

NHS Derby and Derbyshire Integrated Care Board

Governance Handbook

KEY MESSAGES	
1.	Brings together a range of corporate statutory documents in one place
2.	Aims to assist the ICB in building a consistent corporate approach to its day to day operation
3.	Forms part of the ICB's corporate memory

VERSION CONTROL

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List of Referenced Policies	Continuing Healthcare Policy Corporate Governance Framework Disciplinary Policy Fraud, Bribery and Corruption Policy Individual Funding Requests Policy Policy Management Framework Procurement Policy Raising Concerns at Work (Whistleblowing) Policy Recruitment and Selection Policy Risk Management Strategy Standards of Business Conduct and Managing Conflicts of Interest Policy <i>See also section 1.4 of Standards of Business Conduct and Managing Conflicts of Interest Policy</i>
Key Words section (metadata for search facility online)	Governance Handbook Governance Structure Conflicts of Interest Standing Financial Instructions Prime Financial Policies Corporate Governance Framework Terms of Reference Member Practices Scheme of Reservations and Delegation
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Target Audience	ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken.
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CONTENTS

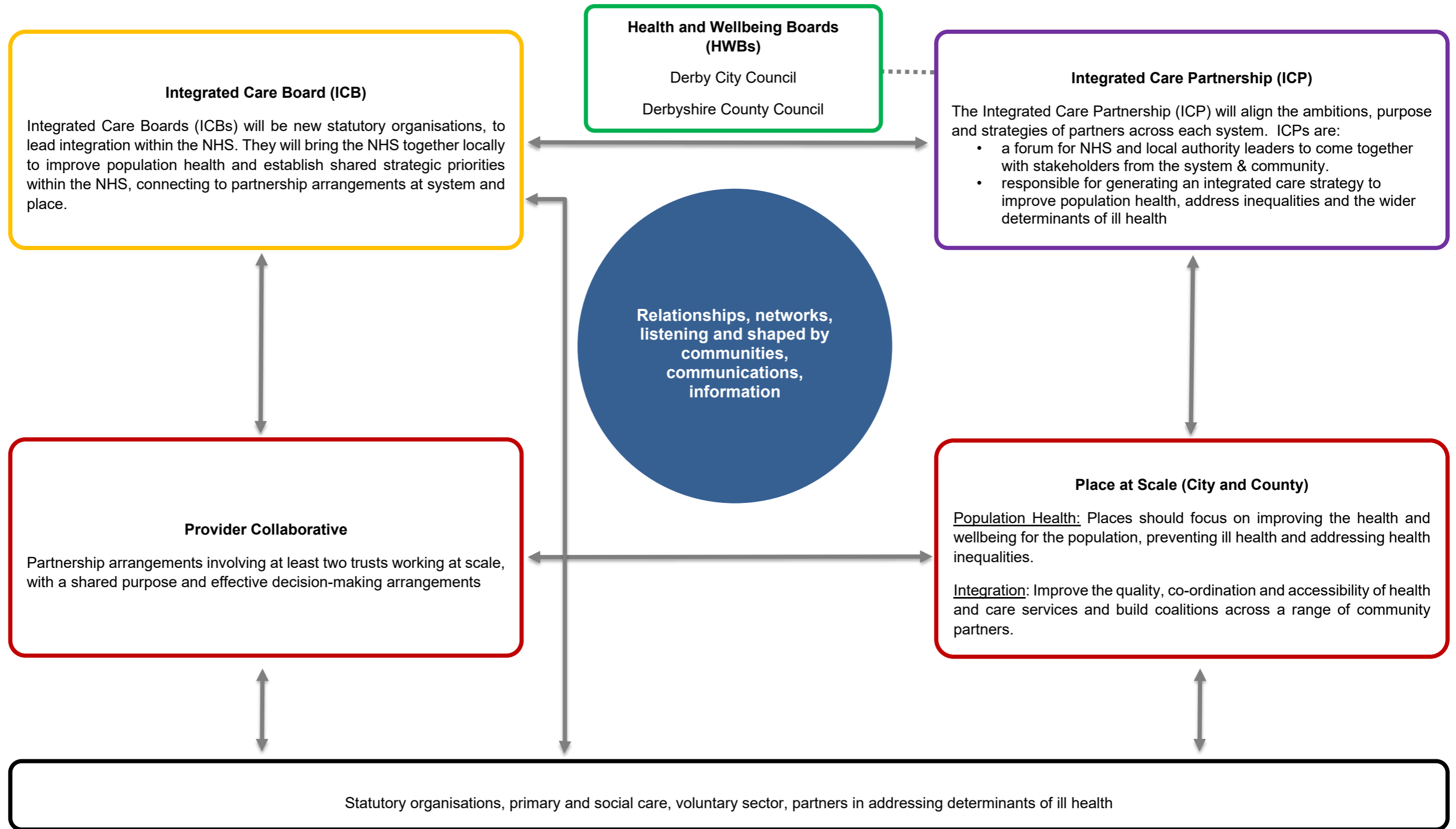
1.	Purpose	5
2.	Functions and Decision Map	6
3.	Governance Structure	9
4.	Integrated Care Board Committees	10
4.1	Statutory Committees	10
4.2	Non-Statutory Committees	12
4.3	ICB Board – Committee Terms of Reference	18
5.	Integrated Care System Committees	95
5.1	Integrated Care System – Committee Terms of Reference	95
6.	Eligible Providers of Primary Medical Services	96
7.	Scheme of Reservations and Delegation	104
8.	Standing Financial Instructions	141
9.	Corporate Governance Framework	202
10.	Standards of Business Conduct Policy	265
11.	Managing Conflicts of Interest Policy	286

1. PURPOSE

- 1.1 The purpose of this document is to bring together a range of corporate statutory documents in one place and is described as the NHS Derby and Derbyshire Integrated Care Board Governance Handbook (the "ICB Governance Handbook").
- 1.2 The ICB Governance Handbook is not a legal requirement; however it is an approach that will assist NHS Derby and Derbyshire Integrated Care Board (the "ICB") to build a consistent corporate approach and form part of the corporate memory.
- 1.3 The handbook includes:
 - 1.3.1 Committee Terms of Reference;
 - 1.3.2 Integrated Care System – Committee Terms of Reference;
 - 1.3.3 Eligible Providers of Primary Medical Services
 - 1.3.4 Scheme of Reservations and Delegation (SoRD);
 - 1.3.5 Standing Financial Instructions;
 - 1.3.6 Corporate Governance Framework;
 - 1.3.7 Standards of Business Conduct Policy; and
 - 1.3.8 Managing Conflicts of Interest Policy.
- 1.4 The ICB Governance Handbook will be published on the ICB's website for transparency and ease of access and updated regularly as a routine reference guide for member practices, staff and the public.

2. FUNCTIONS AND DECISION MAP

FUNCTIONS & DECISION MAKING: COMPONENT PARTS OF THE JUCD ICS

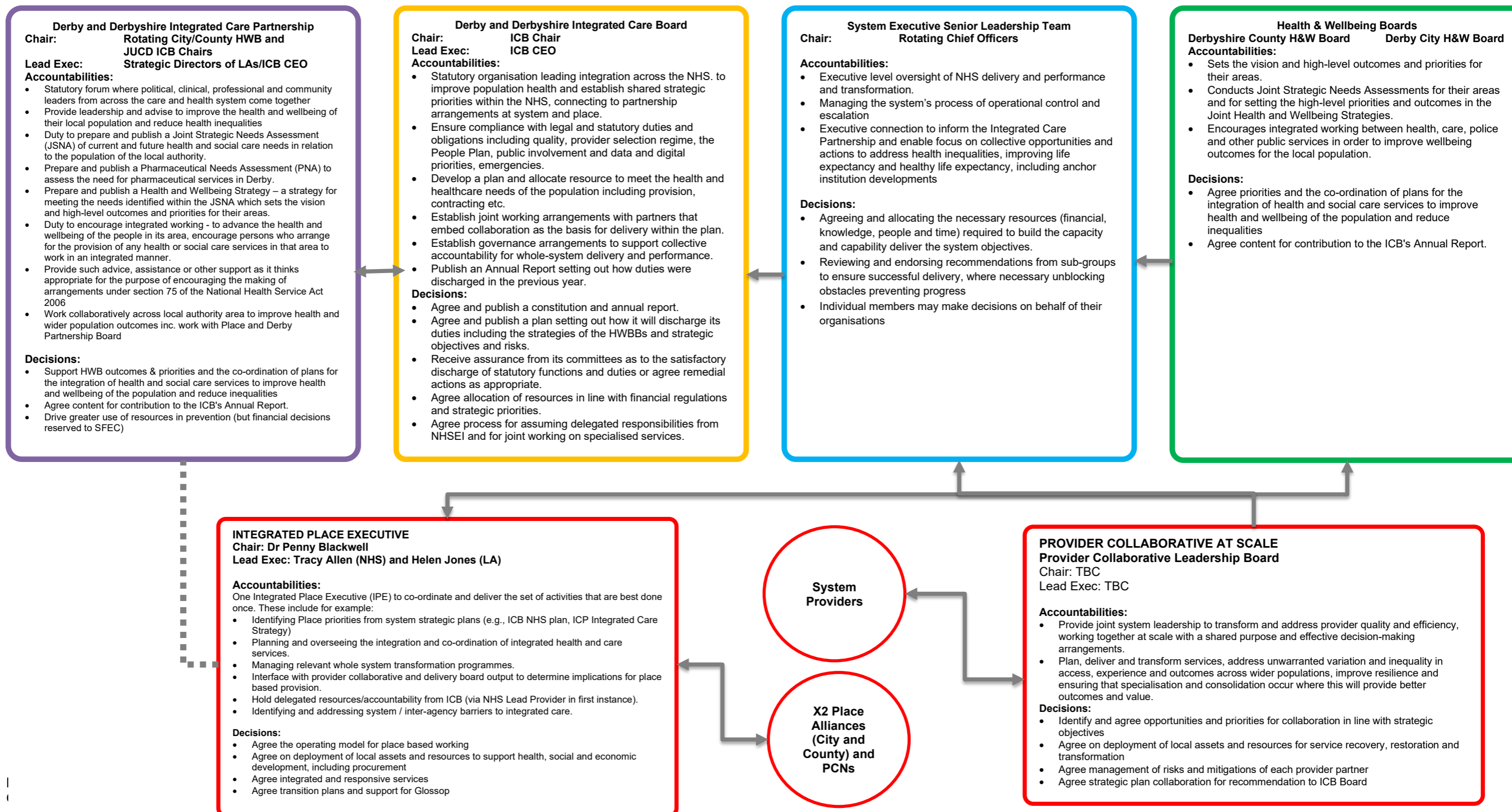


NHS DERBY AND DERBYSHIRE INTEGRATED CARE BOARD FUNCTIONS AND DECISIONS MAP

The Derby and Derbyshire Integrated Care Board (ICB) Functions and Decisions Map sets out the governance arrangements that support collective accountability between partner organisations for whole-system delivery and performance. The purpose of this Functions and Decisions Map is to facilitate transparent decision-making and foster the culture and behaviours that enable system working. This document should be read in conjunction with the ICB Constitution, ICB Statutory Functions and the Scheme of Reservations and Delegations documentation.

NHS England & Improvement, Department of Health & Social Care, and Local Government Association

Responsible for: Setting the direction and supporting the commissioning of high-quality services to deliver the NHS Long Term Plan balancing national direction with local autonomy to secure the best outcomes for patients. Making decisions about how best to support and assure performance, as well as supporting system transformation and the development of Integrated Care Systems. Acting as guardians of the health and care framework: by ensuring the legislative, financial, administrative and policy frameworks are fit for purpose and work together.



STATUTORY ICB COMMITTEES

ICB COMMITTEES with SYSTEM MEMBERSHIP

NATIONAL QUALITY BOARD MANDATED COMMITTEE

DERBY AND DERBYSHIRE INTEGRATED CARE BOARD

Chair: ICB Chair

Lead Exec: ICB CEO

- Statutory organisation leading integration across the NHS, to improve population health and establish shared strategic priorities within the NHS, connecting to partnership arrangements at system and place.
- Ensure compliance with legal and statutory duties and obligations including quality, provider selection regime, the People Plan, public involvement and data and digital priorities, emergencies.
- Develop a plan and allocate resource to meet the health and healthcare needs of the population including provision, contracting etc.
- Establish joint working arrangements with partners that embed collaboration as the basis for delivery within the plan.
- Establish governance arrangements to support collective accountability for whole-system delivery and performance.
- Publish an Annual Report setting out how duties were discharged in the previous year.

INTEGRATED CARE BOARD COMMITTEES

REMUNERATION COMMITTEE

Chair: NEM for Remcom & People Strategy
Lead Exec: ICB CEO

Accountabilities:

- Makes recommendations to the ICB about pay, terms of service and remuneration including fees and pensions.
- Reviews as required, the Chief Executive and individual senior officers' and managers' performance.
- Advises on and oversees contractual arrangements for staff

Decisions:

- 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 on-contractual terms.
 - 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

AUDIT AND GOVERNANCE COMMITTEE

Chair: NEM for Audit and Governance
Lead Exec: Executive Director of Finance / Executive Director of Corporate Affairs (Board Secretary)

Accountabilities:

- Tests the system and receives assurance on the robustness of an effective system of integrated governance, compliance with regulations and public law, risk management and internal control, across the whole of the ICB's activities, including emergency preparedness, IG and cyber security.
- Ensures compliance with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anti-competitive conduct; complying with public law requirements when entering into contracts concerning commissioning arrangements and use of public monies.
- Ensures that relevant conflicts of interests that affect the integrity of the ICB's decision making processes are declared and included in registers.
- Oversee policy development including ICB staff policy, estates and NHS Green agenda.

Decisions:

- Commission reports, legal advice or other professional support to help fulfil its obligations
- Create sub-groups to undertake specific pieces of work on behalf of the Committee
- Agree on assurances received, or remedial action required as to the adequacy of governance, risk management and internal control processes within the ICB
- Provides independent and objective recommendation of the external auditors to be appointed for the ICB and agrees external and internal audit plans.

QUALITY AND PERFORMANCE COMMITTEE

Chair: NEM for Quality and Performance
Lead Exec: Executive Director of Nursing & Quality

Accountabilities:

- Provides quality and performance assurance and improvement across all providers of health and care in Derby and Derbyshire.
- Creates a culture of support, collective leadership, mutual holding to account and triangulates information and intelligence to safeguard the quality of care.
- Provides a mechanism of identifying risks to quality and performance and opportunities for improvement.
- Secures continuous improvements in quality and outcomes of clinical effectiveness, safety and patient experience
- Ensures assessment and provision of Safeguarding services, Continuing Health Care, Funded Nursing Care and Personalised Health Budgets and Individual Funding Requests

Decisions:

- Agree whether assurance is received or whether remedial actions required in relation to the quality, performance, safety, experience and outcomes of services, including metrics used to provide assurance.
- Implementation of investigatory processes where appropriate and agree any actions arising.
- Commission any reports, surveys or reviews of services it deems necessary to help it fulfil its obligations

POPULATION HEALTH & STRATEGIC COMMISSIONING COMMITTEE

Chair: NEM for Strategy & Planning
Lead Exec: Executive Director of Strategy & Planning

Accountabilities:

- Prepares and publishes a whole population health commissioning plan for physical and mental healthcare for patients in the geographical area, with the involvement of the Health and Wellbeing Boards and local community organisations and aligned to the strategy developed by the ICP.
- Develops and implements the commissioning strategy and policy of the ICB and helps to secure continuous improvement of the quality of services, retaining particular focus on health inequalities.
- Supports providers to lead major service transformation programmes, ensuring improved outcomes and quality to deliver and achieve the ICB's strategic and operational plans within financial allocations.
- Secures continuous improvement in the quality of primary medical care services.
- Promotes research and innovation.

Decisions:

- Agree priorities for prevention, early detection, reduction of health inequalities and continuous improvement, and programme of work to deliver.
- Agree allocation of resources to service strategy and plan including investments to be proposed.
- Clinically review business cases and approve or reject.
- Take decisions relating to the management of delegated functions.
- Receive assurance that commissioning decisions are underpinned and informed by communications and engagement with the membership and local population as appropriate.

FINANCE AND ESTATES COMMITTEE

Chair: NEM for Finance
Lead Exec: Executive Director of Finance

Accountabilities:

- Establishes a financial performance framework which enables the ICB proactively to manage its financial, performance and savings agenda. Scrutinise and provide assurance to the Board in respect of the organisation's management of its financial performance and risk.
- Ensures the ICB operates within agreed budgets and proposes plans and necessary actions to maintain financial balance.
- Oversees development of the system estates strategy and plans to ensure it properly balances clinical, strategic and affordability drivers. Gain assurance that the estates plan is built into the system financial plans

Decisions:

- Agree the financial planning model to be adopted and relevant contractual frameworks, including the financial intelligence function
- Agree a system financial target, financial plans and priorities to be recommended to the Board
- Approve or reject business cases including investments or disinvestments
- Agree a 12-month operational and 5-year rolling strategic plan and any remedial actions required to deliver

PEOPLE AND CULTURE COMMITTEE

Chair: NEM for Remcom & People Strategy
Lead Exec: Chief People Officer

Accountabilities:

- Delivers the commitments of the NHS People Plan across the Derby and Derbyshire system.
- Oversees plans to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS, promoting the education and training of existing and future health care staff.
- Ensures workforce capacity and capability together with an organisational development plan; oversees the demonstration of equality, diversity and inclusion for all NHS staff.
- Supports the wellbeing of the workforce including health and safety, safeguarding and security management.

Decisions:

- Identify and agree actions to support ways of working at true system level including standardised systems
- Agree work programme for delivery of the People Plan
- Review workforce analysis and approve plans to address gaps
- Approve plans for organisational and staff development
- Agree collaborative recruitment and retention strategies

SYSTEM QUALITY GROUP

Chair: Executive Director of Nursing & Quality
Lead Exec: Executive Director of Nursing & Quality

Accountabilities:

- Enables system alignment on quality across the Integrated Care System across pathways, services and sectors
- Focuses on developing and reviewing shared quality priorities for the system; sharing knowledge, understanding risks Provides quality oversight in relation to public health outcomes and the wider determinants of health; and take appropriate action as required to reduce health inequalities.
- Receives quality and outcome information against key performance trajectories and identify quality issues
- Promotes the use of the Clinical Governance Matrix framework to provide one Quality Report that will assure the system and each statutory board of delivery against all Key Quality Indicators, aligned to the Quality Framework
- Ensures that the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement

Decisions:

- Agrees collective action necessary to achieve objectives or performance regimes.
- Agrees action required to address any quality issues
- Identify and agree processes to be established to deliver objectives.

PUBLIC PARTNERSHIPS COMMITTEE

Chair: NEM for Engagement
Lead Exec: Executive Director of Corporate Affairs (Board Secretary)

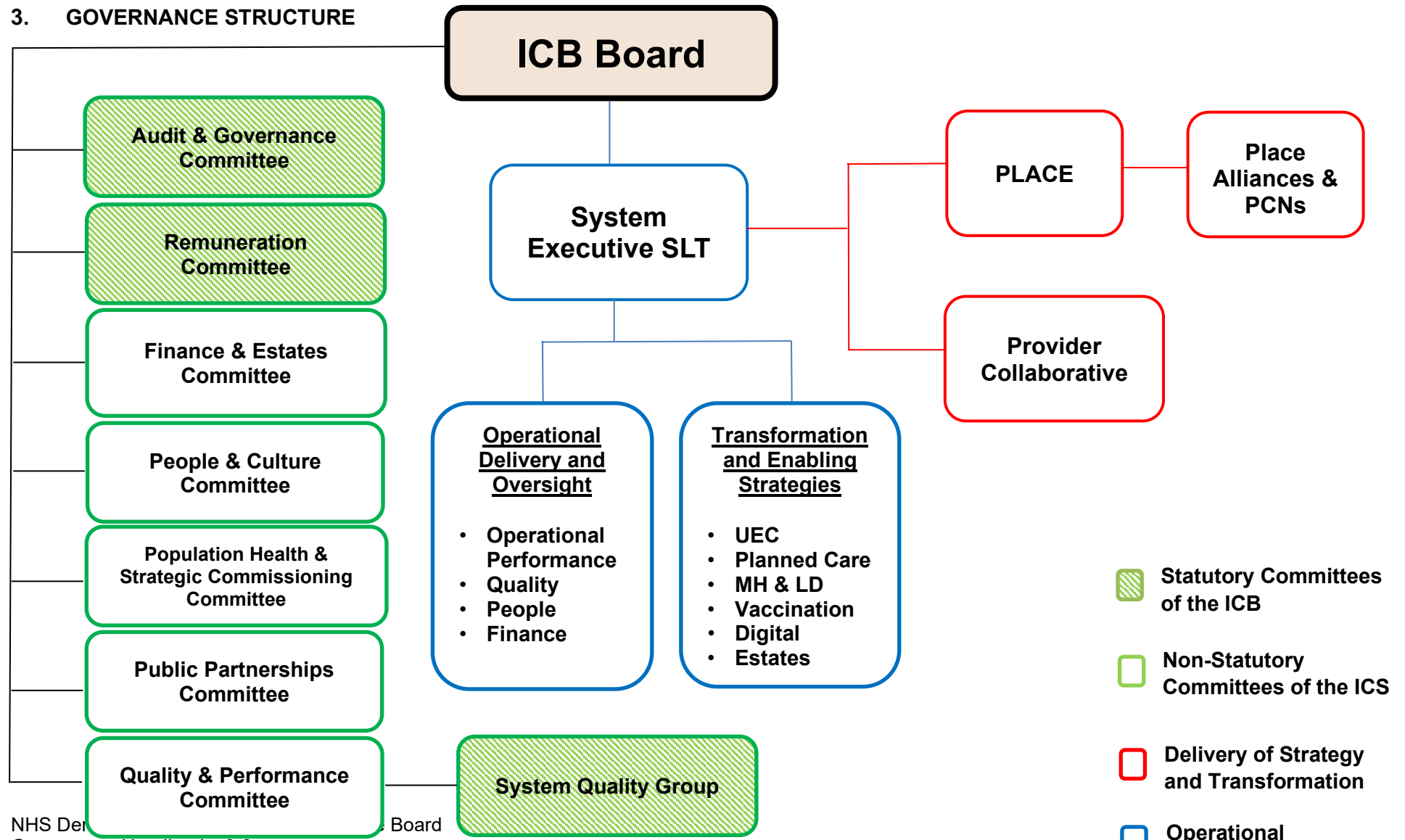
Accountabilities:

- Ensures appropriate engagement and consultation with patients and the public for new or changing services and assesses the levels of assurance and risk.
- Ensures the local health system develops robust processes in the discharging of duties relating to involvement and consultation; seeks assurance that the Derbyshire system is following defined processes relating to due regard.
- Ensures published plans include patient views expressed and how they were addressed.
- Ensures involvement of traditionally underrepresented groups in shaping and influencing service development, with a particular focus of helping to reduce inequalities in health.

Decisions:

- Agree approach to formal consultation programme
- Receive and agree assurance that patients and the public are an integral part of designing, commissioning, transforming and monitoring services
- Agree assurance or risk that statutory duties relating to Patient and Public Engagement, as laid out in the Health & Social Care Act 2012, including those relating to Local Authority Scrutiny and that staff are appropriately trained
- Agree responses to external reviews and implementation of any learning.

3. GOVERNANCE STRUCTURE



- Statutory Committees of the ICB
- Non-Statutory Committees of the ICS
- Delivery of Strategy and Transformation
- Operational Oversight & Delivery

4. INTEGRATED CARE BOARD COMMITTEES

4.1 Statutory Committees

4.1.1 Audit and Governance Committee

The Committee will incorporate the following duties:

- (a) integrated governance, risk management and internal control;
- (b) Internal Audit;
- (c) External Audit;
- (d) Corporate Governance;
- (e) other assurance functions - reviews by Department of Health arm's length bodies or regulators/inspectors and professional bodies with responsibility for the performance of staff or functions;
- (f) Counter Fraud;
- (g) Freedom to Speak Up;
- (h) Information Governance;
- (i) financial reporting;
- (j) Conflicts of Interest;
- (k) management - request and review reports and positive assurances from directors and officers of the ICB on the overall arrangements for governance, risk management and internal control; and
- (l) communication – coordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.

4.1.2 Remuneration Committee

The Committee will incorporate the following duties:

- (a) with regard to the Accountable Officer, Directors and other Very Senior Managers – making recommendations relating to all aspects of salary (including any performance-related elements, bonuses);
- (b) making recommendations to contractual arrangements for clinicians engaged to support the ICB Board;
- (c) making recommendations on provisions for other benefits, including pensions and cars;

- (d) making recommendations for arrangements for termination of employment and other contractual terms (decisions requiring dismissal shall be referred to the ICB Board);
- (e) ensuring that officers are fairly rewarded for their individual contribution to the organisation having proper regard to the organisation's circumstances and performance and to the provisions of any national arrangements for such staff;
- (f) ensuring proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate, advising on and overseeing appropriate contractual arrangements for such staff. This will apply to all ICB staff; and
- (g) ensuring proper calculation and scrutiny of any special payments.

4.1.3 System Quality Group

The Committee will be responsible for:

- (a) ensuring a collaborative approach to promote multi-professional leadership, a shared vision for Quality with the System and a culture of learning and improvement to ensure provision of high-quality sustainable services;
- (b) seeking assurance on the performance of Health and Social Care organisations within the ICS in terms of the Care Quality Commission and any other relevant regulatory bodies;
- (c) ensuring there are clear roles and accountabilities in relation to quality oversight, with effective improvement mechanisms and processes to effectively identify early warning signs that there is a quality issue;
- (d) ensuring processes are established to manage risk emerging from poor quality, and providing assurance that local, national and regional policy requirements are embedded in services;
- (e) having oversight of the Patient Safety Strategy, being informed of all Never Events and informing the key partners of any escalation or sensitive issues;
- (f) ensuring considerations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver statutory functions of all Health and Social Care Organisations within the ICS;
- (g) having oversight in terms of variation and risk across clinical pathways and to provide a view on the quality aspects of clinical pathways, care journeys and Transformation Programmes;
- (h) ensuring that processes are in place to provide assurance and oversight that services are high quality; meaning that they are safe, effective, caring, responsive and well-led and provide patients, service users and carers with positive experiences of care;

- (i) using data and intelligence in order to identify and prioritise the most important quality issues, enabling corrective action to be taken; and
- (j) taking action where required to investigate any quality, safety or patient experience concerns and to ensure that a clearly defined escalation process is in place, taking action to ensure that improvements in quality are implemented where necessary.

