

## BOB ICB BOARD MEETING

<b>Title</b>	Governance and Partnership Review		
<b>Paper Date:</b>	19 December 2023	<b>Meeting Date:</b>	16 January 2024
<b>Purpose:</b>	Approval	<b>Agenda Item:</b>	16
<b>Author:</b>	Clare Doble, Deputy Director of Governance	<b>Exec Lead/ Senior Responsible Officer:</b>	Sim Scavazza, Chair; Catherine Mountford, Director of Governance
<b>Executive Summary</b>			
<p>This paper is an update to the Governance and Partnership Review Paper presented to the Board in May 2023.</p> <p>The paper considers an approach the Board have agreed to take forward, following a Board Workshop during November 2023. At this workshop the Board reviewed its ICB governance arrangements to ensure we continue to develop our ways of working and strengthen our governance using the flexibilities of the Act to best meet the needs of our population.</p>			
<b>Action Required</b>			
<p>The Board is asked to:</p> <ol style="list-style-type: none"> <li>a) <b>Approve</b> the Chair's recommendations for Board membership in paragraph 16.</li> <li>b) <b>Give their views</b> on the options for eligibility criteria outlined in paragraph 18.</li> <li>c) Subject to removal of Place Partnerships being described as ICB committees to <b>confirm</b> our committee structure as shown in paragraph 8.</li> <li>d) <b>Note</b> the discussions that have started to consider the need for joint decision making across the six ICBs in the southeast and the range of options available to support this.</li> <li>e) <b>Approve</b> the action plan and timeline in paragraph 27.</li> </ol>			
<b>Conflicts of Interest:</b>		No conflict identified.	
<b>Date/Name of Committee/ Meeting, Where Last Reviewed:</b>		Discussion at Board workshop, 21 November 2023	

# Integrated Care Board (ICB) Governance and Partnership Review

## Context

1. This paper builds on the Governance and Partnership Review proposal presented on 16 May 2023 to the Board and includes outputs from the Board Workshop on 21 November 2023. It is important as an ICB that we continue to develop and strengthen our governance and ways of working, considering effectiveness of the board, delegation to and function of committees and executives, as well as the broader system management decision-making by the ICB and its partners, using the flexibilities of the Act to best meet the needs of our population.
2. BOB ICB, was established on 1 July 2022. The ICB is working in line with its approved strategic objectives across the integrated care system.
3. As part of an Integrated Care System (ICS) we work alongside and collaborate with a number of [partners](#) who include Healthwatch, primary care and voluntary and community sector organisations as well as our NHS Provider Trusts and Local Authorities.

## Scope and approach to the governance and partnership review

4. Our review considered relevant national guidance together with intelligence gathered from the broader governance support work, such as committee effectiveness reviews, review of attendance at all committees and development of a committee matrix.
5. This review assesses BOB ICBs arrangements across a series of domains which are generally regarded as the five key components of an effective system of governance (these are illustrated below, and support [NHSE Good governance and collaboration](#)).

