance targets.

Financial Strategy

- Oversee development of the ICB's Financial Strategy in support of the Operational Plan, including aligning services and financial & Capital planning arrangements;
- Examining in detail the financial plan to ensure that planning assumptions are soundly based and reflect known pressures, potential investments and opportunities for better use of resources leading to cost reduction;
- Recommend for approval the annual financial plan that is consistent with statutory financial responsibilities.

Financial Management

- Receive and consider reports on the ICB's revenue performance to ensure appropriate scrutiny and ensure corrective management action plans are in place to address emerging issues;
- Monitor the deliverability of the overall efficiency programme reflecting on both the in year delivery and also longer-term underlying financial sustainability through delivery of recurring savings target; and
- Review and consider management action plans to address services longer term sustainability and reducing reliance on temporary staff outside standard NHS terms and conditions of employment.

Financial Investment

- Ensure robust appraisal around business case development and delivery;
- Scrutinise business cases for proposed investment (both revenue and capital) ensuring that outcomes and benefits are clearly defined, are measurable and support key objectives delivery; and
- Monitor delivery of approved investment projects against agreed outcomes and benefits; and
- Ensure appropriate management action is taken to address any shortcomings.

Membership

The committee members shall be appointed by the board in accordance with the ICB Constitution.

The board will appoint no fewer than five members of the committee. Members of the Committee need not be members of the board, but they may be.

The Committee will be chaired by the ICB's NHS Provider Partner Member for Berkshire Health Foundation Trust appointed on account of their specific knowledge skills and experience making them suitable to chair the committee.

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

Membership will comprise of:

- NHS Provider Partner Member for Berkshire Health Foundation Trust (Chair)
- Chief Finance Officer
- Director of System Finance and Performance
- Deputy Chief Finance Officer
- Director of Commissioning and Assurance
- Chief Transformation and Digital Officer
- Chief Nursing Officer
- Executive Director of Finance & Estates (FHFT)
- A non-executive member of the Board

Invitees will include:

- A representative from NHSEI
- A representative from SABP as a key system provider partner organisation
- A representative from BHFT as a key system provider partner organisation

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.

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.

Attendance

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.

Meetings Quoracy and Decisions

The Committee will meet monthly.

The Board, Chair or Chief Officer may ask the committee to convene further meetings to discuss particular issues on which they want the committee's advice.

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.

Quorum

For a meeting to be quorate a minimum of three members are required, including the Chair of the committee.

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.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

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.

Only members of the committee may 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 the committee will hold the casting vote.

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.

Behaviours and Conduct

The committee members will:

- Collaborate towards system-level improvement, maturity and greater independence.
- Share expertise and benchmarking across organisations in the system.
- Members of, and those attending, the committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.
- Demonstrably consider the equality and diversity implications of decisions they make.

Accountability and reporting

The committee is accountable to the ICB 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 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.

The committee will provide the board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement.

Secretariat and Administration

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

- 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;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- 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.

Date of approval:

Date of review:

9.8 Integrated Risk Committee (to be added)

**Additional documents to be linked to the Governance Handbook on the ICB
Website <http://www.frimley.icb.nhs.uk>**

- **Scheme of Reservation and Delegation**
- **Functions and Decision Map**
- **Standing Financial Instructions**
- **Delegation Agreements**
- **The up-to-date list of eligible providers of primary medical services**
- **Standards of Business Conduct Policy**
- **Conflicts of Interest Policy**
- **Registers of interests**
- **Risk Management Framework**

Appendix A Statutory Committee Review Log

Each the ICB Statutory / Mandatory Committees undertake a review of their Terms of Reference. A log of the reviews undertaken is maintained in this section.

Audit and Risk Assurance Committee

Date	Version	Review	Status	Comments

Remuneration Committee

Date	Version	Review	Status	Comments