4.2 **Non-Statutory Committees**

4.2.1 Finance and Estates Committee

The Committee will be responsible for the:

- (a) delivery of the single system-wide finance, digital and estates (including continuous improvement) plan built around a re-defined way of delivering care (as defined by the JUCD strategy, vision and objectives) regarding:
 - (i) deliverability and level of risk;
 - (ii) whether the plan delivers the best return on the resources available and can be delivered within the resources available;
- (b) providing oversight of the framework and strategy for finance, digital and estates planning to ensure that each of the system partners have plans which are compatible with and compliment the system approach;
- (c) oversight of the management of the system financial target, and overseeing development of a 5-year rolling system financial projection which demonstrates ongoing efficiency and value improvements/impacts of longer term investments;
- (d) Overseeing development of the JUCD future financial regime and recovery to address our known financial pressures and to provide assurance to the ICB Board;
- (e) ensuring effective oversight of future prioritisation and capital funding bids;
- (f) oversight and monitoring of financial, digital, estates and continuous improvement performance and delivery in order to give the ICB Board confidence that JUCD is implementing its strategic outcomes;
- (g) providing the ICB Board with an accurate understanding of the system's current and forecast financial position and the development and oversight of the system's medium term financial recovery plan to correct any underlying challenge;
- (h) considering full business cases for material service change or efficiency schemes;

- (i) managing associated risks by developing and monitoring a Finance, Digital and Estates Committee Risk Register;
- (j) reviewing exception reports on any material:
 - (i) breaches of the delivery of agreed efficiency improvement plans including the adequacy of proposed remedial action plans; and
 - (ii) in-year overspends against delegated budgets, including the adequacy of proposed remedial action plans;
- (k) having responsibility to the ICB Board for oversight and advice on the current risk exposures with regard to the short and long term financial plans and the associated recovery strategies;
- (l) identifying and allocating resources where appropriate to improve performance of identified schemes or ad-hoc finance and performance related issues that may arise;
- (m) considering significant investment or disinvestment decisions;
- (n) reviewing the forward agenda for the Committee to ensure preparatory work to meet national planning timelines are appropriately scheduled;
- (o) ensuring that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements;
- (p) reviewing the adequacy and effectiveness of relevant policies and procedures for ensuring compliance and related reporting; and
- (q) having oversight of the system Recovery and Restoration work related to finance and efficiency and receive assurance regarding progress.

4.2.2 People and Culture Committee

The Committee will be responsible for:

- (a) ensuring that the Derby and Derbyshire ICS has an ambitious People and Culture strategy;
- (b) ensuring the People and Culture strategy supports the ICS and its partners to achieve the ambition to be an Anchor Institution;
- (c) improving equality, diversity, and inclusion for our current and future workforce; maximising our potential as employers to reduce health and inequalities and to improve the health and wellbeing of our communities;
- (d) promoting a positive culture to enable the system to be an agile, inclusive, and modern employer to attract, recruit and retain the people we need to deliver our plans;

- (e) overseeing the development and delivery of the work programme to grow our system leadership capacity, capability, talent, and culture across our ICS;
- (f) ensuring there is a robust package of support and focus on the wellbeing of the workforce including health and safety, safeguarding and security management across our ICS;
- (g) ensuring plans are in place to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS, promoting collaborative recruitment, education and training of existing and future health and care staff where appropriate;
- (h) ensuring analysis and intelligence is used to coordinate our ICS workforce plan that integrates workforce, activity and finance planning where appropriate across health and care to meet current and future population, service and workforce needs, across programmes, pathways and Place;
- (i) overseeing the development and progress of a system wide approach to delivering People Services; ensuring the ten People Functions for the ICS are in place to make Derby and Derbyshire a better place to live and work for the ICS people; and
- (j) promoting integrated system-working and to support collaborative working at scale.

4.2.3 Public Partnerships Committee

The Committee will be responsible for:

- (a) making recommendations on the 'phase 2' responsibilities of the Committee, likely from autumn 2022, concurrent with the confirmation of the scope of the Integrated Care Partnership, specifically relating to the scope, reporting arrangements and membership of this committee;
- (b) championing patient and public engagement across the Derbyshire health and care system, providing a watchful eye in scrutinising service developments;
- (c) ensuring that the development and delivery of the Derby and Derbyshire Integrated Care Strategy is driven by the insight and opinions gathered from local people;
- (d) championing the routine principles of continuous engagement and co-production when assessing all public engagement activity, challenging and escalating findings where standards and principles have not been met;
- (e) seeking assurance of work to reach underserved groups and that this is being coordinated across partners and agencies, ensuring that all voices are being heard;

- (f) seeking assurance, through reports, reviews and presentations that the public are an integral part of designing, commissioning, transforming and monitoring services;
- (g) seeking assurance that the ICB and wider system are meeting statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022, including those relating to Local Authority Scrutiny;
- (h) seeking assurance that the system has robust mechanisms for training relevant staff on statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022;
- (i) overseeing the development and delivery of a robust infrastructure of engagement mechanisms including, but not limited to, place-level engagement, reference groups to provide insight on emerging issues, a citizen's panel from which can be drawn individuals across a matrix of geography/conditions/protected characteristics, project-specific lay representation and other mechanisms as required;
- (j) ensuring due process and appropriate methodologies have been followed in terms of involving the public in system projects, including providing constructive advice and challenge on proposed methods;
- (k) signing off the approach to all formal consultation programmes, either with delegated authority from the ICB Board or prior to their final sign off at those meetings;
- (l) seeking assurance that the system has processes to ensure that adherence to the Equality Act duties of due regard is informing engagement programmes accordingly;
- (m) reporting to the ICB Board with regard to key risk areas and monitoring actions;
- (n) making recommendations for improvements and innovations in the way the system works with patients and the public;
- (o) overseeing the development, completion and action planning of any internal or external audits relating to public engagement;
- (p) responding to external reviews and National Lessons Learnt reviews and bulletins especially with regards to the way patients and the public are engaged;
- (q) ensuring that all voices are heard at committee and programme meetings and that all groups are given appropriate opportunity to shape local services;
- (r) acting as an advocate for the engagement work being carried out for the future of health and social care in Derbyshire through appropriate networks.

4.2.4 Quality and Performance Committee

The Committee will be responsible for:

- (a) assuring that there are robust processes in place for the effective management of quality and performance;
- (b) scrutinising structures in place to support quality, performance, planning, control and improvement, to be assured that the structures operate effectively and timely action is taken to address areas of concern;
- (c) agreeing and put forward the key quality priorities that are included within the ICB strategy/annual plan, including priorities to address variation/inequalities in care;
- (d) overseeing and monitor the delivery of the ICB key statutory requirements;
- (e) reviewing and monitoring those risks on the Board Assurance Framework and the System Quality Group Risk Register which relate to quality and performance, and high-risk operational risks which could impact on care. the System Quality Group will need to escalate relevant risks to the Corporate Risk Register;
- (f) ensuring the ICB is kept informed of significant risks and mitigation plans, in a timely manner;
- (g) overseeing and scrutinising the ICB's response to all relevant Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care, NHSEI and other regulatory bodies/external agencies (e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained;
- (h) maintaining an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all sites;
- (i) overseeing and seeking assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes;
- (j) ensuring that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place;
- (k) receiving assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded;
- (l) receiving assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report);

- (m) being assured that people drawing on services are systematically and effectively involved as equal partners in quality activities;
- (n) scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for safeguarding adults and children;
- (o) scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for infection prevention and control;
- (p) scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for equality and diversity as it applies to people drawing on services;
- (q) scrutinising the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for medicines optimisation and safety; and
- (r) having oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Committee (e.g. System Quality Groups, Infection Prevention and Control, Safeguarding Boards /Hubs etc.).

4.2.5 Population Health and Strategic Commissioning Committee

The Committee will be responsible for:

- (a) ensuring strategic, long-term and outcome-based contracts and agreements are in place to secure the delivery of the ICB's commissioning strategy and associated operating plans;
- (b) overseeing the preparation and publication of the ICB's commissioning strategy and associated operating plans, aligned to the Health and Wellbeing Boards and Integrated Care Partnership strategies;
- (c) overseeing the implementation of ICB commissioning policies, within the financial envelope to help secure the continuous improvement of the quality of the services commissioning by the ICB;
- (d) overseeing the development of savings plans and services as detailed in the ICB's Operational Plan, approving the appropriate business cases and mobilisation plans, subject to appropriate evidence being provided (with particular reference to statutory equality and engagement duties) to support the decisions made;
- (e) prioritising service investments/disinvestments arising from strategic and operational plans, underpinned by value-based decisions and against available resources, and ensuring that appropriate evaluation is in place for new and existing investments;

- (f) ensuring commissioning decisions are underpinned and informed by communications and engagement with the membership and local population as appropriate;
- (g) supporting providers (working both within the Integrated Care System and Integrated Care Partnership) to lead major service transformation programmes to achieve agreed outcomes, including through joining-up health, care and wider support;
- (h) working alongside councils to invest in local community organisations and infrastructure and, through joint working between health, social care and other partners including police, education, housing, safeguarding partnerships, employment and welfare services, ensuring that the NHS plays a full part in social and economic development and environmental sustainability;
- (i) driving a focus on reducing health inequalities, improved outcomes and quality, and ensuring that the delivery of the ICB's strategic and operational plans are achieved within financial allocations.

4.3 **ICB Board – Committee Terms of Reference**

4.3.1 The following section details the terms of reference for the ICB committees.

4.3.2 The statutory committees' terms of reference include the Audit and Governance Committee; Remuneration Committee; and System Quality Group.

4.3.3 The non-statutory committees are as follows:

- (a) Finance and Estates Committee;
- (b) People and Culture Committee;
- (c) Public Partnerships Committee;
- (d) Quality and Performance Committee; and
- (e) Population Health and Strategic Commissioning Committee.

Audit and Governance Committee

Terms of Reference

1. SCOPE

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

2. PURPOSE

- 2.1 The purpose of the Committee is to ensure that the ICB complies with the principles of good governance whilst effectively delivering the statutory functions of the ICB.
- 2.2 To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the ICB Board on the adequacy of governance, risk management and internal control processes within the ICB.
- 2.3 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.
- 2.4 The Committee has no executive powers, other than those delegated in the SoRD and specified in the Prime Financial Policies, which includes:
 - 2.4.1 complying with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anti-competitive conduct;
 - 2.4.2 complying with public law requirements in relation to entering into contracts concerning commissioning arrangements and the use of public monies;
 - 2.4.3 taking appropriate steps to ensure that the ICB is properly prepared to deal with emergencies that might affect it;
 - 2.4.4 providing information, where required, to the Information Centre, e.g. to support publication of national data on healthcare services;

- 2.4.5 maintaining one or more publicly accessible registers of interests of members of the ICB, its employees, members of the ICB Board and members of committees or subcommittees of the ICB, and to make arrangements to ensure that relevant conflicts or potential conflicts of interest are declared and included in the registers;
- 2.4.6 making arrangements for managing conflicts and potential conflicts of interest in such a way as to ensure that they do not, and do not appear to, affect the integrity of the ICB's decision-making processes, and to have regard to guidance published by NHSEI on management of conflicts of interest;
- 2.4.7 meeting requirements of the Employment Rights Act 1996, the Equality Act 2010, the Data Protection and Freedom of Information Acts, the European Convention on Human Rights and Health and Safety; and
- 2.4.8 promoting innovation and research in the provision of health services.

3. RESPONSIBILITIES OF THE COMMITTEE

The Committee's duties can be categorised as follows:

3.1 Integrated governance, risk management and internal control

- 3.1.1 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 ICB Board.
- 3.1.2 To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.
- 3.1.3 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.
- 3.1.4 To have oversight of system risks where they relate to the achievement of the ICB's objectives.
- 3.1.5 To ensure consistency that the ICB acts consistently with the principles and guidance established in HMT's Managing Public Money.
- 3.1.6 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.
- 3.1.7 To identify opportunities to improve governance, risk management and internal control processes across the ICB.

3.2 Internal Audit

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

- 3.2.1 considering the provision of the internal audit service and the costs involved;
- 3.2.2 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;
- 3.2.3 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;
- 3.2.4 ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
- 3.2.5 monitoring the effectiveness of internal audit and carrying out an annual review.

3.3 External Audit

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

- 3.3.1 considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit;
- 3.3.2 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;
- 3.3.3 discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- 3.3.4 reviewing all external audit reports, including to those charged with governance (before its submission to the ICB Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

3.4 Corporate Governance

- 3.4.1 The Committee will discharge the ICB's responsibilities in respect of the following functions:
 - Business Continuity;
 - Complaints and PALS;
 - Digital Development and ICT Assurance, including Cyber Security;
 - Emergency Preparedness Resilience and Response;
 - Estates;

- Health, Safety, Fire and Security;
- Information Governance;
- Organisational Development;
- Procurement; and
- Research Governance.

3.4.2 In order to discharge these duties, the Committee will:

- produce an annual work programme;
- ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements;
- review the adequacy and effectiveness of their responsible policies and procedures for ensuring compliance and related reporting;
- ensure that arrangements are in place to monitor compliance with statutory responsibilities;
- promote good risk management and ensure robust controls are in place in accordance with the ICB's Risk Management Framework;
- establish and approve the terms of reference of such reporting sub-groups or task and finish groups as the Committee believes are necessary to fulfil its terms of reference;
- review the risk register for its area of remit, considering the adequacy of the submissions and whether new risks need to be added or whether any risks require immediate escalation to the ICB Board;
- review the Committee forward planner to assist with the Committee in discharging its duties effectively;
- scrutinise the performance of the ICT service provider against national requirements, reported KPIs, cyber security, GP IT delivery assurance, business as usual requirements and project delivery, (as identified in the ICB digital strategy) ensuring risks are identified and managed appropriately.

3.5 **Other assurance functions**

- 3.5.1 To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.
- 3.5.2 To review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit and Governance Committee's own areas of responsibility.
- 3.5.3 To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.
- 3.5.4 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:
- (a) reviews and reports issued by arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution, CQC; and

- (b) reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges and accreditation bodies).

3.6 **Counter fraud**

- 3.6.1 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.
- 3.6.2 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.
- 3.6.3 To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
- 3.6.4 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.
- 3.6.5 To report concerns of suspected fraud, bribery and corruption to the NHSCFA.

3.7 **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.

3.8 **Information Governance (IG)**

- 3.8.1 To receive regular updates on IG compliance (including uptake and completion of data security training), data breaches and any related issues and risks.
- 3.8.2 To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.
- 3.8.3 To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.
- 3.8.4 To provide assurance to the ICB Board that there is an effective framework in place for the management of risks associated with information governance.

3.9 **Financial reporting**

- 3.9.1 To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
- 3.9.2 To ensure that the systems for financial reporting to the ICB Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
- 3.9.3 To review and approve the annual report and financial statements (including accounting policies) as delegated to them by the ICB Board, focusing particularly on:
- (a) the wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
 - (b) changes in accounting policies, practices and estimation techniques;
 - (c) unadjusted mis-statements in the Financial Statements;
 - (d) significant judgements and estimates made in preparing of the Financial Statements;
 - (e) significant adjustments resulting from the audit;
 - (f) letter of representation; and
 - (g) qualitative aspects of financial reporting.

3.10 **Conflicts of Interest**

- 3.10.1 The chair of the Audit and Governance Committee will be the nominated Conflicts of Interest Guardian.
- 3.10.2 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.

3.11 **Management**

- 3.11.1 To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 3.11.2 The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.
- 3.11.3 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.

3.12 **Communication**

- 3.12.1 To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.
- 3.12.2 To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

4. AUTHORITY

- 4.1 The Audit and Governance Committee is authorised by the ICB Board to:
 - 4.1.1 investigate any activity within its terms of reference;
 - 4.1.2 seek any information it requires within its remit, from any employee or member of the ICB Board (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these Terms of Reference;
 - 4.1.3 commission any reports it deems necessary to help fulfil its obligations;
 - 4.1.4 obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice; and
 - 4.1.5 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 Reservations and Delegation (SoRD) but [may]/[not] delegate any decisions to such groups.
- 4.2 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD, other than for the following exceptions:
 - 4.2.1 [add any exceptions agreed by the ICB Board].

5. ACCOUNTABILITY AND REPORTING

- 5.1.1 The Committee is accountable to the ICB Board and shall report to the ICB Board on how it discharges its responsibilities.
- 5.1.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
- 5.1.3 The Chair will provide assurance reports to the ICB Board at each meeting and shall draw to the attention of the ICB Board any issues that require disclosure to the ICB Board or require action.

- 5.1.4 The Audit and Governance Committee will provide the ICB 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:
- (a) fitness for purpose of the assurance framework;
 - (b) completeness and 'embeddedness' of risk management in the organisation;
 - (c) integration of governance arrangements;
 - (d) appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
 - (e) robustness of the processes behind the quality accounts.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 The Committee members shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 The ICB Board will appoint no fewer than four members of the Committee including two who are Independent Non-Executive Members of the ICB Board. Other members of the Committee need not be members of the ICB Board, but they may be. The Non-Executive Members are:
- (a) Non-Executive Member of Audit and Governance;
 - (b) Non-Executive Member of Finance and Estates;
 - (c) Non-Executive Member of People and Culture; and
 - (d) Non-Executive Member of Quality and Performance.
- 6.1.3 Neither the Chair of the ICB Board, nor employees of the ICB will be members of the Committee.
- 6.1.4 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.

6.2 Chair and vice chair

- 6.2.1 In accordance with the constitution, the Committee will be chaired by the Non-Executive Member for Audit and Governance, appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

6.2.2 Committee members may appoint a Vice Chair who will be another Non-Executive Member.

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

6.3 **Attendees**

6.3.1 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:

- (a) Executive Director of Finance or their nominated deputy;
- (b) representatives of both internal and external audit;
- (c) Executive Director of Corporate Affairs or their nominated deputy;
- (d) Chief Executive Officer, as required; and
- (e) individuals who lead on risk management and counter fraud matters.

6.3.2 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.

6.3.3 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.

6.3.4 All Executive Directors should be invited to discuss ICB objectives and risks in their area of responsibility at least annually.

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

6.3.6 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.

6.4 **Attendance**

6.4.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.

6.4.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

6.4.3 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.

6.5 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 Governance Committee.

7. MEETING ARRANGEMENTS AND FREQUENCY

- 7.1 The Committee will meet [five] times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
- 7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.
- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 For a meeting to be quorate a minimum of two Independent Non-Executive Members of the ICB Board are required, including the Chair or Vice Chair of the Committee.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION MAKING

9.1 Behaviours

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.

9.2 Decision-Making

9.2.1 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.2 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

9.2.3 Urgent Decisions

- (d) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
- (e) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (f) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 Equality and Diversity

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

10. IDENTIFYING AND MANAGING RISKS

- 10.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 10.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

11. INTERDEPENDENCIES WITH OTHER GROUPS

Consideration will be given at each meeting as to whether any items need to be escalated to the ICB Board or another ICB Committee.

12. MANAGING CONFLICTS OF INTEREST

Members of the Committee shall adopt the following approach:

- 12.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
- 12.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 12.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 12.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 12.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
 - (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;

- (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

13. SECRETARIAT AND ADMINISTRATION

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

- 13.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;
- 13.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 13.3 records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- 13.4 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;
- 13.5 the Chair is supported to prepare and deliver reports to the Board;
- 13.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 13.7 action points are taken forward between meetings and progress against those actions is monitored.

14. REVIEW

- 14.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 14.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Audit and Governance Committee:	TBC
Approved by the ICB Board:	TBC
Review Date:	TBC

Remuneration Committee

Terms of Reference

1. SCOPE

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

2. PURPOSE

- 2.1 The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary it will 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.
- 2.2 The ICB Board has also delegated the following functions to the Committee:
 - 2.2.1 elements of the nominations and appointments process for ICB Board members;
 - 2.2.2 oversight of executive board member performance.

3. RESPONSIBILITIES OF THE COMMITTEE

The Committee's duties are as follows:

- 3.1 for the Chief Executive, Directors and other Very Senior Managers:
 - 3.1.1 determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
 - 3.1.2 determine arrangements for termination of employment and other contractual terms and non-contractual terms;
- 3.2 for all staff:
 - 3.2.1 determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);

- 3.2.2 oversee contractual arrangements;
- 3.2.3 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; and
- 3.3 possible additional functions that ICBs might choose to include in the scope of the committee include:
 - 3.3.1 functions in relation to nomination and appointment of (some or all) ICB Board members;
 - 3.3.2 functions in relation to performance review/ oversight for directors/senior managers;
 - 3.3.3 succession planning for the ICB Board;
 - 3.3.4 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).

4. AUTHORITY

- 4.1 The Remuneration Committee is authorised by the ICB Board to:
 - 4.1.1 investigate any activity within its terms of reference;
 - 4.1.2 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;
 - 4.1.3 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;
 - 4.1.4 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.
- 4.2 For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservations and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

5. ACCOUNTABILITY AND REPORTING

- 5.1 The Committee is accountable to the ICB Board and shall report to the ICB Board on how it discharges its responsibilities.
- 5.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board.
- 5.3 The Remuneration Committee will provide a verbal update to the Confidential ICB Board following each of its meetings. Where an individual's remuneration is discussed, the conflicts of interest must be managed appropriately.
- 5.4 The Committee will provide the ICB Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 The Committee members shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 The ICB Board will appoint no fewer than three members of the Committee including two Independent Non-Executive Members of the ICB Board. Other members of the Committee need not be members of the ICB Board, but they may be. The Non-Executive Members are:
 - (a) Non-Executive Member of Remuneration;
 - (b) Non-Executive Member of Finance and Estates;
 - (c) Non-Executive Member of Population Health and Strategic Commissioning;
and
 - (d) Non-Executive Member of Quality and Performance.
- 6.1.3 The Chair of the Audit and Governance Committee may not be a member of the Remuneration Committee.
- 6.1.4 The Chair of the ICB Board may be a member of the Committee but may not be appointed as the Chair.
- 6.1.5 When determining the membership of the Committee, active consideration will be made to diversity and equality.

6.2 Chair and Vice Chair

- 6.2.1 In accordance with the constitution, the Committee will be chaired by the Non-Executive Member responsible for Remuneration, appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

- 6.2.2 Committee members may appoint a Vice Chair from amongst the members.
- 6.2.3 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.
- 6.2.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

6.3 **Attendees**

- 6.3.1 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.
- 6.3.2 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:
 - (a) the ICB's most senior HR Advisor or their nominated deputy;
 - (b) Executive Director of Finance or their nominated deputy; and
 - (c) Chief Executive or their nominated deputy.
- 6.3.3 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.
- 6.3.4 No individual should be present during any discussion relating to:
 - (a) any aspect of their own pay; and
 - (b) any aspect of the pay of others when it has an impact on them.

7. **MEETING ARRANGEMENTS AND FREQUENCY**

- 7.1 The Committee will meet in private.
- 7.2 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.
- 7.3 The ICB 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.
- 7.4 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.5 Where necessary members will be required to respond to virtual electronic communications owing to timescales.

- 7.6 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.7 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.

8. QUORACY

- 8.1 For a meeting to be quorate a minimum of two of the Non-Executive Members is required, including the Chair or Vice Chair.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Decision-Making

- 9.2.1 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.

- 9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.3 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

9.2.4 Urgent Decisions

- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 **Equality and Diversity**

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

9.4 **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.

10. **IDENTIFYING AND MANAGING RISKS**

- 10.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 10.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

11. **MANAGING CONFLICTS OF INTEREST**

Members of the Committee shall adopt the following approach:

- 11.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;

- 11.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 11.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 11.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 11.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
 - (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

12. SECRETARIAT AND ADMINISTRATION

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

- 12.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;
- 12.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 12.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
- 12.4 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;
- 12.5 the Chair is supported to prepare and deliver reports to the ICB Board;

- 12.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 12.7 action points are taken forward between meetings and progress against those actions is monitored.

13. REVIEW

- 13.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 13.2 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 ICB Board for approval.

Reviewed by Remuneration Committee:	TBC
Approved by the ICB Board:	TBC
Review Date:	TBC

System Quality Group Committee

Terms of Reference

1. SCOPE

- 1.1 The System Quality Group is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a statutory group of the ICB in accordance with its Constitution.
- 1.2 These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the System Quality Group and may only be changed with the approval of the ICB Board.
- 1.3 The System Quality Group is chaired by the Executive Director of Nursing and Quality, as Senior Responsible Officer for Quality. Its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.

2. PURPOSE

The purpose of the System Quality Group is to:

- 2.1 enable system alignment on quality across the Integrated Care System ("ICS");
- 2.2 be owned by the system and focused on:
 - 2.2.1 developing and reviewing shared quality priorities for the system;
 - 2.2.2 sharing knowledge, insights and learning to inform improvement;
 - 2.2.3 understanding variation and risks to quality across the system, including early warning flags;
 - 2.2.4 discussing collective action needed to address risks and issues, which the system is responsible for delivering with support from wider partners;
- 2.3 provide quality oversight in relation to public health outcomes and the wider determinants of health; and take appropriate action as required to reduce health inequalities;
- 2.4 focus on quality across pathways, care journeys, services, and sectors (e.g. planned care, urgent and emergency care, learning disabilities, mental health);
- 2.5 receive quality and outcome information against key performance trajectories and identify quality issues ensuring they are acted upon;

- 2.6 promote the use of the Clinical Governance Matrix framework to provide one Quality Report that will assure the system and each statutory board of delivery against all Key Quality Indicators, aligned to the Quality Framework;
- 2.7 ensure that the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement; and
- 2.8 pro-actively challenge and review delivery against the Constitution, NHS Long Term Plan, Public Health Outcomes Framework, and associated NHS performance regimes, agreeing any action plans or recommendations as appropriate.

3. ROLES AND RESPONSIBILITIES

The System Quality Group will have delegated responsibility to ensure:

3.1 Collaboration

- 3.1.1 Ensuring a collaborative approach to promote multi-professional leadership and a shared vision for Quality with the System.
- 3.1.2 Promoting a culture of learning and improvement to ensure provision of high-quality sustainable services.
- 3.1.3 Seeking assurance on the performance of Health and Social Care organisations within the ICS in terms of the Care Quality Commission (CQC) and any other relevant regulatory bodies.