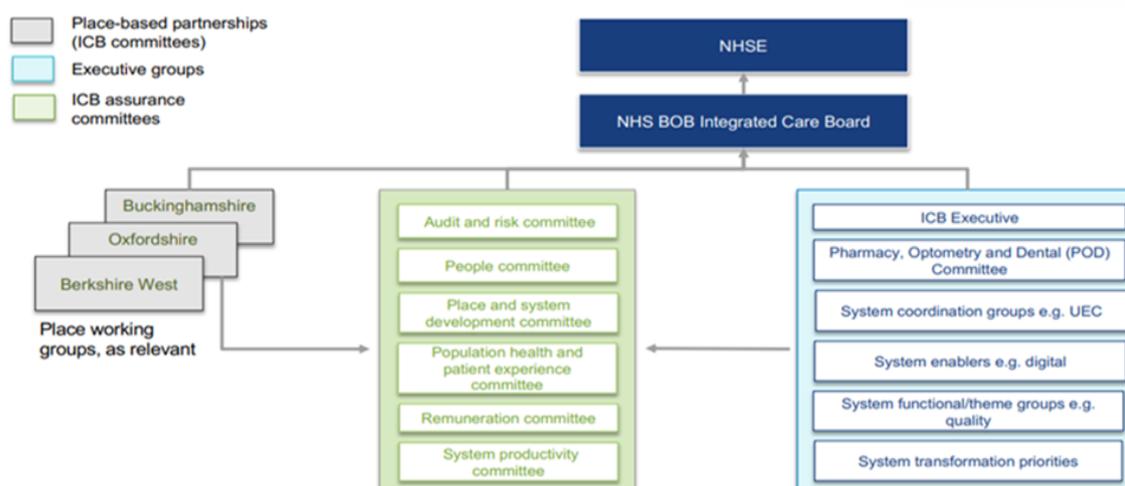


6. Expected outcomes from these components support the four core aims and are intertwined under five key themes through our BOB Integrated Care Strategy. These themes include:
  - ✓ Improve health and wellbeing in a manner that is fair and inclusive.
  - ✓ Preventing ill health.
  - ✓ Giving people the best possible start in life.
  - ✓ Supporting people to stay healthy and well for longer.
  - ✓ Ensuring people have access to the right support when they need it.
7. The Good Governance Institute (GGI) has undertaken work on what is required to secure assurance in large complex organisations. This found that more confident and mature organisations have managerial groups unambiguously reporting into the executive, and the role of the board and its committees is to scrutinise the effectiveness of this system of assurance, whereas in less well performing organisations these managerial groups will be depicted as reporting into board committees and are often referred to as ‘feeder groups’.

## BOB current position and priorities

8. The ICB has a clear governance framework, which includes the foundation of the Constitution and details the organisations membership, standing orders, as well as the use of the Scheme of Reservation and Delegation (SoRD). Each committee of the Board has a Terms of Reference and a forward programme of key activities throughout the year. All 6 assurance committees of the Board report in good time, and the meeting cycles ensure timely information is reported in an appropriate and prompt way through the Alert, Advise, Assure reports.

### Overarching ICB Committee structure



9. The committees of the Board hold specific delegations, described in the SoRD, terms of reference, and the assurance the Board is seeking should be specifically identified in a board assurance framework (BAF). This is the basic means by which Boards organise the assurance part of their role.
10. The Executives are supported by operational management groups. A visual of these groups will be created to ensure there is no duplication of effort, that management groups are understood, meeting with a clear purpose, and that membership is appropriate to deliver operational requirements under Executive decision making.

## Role and functioning of the ICB Board and Board Committees

11. The establishment of the ICB focused very much on the safe transfer and set up of a new statutory body and much of the emphasis was on the participation of partners in the ICB Board itself. The ICB Board is both the Board of an organisation and also a key partner/leader in the wider system and one of only two statutory “bodies” with the ICS. It needs to both be assured that the organisation delivers on its statutory duties and that it is focused on system leadership, development and delivery.
12. The ICB Board is responsible for:
- ✓ Formulating strategy for the organisation.
  - ✓ Holding the organisation to account for the delivery of the strategy and the ICB governance arrangements.
  - ✓ Shaping a healthy culture for the organisation and the wider ICS partnership.
13. There are 12 key functions of the Board as outlined in the [ICS Delivery Framework](#). BOB ICB have mapped these functions through its [Scheme of Reservation and Delegation](#).

### Board membership

14. When established the ICB deliberately kept the Board membership to the statutory requirements for Chair, executive and partner members. To support good governance the ICB increased the number of non-executive directors (NEDs) to five (plus an associate) from the statutory minimum of two.

15. The Chair has considered the board membership in light of the discussion the board had at its workshop and in line with the constitutional requirement that “The board will keep under review the skills, knowledge, and experience that it considers necessary for members of the board to possess (when taken together) in order for the board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.” The ICB board is the board of a statutory NHS body and is one partner in the wider system, which for joint working includes the Place partnerships and the Integrated Care Partnership which is a statutory joint committee of the ICB and five local authorities with a responsibility for social care. The Chair has also considered the need to have a balanced membership and not be too large.
16. The view of the Chair is that:
- a. The Board membership remains as currently stated in the ICB constitution with 14 Board members, these consist of: The Chair and Chief Executive Officer (CEO); 3 Executive Members (Chief Finance Officer (CFO), Chief Medical Officer (CMO) and Chief Nursing Officer (CNO)); 3 Partner Members; 5 Non-Executive Directors (NEDs) and one Mental Health Member.
  - b. Local authorities (LAs) had asked that we reconsider the number of LA partner members. It is necessary to remember that on a unitary board all members bring their skills and perspective to inform the discussion and the decisions of the board. Members are not representatives of an organisation and sector; an increased number of LA members could look like a representative model. Not all the NHS organisations within BOB have a seat at the board. On this basis and to maintain balance the Chair’s view is that we should not increase the number of LA Partner members.
  - c. Currently only the Director of Governance and the Associate NED are confirmed as regular participants at the Board. In line with the way we have been operating the Chair proposes that all executive directors who report directly to the CEO should be confirmed as participants.

The Board are asked to **approve** the Chairs recommendations for board membership.

17. It is important that all board members are visible and invested in improving the health of our residents. In support of this we will be introducing a requirement that board members are available to attend face to face meetings of the board and system wide events. To increase presence within BOB and develop working relationships all committees will be expected to have a minimum of two face to face meetings a year.
18. Eligibility criteria for members of the Board are outlined in the constitution. As the first constitution was being developed, we considered whether eligibility criteria for NEDs should incorporate an association with the geography (which could be by residence, employment, service catchment areas) but this was not taken forward. The Chair would like this to be reviewed and the following options for an additional eligibility criterion for NEDs are suggested for consideration by the board:
- a. Have through residence or employment an association with the geography covered by the ICB.
  - b. Reside within the catchment area of the services we commission.
  - c. Reside within the catchment areas of services provided by BOB Trusts.
  - d. Have knowledge, skills, and experience of working and building partnerships within BOB communities or have lived experience within the geography.
  - e. Do not include any specific criteria but adapt the NED person specification.
19. Adoption of some of these options would affect eligibility of some current board members to continue and this would be taken into consideration if we decided to implement a change.
20. The Chair will take into account the views of the board when deciding what changes, if any, to make to the eligibility criteria.

Board members are asked to **give their views** on the options for eligibility criteria outlined in paragraph 18.

### *Board committees*

21. Our discretionary Board committees (People; Population Health and Patient Experience (PHPE); System Productivity; Place and System development) were established to try and ensure they took a broader focus and were seeking assurance on whether we were meeting the four core aims; they were not set up to be decision making or undertake operational performance management. On establishment the ICB intended to establish three Place Committees but reviewed this in March 2023 and noted the potential range of governance arrangements and that as the partnerships mature form should follow function.
22. The consensus was that the Board were comfortable with the assurance role of committees with strategic decision making reserved to the Board and operational decision making delegated to Executive function, however, the Board members recognised the need to strengthen the terms of reference of committees and also the scheme of reservation and delegation to ensure Executive / Senior Officer powers are clearly understood.
23. In the context of the delegation of specialised commissioning the CEOs of the six ICBs are in early discussion about other areas that might benefit from joint/single decision making. One of the options that could be considered would be the establishment of a joint committee of the six ICB Boards. The six CEOs are working with the ICB governance leads to consider options and a paper/proposal will be presented to the six ICB boards for consideration in 2024.

Subject to removal of Place Partnerships being described as ICB committees the Board is asked to **confirm** our committee structure as shown in paragraph 8.

The board is asked to **note** the discussions that have started to consider the need for joint decision making across the six ICBs in the southeast and the range of options available to support this.

### *Maintenance of the constitution and governance arrangements*

24. The Director of Governance keeps under review any change in statutory guidance and maintains good governance practice to review the organisations constitution no less than annually. Any required constitutional changes resulting from the outcome of this Governance and Partnerships review will be picked up and a revised constitution presented for approval.
25. The Director of Governance keeps under review, with the ICB Chair and CEO:
  - a. The structure of the Board agenda to support focus on the four core aims and enable the Board to balance its time across strategy, performance and culture. Board members feedback indicated that we do not focus enough time on seeking assurance and are spending a disproportionate amount of time on current performance/operational delivery (looking back rather than forward).
  - b. effectiveness of each committee, no less than annually, to ensure that committees are working within their terms of reference, and to ensure members are clear of their remit and responsibilities. Each committee undertook an effectiveness review during 2023/24 and findings presented to each committee. There were common themes identified which offered positive feedback to improve committee effectiveness.
  - c. The ICB Scheme of Reservation and Delegation (SoRD), which sets out:
    - Functions that are reserved to the board.
    - Functions that have been delegated to an individual or committees/sub committees.
    - Functions delegated to another body or to be exercised jointly with another body.

After over a year of operation, and as part of good governance, our SoRD will be reviewed and adapted to remove any areas of ambiguity and ensure clarity throughout.

## NHS system management decision making

26. The Board considered a number of options for designing a system decision making function. The options outlined in Annex 1 were discussed.
27. Discussion also arose around the capabilities of a forum for system management decision making. It was agreed that further discussions with system partners are needed to test the appetite, purpose and scope of this type of committee arrangement should it be required in the future. This will start to take place in the discussions the Chair and CEO will have with each provider board in January/February 2024 and then in the system governance workshop with Trusts Chairs/NEDs/CEOs that we are planning for March 2024.