3.2 Systems

- 3.2.1 Ensuring there are clear roles and accountabilities in relation to quality oversight.
- 3.2.2 Ensuring effective improvement mechanisms are in place, including peer review and external support.
- 3.2.3 Ensuring there are processes to effectively identify early warning signs that there is a quality issue.
- 3.2.4 Ensuring processes are established to identify, resolve, and escalate risk emerging from poor quality as a result of poor performance against performance indicators.
- 3.2.5 Having oversight of the Patient Safety Strategy, including process and compliance in relation to PSIRF being informed of all Never Events and informing the key partners of any escalation or sensitive issues.
- 3.2.6 Ensuring processes are in place to interpret and implement local, regional and national policy (e.g. quality accounts, safeguarding etc.) and provide assurance that policy requirements are embedded in services.
- 3.2.7 Ensuring considerations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver statutory functions of all Health and Social Care Organisations within the ICS.

3.2.8 Ensuring that EQIAs are undertaken and reviewed for proposed service changes using the established mechanisms.

3.2.9 Ensuring that the System Oversight and Delivery Board are sighted on any impacts on quality as a result of any reduced performance; and where the opportunity for quality improvement and transformation may be impacted on.

3.3 Learning and Insight

3.3.1 Establishing systems to draw from intelligence in order to inform quality improvement, and to act on early warning signs.

3.3.2 Maintaining oversight in terms of variation and risk across clinical pathways and to provide a view on the quality aspects of clinical pathways, care journeys and Transformation Programmes.

3.3.3 Ensuring that quality assurance data is used to inform commissioning decisions and drive improvements in quality.

3.3.4 Ensuring that processes are in place to provide assurance and oversight that services are high quality; meaning that they are safe, effective, caring, responsive and well-led and provide patients, service users and carers with positive experiences of care.

3.4 Improvement

3.4.1 Ensuring that at every service level there is a consistent set of meaningful 'measures that matter' which can be used to inform improvement.

3.4.2 Using data and intelligence in order to identify and prioritise the most important quality issues, enabling corrective action to be taken.

3.4.3 Convening working groups to address system quality issues which are identified and to escalate to risk review processes as required.

3.4.4 Taking action where required to investigate any quality, safety or patient experience concerns and to ensure that a clearly defined escalation process is in place, taking action to ensure that improvements in quality are implemented where necessary.

3.4.5 Liaising with appropriate external bodies such as the CQC or professional regulatory bodies.

4. DELEGATED AUTHORITY

4.1 The System Quality Group is a formal committee of the ICB. The ICB Board has delegated authority to the System Quality Group, as set out in the Scheme of Reservation and Delegation and may be amended from time to time.

4.2 The System Quality Group holds those powers as delegated in these Terms of Reference as determined by the ICB Board.

5. ACCOUNTABILITY

- 5.1 The System Quality Group is directly accountable to the ICB Quality and Performance Committee.
- 5.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Quality and Performance Committee, in accordance with the Standing Orders.
- 5.3 The Chair of the System Quality Group will report to the ICB Quality and Performance Committee following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the System Quality Group and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
- 5.4 The System Quality Group will provide an annual report to the ICB Board on the effectiveness of the System Quality Group to discharge its duties.
- 5.5 The System Quality Group shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
- 5.6 The System Quality Group may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
- 5.7 In order to ensure that the System Oversight and Delivery Board are sighted of potential quality issues in relation to performance and transformation, the Chair from the System Quality Group will be a member of the System Oversight and Delivery Board.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 Members of the System Quality Group shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 When determining the membership of the System Quality Group, active consideration will be made to equality, diversity and inclusion.
- 6.1.3 The membership of the System Quality Group will comprise of:
 - (a) ICB Executive Director of Nursing and Quality;
 - (b) System Chief Nursing Officers;
 - (c) System Medical Directors;
 - (d) Senior Healthwatch Representative (Derby City and Derbyshire County);

- (e) Director of Public Health (Derby City and Derbyshire County);
- (f) Local Authority Social Care Representatives (Derbyshire County Council and Derby City Council)
- (g) Care Quality Commission (CQC) Representative;
- (h) NHS England/Improvement Representative;
- (i) ICS Quality Lead;
- (j) Patient Safety Specialist;
- (k) Primary Care Network representative
- (l) Allied Health Professions Council Chair;
- (m) Maternity Quality Surveillance Group Chair.

6.1.4 Subject experts will be attendees at each meeting.

6.1.5 The System Quality Group may also request attendance by appropriate individuals to present relevant reports and/or advise the System Quality Group.

6.1.6 System Quality Group members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the System Quality Group. All deputies should be fully briefed and the System Quality Group secretariat informed of any agreement to deputise so that quoracy can be maintained.

6.2 **Chair and Vice Chair**

The Chair of the System Quality Group shall be ICB Executive Director of Nursing and Quality. In the event that the Chair is unavailable to attend, the Vice Chair will Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the System Quality Group will be responsible for deciding the appropriate course of action.

6.3 **Attendance**

6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in these Terms of Reference. For Local Authority representatives this will be in accordance with the due political process.

6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

- 7.1 The System Quality Group will meet monthly to ensure all quality information submitted to the Quality and Performance Committee has been properly scrutinised and to develop an agreed view on any future issues arising.
- 7.2 The Chair of the System Quality Group may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.
- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum shall be one representative from each organisation, to include two clinical representatives. Nominated deputies are invited to attend in place of the regular member as required.
- 8.2 A duly convened meeting of the System Quality Group at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the System Quality Group.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the System Quality Group has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the System Quality Group shall behave

in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

9.2 Decision-Making

9.2.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.

9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.3 Voting

(a) Decisions will be taken in accordance with the Standing Orders. The System Quality Group will reach conclusions by consensus. When this is not possible the Chair may call a vote.

(b) Only members of the System Quality Group may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

(c) Where there is a split vote, with no clear majority, the Chair of the System Quality Group will hold the casting vote. The result of the vote will be recorded in the minutes.

9.2.4 Urgent Decisions

(a) The System Quality Group may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the System Quality Group and in relation to which a decision must be made prior to the next scheduled meeting.

(b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.

(c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 Equality and Diversity

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

10. INTERDEPENDENCIES WITH OTHER GROUPS

10.1 The System Quality Group may delegate responsibility for specific aspects of its duties to sub-committees or working groups. The Terms of Reference of each such

sub-committee or working group shall be approved by the System Quality Group and shall set out specific details of the areas of responsibility and authority.

- 10.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the System Quality Group.
- 10.3 The System Quality Group will ensure any quality concerns are escalated from the following groups:
 - 10.3.1 Planned Care;
 - 10.3.2 Urgent and Emergency Care; and
 - 10.3.3 Mental Health, Learning Disabilities and Autism.

11. IDENTIFYING AND MANAGING RISKS

- 11.1 The System Quality Group will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 11.2 The System Quality Group will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

12. MANAGING CONFLICTS OF INTEREST

Members of the System Quality Group shall adopt the following approach:

- 12.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
- 12.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 12.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 12.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;

- 12.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
- (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

13. SECRETARIAT AND ADMINISTRATION

The System Quality Group shall be supported with a secretariat function which will include ensuring that:

- 13.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;
- 13.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 13.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
- 13.4 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;
- 13.5 the Chair is supported to prepare and deliver reports to the ICB Board;
- 13.6 the System Quality Group is updated on pertinent issues/ areas of interest/ policy developments;
- 13.7 action points are taken forward between meetings and progress against those actions is monitored.

14. REVIEW

- 14.1 The System Quality Group will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 14.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by System Quality Group:	TBC
Approved by the ICB Board:	TBC
Review Date:	TBC

Finance and Estates Committee

Terms of Reference

1. SCOPE

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

2. PURPOSE

To provide oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system financial and estates plan; and processes which meet the health and care needs of the citizens of Derby and Derbyshire and aid the implementation of the JUCD vision and strategy.

3. ROLES AND RESPONSIBILITIES

The Committee will gain assurance from the JUCD executive functions and provide assurance to the ICB Board on:

3.1 Delivery

- 3.1.1 Delivery of the single system wide finance, digital and estates (including continuous improvement) plan built around a re-defined way of delivering care (as defined by the JUCD strategy, vision and objectives) regarding:
 - (a) deliverability and level of risk;
 - (b) whether the plan delivers the best return on the resources available and can be delivered within the resources available.
- 3.1.2 Providing oversight of the framework and strategy for finance, digital and estates planning to ensure that each of the system partners have plans which are compatible with and compliment the system approach.
- 3.1.3 Oversight of the management of the system financial target.

- 3.1.4 Overseeing development of a 5-year rolling system financial projection which demonstrates ongoing efficiency and value improvements/impacts of longer term investments.
- 3.1.5 Overseeing development of the JUCD future financial regime and recovery to address our known financial pressures and to provide assurance to the ICB Board.
- 3.1.6 Ensuring effective oversight of future prioritisation and capital funding bids.
- 3.1.7 Oversight and monitoring of financial, digital, estates and continuous improvement performance and delivery in order to give the ICB Board confidence that JUCD is implementing its strategic outcomes.

3.2 **Statutory Oversight**

- 3.2.1 Providing the ICB Board with an accurate understanding of the system's current and forecast financial position and the development and oversight of the system's medium term financial recovery plan to correct any underlying challenge.
- 3.2.2 Considering full business cases for material service change or efficiency schemes.
- 3.2.3 Managing associated risks by developing and monitoring a Finance, Digital and Estates Committee Risk Register.
- 3.2.4 Reviewing exception reports on any material breaches of the delivery of agreed efficiency improvement plans including the adequacy of proposed remedial action plans.
- 3.2.5 Reviewing exception reports on any material in-year overspends against delegated budgets, including the adequacy of proposed remedial action plans.
- 3.2.6 Having responsibility to the ICB Board for oversight and advice on the current risk exposures with regard to the short and long term financial plans and the associated recovery strategies.
- 3.2.7 Identifying and allocating resources where appropriate to improve performance of identified schemes or ad-hoc finance and performance related issues that may arise.
- 3.2.8 Considering significant investment or disinvestment decisions.
- 3.2.9 Reviewing the forward agenda for the Committee to ensure preparatory work to meet national planning timelines are appropriately scheduled.
- 3.2.10 Ensuring that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements.
- 3.2.11 Reviewing the adequacy and effectiveness of relevant policies and procedures for ensuring compliance and related reporting.
- 3.2.12 Having oversight of the system Recovery and Restoration work related to finance and efficiency and receive assurance regarding progress.

4. ACCOUNTABILITY

- 4.1 The Committee is directly accountable to the ICB Board.
- 4.2 The Committee is responsible for managing any risks associated with delivery of the Finance, Digital and Estates Strategy and more general strategic finance, digital and estates performance risks across the system; a register will be maintained to ensure effective tracking of mitigations and escalation as necessary.
- 4.3 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
- 4.4 The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
- 4.5 The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
- 4.6 The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.

5. DELEGATED AUTHORITY

- 5.1 The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservations and Delegation and may be amended from time to time.
- 5.2 The Committee has holds those powers as delegated in these Terms of Reference as determined by the ICB Board.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
- 6.1.3 The membership of the Committee will comprise:

Core NHS Members

- (a) 3 x Non-Executive Members
- (b) ICB Executive Director of Finance

- (c) ICB Associate Director of Finance
- (d) ICB Head of Finance
- (e) ICB Executive Director of Strategy and Planning
- (f) Foundation Trust Non-Executive Director – Acute
- (g) Foundation Trust Non-Executive Director – Community
- (h) Foundation Trust Director of Finance – Acute
- (i) Foundation Trust Director of Finance – Community
- (j) East Midlands Ambulance Service NHS Trust Representative
- (k) General Practice Representative

Transition Members

- (a) System Estates Lead
- (b) System Digital Lead
- (c) System Transitional Lead
- (d) Local Authority Representative Derby City
- (e) Local Authority Representative Derby County
- (f) Third Sector/Voluntary Sector Representative

6.2 **Chair and Vice Chair**

The Chair of the Committee shall be the Non-Executive Member for Finance and Estates. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

6.3 **Attendance**

- 6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
- 6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

- 6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

- 7.1 The group will meet monthly before every ICB Board meeting to ensure all Finance, Digital and Estates information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.
- 7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.
- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum shall be 2 Non-Executive Members, to include the Chair or Vice Chair, 3 Executive Directors, of which one should be a System Executive Director of Finance or their nominated deputy.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Decision-Making

9.2.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.

9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.3 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.

9.2.4 Urgent Decisions

- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 Equality and Diversity

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

10. SUB-COMMITTEES

- 10.1 The Committee may delegate responsibility for specific aspects of its duties to sub committees or working groups. The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- 10.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

11. IDENTIFYING AND MANAGING RISKS

- 11.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 11.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

12. MANAGING CONFLICTS OF INTEREST

Members of the Committee shall adopt the following approach:

- 12.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision making;
- 12.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 12.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 12.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 12.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
- (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;

- (b) allowing the individual to participate in the discussion, but not the decision-making process;
- (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

13. SECRETARIAT AND ADMINISTRATION

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

- 13.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
- 13.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 13.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
- 13.4 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;
- 13.5 the Chair is supported to prepare and deliver reports to the ICB Board;
- 13.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 13.7 action points are taken forward between meetings and progress against those actions is monitored.

14. REVIEW

- 14.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 14.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Finance and Estates Committee:	TBC
Approved by the ICB Board:	TBC
Review Date:	TBC

People and Culture Committee

Terms of Reference

1. SCOPE

- 1.1 The People and Culture Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
- 1.2 These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
- 1.3 The Committee is a Non-Executive Member committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.

2. PURPOSE

The purpose of the Committee is to:

- 2.1 oversee the development and delivery of an Integrated Care System ("ICS") People and Culture Strategy which supports the ICB, Provider Leadership Collaborative and Integrated Place Partnership, City and County to achieve their objective of improving the health and well-being of the people in Derby and Derbyshire;
- 2.2 provide assurance to the ICB Board, the individual organisations in Joined Up Care Derbyshire, Provider Collaborative and Integrated Care Partnerships, City and County on the implementation of the strategy and the identification and mitigation of people, culture and workforce risks.

3. ROLES AND RESPONSIBILITIES

The Committee will be responsible for:

- 3.1 ensuring that the Derby and Derbyshire ICS has an ambitious People and Culture strategy;
- 3.2 ensuring the People and Culture strategy supports the ICS and its partners to achieve the ambition to be an Anchor Institution;
- 3.3 improving equality, diversity, and inclusion for our current and future workforce; maximising our potential as employers to reduce health and inequalities and to improve the health and wellbeing of our communities;

- 3.4 promoting a positive culture to enable the system to be an agile, inclusive, and modern employer to attract, recruit and retain the people we need to deliver our plans;
- 3.5 overseeing the development and delivery of the work programme to grow our system leadership capacity, capability, talent, and culture across our ICS;
- 3.6 ensuring there is a robust package of support and focus on the wellbeing of the workforce including health and safety, safeguarding and security management across our ICS;
- 3.7 ensuring plans are in place to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS, promoting collaborative recruitment, education and training of existing and future health and care staff where appropriate;
- 3.8 ensuring analysis and intelligence is used to coordinate our ICS workforce plan that integrates workforce, activity and finance planning where appropriate across health and care to meet current and future population, service and workforce needs, across programmes, pathways and Place;
- 3.9 overseeing the development and progress of a system wide approach to delivering People Services; ensuring the ten People Functions for the ICS are in place to make Derby and Derbyshire a better place to live and work for the ICS people; and
- 3.10 promoting integrated system-working and to support collaborative working at scale.

4. DELEGATED AUTHORITY

- 4.1 At this stage the group would not have any formally delegated authority from the Boards of statutory organisations. However, there may be specific areas where the ICB Board, Provider Leadership Collaborative Board and Integrated Place Partnership has come to a collective agreement which may be delegated to the Strategic People and Culture Committee to enact.
- 4.2 The seniority of individual members means that they are committing their respective organisations and making decisions within the scope of their own authority in tandem with other members of the group.

5. ACCOUNTABILITY

- 5.1 The Committee is directly accountable to the ICB Board.
- 5.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board and JUCD Partnership Board in accordance with the Standing Orders.
- 5.3 The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made. The report will include recommendations that are outside the delegated limits of the Committee and which require escalation to, and approval from the ICB Board, if not already approved by them.

- 5.4 The Committee will provide an annual report to the ICB Board, Provider Leadership Collaborative Board and Integrated Place Partnership including progress and a summary of key achievements in delivery of the People and Culture strategy.
- 5.5 The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
- 5.6 The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
- 5.7 The Chair is responsible for proactively notifying the Chair of the ICB Board, of any matters pertinent to the business of the Strategic People and Culture Committee which need to be on the agenda of Board meetings.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
- 6.1.3 The membership of the Committee will comprise of:
 - (a) Non-Executive Member for People and Culture;
 - (b) Non-Executive Member Quality and Performance;
 - (c) ICB Chief People Officer;
 - (d) Chairs of Trust People Committees;
 - (e) Chief People Officers/HRD's from Provider Trusts;
 - (f) Programme Director of the Provider Leadership Collaborative Board
 - (g) Chair of the Integrated Place Executive;
 - (h) Local Authorities HRD (or nominated Representative) and Service Lead;
 - (i) Primary Care leader.
- 6.1.4 Subject experts will be attendees at each meeting.
- 6.1.5 The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
- 6.1.6 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed

and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

6.2 Chair and Vice Chair

The Chair of the Committee shall be the Non-Executive Member for People and Culture. In the event that the Chair is unavailable to attend, the Vice Chair will deputise and Chair the meeting.

6.3 Attendance

6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee.

6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

7.1 The Committee will meet formally bimonthly and align to the reporting to timetable for the ICB Board meeting to ensure all people, culture and workforce information submitted to the Board has been properly scrutinised and to develop an agreed view on any future issues arising.

7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.

7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.

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

7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.

7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.

7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum necessary for the transaction of business shall be 50% of members, to include the Chair or Vice Chair.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Decision-Making

- 9.2.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
- 9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.
- 9.2.3 Voting
- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
 - (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
 - (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.
- 9.2.4 Urgent Decisions
- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the

meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.

- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 **Equality and Diversity**

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

10. **SUB-COMMITTEES**

- 10.1 The Committee may delegate responsibility for specific aspects of its duties to sub-committees or working groups. The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- 10.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

11. **IDENTIFYING AND MANAGING RISKS**

- 11.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 11.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

12. **MANAGING CONFLICTS OF INTEREST**

Members of the Committee shall adopt the following approach:

- 12.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
- 12.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members

will be responsible for notifying of any changes to their respective declarations as and when they occur;

- 12.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 12.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 12.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
 - (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

13. SECRETARIAT AND ADMINISTRATION

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

- 13.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
- 13.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 13.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
- 13.4 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;
- 13.5 the Chair is supported to prepare and deliver reports to the ICB Board;
- 13.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 13.7 action points are taken forward between meetings and progress against those actions is monitored.

14. REVIEW

- 14.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 14.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by People and Culture Committee: TBC

Approved by the ICB Board: TBC

Review Date: TBC

Public Partnerships Committee

Terms of Reference

1. SCOPE

- 1.1 The Public Partnerships Committee (the "Committee") is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
- 1.2 These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
- 1.3 The committee is a non-executive chaired committee of the ICB board and its members, including those who are not members of the ICB board, are bound by the standing orders and other policies of the ICB.

2. PURPOSE

The purpose of the Committee is to:

- 2.1 monitor the continued development and delivery of the Joined Up Care Derbyshire (JUCD) Engagement Strategy to ensure alignment with the ten principles for working with people and communities outlined in national guidance;
- 2.2 ensure any service changes and plans are developed and delivered through effective engagement with those affected by change and that patients, carers and the public are at the centre of shaping the future of health and care in Derbyshire;
- 2.3 provide a lay forum within which discussions can take place to assess levels of assurance and risk in relation to the delivery of statutory duties in public and patient involvement and consultation, as defined within the Health & Care Act 2022;
- 2.4 retain a focus on the need for engagement in strategic priorities and programmes, to ensure the local health and care system is developing robust processes in the discharging of duties relating to involvement and consultation;
- 2.5 promote innovation and improvement in public and patient engagement;
- 2.6 provide update reports to the ICB Board on assurance and risk; and on the delivery of duties and activities relating to patient and public engagement and involvement;
- 2.7 champion Patient and Public Involvement in all processes relating to ICB and JUCD decisions;

- 2.8 seek assurance that the ICB is following defined processes to take due regard when considering and implementing service changes as defined by the Equality Act 2010 and delivered through targeted engagement.

3. ROLES AND RESPONSIBILITIES

The Committee is asked to:

- 3.1 make recommendations on the 'phase 2' responsibilities of the Committee, likely from autumn 2022, concurrent with the confirmation of the scope of the Integrated Care Partnership, specifically relating to the scope, reporting arrangements and membership of this committee;
- 3.2 champion patient and public engagement across the Derbyshire health and care system, providing a watchful eye in scrutinising service developments;
- 3.3 ensure that the development and delivery of the Derby and Derbyshire Integrated Care Strategy is driven by the insight and opinions gathered from local people;
- 3.4 champion the routine principles of continuous engagement and co-production when assessing all public engagement activity, challenging and escalating findings where standards and principles have not been met;
- 3.5 seek assurance of work to reach underserved groups and that this is being coordinated across partners and agencies, ensuring that all voices are being heard;
- 3.6 seek assurance, through reports, reviews and presentations that the public are an integral part of designing, commissioning, transforming and monitoring services;
- 3.7 seek assurance that the ICB and wider system are meeting statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022, including those relating to Local Authority Scrutiny;
- 3.8 seek assurance that the system has robust mechanisms for training relevant staff on statutory duties relating to Patient and Public Engagement, as laid out in the Health & Care Act 2022;
- 3.9 oversee the development and delivery of a robust infrastructure of engagement mechanisms including, but not limited to, place-level engagement, reference groups to provide insight on emerging issues, a citizen's panel from which can be drawn individuals across a matrix of geography/conditions/protected characteristics, project-specific lay representation and other mechanisms as required;
- 3.10 ensure due process and appropriate methodologies have been followed in terms of involving the public in system projects, including providing constructive advice and challenge on proposed methods;
- 3.11 sign off the approach to all formal consultation programmes, either with delegated authority from the ICB Board or prior to their final sign off at those meetings;

- 3.12 seek assurance that the system has processes to ensure that adherence to the Equality Act duties of due regard is informing engagement programmes accordingly;
- 3.13 report to the ICB Board with regard to key risk areas and monitoring actions;
- 3.14 make recommendations for improvements and innovations in the way the system works with patients and the public;
- 3.15 oversee the development, completion and action planning of any internal or external audits relating to public engagement;
- 3.16 respond to external reviews and National Lessons Learnt reviews and bulletins especially with regards to the way patients and the public are engaged;
- 3.17 ensure that all voices are heard at committee and programme meetings and that all groups are given appropriate opportunity to shape local services;
- 3.18 act as an advocate for the engagement work being carried out for the future of health and social care in Derbyshire through appropriate networks.

4. DELEGATED AUTHORITY

- 4.1 The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.
- 4.2 The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.

5. ACCOUNTABILITY

- 5.1 The Committee is directly accountable to the ICB Board.
- 5.2 The Committee is authorised by the ICB Board to provide the ICB Board with appropriate assurances in respect of ensuring the voice of the public is heard throughout the ICB processes in the planning, commissioning, transformation and monitoring of services and to provide advice and support in the delivery of appropriate and effective methodologies.
- 5.3 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB in accordance with the Standing Orders.
- 5.4 The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made. The report will include recommendations that are outside the delegated limits of the Committee and which require escalation to, and approval from the ICB Board, if not already approved by them.
- 5.5 The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.

5.6 The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.

5.7 The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

6.1.1 Members of the Committee may be appointed from the ICB Board, Officers of the ICB or other external bodies as required to enable the Committee to fulfil its purpose.

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

6.1.3 The membership of the Committee in Phase 1 will comprise of the following voting and non-voting members:

Voting Members

- Chair, ICB Non-Executive Member for Public Partnerships
- Vice-Chair, ICB Non-Executive Member for Audit and Governance
- Patient Lay Members
- NHS Foundation Trust Governor Members
 - Chesterfield Royal Hospital NHS FT
 - Derbyshire Community Health Services NHS FT
 - Derbyshire Healthcare NHS FT
 - University Hospitals of Derby and Burton NHS FT
- Voluntary Sector Representative
- ICB Diversity & Inclusion Network representative

Non-voting Members

- Chief Executive, Healthwatch Derby
- Chief Executive, Healthwatch Derbyshire
- ICB Executive Director of Corporate Affairs
- ICB Deputy Director of Communications and Engagement
- Community engagement representative, Derbyshire County Council
- Community engagement representative, Derby City Council
- ICB Head of Engagement

6.1.4 Phase 2 membership will be confirmed in due course. Subject experts will be attendees at each meeting.

6.1.5 The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.

- 6.1.6 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

6.2 Chair and Vice Chair

The Chair of the Committee shall be a Non-Executive Member of the ICB Board. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

6.3 Attendance

- 6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
- 6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
- 6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

- 7.1 The Committee will meet monthly before every ICB Board meeting to ensure all Quality and Performance information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.
- 7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.
- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.

- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum shall be 2 Non-Executive Members, to include the Chair or Vice Chair, plus at least 2 representatives drawn from the lay members and FT Governors, and 1 Executive Director or Deputy.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Decision-Making

- 9.2.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.

- 9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.3 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.

9.2.4 Urgent Decisions

- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 **Equality and Diversity**

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

10. **SUB-COMMITTEES**

- 10.1 The Committee may delegate responsibility for specific aspects of its duties to sub-committees or working groups. The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- 10.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

11. **IDENTIFYING AND MANAGING RISKS**

- 11.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 11.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

12. **CONFLICTS OF INTEREST**

Members of the Committee shall adopt the following approach:

- 12.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;

- 12.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 12.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 12.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 12.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
 - (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

13. SECRETARIAT AND ADMINISTRATION

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

- 13.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
- 13.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 13.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
- 13.4 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;
- 13.5 the Chair is supported to prepare and deliver reports to the ICB Board;

- 13.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 13.7 action points are taken forward between meetings and progress against those actions is monitored.

14. REVIEW

- 14.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 14.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Public Partnerships Committee:	TBC
Approved by the ICB Board:	TBC
Review Date:	TBC

Quality and Performance Committee

Terms of Reference

1. SCOPE

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

2. PURPOSE

- 2.1 The Committee has been established to provide the ICB with assurance that it is delivering its functions in a way that secures continuous improvement in the quality of service and performance, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Bill 2021. This includes reducing inequalities in the quality of care.
- 2.2 The Committee exists to scrutinise the robustness of, and gain and provide assurance to the ICB, that there is an effective system of quality governance and performance. It needs to ensure internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high quality care.
- 2.3 The Committee will provide regular assurance updates to the ICB in relation to activities and items within its remit.
- 2.4 The purpose of the Committee is to:
 - 2.4.1 maintain system oversight in relation to quality and performance across the ICB;
 - 2.4.2 be assured that the system is focused on:
 - (a) developing and reviewing shared quality and performance priorities for the system;
 - (b) sharing knowledge, insights and learning to inform improvement;
 - (c) understanding variation and risks to quality across the system, including early warning flags; and

- (d) discussing collective action needed to address risks and issues, which the system is responsible for delivering with support from wider partners;
- 2.4.3 be assured that focus is on quality and performance across pathways, care journeys, services and sectors (e.g. planned care, urgent and emergency care, mental health, learning disabilities and autism, children and young people, Primary Care and Social Care);
- 2.4.4 be sighted on quality, performance and outcome information against key performance trajectories and be assured that quality issues are appropriately acted upon;
- 2.4.5 be sighted on exceptions from the ICS Quality Report and gain assurance that the system and each statutory board deliver against all Key Quality Indicators, aligned to the Quality Framework;
- 2.4.6 receive matters of escalation in relation to exceptions from the ICS Quality Report, and other concerns raised by the System Quality Group and the System Oversight and Delivery Group;
- 2.4.7 maintain oversight that the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement;
- 2.4.8 be assured in terms of delivery against of the Constitution, NHS Long Term Plan, Public Health Outcomes Framework and associated NHS performance regimes, and the Local Authority Quality Assurance Strategy agreeing any action plans or recommendations as appropriate; and
- 2.4.9 manage any risks associated with the delivery of the System Quality Strategy and more general strategic quality risks across the system; a register will be maintained to ensure effective tracking of mitigations and escalation as necessary.

3. ROLES AND RESPONSIBILITIES

The responsibilities of the Committee will be authorised by the ICB Board. It is expected that the Committee will:

- 3.1 be assured that there are robust processes in place for the effective management of quality and performance;
- 3.2 scrutinise structures in place to support quality, performance, planning, control and improvement, to be assured that the structures operate effectively and timely action is taken to address areas of concern;
- 3.3 agree and put forward the key quality priorities that are included within the ICB strategy/annual plan, including priorities to address variation/inequalities in care;
- 3.4 oversee and monitor the delivery of the ICB key statutory requirements;

- 3.5 review and monitor those risks on the Board Assurance Framework and the System Quality Group Risk Register which relate to quality and performance, and high-risk operational risks which could impact on care. the System Quality Group will need to escalate relevant risks to the Corporate Risk Register;
- 3.6 ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner;
- 3.7 oversee and scrutinise the ICB's response to all relevant Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care, NHSEI and other regulatory bodies/external agencies (e.g. CQC, NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained;
- 3.8 maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all sites;
- 3.9 oversee and seek assurance on the effective and sustained delivery of the ICB Quality Improvement Programmes;
- 3.10 ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place;
- 3.11 receive assurance that the ICB identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims and ensures that learning is disseminated and embedded;
- 3.12 receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality and that it learns from death (including coronial inquests and PFD report);
- 3.13 to be assured that people drawing on services are systematically and effectively involved as equal partners in quality activities;
- 3.14 scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for safeguarding adults and children;
- 3.15 scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for infection prevention and control;
- 3.16 scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for equality and diversity as it applies to people drawing on services;
- 3.17 scrutinise the robustness of the arrangements for and assure compliance with the ICB's statutory responsibilities for medicines optimisation and safety; and
- 3.18 have oversight of and approve the Terms of Reference and work programmes for the groups reporting into the Committee (e.g. System Quality Groups, Infection Prevention and Control, Safeguarding Boards /Hubs etc.).

3.19 **Collaboration**

The Committee will maintain oversight and receive assurance in relation to ensuring:

- 3.19.1 there is a collaborative approach to promote multi-professional leadership and a shared vision for quality and performance within the System;
- 3.19.2 a culture of learning and improvement to ensure provision of high-quality sustainable services;
- 3.19.3 quality oversight is maintained in relation to public health outcomes and the wider determinants of health; and take appropriate action as required to support the reduction in health inequalities; and
- 3.19.4 quality and performance oversight is maintained in relation to the performance of Health and Social Care organisations within the ICS in terms of the Care Quality Commission (CQC) and any other relevant regulatory bodies.

3.20 **Systems**

The Committee will maintain oversight and receive assurance in relation to ensuring:

- 3.20.1 there are clear roles and accountabilities in relation to quality and performance oversight;
- 3.20.2 effective improvement mechanisms are in place, including peer review and external support;
- 3.20.3 ensuring there are processes to effectively identify early warning signs that there is a quality or performance issue;
- 3.20.4 processes are established to identify, resolve and escalate risk emerging from poor quality as a result of poor performance against performance indicators;
- 3.20.5 implementation of the Patient Safety Strategy, including process and compliance in relation to PSIRF; being informed of all Never Events and informing the key partners of any escalation or sensitive issues;
- 3.20.6 processes are in place to interpret and implement local, regional and national policy (e.g. quality accounts, safeguarding etc.) and provide assurance that policy requirements are embedded in services;
- 3.20.7 considerations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver statutory functions of all Health and Social Care Organisations within the ICS; and
- 3.20.8 Equality Impact Assessments (EQIAs) are undertaken and reviewed by System Quality Group for proposed service changes using the established mechanisms with any matters of concern escalated.

The definition of the System and the scope is any quality and performance issues within the boundary of Derbyshire/Derby City. It covers health and social care providers, private providers of care, voluntary and charitable services.

3.21 **Learning and Insight**

The Committee will maintain oversight and receive assurance in relation to:

- 3.21.1 establishing systems to draw from intelligence in order to inform quality and performance improvement, and to act on early warning signs;
- 3.21.2 maintaining oversight in terms of variation and risk across clinical pathways and to provide a view on the quality aspects of clinical pathways, care journeys and Transformation Programmes;
- 3.21.3 ensuring that quality and performance assurance data is used to inform commissioning decisions and drive improvements;
- 3.21.4 ensuring that processes are in place to provide assurance and oversight that services are high quality; meaning that they are safe, effective, caring, responsive and well-led and provide patients, service users and carers with positive experiences of care, and
- 3.21.5 will liaise with appropriate external bodies such as the CQC or professional regulatory bodies.

3.22 **Improvement**

The Committee will maintain oversight and receive assurance in relation to ensuring:

- 3.22.1 that at every service level there is a consistent set of meaningful “measures that matter” which can be used to inform improvement;
- 3.22.2 data and intelligence are effectively utilised in order to identify and prioritise the most important quality and performance issues, enabling corrective action to be taken; and
- 3.22.3 action is taken where required to investigate any quality, safety or patient experience concerns, noting action is taken to ensure that improvements in quality are implemented where necessary.

4. **DELEGATED AUTHORITY**

- 4.1 The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.
- 4.2 The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.

5. ACCOUNTABILITY

- 5.1 The Committee is directly accountable to the ICB Board.
- 5.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.
- 5.3 The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
- 5.4 The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
- 5.5 The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
- 5.6 The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.
- 5.7 The Committee will receive schedules assurance report from its delegated groups. Any delegated groups would need to be agreed by the ICB Board.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 The ICB Board will appoint no fewer than four members of the Committee including two who are Non-Executive Members of the ICB Board. Other attendees of the Committee need not be members of the ICB Board, but they may be.
- 6.1.3 When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
- 6.1.4 The membership of the Committee will comprise of:
 - (a) 3 x Non-Executive Members;
 - (b) ICB Executive Director of Nursing and Quality;
 - (c) ICB Medical Director;
 - (d) ICB Executive Lead for Performance;
 - (e) NHS Executive;

- (f) Provider Representatives;
- (g) Primary Care Representatives; and
- (h) Local Authority Representatives.

6.1.5 Subject experts will be attendees at each meeting.

6.1.6 The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.

6.1.7 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

6.2 Chair and Vice Chair

The Chair of the Committee shall be a Non-Executive Member of the ICB Board. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

6.3 Attendance

6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.

6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.

6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

7.1 The Committee will meet monthly before every ICB Board meeting to ensure all quality and performance information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.

7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.

7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.

- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum shall be 2 Non-Executive Members, to include the Chair or Vice Chair, plus at least the Executive Director of Nursing and Quality, or Medical Director from the ICB, one provider representative and one Local Authority representative. Nominated deputies are invited to attend in place of the regular member as required.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Decision-Making

- 9.2.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.
- 9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.3 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

9.2.4 Urgent Decisions

- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 **Equality and Diversity**

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

10. **SUB-COMMITTEES**

- 10.1 The Committee may delegate responsibility for specific aspects of its duties to sub-committees or working groups. The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- 10.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

11. **IDENTIFYING AND MANAGING RISKS**

- 11.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.

- 11.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

12. MANAGING CONFLICTS OF INTEREST

Members of the Committee shall adopt the following approach:

- 12.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
- 12.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 12.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 12.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 12.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
- (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

13. SECRETARIAT AND ADMINISTRATION

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

- 13.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed within five working days of the meeting, in accordance with the Standing Orders, and having been agreed by the Chair with the support of the relevant executive lead;

- 13.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 13.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;
- 13.4 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;
- 13.5 the Chair is supported to prepare and deliver reports to the ICB Board;
- 13.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 13.7 action points are taken forward between meetings and progress against those actions is monitored.

14. REVIEW

- 14.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 14.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.
- 14.3 The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

Reviewed by Quality and Performance Committee: TBC

Approved by the ICB Board: TBC

Review Date: TBC

Population Health and Strategic Commissioning Committee

Terms of Reference

1. SCOPE

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

2. PURPOSE

- 2.1 The purpose of the Committee is to ensure that the ICB complies with the principles of good governance whilst effectively delivering the statutory functions of the ICB.
- 2.2 The Committee has delegated authority to make decisions as set out in the ICB's Prime Financial Policies and the Scheme of Reservation and Delegation.
- 2.3 In accordance with its statutory powers under section 65Z5 of the NHS Act, NHS England has delegated the exercise of the following functions in the delegation agreement to the ICB relating to:
 - 2.3.1 primary medical services;
 - 2.3.2 primary dental services and prescribed dental services;
 - 2.3.3 primary ophthalmic services;
 - 2.3.4 pharmaceutical services and local pharmaceutical services.

Decisions of the ICB in respect of the Delegated Functions and made in accordance with the terms of this Agreement shall be binding on NHS England and the ICB. The ICB has established the Population Health and Commissioning Committee to function as a corporate decision-making body for the management of these delegated functions and the exercise of the delegated powers. This Committee will receive recommendations from the Primary Care Operational Group for decision on behalf of the ICB in line with the national delegation agreement.

3. ROLES AND RESPONSIBILITIES

The Committee will have delegated responsibility for overseeing the provision of health services in line with the allocated resources across the ICS through a range of activities including:

- 3.1 ensuring strategic, long-term and outcome-based contracts and agreements are in place to secure the delivery of the ICB's commissioning strategy and associated operating plans;
- 3.2 overseeing the preparation and publication of the ICB's commissioning strategy and associated operating plans, aligned to the Health and Wellbeing Boards and Integrated Care Partnership strategies;
- 3.3 overseeing the implementation of ICB commissioning policies, within the financial envelope to help secure the continuous improvement of the quality of the services commissioning by the ICB;
- 3.4 overseeing the development of savings plans and services as detailed in the ICB's Operational Plan, approving the appropriate business cases and mobilisation plans, subject to appropriate evidence being provided (with particular reference to statutory equality and engagement duties) to support the decisions made;
- 3.5 prioritising service investments/disinvestments arising from strategic and operational plans, underpinned by value-based decisions and against available resources, and ensuring that appropriate evaluation is in place for new and existing investments;
- 3.6 ensuring commissioning decisions are underpinned and informed by communications and engagement with the membership and local population as appropriate;
- 3.7 supporting providers (working both within the Integrated Care System and Integrated Care Partnership) to lead major service transformation programmes to achieve agreed outcomes, including through joining-up health, care and wider support;
- 3.8 working alongside councils to invest in local community organisations and infrastructure and, through joint working between health, social care and other partners including police, education, housing, safeguarding partnerships, employment and welfare services, ensuring that the NHS plays a full part in social and economic development and environmental sustainability;
- 3.9 driving a focus on reducing health inequalities, improved outcomes and quality, and ensuring that the delivery of the ICB's strategic and operational plans are achieved within financial allocations

4. DELEGATED AUTHORITY

- 4.1 The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.

4.2 The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.

4.3 The Committee may further establish sub-groups and delegate decisions in accordance with guidance, for example to provider collaboratives at scale and at place.

5. ACCOUNTABILITY

5.1 The Committee is directly accountable to the ICB Board.

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

5.3 The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.

5.4 The Committee will advise the Audit Committee on the adequacy of assurances available and contribute to the Annual Governance Statement.

5.5 The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.

5.6 The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.

5.7 The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

6.1.1 Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.

6.1.2 The membership of the Committee will comprise of:

- (a) Non-Executive Member for Population Health and Strategic Commissioning and Public Partnerships (Chair)
- (b) Non-Executive Member for Quality and Performance
- (c) Non-Executive Member for Audit and Governance
- (d) Partner Member for Primary Medical Services – General Practitioner(s)

- (e) Representative for Provider Collaborative at Scale
- (f) Representative for Provider Collaborative at Place
- (g) Representative for Clinical and Professional Leadership Group – Clinician(s)
- (h) GP Clinical Lead
- (i) Secondary Care Doctor
- (j) Director of Public Health
- (k) Executive Director of Strategy and Planning
- (l) Executive Director of Nursing and Quality
- (m) Executive Medical Director
- (n) Executive Director of Finance
- (o) Director of GP Development
- (p) Chief People Officer

[NB: Vice Chair to be confirmed]

6.1.3 Subject experts will be attendees at each meeting.

6.1.4 The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.

6.1.5 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

6.2 **Chair and Vice Chair**

The Chair of the Committee shall be a Non-Executive Member of the ICB Board. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

6.3 **Attendance**

6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.

- 6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
- 6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

- 7.1 The Committee will meet monthly before every ICB Board meeting to ensure all information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.
- 7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.
- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum necessary for the transaction of business shall be 5 members, to include 2 Non-Executive Members, 1 Executive Director and 4 other members including two clinical.
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by telephone conference call, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.
- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS, VALUES AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Values

In delivering their roles and responsibilities, the Committee shall undertake to contribute towards delivery of the following key purposes of an Integrated Care System:

- 9.2.1 strive to improve the outcomes in population health and healthcare;
- 9.2.2 tackle inequalities in outcomes, experience and access;
- 9.2.3 enhance productivity and value for money; and
- 9.2.4 assist the NHS in supporting broader social and economic development.

9.3 Decision-Making

9.3.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.

9.3.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.3.3 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be record in the minutes.

9.3.4 Urgent Decisions

- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.

- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via telephone conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.4 Equality and Diversity

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

10. IDENTIFYING AND MANAGING RISKS

- 10.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 10.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

11. SUB-COMMITTEES

- 11.1 The Committee may delegate responsibility for specific aspects of its duties to sub-committees or working groups. The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- 11.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

12. INTERDEPENDENCIES WITH OTHER GROUPS

The Committee will ensure any quality concerns are escalated to the System Quality and Performance Committee. The Finance and Estates Committee and Integrated Care Partnership will also be dependent on this Committee.

13. CONFLICTS OF INTEREST

Members of the Committee shall adopt the following approach:

- 13.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;

- 13.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 13.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;
- 13.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 13.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
 - (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.
- 13.1.6 Conflicts of interest will apply to all providers of Primary Medical Care Services including GP partners, Primary Care Networks, Derbyshire Community Health Services NHS Foundation Trust, Chesterfield Royal Hospital NHS Foundation Trust and DHU Healthcare for decisions relating to Primary Medical Care Services.

14. SECRETARIAT AND ADMINISTRATION

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

- 14.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
- 14.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 14.3 records of members' appointments and renewal dates and the ICB Board is prompted to renew membership and identify new members where necessary;

- 14.4 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;
- 14.5 the Chair is supported to prepare and deliver reports to the ICB Board;
- 14.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 14.7 action points are taken forward between meetings and progress against those actions is monitored.

15. REVIEW

- 15.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 15.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by Population Health and Strategic Commissioning Committee:	TBC
Approved by the ICB Board:	TBC
Review Date:	TBC

5. INTEGRATED CARE SYSTEM COMMITTEES

The Derbyshire Integrated Care System (ICS) is a 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. NHS Derby and Derbyshire ICB Board will work collectively and collaborative with the following ICS committees:

- NHS Derby and Derbyshire Integrated Care Partnership;
- Place Partnership Board;
- Provider Collaborative Leadership Board;
- Health and Wellbeing Board; and
- System Executive Senior Leadership Team.

5.1 Integrated Care System – Committee Terms of Reference

[To be included]

6. ELIGIBLE PROVIDERS OF PRIMARY MEDICAL SERVICES

The following are eligible providers of primary medical services:

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Adam House Medical Centre	85-91 Derby Road, Sandiacre, Nottingham, NG10 5HZ	C81026	PMS	Erewash	Erewash
Aitune Medical Practice	Midland Street, Long Eaton, Nottingham, NG10 1RY	C81023	PMS	Erewash	Erewash
Alvaston Medical Centre	14 Boulton Lane, Alvaston, Derby, DE24 0GE	C81047	GMS	Derby City	Derby City South
Appletree Medical Practice	47A Town Street, Duffield, Derby, DE56 4GG	C81048	GMS	Amber Valley	Belper
Arden House Medical Practice	Sett Close, New Mills, SK22 4AQ	C81634	PMS	High Peak	High Peak
Arthur Medical Centre	Main Street, Horsley Woodhouse, Derby, DE7 6AX	C81017	GMS	Amber Valley	Belper
Ashbourne Medical Practice	Clifton Road, Ashbourne, Derby, DE6 1DR	C81037	GMS	Derbyshire Dales	Derbyshire Dales
Ashbourne Surgery	Clifton Road, Ashbourne, Derby, DE6 1RR	C81086	GMS	Derbyshire Dales	Derbyshire Dales
Ashover Medical Centre	Milken Lane, Ashover, Chesterfield, S45 0BA	C81611	GMS	Derbyshire Dales	Derbyshire Dales
Bakewell Medical Centre (Peak and Dales Medical Partnership)	Butts Quarry, Bakewell, DE45 1ED	C81016	GMS	Derbyshire Dales	Derbyshire Dales
Barlborough Medical Practice	7 Worksop Road, Barlborough, Chesterfield, S43 4TY	C81662	PMS	Bolsover and North Eastern Derbyshire	North East Derbyshire
Baslow Health Centre	Church Lane, Baslow, Bakewell, DE45 1SP	C81013	GMS	Derbyshire Dales	Derbyshire Dales

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Blackwell Medical Centre	6 Gloves Lane, Blackwell, Alfreton, DE55 5JJ	C81661	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Blue Dykes Surgery (Royal Primary Care)	Eldon Street, Clay Cross, Chesterfield, S45 9NR	C18008	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Brailsford Medical Centre	The Green, Derby, DE6 3BX	C81075	GMS	Derbyshire Dales	Derbyshire Dales
Brimington Surgery	Church Street, Brimington, Chesterfield, S41 1JG	C81058	PMS	Chesterfield	Chesterfield and Dronfield
Brook Medical Centre	183 Kedleston Road, Derby, DE22 1FT	C81653	GMS	Derby City	Greater Derby
Brooklyn Medical Practice	65 Mansfield Road, Derby, DE75 7AL	C81052	GMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Buxton Medical Practice	Temple Road, Buxton, SK17 9BZ	C81065	GMS	High Peak	High Peak
Calow and Brimington Practice	Foljambe Road, Brimington, Chesterfield, S43 1DD	C81649	PMS	Chesterfield	Chesterfield and Dronfield
Castle Street Medical Centre	Castle Street, Bolsover, Chesterfield, S44 6PP	C81638	PMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Chapel Street Medical Centre	10 Chapel Street, Spondon, Derby, DE21 7RJ	C81068	GMS	Derby City	Greater Derby
Chatsworth Road Medical Centre	Chatsworth Road, Brampton, Chesterfield, S40 3PY	C81067	PMS	Chesterfield	Chesterfield and Dronfield
Chellaston and Melbourne Medical Practice	Rowallan Way, Chellaston, Derby, DE73 5GB	C81108	GMS	Derby City	Derby City South
Chesterfield Medical Partnership (Royal Primary Care Chesterfield West)	Ashgate Manor, Ashgate Road, Chesterfield, S40 4AA	C81045	PMS	Chesterfield	Chesterfield and Dronfield
Clay Cross Medical Centre	Bridge Street, Clay Cross, Chesterfield, S45 9NG	C81056	GMS	Bolsover and North Eastern Derbyshire	South Hardwick
College Street Medical Practice	86 College Street, Long Eaton, Nottingham, NG10 4NP	C81097	PMS	Erewash	Erewash

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Cottage Lane Surgery	47 Cottage Lane, Gramesley, Glossop Derbyshire, SK13 6EQ	C81615	GMS	High Peak	Glossopdale
Craggs Health Care	174 Elmton Road, Creswell, Worksop, S80 4DY	C81096	GMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Creswell Medical Centre	Welbeck Street, Creswell, Worksop, S80 4HA	Y04977	APMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Crich Medical Practice	Oakwell Drive, Crich, Derby, DE4 5PB	C81094	GMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Darley Dale Medical Centre (Credas Medical)	Two Dales, Matlock, DE4 2SA	C81030	PMS	Derbyshire Dales	Derbyshire Dales
Derby Family Medical Centre	1 Hastings Street, DE23 6QQ	C81118	GMS	Derby City	Greater Derby
Derwent Medical Centre	26 North Street, Derby, DE1 3AZ	C81652	GMS	Derby City	Derby City North
Derwent Valley Medical Practice	20 St Mark's Road, DE61 6AT	C81652	GMS	Derby City	Greater Derby
Dr Webb & Partners	Ilkeston Health Centre, South Street, Ilkeston, DE7 5PZ	C81022	GMS	Erewash	Erewash
Dronfield Medical Practice	High Street, Dronfield, S18 1PY	C81025	PMS	Bolsover and North Eastern Derbyshire	Chesterfield and Dronfield
Eden Surgery	Cavendish Road, Ilkeston, Derbyshire, DE7 5AN	C81604	PMS	Erewash	Erewash
Elmwood Medical Centre	Burlington Road, Buxton, SK17 9AY	C81074	PMS	High Peak	High Peak
Emmett Carr Surgery	Abbey Place, Renishaw, S21 3TY	C81095	PMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Evelyn Medical Centre	Marsh Avenue, Hope, S33 6RJ	C81092	GMS	Derbyshire Dales	Derbyshire Dales
Eyam Surgery	Church Street, Eyam, Hope Valley, S32 5QH	C81039	GMS	Derbyshire Dales	Derbyshire Dales
Friar Gate Surgery	Agard Street, Derby, DE1 1DZ	C81036	GMS	Derby City	Derby City North

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Friendly Family Surgery	Welbeck Road, Bolsover, Chesterfield, S44 6DE	C81655	PMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Gladstone House Surgery	Gladstone Street West, Ilkeston, Derbyshire, DE7 5QS	C81115	PMS	Erewash	Erewash
Golden Brook Practice	Midland Street, Long Eaton, Nottingham, NG10 1RY	C81083	GMS	Erewash	Erewash
Goyt Valley Medical Practice	Chapel Road, Whaley Bridge, SK23 7SR	C81080	PMS	High Peak	High Peak
Gresleydale Healthcare Centre	Glamorgan Way, Church Gresley, Swadlincote, DE11 9JT	C81114	GMS	Derby City	Swadlincote
Hannage Brook Medical Centre	Hannage Way, Wirksworth, Derbyshire, DE4 4JG	C81062	GMS	Derbyshire Dales	Derbyshire Dales
Hartington Surgery	Dig Street, Hartington, SK17 0AQ	C81082	GMS	High Peak	High Peak
Haven Medical Centre	690 Osmaston Road, Derby, DE24 8GT	C81087	GMS	Derby City	Derby City South
Heartwood Medical Practice	Civic Way, Swadlincote, Derby, DE11 0AE	Y01812	GMS	Derby City	Swadlincote
Hollybrook Medical Centre	Hollybrook Way, Heatherton, Derby, DE23 3TX	C81054	PMS	Derby City	Derby City South
Horizon Healthcare	3-5 Burton Road, Derby, DE1 1TH	C81006	GMS	Derby City	Derby City North
Howard Medical Practice (Group Practice Centre)	Howard Street, Glossop, SK13 7DE	C81077	GMS	High Peak	Glossopdale
Imperial Road Surgery	8 Imperial Road, Matlock, DE4 3NL	C81028	GMS	Derbyshire Dales	Derbyshire Dales
Inspire Health	109 Saltergate, Chesterfield, S40 1LE	C81084	PMS	Chesterfield	Chesterfield and Dronfield
Ivy Grove Surgery	Steeple Drive, Ripley, Derbyshire, DE5 3TH	C81004	PMS	Amber Valley	Alfreton, Ripley, Heanor and Crich