## Proposed action plan to support role and functioning of the ICB for approval by Board

28. The Director of Governance is the responsible Executive for overseeing this action plan.

Action	Action required	Process	Timescale
1	Review of constitution in line with any revisions to statutory guidance and output from Governance and Partnership review.	This will be reviewed, and any proposed amendments considered by the Audit and Risk Committee and the presented the Board for approval ahead of submission to NHSE	Q1/Q2 2024/25 (Board in May/July 2024)
2	Structure of Board /Committee agenda(s)	This will be reviewed by Governance who will discuss suggested amendments with the Chair and Committee Chairs	Q4 2023/24 (March 2024)
3	Terms of reference of the committees of the Board will be reviewed in terms of content (scope and statutory/non statutory function) and membership	The Director/Deputy Director of Governance will lead a review of each committee with the ICB Chair and respective Chairs of Committee in line with ICB functions. We will also consider the key lines of enquiry that have been published by the CQC for their assessment of systems to ensure these are embedded in our governance.	Q2 2024/25 (Board in July/September 2024)
4	Committee effectiveness review	As part of good governance practice, a committee effectiveness review will be undertaken. This will provide assurance to the Board that the committee(s) are meeting their obligations within their terms of reference (ToR)	Q3/4 2024/25 to inform annual reporting and Annual Governance Statement
5	Operational management groups	To ensure that Executive decision making is appropriately supported, a visual will be created of operational management groups	Q1 2024/25 (June 2024)
6	A review of the Scheme of Reservation and Delegation	This will be undertaken by Governance and reviewed against the <a href="#">NHSE ICB functions and duties</a> as described by the Health and Care Act 2022 and in line with the development of implementation of the Change Programme which could include place partnerships or provider collaboratives taking on responsibility for some ICB functions.	Q2 2024/25 (August 2024)
7	System management decision making	The work being undertaken by the Chair and CEO outlined in paragraph 24 will inform how this will be taken forward.	Q4 2023/24 (March 2024)

The Board is asked to **approve** the action plan and timeline above.

## Annex 1: Options for system decision making forums.

Option	Definition
<p><b>Joint Committees key concepts:</b></p> <ul style="list-style-type: none"> <li>a) Single committee to which participating organisations delegate functions</li> <li>b) Decisions will bind all organisations</li> <li>c) Standing orders, quorum and terms of reference to be determined by organisations</li> <li>d) potential to streamline joint working and decision making</li> </ul>	<p>Joint committees are permitted under the terms of the legislative report order but only for the purposes of exercising commissioning functions.</p> <p><b>OBSERVATIONS:</b> In a joint committee, each organisation, would nominate a representative member(s) and the committee would have delegated authority to make binding decisions on behalf of each organisation . It would require the ICB to amend its constitution and review their governance arrangements to ensure clarity, consistency and accountability. Any joint committee arrangements should be underpinned by a collaborative agreement that includes vision, values, process and dispute arrangements, this must be set up under the guidance of the Director of Governance and the relevant Chair of the Committee.</p>
<p><b>Joint working Group key concepts:</b></p> <ul style="list-style-type: none"> <li>a) A 'central HQ' function, responsible for providing unified strategic leadership across the whole group</li> <li>b) Discrete and locally managed 'operating units', which have a greater or lesser amount of devolved autonomy</li> </ul>	<p>Two or more organisations could create a joint working group (operational group), directly accountable though an executive director to the Chief Executive Officer(s).</p> <p><b>OBSERVATIONS:</b> This group would not have the authority to make decisions directly and so would refer to each of the organisations represented for ratification of all decisions (and would need to agree process for this). The working group would be established in a similar way to the Joint Committee with each organisation nominating its member(s). The main advantage of a joint working group is as a forum for the exchange of ideas and opportunities for collaboration. Accountabilities of reporting would need to be agreed and clear. Guidance from the Health and Care Act can be found <a href="#">here</a>.</p>
<p><b>Delegation to an individual / or Joint appointment key concepts:</b></p> <ul style="list-style-type: none"> <li>a) Responsibility – the obligation to carry out some or all aspects of a statutory function</li> <li>b) Accountability – the obligation to explain how functions are being carried out, along with the obligation to ensure that any deficiencies are being addressed</li> </ul>	<p>The ICB (and partners) could delegate to a designated qualifying person(s) the function of approving or agreeing decisions on its behalf.</p> <p><b>OBSERVATIONS:</b> It would be normal practice for a mandate to be produced, and appropriate recordings in minutes and decision/action logs. The Director of Governance must be informed if any such delegations have been issued and will provide advice as to how these should be recorded as well as reporting requirements from that individual to the appropriate committee or Board.</p> <p><b>Joint appointment:</b> The Health Service Act offers guidance about joint appointments <a href="#">here</a> NHS England must be consulted. Individual directors of the ICS NHS body having delegated authority, which they may choose to exercise through a committee.</p> <p><b>OBSERVATIONS:</b> This individual director could be a joint appointment with the local authority or with an NHS statutory provider and could also have delegated authority from those bodies</p>