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Jessop Medical Practice	Greenhill Lane, Riddings, Alfreton, DE55 1LU	C81005	GMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Kelvingrove Medical Centre	28 Hands Road, Heanor, Derbyshire, DE75 7HA	C81049	GMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Killamarsh Medical Practice	209 Sheffield Road, Killamarsh, Sheffield, S21 1DX	C81091	PMS	Bolsover and North Eastern Derbyshire	North East Derbyshire
Lambgates Health Centre	Wesley Street, Hadfield, Glossop, SK13 1DJ	C81106	GMS	High Peak	Glossopdale
Lime Grove Medical Centre	Lime Grove Walk, Matlock, DE4 3FD	C81101	GMS	Derbyshire Dales	Derbyshire Dales
Limes Medical Centre	Limes Ave, Alfreton, DE55 7DW	C81099	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Lister House Chellaston Surgery	Fellow Lands Way, Derby, DE73 6SW	Y05286	APMS	Derby City	PCCO
Lister House Surgery	207 St Thomas Road, Derby, DE23 8RJ	C81072	GMS	Derby City	PCCO
Littlewick Medical Centre	42 Nottingham Road, Ilkeston, Derbyshire, DE7 5PR	C81061	GMS	Erewash	Erewash
Macklin Street Surgery	90 Macklin Street, Derby, DE1 1JX	C81073	GMS	Derby City	Derby City North
Manor House Surgery	Manor House, Glossop, SK13 8PS	C81081	PMS	High Peak	Glossopdale
Mickleover Medical Centre	Vicarage Road, Mickleover, Derby, DE3 0HA	C81042	GMS	Derby City	Greater Derby
Mickleover Surgery	10 Cavendish Way, Mickleover, Derby, DE3 9BJ	C81113	GMS	Derby City	Greater Derby
Moir Medical Centre	Regent Street, Long Eaton, Nottingham, NG10 QQ	C81010	PMS	Erewash	Erewash
Newbold Surgery	3 Windemere Road, Newbold, Chesterfield, S31 8DU	C81015	PMS	Chesterfield	Chesterfield and Dronfield

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Newhall Surgery	46-48 High Street, Swadlincote, Derby, DE11 0HU	C81020	GMS	Derby City	Swadlincote
North Wingfield Medical Centre	Chesterfield Road, North Wingfield, S42 5ND	C81055	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Oakhill Medical Practice	Oakhill Road, Dronfield, S18 2EJ	C81070	GMS	Bolsover and North Eastern Derbyshire	Chesterfield and Dronfield
Old Station Surgery	Heanor Road, Ilkeston, Derbyshire, DE7 8ES	C81021	GMS	Erewash	Erewash
Osmaston Surgery	212 Osmaston Road, Derby, DE23 8JX	C81071	PMS	Derby City	Derby City North
Overdale Medical Practice	Breaston Surgery, 1 Bridgefield, Breaston, DE72 3DS	C81066	GMS	Derby City	Oakdale Park
Park Farm Medical Centre	3 Park Farm Centre, Allestree, Derby, DE22 2QN	C81064	GMS	Derby City	Greater Derby
Park Lane Surgery	2 Park Lane, Allestree, Derby, DE22 2DS	C81040	GMS	Derby City	Greater Derby
Park Medical Practice	Maine Drive, Chaddesden, Derby, DE21 6LA	C81051	GMS	Derby City	Oakdale Park
Park Surgery	60 Ilkeston Road, Heanor, Ilkeston, DE75 7DX	C81031	GMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Park View Medical Centre	Cranfleet Way, Long Eaton, Nottingham, NG10 3RJ	C81642	PMS	Erewash	Erewash
Parkfields Surgery	1217 London Road, Alvaston, Derby, DE24 8QJ	Y05733	APMS	Derby City	Derby City South
Parkside Surgery	Alfreton Primary Care Centre, Church Street, Alfreton, DE55 7AH	C81053	PMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Peartree Medical Centre	159 Peartree Road, Derby, DE23 8NQ	C81616	GMS	Derby City	Greater Derby
Ripley Medical Centre	Derby Road, Ripley, Derbyshire, DE5 3HR	C81059	PMS	Amber Valley	Alfreton, Ripley, Heanor and Crich

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Riversdale	59 Bridge Street, Belper, Derbyshire, DE56 1AX	C81069	GMS	Amber Valley	Belper
Royal Primary Care	Stubbing Road, Grangewood, Chesterfield, S40 2HP	Y04995	APMS	Chesterfield	Chesterfield and Dronfield
St. Lawrence Road Surgery	17-19 St Lawrence Road, North Wingfield, Chesterfield, S42 5LH	C81647	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
St. Thomas Road Surgery	207 St Thomas Road, Derby, DE23 8RJ	Y02442	APMS	Derby City	Greater Derby
Sett Valley Medical Centre	Hyde Bank Road, New Mills, SK22 4BP	C81003	PMS	High Peak	High Peak
Shires Healthcare	18 Main Street, Shirebrook, Mansfield, NG20 8DG	C81033	PMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Simmondley Medical Practice	15 Pennine Road, Glossop, SK13 6NN	C81640	GMS	High Peak	Glossopdale
Somercotes Medical Centre	22 Nottingham Road, Somercotes, Derbyshire, DE55 4JJ	C81027	GMS	Amber Valley	Alfreton, Ripley, Heanor and Crich
Springs Health Centre	Recreation Close, Clowne, Chesterfield, S43 3PL	C81001	PMS	Bolsover and North Eastern Derbyshire	North East Derbyshire
Staffa Health	3 Waverley Street, Tibshelf, Alfreton, DE55 5PS	C81029	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Stewart Medical Centre	Hartington Road, Buxton, SK17 6JP	C81034	PMS	High Peak	High Peak
Stubley Medical Centre	7 Stubley Drive, Dronfield Woodhouse, Dronfield, S18 8QU	C81089	PMS	Bolsover and North Eastern Derbyshire	Chesterfield and Dronfield
Surgery at Wheatbridge	30 Wheatbridge Road, Chesterfield, S40 1AB	C81012	PMS	Chesterfield	Chesterfield and Dronfield
Swadlincote Surgery	Darklands Road, Swadlincote, Derbyshire, DE11 0PP	C81032	GMS	Derby City	Swadlincote

Practice Name	Address	Practice Code	Contract	Place	Primary Care Network
Thornbrook Surgery	Thornbrook Road, Chapel en Le Frith, SK23 0RH	C81063	PMS	High Peak	High Peak
Valleys Medical Partnership	Gosber Road, Eckington, S21 4BZ	C81002	GMS	Bolsover and North Eastern Derbyshire	North East Derbyshire
Vernon Street Medical Centre	13 Vernon Street, Derby, DE1 1FW	C81007	GMS	Derby City	Greater Derby
Village Surgery	108 Victoria Road, Pinxton, NG16 6NH	C81050	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Village Surgery	Village Community Medical Centre, Derby, DE23 8AL	C81035	GMS	Derby City	Derby City South
Welbeck Road Surgery	1b Welbeck Road, Bolsover, Chesterfield, S44 6DF	C81041	PMS	Bolsover and North Eastern Derbyshire	North Hardwick and Bolsover
Wellbrook Medical Centre	Welland Road, Derby, DE65 5GZ	C81110	GMS	Derby City	Derby City South
West Hallam Medical Centre	The Village, West Hallam, Ilkeston, DE7 6GR	C81046	GMS	Amber Valley	Erewash
Whitemoor Medical Centre	Whitemoor Lane, Belper, Derbyshire, DE56 2JU	C81038	GMS	Amber Valley	Belper
Whittington Moor Surgery	Scarsdale Road, Whittington Moor, Chesterfield, S41 8NA	C81044	PMS	Chesterfield	Chesterfield and Dronfield
Willington Surgery	Kingfisher Lane, Willington, Derbyshire, DE65 6YB	C81057	GMS	Derby City	Derby City South
Wilson Street Surgery	11 Wilson Street, Derby, DE1 1PG	C81009	GMS	Derby City	Derby City North
Wingerworth Medical Centre	3 Allendale Road, Wingerworth, Chesterfield, S42 6PX	C81658	PMS	Bolsover and North Eastern Derbyshire	South Hardwick
Woodville Surgery	Burton Road, Woodville, Swadlincote, DE11 7JE	C81060	GMS	Derby City	Swadlincote

7. SCHEME OF RESERVATIONS AND DELEGATION

7.1 Decisions and functions reserved to the ICB Board

	Decisions and functions reserved to the ICB Board	Reference
<p>ICB Board</p>	<p>A Unitary Board responsible for:</p> <ul style="list-style-type: none"> developing a plan and allocating resource to meet the health and healthcare needs of the population; establishing joint working arrangements with partners that embed collaboration as the basis for delivery within the plan; establishing governance arrangements to support collective accountability for whole-system delivery and performance; arranging for the provision of health services including contracting arrangements, transformation, development of PCNs, working with local authority VCSE sector partners to put in place personalised care for people. Leading system implementation of people priorities including delivery of the People Plan and People Promise. Leading system-wide action on data and digital; and leading integration within the NHS. They will bring the NHS together locally to improve population health and establish shared strategic priorities within the NHS, connecting to partnership arrangements at system and place. 	
	<p>The delegation arrangements and financial authority limits are as follows:</p> <ul style="list-style-type: none"> approval of capital business cases including granting, terminating or extending leases – all PFI schemes and other schemes greater than £250,000; capital expenditure variations over the original business case figure – greater than £100,000; approval of asset disposals – land and buildings, and other assets, where asset has a residual value greater than £100,000; approval of budgets and their management – approval of budgets and resources; 	<p>SORD 1.1(a)</p> <p>SORD 1.2(a)</p> <p>SORD 1.4(a) and (b)</p> <p>SORD 2.1(a)</p>

ICB Board	Decisions and functions reserved to the ICB Board	Reference
	<ul style="list-style-type: none"> • approval of Revenue Business Cases greater than £500,000 (with Finance and Estates Committee); • tender ratification and award, including authorisation of any actions resulting from post tender negotiations for all types of tenders (on the lifetime value of the contract) for clinical spend above £1,500,000; • income generation and research and development contracts – approval of income generation contracts and variations or extensions to income generation contracts, greater than £500,000; • income generation and research and development contracts – approval of research and development contracts (including variations or extensions), greater than £500,000; • losses and special payments – authorisation of losses and special payments, including ex-gratia payments, greater than £50,000 (following ratification by Audit and Governance Committee); and • losses and special payments – authorisation of early retirement, redundancy and other termination payments to staff, greater than £100,000. 	<p>SORD 3.1(a)</p> <p>SORD 4.9(c)</p> <p>SORD 8.1(a)</p> <p>SORD 8.2(a)</p> <p>SORD 10.1(a)</p> <p>SORD 10.3(a)</p>

7.2 Decisions and functions delegated by the ICB Board to ICB committees

ICB Committee	Decisions and functions delegated to the committee	Reference
<p>Audit and Governance Committee</p>	<p>Delegated responsibility for:</p> <ul style="list-style-type: none"> • the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the ICB's activities; • overseeing policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification; • overseeing policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Counter Fraud and Security Management Service; 	<p>Audit and Governance Committee Terms of Reference</p>

ICB Committee	Decisions and functions delegated to the committee	Reference
<p>Audit and Governance Committee</p>	<ul style="list-style-type: none"> • ensuring that there is an effective internal audit function and external audit plan that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance; • monitoring the integrity of the financial statements of the ICB and any formal announcements relating to financial performance; and • ensuring that the systems for financial reporting to the ICB, including those of budgetary control, are subject to review as to completeness and accuracy of the information. • complying with regulations governing best practice in relation to procurement, protecting and promoting patient choice, and anti-competitive conduct; • complying with public law requirements in relation to entering into contracts concerning commissioning arrangements and the use of public monies; • taking appropriate steps to ensure that the ICB is properly prepared to deal with emergencies that might affect it; and • providing information, where required, to the Information Centre, e.g. to support publication of national data on healthcare services; • maintaining one or more publicly accessible registers of interests of members of the ICB, its employees, members of the ICB Board and members of committees or subcommittees of the ICB, and to make arrangements to ensure that relevant conflicts or potential conflicts of interest are declared and included in the registers; • making arrangements for managing conflicts and potential conflicts of interest in such a way as to ensure that they do not, and do not appear to, affect the integrity of the ICB's decision-making processes, and to have regard to guidance published by NHSEI on management of conflicts of interest; • meeting requirements of the Employment Rights Act 1996, the Equality Act 2010, the Data Protection and Freedom of Information Acts, the European Convention on Human Rights and Health and Safety; and • promoting innovation and research in the provision of health services. 	<p>Audit and Governance Committee Terms of Reference</p>

ICB Committee	Decisions and functions delegated to the committee	Reference
Audit and Governance Committee	<p>The delegation arrangements and financial authority limits are as follows:</p> <ul style="list-style-type: none"> • monitoring of the use of single tender/single quote action (on behalf of ICB Board); • income and debt write-off – monitoring of write-offs of debt or income (total debt per debtor) (following Executive Team approval); and • losses and special payments – monitoring of losses and special payments. 	<p>SORD 4.5 SORD 9.2 SORD 10.2</p>
Remuneration Committee	<p>The function of making recommendations to the ICB Board about the exercise of its functions in relation to:</p> <ul style="list-style-type: none"> • determining the remuneration, fees and allowances payable to employees of the ICB and to other persons providing services to it; • determining allowances payable under pension schemes established by the ICB; and • the appropriate remuneration and terms of service for the Chief Executive Officer, Executive Directors, other Very Senior Managers, Clinicians and Independent Non-Executive Members. 	<p>Remuneration Committee Terms of Reference</p>
Population Health and Strategic Commissioning Committee	<p>Delegated responsibility for:</p> <ul style="list-style-type: none"> • overseeing the preparation and publication of the commissioning plan with the involvement of the Health and Wellbeing Boards and aligned to the strategy developed by the ICP; • developing and implementing the commissioning strategy and policy of the ICB and to help secure the continuous improvement of the quality of services, including the specified duties under the Mental Health Act; • retaining a focus on health inequalities, improved outcomes and quality and ensure that the delivery of the ICB's strategic and operational plans are achieved within financial allocations; • commissioning consistently with the duties of the Secretary of State and NHSEI objectives, having regard to the Constitution; • making decisions within the limits as set out in the ICB's Scheme of Reservations and Delegation; and • further delegating to sub-committees relating specifically to primary care medical services but will retain oversight and accountability. 	<p>Population Health and Strategic Commissioning Committee Terms of Reference</p>

ICB Committee	Decisions and functions delegated to the committee	Reference
Population Health and Strategic Commissioning Committee	<p>The delegation arrangements and financial authority limits are as follows:</p> <ul style="list-style-type: none"> • approval of capital business cases including granting, terminating or extending leases – up to £250,000; • capital expenditure variations over the original business case figure – greater than £25,000 and less than £100,000 or greater than 5% of the original business case whichever is the lower; • approval of budget virements – for other virements greater than £10,000; and • tender ratification and award, including authorisation of any actions resulting from post tender negotiations for all types of tenders (on the lifetime value of the contract) above £50,000 (clinical spend up to and including £1,500,000). 	<p>SORD 1.1(b) SORD 1.2(b) SORD 2.2(e) SORD 4.9(b(ii))</p>
Finance and Estates Committee	<p>Delegated responsibility to:</p> <ul style="list-style-type: none"> • provide oversight and assurance to the ICB Board in the development and delivery of a robust, viable and sustainable system financial and estates plan; and processes which meet the health and care needs of the citizens of Derby and Derbyshire and aid the implementation of the ICS vision and strategy; • provide the ICB board with an accurate understanding of the system's current and forecast financial position and the development and oversight of the system's medium term financial recovery plan to correct any underlying challenge; • identify and allocate resources including consideration of significant investment or disinvestment decisions; and • ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements and review adequacy. 	<p>Finance and Estates Committee Terms of Reference</p>

ICB Committee	Decisions and functions delegated to the committee	Reference
Finance and Estates Committee	<p>The delegation arrangements and financial authority limits are as follows:</p> <ul style="list-style-type: none"> • approval of capital business cases including granting, terminating or extending leases – up to £250,000; • capital expenditure variations over the original business case figure – greater than £25,000 and less than £100,000 or greater than 5% of the original business case whichever is the lower; • approval of Revenue Business Cases greater than £500,000 (with ICB Board); • approval of Revenue Business Cases greater up to £500,000; • non-Healthcare Expenditure (Limits include VAT) – approval of the signing of contracts including letters of intent (for lifetime value of contract) greater than £10million; • payroll Expenditure – off-payroll/agency workers with a Daily rate less than £600 ex VAT, less than 6 months and not categorised as a role of significant influence; and • opening of bank accounts or changes to banking arrangements. 	<p>SORD 1.1(b)</p> <p>SORD 1.2(b)</p> <p>SORD 3.1(a)</p> <p>SORD 3.1(b)</p> <p>SORD 6.1(b)</p> <p>SORD 7.3(a)</p> <p>SORD 11.1</p>
People and Culture Committee	<p>Delegated responsibility to:</p> <ul style="list-style-type: none"> • promote education and training of existing and future health care staff; • deliver the commitments of the NHS People Plan across the system; • oversee plans to develop, support and retain the health and care workforce, adopting a "one workforce" approach with all partners across the ICS; • ensure the appropriate workforce capacity and capability to deliver the ICS objectives together with an organisational development plan; and • oversee the demonstration of equality, diversity and inclusion in its plans and their implementation. 	<p>People and Culture Committee Terms of Reference</p>

ICB Committee	Decisions and functions delegated to the committee	Reference
<p>Quality and Performance Committee</p>	<p>Delegated responsibility to ensure:</p> <ul style="list-style-type: none"> • the system organisations discharge their statutory duties in relation to the achievement of continuous quality improvement; • quality and outcome information against key performance trajectories is received and quality issues identified, ensuring they are acted upon; • delivery against of the Constitution, NHS Long Term Plan, Public Health Outcomes Framework, and associated NHS performance regimes, agreeing any action plans or recommendations as appropriate; • continuous improvements in quality and outcomes of clinical effectiveness, safety and patient experience are secured; • processes are in place to interpret and implement local, regional and national policy (e.g., Quality Accounts, Safeguarding etc.) and provide assurance that policy requirements are embedded in services; and • considerations relating to safeguarding children and adults are integral to services and robust processes are in place to deliver statutory functions of all Health and Social Care Organisations within the ICS. 	<p>Quality and Performance Committee Terms of Reference</p>
<p>Public Partnerships Committee</p>	<p>Delegated responsibility to:</p> <ul style="list-style-type: none"> • ensure appropriate engagement and consultation with patients and the public for new or changing services; • assess levels of assurance and risk in relation to the delivery of statutory duties in public and patient involvement and consultation, as defined within the Health & Social Care Act 2012; • retain a focus on the need for engagement in strategic priorities and programmes, to ensure the local health system is developing robust processes in the discharging of duties relating to involvement and consultation; and • seek assurance that the Derbyshire system is following defined processes to take due regard when considering and implementing service changes as defined by the Equality Act 2010 and delivered through targeted engagement. 	<p>Public Partnerships Committee Terms of Reference</p>

7.3 Decisions and functions delegated to be exercised jointly

Committee/entity that will exercise the function/decision	Decisions and functions delegated to the committee	Legal power	Governing arrangements
e.g. X local authority		e.g. section 75, section 65z5	Delegation agreement, MoU etc.
e.g. X NHS trust			
e.g. X ICB			

7.4 Decisions and functions delegated by the ICB Board to other statutory bodies

Body	Decisions and functions delegated to the body	Legal power	Governing arrangements
e.g. X local authority		e.g. section 75, section 65z5	Delegation agreement, MoU contract etc.
e.g. X NHS trust			
NHS England and NHS Improvement	Payroll Expenditure, off-payroll/agency workers with a daily rate more than £600 ex VAT, or more than 6 months or categorised as a role of significant influence (SORD 7.3(b))		

7.5 Decisions and functions delegated by the ICB Board to individual ICB Board members and employees

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
Chief Executive Officer	Approval of asset disposals – other Assets, where asset has a residual value of £50,000 and up to £100,000	SORD 1.4(b)
	Approval of budgets and their management – delegation of budgets	SORD 2.1(b)
	Approval of budget virements – if virement is a result of an authorised contract variation greater than £100,000 (with either Executive Director of Finance or Functional Director)	SORD 2.2(a)
	Procurement – authorisation of less than the requisite number of tenders/quotes for all contracts of £250,000 and above	SORD 4.2(a)
	Advertising of contracts/ publishing of contract awards over £25,000	SORD 4.6
	Permission to consider late tenders	SORD 4.8
	Sealing of documents	SORD 4.10 Standing Orders (Appendix 1, ICB Constitution)
	Commissioning Expenditure (Purchase of Healthcare) – contract signature for all contracts over £10 million (with Executive Director of Finance)	SORD 5.1(a)
	Commissioning Expenditure (Purchase of Healthcare) – contract signature for all contracts greater than £1 million and up to £10 million	SORD 5.1(b)
	Commissioning Expenditure (Purchase of Healthcare) – requisitions greater than £50 million	SORD 5.2(a)
	Commissioning Expenditure (Purchase of Healthcare) – invoice payment, where purchase orders have not been raised, greater than £50 million	SORD 5.3(a)
	Commissioning Expenditure (Purchase of Healthcare) – authorisation of monthly invoices in excess of agreed contract value	SORD 5.4
	Non-Healthcare Expenditure (Limits include VAT) – signing of contracts including letters of intent (for lifetime value of contract) greater than £500,000 (with Executive Director of Finance)	SORD 6.1(a)

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions £500,000 and above (with Executive Director of Finance and with approval from the Finance and Estates Committee)	SORD 6.2(a)
Chief Executive Officer	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.2(e)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment, where purchase orders have not been raised, £500,000 and above (with Executive Director of Finance and with approval from Finance and Estates Committee)	SORD 6.3(a)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.3(e)
	Payroll Expenditure, substantive and within budgeted establishment for appointment of substantive staff of VSM contracts (with Executive Director of Finance and NHS England)	SORD 7.1(a)
	Payroll Expenditure, not within budgeted establishment, including authority to permanently amend the formal establishment	SORD 7.2(b)
	Payroll Expenditure – authorisation of other travel and expenses not covered by the ICB's Travel and Expenses Policy, over £300	SORD 7.5(a)
	Income Generation and Research and Development Contracts – approval of income generation contracts and variations or extensions to income generation contracts, £250,000 and up to £500,000	SORD 8.1(b)
	Income Generation and Research and Development Contracts – approval of research and development contracts (including variations or extensions), £250,000 and up to £500,000	SORD 8.2(b)
	Losses and special payments – authorisation of losses and special payments, including ex-gratia payments, £10,000 and up to £50,000 (following ratification by Audit and Governance Committee)	SORD 10.1(b)

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
	Losses and special payments – authorisation of early retirement, redundancy and other termination payments to staff, £50,000 and up to £100,000	SORD 10.3(b)
Executive Director of Finance	Capital expenditure variations over the original business case figure – less than £25,000 or less than 5% of the original business case whichever is the lower	SORD 1.2(c)
	Maintenance of the capital asset register	SORD 1.3
	Approval of asset disposals – other Assets, where asset has a residual value of £10,000 but less than £50,000	SORD 1.4(c)
	Approval of budgets and their management – delegation of budgets	SORD 2.1(b)
	Financial appraisal of potential suppliers	SORD 4.1
	Authorisation of less than the requisite number of tenders/quote for all contracts less than £250,000	SORD 4.2(b)
	Single tender/ single quote – a single tender waiver form must be completed and approved	SORD 4.3
	Single tender/single quote action for maintenance or other support contracts for existing goods or assets where the ICB is contractually tied to specific companies	SORD 4.4
	Tender ratification and award, including authorisation of any actions resulting from post tender negotiations for all types of tenders (on the lifetime value of the contract) above £50,000 (non-clinical spend)	SORD 4.9(b(i))
	Sealing of documents	SORD 4.10 Standing Orders (Appendix 1, ICB Constitution)
	Commissioning Expenditure (Purchase of Healthcare) – contract signature for contracts greater than £100,000 and up to £1 million	SORD 5.1(c)
	Commissioning Expenditure (Purchase of Healthcare) – authorisation of monthly invoices in excess of agreed contract value	SORD 5.4
Non-Healthcare Expenditure (Limits include VAT) – signing of contracts including letters of intent (for lifetime value of contract) greater than £50,000 and up to £500,000 (with approval from the Finance and Estates Committee))	SORD 6.1(b)	

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions greater than £100,000 and up to and including £500,000 (with approval from the Finance and Estates Committee)	SORD 6.2(b)
Executive Director of Finance	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.2(e)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment, where purchase orders have not been raised, greater than £100,000 up to and including £500,000 (with approval from Finance and Estates Committee)	SORD 6.3(b)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.3(e)
	Payroll Expenditure – authorisation of other travel and expenses not covered by the ICB's Travel and Expenses Policy, over £300	SORD 7.5(a)
	Payroll Expenditure – approval to work overtime	SORD 7.6(a)
	Income Generation and Research and Development Contracts – approval of income generation contracts and variations or extensions to income generation contracts, less than £250,000	SORD 8.1(c)
	Income Generation and Research and Development Contracts – approval of research and development contracts (including variations or extensions), up to £250,000	SORD 8.2(c)
	Income and debt write-off – authorisation to refer debts to a debt collection agency	SORD 9.1
	Losses and special payments – authorisation of early retirement, redundancy and other termination payments to staff, up to £50,000	SORD 10.3(c)
	Signing of cheques for cash, signing of other cheques, and authorisation of electronic payments, cheque and BACs and CHAPs payment schedules	SORD 11.2 Bank Mandate
Income from fees and charges – approval of the amounts to be charged for fees and charges	SORD 12.1	

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
	Insurance (clinical and non-clinical) – Decision on level of insurance required, negotiated and agreement of premiums	SORD 14.1
Deputy Chief Executive Officer	Sealing of documents	SORD 4.10 Standing Orders (Appendix 1, ICB Constitution)
	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.2(e)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.3(e)
Executive Director of Corporate Affairs	Losses and special payments – authorisation of losses and special payments, including ex-gratia payments, up to £30,000 (following ratification by Audit and Governance Committee)	SORD 10.1(c)
	Standards of Business Conduct – maintenance of the ICB Register of Interests	SORD 13.1
	Standards of Business Conduct – maintenance of the ICB Gifts and Hospitality Register	SORD 13.2
Executive Director Strategy and Planning	Commissioning Expenditure (Purchase of Healthcare) – contract signature for contracts greater than £100,000 and up to £1 million	SORD 5.1(c)
	Commissioning Expenditure (Purchase of Healthcare) – authorisation of monthly invoices in excess of agreed contract value	SORD 5.4
All Executive Directors	Payroll Expenditure, not within budgeted establishment, including authority to appoint staff	SORD 7.2(a)
Other Executive Directors	Opening of tenders – where tender is above £25,000	SORD 4.7(a)
Budget Holders	Approval of asset disposals – other Assets, where asset has a residual value of less than £10,000	SORD 1.4(d)
	Approval of budgets and their management – approval to spend	SORD 2.1(c)

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
	Approval of budget virements – if virement is a result of an authorised contract variation greater than £25,000 up to £100,000 (with Executive Director of Finance or Functional Finance Director)	SORD 2.2(b)
Budget Holders	Approval of budget virements – if virement is a result of an authorised contract variation greater than £500 up to £25,000	SORD 2.2(c)
	Approval of budget virements – for other virements up to £10,000	SORD 2.2(f)
	Tender ratification and award, including authorisation of any actions resulting from post tender negotiations for all types of tenders (on the lifetime value of the contract) up to £50,000	SORD 4.9(a)
	Commissioning Expenditure (Purchase of Healthcare) – contract signature for contracts greater than £50,000 and up to £100,000	SORD 5.1(d)
	Commissioning Expenditure (Purchase of Healthcare) – requisitions greater than £1 million and up to £50 million	SORD 5.2(b)
	Commissioning Expenditure (Purchase of Healthcare) – invoice payment, where purchase orders have not been raised, greater than £1 million up to and including £50 million	SORD 5.3(b)
	Non-Healthcare Expenditure (Limits include VAT) – signing of contracts including letters of intent (for lifetime value of contract) up to £50,000	SORD 6.1(c)
	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions greater than £50,000 up to and including £100,000	SORD 6.2(c)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment, where purchase orders have not been raised, up to and including £50,000	SORD 6.3(d)
	Payroll Expenditure, substantive and within budgeted establishment for all other substantive appointments up to VSM contracts	SORD 7.1(b)
Payroll Expenditure – authorisation of other travel and expenses not covered by the ICB's Travel and Expenses Policy, up to £300	SORD 7.5(b)	
Budget Managers	Approval of budgets and their management – approval to spend	SORD 2.1(c)
	Approval of budget virements – if virement is a result of an authorised contract variation £500 and below	SORD 2.2(d)

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
	Commissioning Expenditure (Purchase of Healthcare) – requisitions greater than £50,000 and up to £1 million	SORD 5.2(c)
	Commissioning Expenditure (Purchase of Healthcare) – invoice payment, where purchase orders have not been raised, greater than £50,000 up to and including £1 million	SORD 5.3(c)
Budget Managers	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions up to and including £50,000	SORD 6.2(d)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment, where purchase orders have not been raised, greater than £50,000 up to and including £100,000	SORD 6.3(c)
	Payroll Expenditure – authorisation of other travel and expenses not covered by the ICB's Travel and Expenses Policy, up to £100	SORD 7.5(c)
Director responsible for GP Development	Approval of capital business cases including granting, terminating or extending leases – up to £10,000	SORD 1.1(c)
	Commissioning Expenditure (Purchase of Healthcare) – contract signature for contracts greater than £10,000 and up to £50,000	SORD 5.1(e)
Assistant Director responsible for GP Commissioning and Development	Approval of capital business cases including granting, terminating or extending leases – up to £5,000	SORD 1.1(d)
	Commissioning Expenditure (Purchase of Healthcare) – contract signature for contracts up to £10,000	SORD 5.1(f)
Deputy Director of Finance	Approval of asset disposals – other Assets, where asset has a residual value of 'other – where the asset has no residual value'	SORD 1.4(e)
Senior Manager Band 8a or above	Commissioning Expenditure (Purchase of Healthcare) – requisitions up to £50,000	SORD 5.2(d)
	Commissioning Expenditure (Purchase of Healthcare) – invoice payment, where purchase orders have not been raised, up to and including £50,000	SORD 5.3(d)
Band 7 or above	Commissioning Expenditure (Purchase of Healthcare) – Exceptional: Continuing Health Care under £10,000	SORD 5.5
	Commissioning Expenditure (Purchase of Healthcare) – Exceptional: Non-Contracted Activity under £1,000	SORD 5.6

Individual ICB Board member of employee	Decisions and functions delegated to the individual	Reference
Line Managers	Travel and Expenses – authorisation of travel and expense claims in line with the ICB's Travel and Expenses Policy. The maximum value of any single monthly claim is restricted to £2,500.	SORD 7.4
	Payroll Expenditure – ESR authorisation of overtime	SORD 7.6(b)
Nominated staff	Non-Healthcare Expenditure (Limits include VAT) – authorisation of requisitions for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.2(e)
	Non-Healthcare Expenditure (Limits include VAT) – invoice payment for Procurement of Professional Services - additional controls are required due to the nature of expenditure for legal advice; specialist advice; and specific projects	SORD 6.3(e)

7.6 **Decisions and functions delegated to the ICB Board by other organisations**

Body making the delegation	Decisions and functions delegated to the individual	Reference
NHS England	Primary Medical Care Commissioning	Delegation agreement
NHS England	Pharmacy, Optometry and Dental Commissioning	Delegation agreement

Detailed schedule to operational/financial scheme of delegation

- Different terms are used by different organisations to describe the detailed financial limits that individuals are authorised to approve.
- Supporting documents containing further detail regarding who has what authority to commit resources in the delivery of ICB objectives.
- Usually make reference to the delivery of the SoRD, standing financial instructions and standing orders.

Decisions, Authorities and Duties Delegated to Officers of the ICB Board

1. The arrangements made by the NHS Derby and Derbyshire Integrated Care Board (ICB) as set out in the Overarching Scheme of Reservations and Delegation of decisions shall have effect as if incorporated in the ICB's Constitution.
2. The ICB remains accountable for all of its functions, including those that it has delegated.
3. The Overarching Scheme of Reservations & Delegation (Schedule of Matters Reserved to the ICB and Scheme of Delegation) and details the arrangements made by the ICB for discharging its functions.
4. The Schedule below details the Operational Scheme of Delegation (and financial authority limits). These should be read in conjunction with the Standing Financial Instructions (See ICB Governance Handbook).
5. This is prepared by the Chief Executive Officer and sets out those key operational decisions delegated to individual employees of the ICB.
6. The approval of the ICB's Operational Scheme of Delegation that underpins the ICB's "Overarching Scheme of Reservations and Delegation" is reserved to the ICB Board.

1	Capital Projects and Assets
2	Budgetary Control
3	Approval of Revenue Business Cases
4	Procurement
5	Commissioning Expenditure – Purchase of Healthcare
6	Non-Healthcare Expenditure (Limits include VAT) Contracts
7	Payroll Expenditure
8	Income Generation and Research and Development
9	Income and debt write-off
10	Losses and Special Payments
11	Bank accounts and payment methods
12	Income from fees and charges
13	Standards of Business Conduct
14	Insurance – clinical and non-clinical
15	Borrowing, lending and grants

	Responsibility	Delegation Arrangements	Further Information
1.	Capital Projects and Assets	<i>This includes any expenditure that meets IFRS 16 – Leases criteria</i>	
1.1	<p>Approval of capital business cases including granting, terminating or extending leases:</p> <p>(a) All PFI schemes and other schemes greater than £250,000</p> <p>(b) Up to £250,000</p> <p>(c) Up to £10,000</p> <p>(d) Up to £5,000</p>	<p>(a) ICB Board</p> <p>(b) Population Health and Strategic Commissioning Committee, and Finance and Estates Committee</p> <p>(c) Director responsible for GP Development</p> <p>(d) Assistant Director responsible for GP Commissioning and Development</p>	<p>This includes cases any capital business cases that may receive external funding. These powers may not be further delegated from the ICB Board. In the absence of the appropriate officer, authorisation must be obtained from the level above.</p> <p>In urgent cases joint approval by the Chief Executive Officer and Executive Director of Finance is required (up to the approval limits of approval of the Population Health and Strategic Commissioning Committee and Finance and Estates Committees).</p> <p>The Director responsible for GP Development and Assistant Director responsible for GP Commissioning and Development can approve the funding of essential capital works in primary care to address the COVID-19 crisis without the need for a capital business case. Approval required from NHSEI to confirm availability of capital funding before commencement of the works.</p>

	Responsibility	Delegation Arrangements	Further Information
1.2	<p>Capital expenditure variations over the original business case figure</p> <p>(a) Greater than £100,000</p> <p>(b) Greater than £25,000 and less than £100,000 or greater than 5% of the original business case whichever is the lower</p> <p>(c) Less than £25,000 or less than 5% of the original business case whichever is the lower</p>	<p>(a) ICB Board</p> <p>(b) Population Health and Strategic Commissioning Committee' and the Finance and Estates Committee</p> <p>(c) Executive Director of Finance</p>	<p>In urgent cases up to £100,000 joint approval by the Chief Executive Officer and Executive Director of Finance is required (up to approval limits of the Population Health and Strategic Commissioning Committee, and Finance and Estates Committees)</p>
1.3	Maintenance of the capital asset register	Executive Director of Finance	Operationally managed by the Head of department responsible for Finance – Financial Control
1.4	<p>Approval of asset disposals:</p> <p>(a) Land and buildings</p> <p>Other Assets, where asset has a residual value:</p> <p>(a) Greater than £100,000</p> <p>(b) £50,000 and up to £100,000</p> <p>(c) £10,000 but less than £50,000</p>	<p>(a) ICB Board</p> <p>(a) ICB Board</p> <p>(b) Chief Executive Officer</p> <p>(c) Executive Director of Finance</p>	<p>Head of department responsible for Finance – Financial Control must always be informed to enable the asset register to be updated.</p> <p>Disposals include those items that are lost, obsolete, redundant, and irreparable or cannot be repaired cost effectively.</p>

	Responsibility	Delegation Arrangements	Further Information
	(d) Less than £10,000	(d) Budget Holders i.e. Executive Directors	
	(e) Other – where the asset has no residual value	(e) Deputy level Director responsible for Finance	
2.	Budgetary Control		
2.1	Approval of budgets and their management		The approval of budgets and resources will usually take place during the March ICB Board meeting when the Annual Plan is approved.
	(a) Approval of budgets and resources	(a) ICB Board	
	(b) Delegation of Budgets	(b) Chief Executive Officer and Executive Director of Finance	
	(c) Approval to spend	(c) Budget Holder/Budget Manager is permitted to incur costs in accordance with their budgets & authorisation limits	
2.2	Approval of budget virements		Staff should refer to the ICB's Financial Management Budget Book.
	If virement is the result of an authorised contract variation:		
	(a) Greater than £100,000	(a) Chief Executive Officer and either Executive Director of Finance or Functional Director	

	Responsibility	Delegation Arrangements	Further Information
	(b) Greater than £25,000 up to £100,000 (c) Greater than £500 up to £25,000 (d) £500 and below For other virements: (e) Greater than £10,000 (f) Up to £10,000	(b) Budget Holder and either Executive Director of Finance or Functional Finance Director (c) Budget Holder (d) Budget Manager (a) Population Health and Strategic Commissioning Committee (b) Budget Holder	
3.	Approval of Revenue Business Cases		
3.1	Approval of Revenue Business Cases (a) Greater than £500,000 (b) Up to £500,000	(a) Finance and Estates Committee and ICB Board (b) Finance and Estates Committee	For Capital see Section 1. In urgent cases, joint approval by the Chief Executive Officer and Executive Director of Finance is required (up to limits of approval by the Finance and Estates Committee).
4.	Procurement		
4.1	Financial appraisal of potential suppliers	Executive Director of Finance	As required dependant on goods and services being procured. Managed operationally by the Head of department responsible for Finance – Financial Control

	Responsibility	Delegation Arrangements	Further Information
4.2	<p>Authorisation of less than the requisite number of tenders/quotes:</p> <p>(a) For all contracts of £250,000 and above</p> <p>(b) For all contracts less than £250,000</p>	<p>(a) Chief Executive Officer</p> <p>(b) Executive Director of Finance</p>	<p>The requisite number of tenders / quotes:</p> <p>(a) Above £10,000 to £20,000, at least 3 written competitive quotations for goods/services obtained.</p> <p>(b) Above £20,000 to £50,000, at least 5 written competitive quotations for goods / services obtained. All procurement with a value exceeding £25,000 must be advertised on Contract Finder.</p> <p>(c) Above £50,000, a full tender is to be carried out in line with the PCR 15 Regulations.</p> <p>Quotes/ tenders as per (a), (b) and (c) will not be required for the duration of the COVID-19 emergency for primary care expenditure. Robust evidence will be required (e.g. receipts, order confirmation/ invoices from suppliers) in order for primary care to receive reimbursement for expenditure however.</p>
4.3	<p>Single tender/ single quote:</p> <p>A single tender waiver form must be completed and approved.</p>	<p>Executive Director of Finance</p>	<p>Where a single tender/single quote is received, the ICB shall as far as practical, determine that the price to be paid is fair and reasonable and that details of the investigation carried out are recorded.</p> <p>Single tender/single quote will be reported for information only, at the next Audit and Governance Committee.</p> <p>Controls varied for primary care as set out in 1.1 for the duration of the COVID-19 emergency.</p>

	Responsibility	Delegation Arrangements	Further Information
4.4	Single tender/single quote action for maintenance or other support contracts for existing goods or assets where the ICB is contractually tied to specific companies	Executive Director of Finance	Delegated to the Head of Department responsible for Finance – Financial Control, who will ensure such contracts are maintained on the Register of Procurement Decisions.
4.5	Monitoring of the use of single tender/single quote action.	Audit and Governance Committee on behalf of ICB Board	A single tender waiver must be completed and forwarded to the Head of Department responsible for Finance – Financial Control. Single Tender Actions must be maintained on the Register of Procurement Decisions.
4.6	Advertising of contracts/ publishing of contract awards over £25,000	Chief Executive Officer	Managed by the ICB Procurement Lead. Such advertising and publishing must be made available on Contract Finder.
4.7	Opening of tenders (a) Where tender is below £25,000 (b) Where tender is above £25,000	(a) Budget Holder (b) An Executive Director	In using the e-Tendering solution, the Procurement Lead will first open the tender before allocating to the correct subject matter expert as delegated across. This will be automatic on Contracts Finder.
4.8	Permission to consider late tenders	Chief Executive Officer	With advice from the ICB's Procurement Lead

	Responsibility	Delegation Arrangements	Further Information
4.9	<p>Tender ratification and award, including authorisation of any actions resulting from post tender negotiations:</p> <p>All types of tenders (on the lifetime value of the contract):</p> <p>(a) Up to £50,000</p> <p>(b) Above £50,000</p> <p style="padding-left: 20px;">(i) Non-clinical spend</p> <p style="padding-left: 20px;">(ii) Clinical spend up to and including £1,500,000</p> <p style="padding-left: 20px;">(iii) Both Clinical and Non-Clinical spend above £10million</p> <p>(c) Clinical spend above £1,500,000</p>	<p>(a) Budget Holder i.e. Executive Director</p> <p>(b)</p> <p style="padding-left: 20px;">(i) Chief Executive Officer</p> <p style="padding-left: 20px;">(ii) Population Health and Strategic Commissioning Committee</p> <p style="padding-left: 20px;">(iii) Finance and Estates Committee ahead of the procurement</p> <p>(c) ICB Board</p>	
4.10	Sealing of documents	As per the Standing Orders, Appendix 1 of ICB Constitution	

	Responsibility	Delegation Arrangements	Further Information
5.	Commissioning Expenditure – Purchase of Healthcare (Programme)	<i>This includes NHS, independent care placements, private sector healthcare contracts.</i>	
		<i>WHERE NO SIGNED CONTRACT OF THE BELOW DELEGATIONS EXISTS, EXPENDITURE MUST BE RAISED VIA A REQUISITION AND PURCHASE ORDER (unless there are exceptional circumstances)</i>	
5.1	Contract Signature for contracts:		The delegations for contract signature apply even where the value is within budget.
	(a) Over £10 million	(a) Finance and Estates Committee ahead of the procurement	All contracts above £10 million should be approved by Finance and Estates Committee before signing by the delegated officers.
	(b) Greater than £1 million and up to £10 million	(b) Chief Executive Officer	Signing of contracts including letters of intent.
	(c) Greater than £100,000 and up to £1 million	(c) Executive Director of Finance or Executive Director of Strategy and Planning or Executive Medical Director	The amounts are the lifetime value of the contract.
	(d) Greater than £50,000 and up to £100,000	(d) Budget Holders i.e. Exec Directors	Also applies to contract extensions and variations.
	(e) Greater than £10,000 and up to £50,000	(e) Budget Managers, i.e. Functional Directors	Controls varied for primary care for the duration of the COVID-19 emergency
	(f) Up to £10,000	(f) Director responsible for GP Development	Budget Manager delegation only applies where clear governance routes have been followed and a contract award has been approved in accordance with the SoRD.

	Responsibility	Delegation Arrangements	Further Information
5.2	<p>Requisitions:</p> <p>(a) Greater than £50 million</p> <p>(b) Greater than £1 million and up to £50 million</p> <p>(c) Greater than £50,000 and up to £1 million</p> <p>(d) Up to £50,000</p>	<p>(a) Chief Executive Officer</p> <p>(b) Budget Holder i.e. Executive Director, or Chief Executive Officer/Executive Director of Finance</p> <p>(c) Budget Manager i.e. Functional Director</p> <p>(d) Senior Manager Band 8a or above</p>	<p>Where practical, requisitions should be raised following a contract being signed by both parties.</p> <p>When requisitions are raised and approved, purchase orders will be generated and sent directly to the provider / supplier.</p> <p>The provider must quote the purchase order number on all invoices raised against that purchase order.</p>
5.3	<p>Invoice Payment</p> <p>Where purchase orders have been raised</p>	<p>Invoices for goods and services provided following a requisition and purchase order being raised are automatically approved when the delivery/provision is receipted in Oracle, providing the invoice value matches the purchase order and receipt</p>	<p>An invoice should only be receipted after it has been confirmed as correct.</p> <p><u>COVID-19 temporary measure</u> All invoices / payment files that are the responsibility of either the Executive Medical Director or Director responsible for GP Development should be redirected to Deputy level Director responsible for Finance's delegated limit is adjusted to match that of the Budget Holder.</p> <p>All invoices/payment files that are the responsibility of the Nursing & Quality Directorate should be redirected to an Assistant Director responsible for Finance and Deputy level Director responsible for Finance (up to £50 million).</p>

	Responsibility	Delegation Arrangements	Further Information
	<p>Where purchase orders have NOT been raised</p> <p>(a) Greater than £50 million</p> <p>(b) Greater than £ 1 million up to and including £50 million</p> <p>(c) Greater than £50,000 up to and including £1 million</p> <p>(d) Up to and including £50,000</p>	<p>(a) Chief Executive Officer</p> <p>(b) Budget Holder i.e. Executive Director, or Chief Executive Officer / Executive Director of Finance</p> <p>(c) Budget Manager i.e. Functional Director</p> <p>(d) Senior Manager – Band 8a or above)</p>	<p>Where no signed contract exists, expenditure must be raised via a requisition and purchase order (unless there are exceptional circumstances).</p> <p><u>COVID-19 temporary measures</u></p> <p>All invoices / payment files that are the responsibility of either the Executive Medical Director or Director responsible for GP Development should be redirected to Deputy level Director responsible for Finance's delegated limit is adjusted to match that of the Budget Holder.</p> <p>All invoices/payment files that are the responsibility of the Nursing & Quality Directorate should be redirected to an Assistant Director responsible for Finance and Deputy level Director responsible for Finance (up to £50 million).</p>
5.4	Authorisation of monthly invoices in excess of agreed contract value.	Either Chief Executive Officer, Executive Director of Strategy and Planning and or Executive Director of Finance	
5.5	Exceptional: Continuing Health Care under £10,000	Band 7 or above	
5.6	Exceptional: Non-Contracted Activity under £1,000	Band 7 or above	

	Responsibility	Delegation Arrangements	Further Information
6.	Non-Healthcare (Running Cost) Expenditure (Limits include VAT)	<i>ALL EXPENDITURE MUST BE RAISED VIA A REQUISITION AND PURCHASE ORDER (unless there are exceptional circumstances)</i>	
6.1	<p>Contract Signature</p> <p>Signing of contracts including letters of intent. The amounts below are based on the lifetime value of the contract.</p> <p>(a) Greater than £500,000</p> <p>(b) Greater than £50,000 and up to £500,000</p> <p>(c) Up to £50,000</p>	<p>(a) Chief Executive Officer and Executive Director of Finance</p> <p>(b) Executive Director of Finance following approval from the Finance and Estates Committee</p> <p>(c) Budget Holders i.e. Executive Directors</p>	<p>The delegations for contract signature apply even where the value is within budget.</p> <p>All contracts should be approved by Finance and Estates Committee before signing by the delegated officers.</p> <p>Contracts should be sealed if it is in the interests of the ICB.</p> <p>Also applies to contract extensions and variations.</p> <p>In all contracts the ICB should endeavour to obtain best value for money.</p>
6.2	<p>Authorisation of requisitions:</p> <p>(a) £500,000 and above</p> <p>(b) Greater than £ 100,000 and up to and including £500,000</p>	<p>(a) Chief Executive Officer and Executive Director of Finance following Finance and Estates Committee approval</p> <p>(b) Executive Director of Finance following approval from the Finance and Estates Committee</p>	<p>Where practical, requisitions should be raised following a contract being signed by both parties.</p> <p>When requisitions are raised and approved, purchase orders will be generated and sent directly to the supplier.</p> <p>The supplier must quote the purchase order number on all invoices raised against that purchase order.</p>

	Responsibility	Delegation Arrangements	Further Information
	(c) Greater than £50,000 up to and including £100,000	(c) Budget Holder i.e. Executive Director	<p>In line with budget management responsibilities (i.e. delegated budgets) and subject to quoting & tendering as required (see Section 4 above)</p> <p>These limits are the maximum limits for each delegated group and at any time, as deemed necessary, the Executive Director of Finance can impose lower limits for each delegated group.</p>
	(d) Up to and including £50,000	(d) Budget Manager i.e. Functional Directors	
	(e) Procurement of Professional Services - additional controls are required due to the nature of expenditure for: <ul style="list-style-type: none"> (i) Legal advice (ii) Specialist advice (iii) Specific projects 	(e) Chief Executive Officer, Executive Director of Corporate Affairs, or Executive Director of Finance or nominated staff.	
6.3	<p><u>Invoice Payment</u></p> <p>Where purchase orders have been raised</p> <p>Where purchase orders have NOT been raised</p> <p>(a) £500,000 and above</p>	<p>Invoices for goods and services provided following a requisition and purchase order being raised are automatically approved when the delivery/provision is receipted in Oracle, providing the invoice value matches the purchase order and receipt</p> <p>(a) Chief Executive Officer and Executive Director of Finance following Finance and Estates Committee approval</p>	<p>An invoice should only be receipted after it has been confirmed as correct.</p> <p>All expenditure must be raised via a requisition and purchase order (unless there are exceptional circumstances)</p> <p><u>COVID-19 temporary measure</u> All invoices / payment files that are the responsibility of either the Executive Medical Director or Director responsible for GP Development should be redirected to Deputy level Director responsible for Finance's delegated limit is adjusted to match that of the Budget Holder.</p>

	Responsibility	Delegation Arrangements	Further Information
	(b) Greater than £ 100,000 and up to and including £500,000	(b) Executive Director of Finance following approval from Finance and Estates Committee	
	(c) Greater than £50,000 up to and including £100,000 (d) Up to and including £50,000 (e) Procurement of Professional Services - additional controls are required due to the nature of expenditure for: (i) Legal advice (ii) Specialist advice (iii) Specific projects	(c) Budget Holders i.e. Executive Directors (d) Budget Manager i.e. Functional Director (e) Chief Executive Officer, Executive Director of Corporate Affairs, or Executive Director of Finance or nominated staff	Query (c) and (d) – should they be the other way round?
7.	Payroll Expenditure	<i>Prior to incurring any pay expenditure including agency, interim and temporary workers, the ICB's Establishment Vacancy Control Process must be followed.</i>	
7.1	Substantive and within budgeted establishment (a) Appointment of substantive staff of VSM contracts	All appointments must be passed through the Remuneration Committee (a) Chief Executive Officer, Executive Director of Finance and NHS England	All appointments require approval from finance to confirm that budget is available.

	Responsibility	Delegation Arrangements	Further Information
	(b) All other substantive appointments up to VSM contracts	(b) Budget Manager i.e. Functional Director or higher	
7.2	Not within budgeted establishment, including: (a) Authority to appoint staff (b) Authority to permanently amend the formal establishment	All members of the Exec team To be signed off by both Chief Executive Officer and Executive Director of Finance	
7.3	Off-payroll / Agency workers; (a) Daily rate less than £600 ex VAT, less than 6 months and not categorised as a role of significant influence (b) Daily rate more than £600 ex VAT or more than 6 months or categorised as a role of significant influence	(a) Finance and Estates Committee (b) Approval required from NHSEI	For all agency, interim and other temporary workers the ICB's "Temporary Agency Workers Procedure" incorporating escalation policies for rates outside either framework or NHSEI caps, must be followed.

	Responsibility	Delegation Arrangements	Further Information
7.4	<p>Travel and Expenses</p> <p>Authorisation of travel and expense claims in line with the ICB's Travel and Expenses Policy</p> <p>The maximum value of any single monthly claim is restricted to £2,500.</p>	<p>Via submission on e-pay to the appropriate line manager within the allocated time period and accompanied by scanned copies of receipts (except for mileage)</p>	<p>Any claims made by the Chair shall be authorised by the Chief Executive Officer and any expenses claimed by the Chief Executive Officer shall be authorised by the Chair of Executive Director of Finance.</p> <p><i>Any claims that relate to expenses incurred over 90 days ago will be approved at the discretion of the Departmental Managers/Heads of Department and could be rejected.</i></p>
7.5	<p>Authorisation of other travel and expenses not covered by the ICB's Travel and Expenses Policy</p> <p>(a) Over £300</p> <p>(b) Up to £300</p> <p>(c) Up to £100</p>	<p>(a) Chief Executive Officer or Executive Director of Finance</p> <p>(b) Budget Holder i.e. Executive Director</p> <p>(c) Budget Manager i.e. Functional Director. Can be delegated to the Deputy Executive Director of Finance</p>	<p>Any study leave and associated expenses should be agreed by the Executive Director of Finance, Budget Manager i.e. Functional Director and their Executive Director in advance.</p>
7.6	<p>Overtime</p> <p>(a) Approval to work overtime</p> <p>(b) ESR authorisation of overtime</p>	<p>(a) Executive Director of Finance</p> <p>(b) Line Manager following receipt of approval from Executive Director of Finance</p>	<p>Overtime should be agreed in advance and will only be agreed in exceptional circumstances.</p>

	Responsibility	Delegation Arrangements	Further Information
8.	Income Generation and Research and Development Contracts		
8.1	Approval of income generation contracts and variations or extensions to income generation contracts: (a) Greater than £500,000	(a) ICB Board	These powers may not be further delegated. In the absence of the appropriate officer, authorisation must be obtained from the level above.
	(b) £250,000 and up to £500,000	(b) Chief Executive Officer	
	(c) Up to £250,000	(c) Executive Director of Finance	
8.2	Approval of research and development contracts (including variations or extensions) (a) Greater than £500,000 (b) £250,000 and up to £500,000 (c) Up to £250,000	(a) ICB Board (b) Chief Executive Officer (c) Executive Director of Finance	These powers may not be further delegated. In the absence of the appropriate officer authorisation must be obtained from the level above
9.	Income and debt write-off		
9.1	Authorisation to refer debts to a debt collection agency	Executive Director of Finance	Operationally managed by the Head of Department responsible for Finance – Financial Control/Assistant level Director of Finance

	Responsibility	Delegation Arrangements	Further Information
9.2	Authorisation to write-off debt or income (total debt per debtor)	Members of the Audit and Governance Committee, Executive Team following Executive Director of Finance recommendation	<p>This includes non-recovery of any payroll overpayments.</p> <p>Debit or credit notes are only to be raised after approval by the Members of the Audit and Governance Committee and Executive Team.</p> <p>All write-offs should be reported to Audit and Governance Committee.</p>
10.	Losses and special payments	<i>All losses and special payments must be reported at every meeting to the Audit and Governance Committee</i>	
10.1	<p>Authorisation of losses and special payments, including ex-gratia payments:</p> <p>(a) Greater than £50,000</p> <p>(b) £10,000 and up to £50,000</p> <p>(c) Up to £30,000 (staff compromise agreements only)</p> <p>(d) Up to £10,000</p>	<p>Audit and Governance Committee</p> <p>(a) ICB Board</p> <p>(b) Chief Executive Officer</p> <p>(c) Executive Director of Corporate Affairs</p> <p>(d) Audit and Governance Committee, Executive Team or where urgent, Executive Director of Finance or Functional Finance Directors</p>	<p>All losses greater than £100,000 must be approved by HM Treasury – see Losses Procedure contained in the General Financial Procedures, after advice taken by lawyers.</p> <p>The Executive Director of Finance will report any cases they consider to be “novel, contentious or repercussive” to the Chair of the Audit and Governance Committee as soon as they become aware of the case. These should also be reported to NHS England in line with current guidance.</p>

	Responsibility	Delegation Arrangements	Further Information
10.2	Monitoring of losses and special payments	Audit and Governance Committee	Liaison with the ICB's Local Counter Fraud Specialist & Police as required and in line with the ICB's Fraud, Corruption and Bribery Policy.
10.3	Authorisation of early retirement, redundancy and other termination payments to staff: (a) Greater than £100,000 (b) £50,000 and up to £100,000 (c) Up to £50,000	(a) ICB Board (b) Chief Executive Officer (c) Executive Director of Finance	
11.	Bank accounts and payment methods		
11.1	Opening of bank accounts or changes to banking arrangements	Finance and Estates Committee	The ICB will use Government Banking Services only.
11.2	Signing of cheques for cash, signing of other cheques, and authorisation of electronic payments, cheque and BACs and CHAPs payment schedules	See Bank Mandate	Bank Mandate to be maintained by the Head of Finance – Financial Control
12.	Income from fees and Charges		
12.1	Approval of the amounts to be charged for fees and charges	Executive Director of Finance	Examples are course fees from running courses for non-ICB employees, use of equipment and facilities (such as photocopiers and rooms)

	Responsibility	Delegation Arrangements	Further Information
13.	Standards of Business Conduct		
13.1	Maintenance of the ICB Register of Interests	Executive Director of Corporate Affairs	Maintained by Board Secretary
13.2	Maintenance of ICB Gifts and Hospitality Register	Executive Director of Corporate Affairs	Maintained by Board Secretary
14.	Insurance – Clinical and Non-Clinical		
14.1	Decision on level of insurance required, negotiated and agreement of premiums	Executive Director of Finance	The risk should be managed by the Chief Executive Officer in conjunction with the ICB's Executive Director of Corporate Affairs
15.	Borrowing, Lending and Grants		
15.1	Approval of <u>all</u> Loans and Grants	ICB Board	

8. STANDING FINANCIAL INSTRUCTIONS

NHS Derby and Derbyshire Integrated Care Board

Standing Financial Instructions

CONTENTS

1.	Introduction	143
2.	Roles and Responsibilities	147
3.	Fraud, Bribery and Corruption (Economic Crime)	151
4.	Expenditure control, Allocations, Annual Plan, Budgets, Budgetary Control and Monitoring	152
5.	Annual Report and Accounts	157
6.	Computerised Financial Data	157
7.	Bank and Government Banking Service Accounts	160
8.	Income, Fees and Charges/Security of cash, cheques and other negotiable instruments	161
9.	Procurement of Goods and Services	163
10.	Tendering	167
11.	Commissioning Secondary Healthcare Services and the NHS Standard Contract	173
12.	Terms of Service, and Recruitment of members of the ICB Board, Committees and Employees	175
13.	Processing Payroll and Expenses	177
14.	Payment to Members of the ICB Board, Committees and Employees	179
15.	Non-Pay Expenditure, Requisitioning, Offician Orders and Payments	180
16.	Capital Investment, Private Financing and Fixed Asset Register	185
17.	Security of Assets	188
18.	Disposals and Condemnations	189
19.	Losses and Special Payments	190
20.	Acceptance of Gifts by Staff and Link to Standards of Business Conduct	191
21.	Payments to GPs with Independent Contractor Status	191
22.	Retention of Records/Freedom of Information	192
23.	Risk Management and Insurance	193
24.	Custody of Seal, Sealing and Signature of Documents	195
	Appendix 1 – Single Tender Waiver Form	197

1. INTRODUCTION

Covering	
Purpose	1.1
Interpretation	1.2
Non-compliance with Standing Financial Instructions	1.3
Responsibilities and Delegation	1.4

1.1 Purpose

1.1.1 These Standing Financial Instructions:

- (a) are issued in accordance with the Directions issued by the Secretary of State for Health under the provisions of the NHS Act 2006 (“the 2006 Act”) as amended by the Health and Social Care Act 2012, with responsibilities set out under that and subsequent secondary legislation for the regulation of the conduct of NHS Derby and Derbyshire Integrated Care Board (ICB) in relation to all financial matters and are applicable to the whole organisation;
- (b) contain directions that the ICB must follow and also contains directions from NHS England regarding resources, capital allocation and funding to ICBs. The ICB is established under Chapter A3 of Part 2 of the National Health Service Act 2006, as inserted by the Health and Care Act 2022 and has the general function of arranging for the provision of services for the purposes of the health services in England in accordance with the Act. Each ICB is to be established by order made by NHS England for an area within England, the order establishing an ICB makes provision for the constitution of the ICB;
- (c) detail the financial responsibilities, policies and procedures adopted by the ICB. They are designed to ensure that the ICB’s financial transactions are carried out in accordance with the law and with Government policy in order to achieve probity, accuracy, economy, efficiency, effectiveness and value for money;
- (d) should be used in conjunction with the Scheme of Reservations and Delegation (Section 6 in the ICB’s Governance Handbook) and shall have effect as if incorporated into the ICB’s constitution;
- (e) identify the financial responsibilities, that apply to everyone working for the ICB, without exception. The user of these Standing Financial Instructions should also be familiar with and comply with the provisions of the ICB’s Standing Orders and must also consider prevailing Department of Health and Social Care and/or HM Treasury instructions.

1.1.2 They do not provide detailed procedural advice and should be read in conjunction with the detailed departmental and financial procedure notes. All financial policies must be approved by the Audit and Governance Committee following review and recommendation by the Finance and Estates Committee (FEC).

- 1.1.3 Any policy referred to in these Standing Financial Instructions is also deemed to be an integral part of the Standing Financial Instructions.
- 1.1.4 The Chief Executive Officer shall have responsibility for ensuring that members of the ICB Board, sub-committees, employees and others as required are aware of the existence of these documents, and where necessary, be familiar with their detailed provisions.
- 1.1.5 The Executive Director of Finance should also ensure that the direction and guidance in the framework is followed by the ICB. The Financial Framework is:
 - (a) Standing Orders (SO):
 - (i) Scheme of Reservations and Delegation
 - (b) ICB Governance Handbook:
 - (i) Section 7 – Standing Financial Instructions (SFIs)
 - (ii) Section 6 – Scheme of Reservations and Delegation of the ICB Board.

1.2 Interpretation

Should any difficulties arise regarding the interpretation or application of any of the Standing Financial Instructions then the advice of the Executive Director of Finance must be sought before acting.

1.3 Non-Compliance with Standing Financial Instructions

- 1.3.1 The failure to comply with Standing Financial Instructions and Standing Orders may result in disciplinary action in accordance with the ICB Disciplinary Policy in operation at the time. Disciplinary sanction may include dismissal.
- 1.3.2 All members of the ICB and staff have a duty to disclose any non-compliance with these Standing Financial Instructions to the Executive Director of Finance.

1.4 Scope

- 1.4.1 All officers of the ICB, without exception, are within the scope of the SFIs without limitation. The term officer includes, permanent employees, secondees and contract workers.
- 1.4.2 Within this document, words imparting any gender include any other gender. Words in the singular include the plural and words in the plural include the singular.
- 1.4.3 Any reference to an enactment is a reference to that enactment as amended.
- 1.4.4 Unless a contrary intention is evident, or the context requires otherwise, words or expressions contained in this document, will have the same meaning as set out in the applicable Act.

1.5 Responsibilities and delegation

1.5.1 The ICB Board

The ICB Board exercises financial supervision and control by:

- (a) formulating and approving the financial strategy;
- (b) requiring the submission and approval of budgets within approved allocations/overall income;
- (c) defining and approving essential features in respect of important procedures and financial systems (including the need to obtain value for money); and
- (d) defining and delegating specific responsibilities for the performance of its functions to members of the ICB Board, Chief Executive Officer and employees as indicated in the Scheme of Reservations and Delegation.

1.5.2 Chief Executive Officer and Executive Director of Finance

The Chief Executive Officer and Executive Director of Finance will, as far as possible, delegate their detailed responsibilities, but they remain accountable and responsible for financial control.

1.5.3 Chief Executive Officer

Within the Standing Financial Instructions, it is acknowledged that the Chief Executive Officer:

- (a) is ultimately accountable to the ICB Board, and to the Secretary of State for Health and Social Care for ensuring that the ICB Board meets its obligation to perform its functions within the available financial resources;
- (b) has overall executive responsibility for the ICB's activities; and is responsible to the Chair and the ICB Board for ensuring that its financial obligations and targets are met; and has overall responsibility for the ICB's system of internal control;
- (c) has a duty to ensure that Members of the ICB Board and Committees, employees, all new appointees and contractors and their employees are notified of, and put in a position to understand their responsibilities within these Instructions.

1.5.4 Executive Director of Finance

- (a) The Executive Director of Finance reports directly to the ICB Chief Executive Officer and is responsible for:
 - (i) financial leadership and financial performance of the ICB;
 - (ii) implementing the ICB's financial policies and for coordinating any corrective action necessary to further these policies;

- (iii) maintaining an effective system of internal financial control including ensuring that detailed financial procedures and systems incorporating the principles of separation of duties and internal checks are prepared, documented and maintained to supplement these instructions;
 - (iv) ensuring that sufficient records are maintained to show and explain the ICB's transactions, in order to disclose, with reasonable accuracy, the financial position of the ICB at any time; and, without prejudice.
- (b) The duties of the Executive Director of Finance include:
- (i) the provision of financial advice to other members of the ICB Board, Committees and employees in relation to ICB activities;
 - (ii) the design, implementation and supervision of systems of internal financial control;
 - (iii) the preparation and maintenance of such certificates, estimates, records and reports as the ICB may require for the purpose of carrying out its statutory duties;
 - (iv) the preparation and audit of annual accounts;
 - (v) adherence to the directions from NHS England in relation to accounts preparation;
 - (vi) ensuring that the allocated annual revenue and capital resource limits are not exceeded;
 - (vii) meeting statutory requirements relating to taxation;
 - (viii) supporting the ICB Board in delivery of the financial targets for the ICB as set out by NHS England;
 - (ix) ensuring planned budgets are approved by the relevant board; and
 - (x) supporting a strong culture of public accountability, probity, and governance, ensuring that appropriate and compliant structures, systems, and process are in place to minimise risk.

1.5.5 ICB Board Members, Committee Members and Employees

All members of the ICB Board and Committees and employees, severally and collectively, are responsible for:

- (a) the security of the property of the ICB;
- (b) avoiding loss;
- (c) exercising economy and efficiency in the use of resources; and

- (d) conforming with the requirements of Standing Orders, Standing Financial Instructions, Financial Procedures and the Scheme of Reservations and Delegation.

1.5.6 Where financial functions are carried out by Committees, or employees, the form in which their financial records are kept and the manner in which they discharge their duties, must be to the satisfaction of the Executive Director of Finance.

1.5.7 Contractors and their employees

Any contractor or employee of a contractor who is empowered by the ICB to commit the ICB to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the Chief Executive Officer to ensure that such persons are made aware of this.

2. ROLES AND RESPONSIBILITIES

Covering	
Audit and Governance Committee	2.1
Executive Director of Finance	2.2
Internal Audit	2.3
External Audit	2.4
Security Management	2.5
Whistleblowing	2.6
Conflicts of Interest	2.7

2.1 Audit and Governance Committee

The ICB Board and Chief Executive Officer should be supported by an audit and risk assurance committee, which should provide proactive support to the board in advising on:

- 2.1.1 the management of key risks
- 2.1.2 the strategic processes for risk;
- 2.1.3 the operation of internal controls;
- 2.1.4 control and governance and the governance statement;
- 2.1.5 the accounting policies, the accounts, and the annual report of the ICB;
- 2.1.6 the process for reviewing of the accounts prior to submission for audit, management’s letter of representation to the external auditors; and the planned activity and results of both internal and external audit.

2.2 Executive Director of Finance

2.2.1 The Executive Director of Finance is responsible for:

- (a) ensuring that there are arrangements to review, evaluate and report on the effectiveness of internal financial control including the establishment of an effective Internal Audit function;

- (b) ensuring that the Internal Audit function meets the mandatory audit standards and provides sufficient independent and objective assurance to the Audit and Governance Committee and the Chief Executive Officer;
- (c) deciding at what stage to involve the police in cases of misappropriation and other irregularities not involving fraud or corruption;
- (d) ensuring that an annual Internal Audit report is prepared for the consideration of the Audit and Governance Committee;
- (e) ensuring that the delegated authority as noted in the Scheme of Reservations and Delegation to the Officers of the ICB Board adopted by the ICB is reviewed periodically.

2.2.2 The Executive Director of Finance, internal auditors and external auditors are entitled without necessarily giving prior notice to require and receive:

- (a) access at all reasonable times to any land, premises or members of the ICB Board and Sub-Committee or employee of the ICB;
- (b) access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature;
- (c) the production of any cash, stores or other property of the ICB under a member of the ICB Board, Sub-Committee's or an employee's control; and
- (d) explanations concerning any matter under investigation.

2.3 Internal Audit

2.3.1 Internal Audit services are provided under arrangements proposed by the Executive Director of Finance and approved by the Audit and Governance Committee, on behalf of the ICB Board.

2.3.2 Only the Executive Director of Finance may commission the procurement of internal audit services (including services akin to internal audit services), having sought the approval of the Audit and Governance Committee.

2.3.3 The appointment and termination of the Head of Internal Audit and/or the Internal Audit Service must be approved by the Audit and Governance Committee.

2.3.4 Internal Audit will be responsible for providing an independent and objective opinion on risk management, control and governance, arrangements by measuring and evaluating their effectiveness to support the achievement of the organisation's agreed strategic and operational objectives.

2.3.5 The Head of Internal Audit will be responsible for providing to the Audit and Governance Committee:

- (a) a strategic audit plan covering the next three years;

- (b) a risk-based detailed plan for the coming year of internal audit work as agreed with Executive Director of Finance, for approval by the Audit and Governance Committee. This will be based upon the ICB's Assurance Framework and will enable the auditors to collect sufficient evidence to give an opinion on the adequacy and effective operation of the ICB;
- (c) regular updates on the progress against plan including written audit reports in a form agreed by the Audit and Governance Committee for each audit undertaken;
- (d) reports of management's progress on the implementation of agreed action plans that are required as result of internal audit findings;
- (e) an annual report containing the opinion on the effectiveness of the whole system of internal control. This opinion will be used by the ICB Board to inform the Annual Governance Statement in the Annual Report and by NHS England as part of its performance management role of the ICB. The opinion will be based on a systematic review and evaluation of risk management, control and governance that comprises the policies, procedures and operations in place and in accordance with current assurance framework guidance issued by the Department of Health and Social Care, in order to:
 - (i) deliver a clear opinion on the effectiveness of internal control in the ICB;
 - (ii) identify and assess any major internal financial control weaknesses discovered;
 - (iii) establish and monitor the achievement of the ICB's strategic and operational objectives;
 - (iv) identify, assess and manage strategic and operations risks to achieving the organisation's objectives;
 - (v) identify the extent of economical, effective and efficient use of resources;
 - (vi) identify the extent of compliance with, and the financial effect of, the relevant established policies (including behavioural and ethical expectations), plans, procedures, laws and regulations;
 - (vii) identify the extent to which the ICB's assets and interests are accounted for and safeguarded from loss of any kinds, including those arising from:
 - fraud, bribery, corruption and other offences;
 - waste, extravagance or inefficient administration;
 - poor value for money;
 - other causes;
 - (viii) review the integrity and reliability of information, accounts and data, including internal and external reporting and accountability processes.

- (ix) progress against plan in the current year;
- (x) additional reports as requested by the Audit and Governance Committee.

2.3.6 Whenever any matter arises, which involves, or is thought to involve, irregularities concerning cash or other property or any suspected irregularity in the exercise of any function of a pecuniary nature, the Executive Director of Finance must be notified immediately.

2.3.7 The Head of Internal Audit will normally attend Audit and Governance Committee meetings and has a right of access to all Audit and Governance Committee members, the Chair and Chief Executive Officer of the ICB.

2.3.8 The Head of Internal Audit is accountable to the Executive Director of Finance. The reporting system for Internal Audit shall be agreed between the Executive Director of Finance, the Audit and Governance Committee and the Head of Internal Audit. The agreement shall be in writing and shall comply with the guidance on reporting contained in Public Sector Internal Audit Standards. The reporting system shall be reviewed at least every three years.

2.4 **External Audit**

2.4.1 The appointment (and where necessary the dismissal) of the External Auditor has been delegated by the ICB Board to the Audit and Governance Committee and will be as directed by the Department of Health and Social Care: Guidance on the Local Procurement of External Auditors for NHS Trusts and ICBs (2016).

2.4.2 The Code of Audit Practice published by the National Audit Office (the "Audit Code") contains the auditor's statutory responsibilities in relation to audit scope, reporting and additional duties. It also contains the responsibilities of the audited body in relation to the audit of financial statements and value for money arrangements.

2.4.3 The ICB shall comply with the Audit Code.

2.4.4 The External Auditor shall comply with the Audit Code.

2.4.5 The Head of External Audit will normally attend Audit and Governance Committee meetings and has a right of access to all Audit and Governance Committee members, the Chair and Chief Executive Officer of the ICB.

2.4.6 The Head of External Audit reports to the Audit and Governance Committee and is accountable to the Executive Director of Finance.

2.5 **Security Management**

2.5.1 The Audit and Governance Committee will be responsible for approving the ICB's security management arrangements.

- 2.5.2 In line with their responsibilities, the ICB's Chief Executive Officer will monitor and ensure compliance with Directions issued by the Secretary of State for Health and Social Care on NHS Security Management.
- 2.5.3 The ICB shall nominate a suitable person to carry out the duties of the Local Security Management Specialist (LSMS) as specified by the Secretary of State for Health guidance on NHS Security Management.
- 2.5.4 The ICB shall nominate a Lay Member to oversee the NHS Security Management service who will report to the ICB Board.
- 2.5.5 The Chief Executive Officer has overall responsibility for controlling and coordinating security. However, key tasks are delegated to the Director of Corporate Delivery and the appointed LSMS.

2.6 **Whistleblowing**

The Audit and Governance Committee will be responsible for the review of the effectiveness of arrangements in place for allow staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

2.7 **Conflicts of Interest**

The Audit and Governance Committee shall receive reports in respect of any Conflicts of Interest breaches and will review the impact and actions taken.

3. **FRAUD, BRIBERY AND CORRUPTION (ECONOMIC CRIME)**

- 3.1 The Audit and Governance Committee will:
 - 3.1.1 satisfy itself that the ICB has adequate arrangements in place for countering fraud as described in NHS Counter Fraud Authority (NHSCFA) - Standards for NHS Commissioners;
 - 3.1.2 approve the ICB's counter fraud arrangements;
 - 3.1.3 approve the annual counter fraud work programmes;
 - 3.1.4 review the outcomes of such work;
 - 3.1.5 ensure that the ICB has a Fraud, Bribery and Corruption Policy;
 - 3.1.6 ensure that the ICB has arrangements in place to work effectively with the NHS Counter Fraud Authority;
 - 3.1.7 review the NHSFA annual self-review tool (SRT) prior to its required annual submission to NHSCFA. The SRT:
 - (a) enables the ICB to produce a summary of the counter fraud, bribery and corruption work carried out over the previous twelve months.

(b) covers the key areas of activity outlined in the standards shown in NHSCFA – Standards for NHS Commissioners.

- 3.2 The Chief Executive Officer will ensure that the ICB Board, committee members and employees are aware of the Fraud, Bribery and Corruption Policy and comply with it.
- 3.3 Through a tender process, the ICB shall appoint a suitable person to carry out the duties of the Local Counter Fraud Specialist (LCFS) as specified by the NHSCFA – Standards for NHS Commissioners.
- 3.4 The LCFS will:
 - 3.4.1 report to the ICB'S Executive Director of Finance;
 - 3.4.2 work with staff in the NHSCFA and any other bodies in accordance with the NHSCFA – Standards for NHS Commissioners;
 - 3.4.3 provide a written report, at least annually, on counter fraud work within the ICB.
- 3.5 In line with their responsibilities, the ICB Chief Executive Officer and Executive Director of Finance shall monitor and ensure compliance with Directions issued by the Secretary of State for Health and Social Care on fraud and corruption.

4. EXPENDITURE CONTROL, ALLOCATIONS, ANNUAL PLAN, BUDGETS, BUDGETARY CONTROL AND MONITORING

Covering	
Expenditure Control	4.1
Allocations	4.2
Preparation and approval of an Annual Plan and Budgets	4.3
Budgetary Delegation	4.4
Budgetary Control and Reporting	4.5
Quality, Innovation, Productivity and Prevention (QIPP)	4.6
Capital Expenditure	4.7
Monitoring Returns	4.8

4.1 Expenditure Control

- 4.1.1 The ICB is required by statutory provision not to exceed the allocations it receives from NHS England and any other sums it has received and is legally allowed to spend.
- 4.1.2 The Chief Executive Officer has overall executive responsibility for the ICB's activities and is responsible to the ICB Board for ensuring that it stays within its Resource Limit.
- 4.1.3 Any sums received on behalf of the Secretary of State excluding charges arising under Part II of the NHS Act 1977 are treated as sums received by the ICB.

- 4.1.4 The Executive Director of Finance will:
- (a) provide monthly reports in the form required by the ICB Board, NHS England and the Secretary of State for Health and Social Care;
 - (b) ensure money drawn from the Department of Health and Social Care against the financing requirement arising from the Resource Limit is required for approved expenditure only, and is drawn down only at the time of need; following best practice as set out in 'HM Treasury Managing Public Money';
 - (c) be responsible for ensuring that an adequate system of monitoring financial performance is in place to enable the ICB to fulfil its statutory responsibility not to exceed its Annual Revenue and Capital Resource Limits.

4.2 Allocations

The ICB's Executive Director of Finance will be responsible for:

- 4.2.1 the periodical review of the basis and assumptions used by NHS England for distributing allocations and ensure that these are reasonable and realistic in order to secure the ICB's entitlement to funds;
- 4.2.2 preparing an Annual Plan prior to the start of each financial year for submission to the ICB Board for approval showing the initial allocations received and their proposed uses including any sums to be held in reserve;
- 4.2.3 regularly updating the ICB SFEC and ICB Board on significant changes to the initial allocation and the uses of the new allocations; and
- 4.2.4 establishing a system for management of the Capital Resource Limit and the approval of investment proposals.

4.3 Preparation and Approval of Integrated Plan and Budgets

- 4.3.1 The Chief Executive Officer will be responsible for compiling a ICB Clinical Commissioning Strategy. The Strategy will take into account financial targets and forecast allocations along with any other available resources, and will be approved by the ICB Board and contain:
 - (a) a statement of the significant assumptions on which the strategy is based;
 - (b) details of major changes in workload, delivery of services or resources required to achieve the strategy.
- 4.3.2 Prior to the start of the financial year the Executive Director of Finance will be responsible for preparing an Annual Plan for the ICB, including budgets for review by the SFEC.
- 4.3.3 The SFEC will submit the Annual Plan to the ICB Board for approval.

- 4.3.4 The Annual Plan and associated budgets will:
- (a) be in accordance with the aims and objectives set out in the Clinical Commissioning Strategy and Commissioning Intentions;
 - (b) accord with workload and manpower plans;
 - (c) be produced following discussion with appropriate budget holders;
 - (d) be prepared within the limits of available funds;
 - (e) identify potential risks.
- 4.3.5 All budget holders must provide information as required by the Executive Director of Finance to enable budgets to be compiled.
- 4.3.6 The Executive Director of Finance:
- (a) shall ensure that arrangements are in place to monitor and review financial performance against budget on a monthly basis, and report to the SFEC and ICB Board along with other committees as appropriate. This report should include explanations for significant variances from budget;
 - (b) has a responsibility to ensure that adequate training is delivered on an ongoing basis to budget holders to help them manage their budgets successfully.
- 4.4 **Budgetary Delegation**
- 4.4.1 The Chief Executive Officer may delegate the management of a budget to permit the performance of a defined range of activities. This delegation must be in writing and be accompanied by a clear definition of:
- (a) the amount of the budget;
 - (b) the purpose(s) of each budget heading;
 - (c) individual and group responsibilities;
 - (d) authority to exercise virement;
 - (e) achievement of planned levels of service;
 - (f) the provision of regular reports.
- 4.4.2 The Chief Executive Officer and delegated budget holders must not exceed the budgetary total or virement limits set by the ICB Board.
- 4.4.3 All budget holders will sign up to their allocated budgets at the start of the financial year.
- 4.4.4 Any budgeted funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive Officer, subject to any authorised use of virement.

4.4.5 Non-recurring budgets should not be used to finance recurring expenditure without the authorisation in writing of the Chief Executive Officer, as advised by the Executive Director of Finance.

4.4.6 The Scheme of Reservations and Delegation to Officers of the ICB Board, summarises the matters delegated by the Chief Executive Officer, and to whom they are delegated.

4.5 **Budgetary Control and Reporting**

4.5.1 The Executive Director of Finance will ensure that systems to devise and maintain budgetary control are in place. These will include:

- (a) monthly financial reports to the SFEC and ICB Board in a form approved by the ICB Board containing:
 - (i) income and expenditure to date showing trends and forecast year-end position;
 - (ii) movements in cash and allocations;
 - (iii) capital project spend and projected outturn against plan;
 - (iv) explanations of any material variances from plan;
 - (v) details of any corrective action where necessary and the Chief Executive Officer's and/or Executive Director of Finance's view of whether such actions are sufficient to correct the situation;
- (b) the issue of timely, accurate and comprehensible advice and financial reports to each budget holder, covering the areas for which they are responsible;
- (c) investigation and reporting of variances from financial activity and manpower budgets;
- (d) monitoring of management action to correct variances;
- (e) arrangements for the authorisation and processing of budget virements.

4.5.2 Each Budget Holder is responsible for ensuring that:

- (a) any likely overspending or reduction of income which cannot be met by virement is not incurred without the prior consent of the ICB Board;
- (b) the amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised, subject to the rules of virement;
- (c) all permanent employees are appointed in line with the Scheme of Reservations and Delegation to Officers of the ICB Board, of the ICB Constitution and in line with the ICB Recruitment and Selection Policy and Procedure;

- (d) agency staff or temporary staff are procured in accordance with the ICB's Temporary Agency Workers Procedure and the delegated limits shown in Scheme of Reservations and Delegation to Officers of the ICB by the ICB Board.

4.6 **Efficiencies**

4.6.1 The ICB will have a risk adjusted Efficiencies Delivery Plan that delivers a balanced budget.

4.6.2 The Executive Director of Finance will be responsible for ensuring that:

- (a) actual efficiency delivery is collated on a monthly basis;
- (b) efficiency forecasts are collated.

4.6.3 The Population Health and Strategic Commissioning Committee will:

- (a) have clinical oversight of the efficiency programme and the responsibility for the approval of new efficiency Schemes;
- (b) act as the gateway of invest to save efficiency schemes to the ICB Board.

4.6.4 The Executive Director of Corporate Affairs will be responsible for ensuring that:

- (a) the ICB efficiency programmes are managed;
- (b) a review of the risks associated with delivering the efficiency programme is undertaken and reported to the SFEC;
- (c) remedial action plans are developed for review by the SFEC;
- (d) exception reports on any material breaches of delivery of agreed efficiency schemes are prepared for review by the SFEC.

4.6.5 The SFEC will:

- (a) review efficiency programmes managed by the Executive Director of Corporate Affairs;
- (b) review exception reports on any material breaches of the delivery of agreed efficiency schemes including the adequacy of proposed remedial action plans;
- (c) provide a framework which proactively manages the ICB's efficiency programme and provides assurance in the delivery of efficiency to the ICB Board.

4.7 **Capital Expenditure**

The general rules applying to delegation and reporting shall also apply to capital expenditure (the particular applications relating to capital are contained in SFI section 16).

4.8 **Monitoring Returns**

The Chief Executive Officer is responsible for ensuring that the appropriate monitoring forms are submitted to the requisite monitoring organisation.

5. **ANNUAL REPORT AND ACCOUNTS**

The Executive Director of Finance, on behalf of the ICB, is responsible for ensuring:

- 5.1 the preparation of annual accounts in accordance with the accounting policies and guidance given by the Department of Health and Social Care, HM Treasury, NHS England, the ICB's accounting policies, International Financial Reporting Standards (IFRS) and generally accepted accounting practice;
- 5.2 the submission of annual accounts to NHS England for each financial year in accordance with the timetable prescribed by NHS England;
- 5.3 that the ICB will publish an annual report, in accordance with guidelines on local accountability. The document will comply with the Department of Health and Social Care Group Accounting Manual (issued annually);
- 5.4 that a ICB timetable is prepared for producing the annual report and accounts which must be agreed with external audit and the Audit and Governance Committee;
- 5.5 that the external auditor's management letter is published on the ICB's website, and all issues raised in the management letter are fully addressed within the agreed timescales;
- 5.6 that the ICB's annual report and accounts are audited by External Audit, presented to a public meeting and made available to the public in accordance with guidelines on local accountability.

6. **COMPUTERISED FINANCIAL DATA**

Covering	
Responsibilities and duties of the Executive Director of Finance	6.1
Responsibilities and duties of other Directors and Officers in relation to computer systems of a general application	6.2
Contracts for computer services with other organisations	6.3
Requirements for computer systems which have an impact on corporate financial systems	6.4

6.1 **Responsibilities and duties of the Executive Director of Finance**

The Executive Director of Finance is responsible for:

- 6.1.1 ensuring that systems are in place to ensure the accuracy and security of the ICB's computerised financial data, and having due regard for the Data Protection Act 2018 will devise and implement any necessary procedures to ensure adequate (reasonable) protection of the ICB's data, programs and computer hardware from:
 - (a) accidental or intentional disclosure to unauthorised persons;

- (b) deletion or modification;
 - (c) theft or damage;
- 6.1.2 ensuring that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure:
- (a) security, privacy, accuracy, completeness, and timeliness of the data;
 - (b) the efficient and effective operation of the system;
- 6.1.3 ensuring that adequate controls exist such that the computer operation is separated from development, maintenance and amendment;
- 6.1.4 ensuring that an adequate management (audit) trail exists through all computerised finance system and that such computer audit reviews as the Executive Director of Finance may consider necessary are carried out;
- 6.1.5 ensuring that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy must be obtained from them prior to implementation;
- 6.1.6 ensure, in relation to finance systems:
- (a) awareness and understanding of financial systems, value for money and commercial issues;
 - (b) that transacting is carried out efficiently in line with current best practice e.g. e-invoicing;
 - (c) that the ICB meets the required financial and governance reporting requirements as a statutory body by the effective use of finance systems;
 - (d) the prevention and the detection of inaccuracies and fraud, and the reconstitution of any lost records;
 - (e) that the financial transactions of the authority are recorded as soon as, and as accurately as, reasonably practicable;
 - (f) publication and implementation of all ICB business rules and ensure that the internal finance team is appropriately resourced to deliver all statutory functions of the ICB;
 - (g) that risk is appropriately managed;
 - (h) identification of the duties of officers dealing with financial transactions and division of responsibilities of those officers;
 - (i) the ICB has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of the ICB;

- (j) that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes; and
- (k) where another health organisation or any other agency provides a computer service for financial applications, the Executive Director of Finance shall periodically seek assurances that adequate controls are in operation.

6.2 **Responsibilities and duties of other Directors and Officers in relation to computer systems of a general application**

In the case of computer systems which are proposed General Applications (i.e. normally those applications which the majority of ICBs in the Region wish to sponsor jointly) all responsible directors and employees will send to the Executive Director of Finance:

- 6.2.1 details of the outline design of the system;
- 6.2.2 in the case of packages acquired either from a commercial organisation, from the NHS, or from another public sector organisation, the operational requirement.

6.3 **Contracts for computer services with other organisations**

- 6.3.1 The Executive Director of Finance shall ensure that contracts for computer services for financial applications with another organisation shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.
- 6.3.2 Where another organisation provides a computer service for financial applications, the Executive Director of Finance shall periodically seek assurances that adequate controls as outlined above are in operation.

6.4 **Requirements for computer systems which have an impact on corporate financial systems**

Where computer systems have an impact on corporate financial systems the Executive Director of Finance shall need to be satisfied that:

- 6.4.1 systems acquisition, development and maintenance are in line with corporate policies such as an Information Technology Strategy;
- 6.4.2 data produced for use with financial systems is adequate, accurate, complete and timely, and that a management (audit) trail exists;
- 6.4.3 the Executive Director of Finance, finance staff and other relevant staff have access to such data;
- 6.4.4 such computer audit reviews as are considered necessary are carried out.

7. BANK AND GOVERNMENT BANKING SERVICE ACCOUNTS

Covering	
General	7.1
Governing Banking Service Account	7.2
Banking Procedures	7.3
Tendering and Review	7.4

7.1 **General**

- 7.1.1 The Executive Director of Finance is responsible for managing the ICB's banking arrangements and for advising the ICB Board on the provision of banking services and operation of accounts. This advice will take into account guidance/directions issued by the Department of Health and Social Care and Secretary of State.
- 7.1.2 In line with HM Treasury, "Managing Public Money", the ICB has no commercial bank accounts and uses the Government Banking Service (GBS) accounts, for all banking services.
- 7.1.3 Commercial bank accounts require the consent of HM Treasury in all instances.
- 7.1.4 The SFEC shall approve the opening of any new bank accounts.
- 7.1.5 The Executive Director of Finance is responsible for procedures relating to the proper use and security of credit cards. Staff who have responsibility for the use of credit cards will agree to abide by these procedures.

7.2 **Governing Banking Services**

The Executive Director of Finance is responsible for:

- 7.2.1 accounts operated through the Government Banking Service;
- 7.2.2 establishing separate bank accounts for the ICB's Funds held on Trust, including charitable funds, if any exist;
- 7.2.3 ensuring that arrangements are in place that ensure payments made from GBS accounts do not exceed the amount credited to the account except where arrangements have been made;
- 7.2.4 reporting to the ICB Board all arrangements made with the ICB's bankers for accounts to be overdrawn;
- 7.2.5 ensuring that there are arrangements in place for the monitoring of compliance with Department of Health and Social Care guidance on the level of cleared funds; and
- 7.2.6 ensuring that cash flows are prepared to record and forecast cash inflows and outflows in order to deliver the ICB's liquidity requirements.

7.3 **Banking Procedures**

7.3.1 The Executive Director of Finance will prepare detailed instructions on the operation of GBS accounts, which must include:

- (a) the conditions under which each GBS account is to be operated;
- (b) those authorised to sign cheques or other orders drawn on the ICB's accounts (the "Bank Mandate").

7.3.2 The Executive Director of Finance must advise the ICB's bankers in writing of the conditions under which each account will be operated.

7.4 **Tendering and Review**

7.4.1 Tendering and review is not required for GBS accounts.

7.4.2 If the ICB has commercial bank accounts, the Executive Director of Finance will review the banking arrangements of the ICB at intervals not exceeding five years, to ensure they reflect best practice and represent best value for money. This will include seeking competitive tenders for the ICB's commercial banking business.

7.4.3 The results of the tendering exercise should be reported to the ICB Board.

8. **INCOME, FEES AND CHARGES/SECURITY OF CASH, CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS**

Covering	
Income Systems	8.1
Fees and Charges	8.2
Debt Recovery	8.3
Security of cash, cheques and other negotiable instruments	8.4

8.1 **Income Systems**

8.1.1 An ICB has the power to do anything specified in section 7(2)(a), (b) and (e) to (h) of the Health and Medicines Act 1988 for the purpose of making additional income available for improving the health service.

8.1.2 The Executive Director of Finance is responsible for ensuring that:

- (a) systems are in place for designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, and collection and coding of all monies due to the ICB;
- (b) effective systems are in place for the prompt banking of all monies received by the ICB;
- (c) arranging to register with HM Revenue and Customs, if required, under money laundering legislation.

8.2 Fees and Charges

8.2.1 The Executive Director of Finance is responsible for:

- (a) approving and regularly reviewing the level of all fees and charges other than those determined by NHS England or by Statute. Independent professional advice on matters of valuation shall be taken as necessary;
- (b) developing effective arrangements for making grants or loans.

8.2.2 All employees must inform the Finance Directorate, in accordance with notified procedures, promptly of money due arising from transactions which they initiate/deal with, including all contracts, leases and other transactions.

8.3 Debt Recovery

8.3.1 The Executive Director of Finance is responsible for the appropriate recovery action on all outstanding debts.

8.3.2 Income not received should be dealt with in accordance with the ICB's losses procedures.

8.3.3 Overpayments should preferably be prevented, but if made they should be identified and full recovery made.

8.4 Security of Cash, Cheques and other Negotiable Instruments

8.4.1 The Executive Director of Finance is responsible for ensuring that systems and procedures are in place:

- (a) to approve the form of all receipt books, agreement forms, or other means of officially acknowledging or recording monies received or receivable;
- (b) to order and securely control any such stationery;
- (c) to provide adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes, the procedures for keys, and for coin operated machines;
- (d) for the proper use and secure handling of cash and negotiable securities on behalf of the ICB.

8.4.2 Official money shall not, under any circumstances, be used for the encashment of private cheques or IOUs.

8.4.3 All cheques, postal orders, cash etc., shall be banked intact. Disbursements shall not be made from cash received, except under arrangements approved by the Executive Director of Finance.

8.4.4 The holders of safe keys shall not accept unofficial funds for depositing in their safes unless such deposits are in special sealed envelopes or locked containers. It shall be made clear to the depositors that the ICB is not to be held liable for any

loss, and written indemnities must be obtained from the organisation or individuals absolving the ICB from responsibility for any loss.

9. PROCUREMENT OF GOODS AND SERVICES

Covering	
Duty to comply with Standing Orders and Standing Financial Instructions	9.1
World Trade Organisation Directives Governing Public Procurement	9.2
Delegated Limits	9.3
Committing to Expenditure	9.4
Procurement	9.5
Procurement Policy	9.6
Agency or Temporary Staff Contracts	9.7
Financial standing and technical competence of suppliers of goods and services	9.8
Health care services	9.9
Exceptions and instances where formal tendering need not be applied	9.10

9.1 Duty to comply with Standing Orders and Standing Financial Instructions

The procedure for making all contracts by or on behalf of the ICB shall comply with the ICB Standing Orders and Standing Financial Instructions (except where Suspension of Standing Orders is applied) and comply with the Procurement Policy.

9.2 UK Procurement Thresholds Governing Public Procurement

UK Procurement Thresholds promulgated by the Department of Health and Social Care prescribing procedures for awarding all forms of contracts shall have effect as if incorporated in these Standing Orders and Standing Financial Instructions, and will be detailed in the Procurement Policy.

9.3 Delegated Limits

Delegated Limits must be complied with and are prescribed in Scheme of Reservations and Delegation to Officers of the ICB Board.

9.4 Committing to Expenditure

9.4.1 Expenditure commitments must only be made if the budget holder i.e. Executive Director, has a budget for the expenditure.

9.4.2 Consideration must be given as to whether the expenditure will be accounted for as a lease. If it is, capital funding will be required.

9.4.3 All business cases and contract awards should be based on the whole life of the contract. This should include the cost of any extension periods and all VAT.

9.4.4 All employees and anyone able to commit to expenditure on its behalf must ensure that they:

- (a) be aware of and comply with the Procurement Policy;

- (b) do not commit either verbally or in writing to any expenditure, without ensuring compliance with the Procurement Policy and delegated limits. This includes variations and/or extensions to contracts which must consider the whole life cost of a contract;
- (c) have the required delegated limit to commit the ICB's resources before undertaking procurement;
- (d) obtain approval for a business case, from the Executive Team;
- (e) seek quotes / tenders for the procurement of their goods, services or works in a legally compliant manner as set out in the Procurement Policy that ensures the best value for the ICB;
- (f) ensure that a signed contract, has been put in place prior to the expenditure being incurred;
- (g) adhere to the rule of aggregation, as detailed in the ICB Procurement Policy, when identifying the total value of the contracts. Budget holders must not split purchase orders and contracts to avoid procurement thresholds. Suspected disaggregation will be investigated and may lead to disciplinary action; and
- (h) set the length of the proposed contract following a rigorous assessment of service need and value for money. Arbitrarily setting the length of a contract to avoid control processes will be subject to disciplinary action.

9.5 Procurement

The Chief Executive Officer is responsible for ensuring that:

- 9.5.1 the ICB has a legally compliant Procurement Policy;
- 9.5.2 the ICB has a Procurement Strategy;
- 9.5.3 the ICB has access to a specialist procurement service;
- 9.5.4 all ICB employees and anyone able to commit to expenditure on its behalf is aware of and complies with the Procurement Policy; and
- 9.5.5 all ICB procurement is in line with the Procurement Policy.

9.6 Procurement Policy

The Procurement Policy will include but not be limited to details regarding:

- 9.6.1 the full statutory and regulatory framework that the ICB must abide by;
- 9.6.2 procurement rules and UK law;
- 9.6.3 scope and applicability to ICB expenditure types;
- 9.6.4 procurement delegated authority limits as per the Scheme of Reservations and Delegation;

- 9.6.5 procurement options and routes, including threshold values;
- 9.6.6 awarding of contracts;
- 9.6.7 managing conflicts of interest.

9.7 **Agency or temporary staff contracts**

The ICB can only enter into contracts to procure agency staff or temporary staff is in accordance with the ICB's Temporary Agency Workers Procedure and the delegated limits shown in the Scheme of Reservations and Delegation.

9.8 **Financial standing and technical competence of suppliers of goods and services**

The Executive Director of Finance may make or institute any enquiries he/she/they deems appropriate concerning the financial standing and financial suitability of suppliers of goods and services. The Director with lead responsibility for clinical governance will similarly make such enquiries as is felt appropriate to be satisfied as to their technical/clinical competency.

9.9 **Health Care Services**

Where the ICB must invite tenders for the supply of healthcare services these Standing Orders and Standing Financial Instructions shall apply as far as they are applicable to the tendering procedure and need to be read in conjunction with the ICB Procurement Policy Standing Financial Instruction No. 10 Tendering and No. 11 Commissioning secondary healthcare services and the NHS standard contract.

9.10 **Exceptions and instances where formal tendering need not be applied**

- 9.10.1 The waiving of competitive tendering procedures should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure.
- 9.10.2 Where it is decided that competitive tendering is not applicable and should be waived, the fact of the waiver and the reasons should be documented and recorded in an appropriate ICB record (see Appendix 1 – Single Tender Waiver Form) approved by the Executive Director of Finance and reported to the Audit and Governance Committee for information at each meeting. Legal advice must be sought to ensure the rationale for no competition is valid.
- 9.10.3 Formal tendering **must be applied** if the estimated expenditure is in excess of the current UK Procurement Thresholds limit as shown in the Procurement Policy.
- 9.10.4 Formal tendering procedures **may be waived** ONLY where the following circumstances are met if the estimated expenditure is below the UK Procurement Thresholds limit as shown in the Procurement Policy but above the ICB's limit for

a competitive process as shown in the ICB's Procurement Policy, as detailed in the Scheme of Reservations and Delegation and:

- (a) in very exceptional circumstances where the Chief Executive Officer decides that formal tendering procedures would not be practicable or the estimated expenditure or income would not warrant formal tendering procedures, and the circumstances are detailed in an appropriate ICB record (legal advice is recommended);
- (b) where the requirement is covered by an existing contract and where it does not materially / modify the contract beyond the original specification or exceed 50% of the total contract value awarded;
- (c) where Framework Agreements are in place as described in the ICB's Procurement Policy;
- (d) where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members;
- (e) where the timescale genuinely precludes competitive tendering but failure to plan the work properly would not be regarded as a justification for a single tender;
- (f) where specialist expertise is required and is available from only one source;
- (g) when the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate (experience, capacity, or intellectual property rights as an example) procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015;
- (h) there is a clear benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering. Procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015;
- (i) for the provision of legal advice and services providing that any legal firm or partnership commissioned by the ICB is regulated by the Law Society for England and Wales for the conduct of their business (or by the Bar Council for England and Wales in relation to the obtaining of Counsel's opinion) and are generally recognised as having sufficient expertise in the area of work for which they are commissioned, the Executive Director of Finance will ensure that any fees paid are reasonable and within commonly accepted rates for the costing of such work.
- (j) the annual value of contract is below £10,000.

- 9.10.5 Formal tendering procedures **need not be applied** where:
- (a) the estimated expenditure or income does not, or is not reasonably expected to, exceed the ICB's limit for a competitive process as shown in the ICB's Procurement Policy and as detailed in the Scheme of Reservations and Delegation; or
 - (b) where the supply is proposed under special arrangements negotiated by the Department of Health and Social Care, in which event the said special arrangements must be complied with;
 - (c) regarding disposals as set out in Standing Financial Instructions No. 19.

10. TENDERING

Covering	
Formal competitive tendering	10.1
Invitation to tender	10.2
Items which subsequently breach thresholds after original approval	10.3
e-tendering	10.4
Tender Register	10.5
Admissibility	10.6
Acceptance of formal tenders	10.7
Reports to ICB Board on Contracts	10.8
In-house services	10.9
Tender reports to the ICB Board	10.10

10.1 Formal competitive tendering

- 10.1.1 The ICB shall ensure that tenders are invited according to the Procurement Policy for the supply of goods and services having regard to the anticipated contract amount over the life of the contract.
- 10.1.2 Tenders may be either;
- (a) a formal competitive tender process; or
 - (b) a fully compliant tender under UK regulations.
- 10.1.3 The ICB's procurement specialists should always manage the tender process:

10.2 Invitation to tender

When the ICB is required to tender for goods and services the following will apply:

- 10.2.1 all instructions for invitations to tender will be made using an e-tendering solution, including the latest date and time for the receipt of tenders;
- 10.2.2 every potential tenderer must have given, or give a written undertaking, not to engage in collusive tendering or other restrictive practice.

10.3 **Items which subsequently breach thresholds after original approval**

Items estimated to be below the limits set in the Procurement Policy for which formal tendering procedures are not required but subsequently prove to have a value above such limits shall be reported to the Chief Executive Officer, and be recorded in an appropriate ICB record.

10.4 **e-Tendering**

10.4.1 The e-Tendering solution will:

- (a) provide electronic receipt and safe-keeping of tenders in accordance with the control system and approved by the Chief Executive Officer;
- (b) access applications through an e-Procurement tool by the designated evaluation panel via a username and login;
- (c) require the Procurement Lead for the opening of tenders estimated above £50,000. The rules relating to the opening of tenders will need to be read in conjunction with any delegated authority set out in the ICB's Scheme of Reservations and Delegation; and
- (d) provide the facility for opening and recording of tenders in accordance with the control system contained within the system and approved by the Chief Executive Officer.

10.4.2 The 'originating' Department will be taken to mean the Department commissioning the tender.

10.4.3 All Executive Directors/members will be authorised to be allocated with open tenders by the Procurement Lead regardless of whether they are from the originating department provided that a secondary authorised person also receives the allocation and is not from the originating department.

10.4.4 The ICB's Secretary will count as a Director for the purposes of opening tenders.

10.5 **Tender register**

10.5.1 A register shall be maintained by the Chief Executive Officer, or a person authorised by him, to show for each set of competitive tender invitations despatched:

- (a) the name of all firms/individuals invited;
- (b) the names of firms/individuals from which tenders have been received;
- (c) the date the tenders were received and opened;
- (d) the persons present at the opening;
- (e) the price shown on each tender;

- (f) a note where price alterations have been made on the tender and suitably initialled.

10.5.2 Each entry to this register shall be signed by those present.

10.5.3 Incomplete tenders (those from which information necessary for the adjudication of the tender is missing) and amended tenders (those amended by the tenderer upon his/her own initiative in writing after the due time for receipt, but prior to the opening of other tenders) should be dealt with in the same way as late tenders.

10.6 **Admissibility**

10.6.1 If for any reason the designated officers are of the opinion that the tenders received are not strictly competitive or provide best value for money (for example, because the number of bids is insufficient or any are amended, incomplete or qualified) no contract shall be awarded without the approval of the Chief Executive Officer.

10.6.2 Where only one tender is sought and/or received, the Chief Executive Officer and Executive Director of Finance shall, as far practicable, ensure that the price to be paid is fair and reasonable and will ensure value for money for the ICB through evaluation against the published criteria.

10.7 **Late tenders**

10.7.1 Late tenders cannot be received nor accepted when using the e-tendering solution.

10.7.2 Tenderers should communicate any difficulties to the ICB prior to the deadline to ensure bids are submitted timely before the closing date.

10.7.3 Tenders received after the due time and date, but prior to the opening of the other tenders, may be considered only if the Chief Executive Officer or his/her nominated officer(s) decides that there are exceptional circumstances i.e. dispatched in good time but delayed through no fault of the tenderer.

10.7.4 While decisions as to the admissibility of late, incomplete or amended tenders are under consideration, the tender documents shall be kept strictly confidential, recorded, and held in safe custody (not released to the evaluation panel) by the Chief Executive Officer or his/her nominated officer(s).

10.7.5 Accepted late tenders will be reported to the ICB Board before the evaluation process is completed.

10.8 **Acceptance of formal tenders**

10.8.1 All Tenders should be treated as confidential and should be retained for inspection.

10.8.2 Any discussions with a tenderer, which are deemed necessary to clarify technical aspects of his/her tender before the award of a contract will not disqualify the tender. Clarification of responses is permitted as long as it not deemed as betterment (i.e. asking additional information or coaxing for a response).

- 10.8.3 The Chief Executive Officer should ensure that appropriate checks are carried out as to the technical and financial capability of those firms that have submitted tenders. This should be detailed in the tender documentation.
- 10.8.4 No tender shall be accepted which will commit expenditure in excess of that which has been allocated by the ICB and which is not in accordance with these Instructions, except with the authorisation of the Chief Executive Officer (e.g. where all tenders exceed the allocation).
- 10.8.5 The use of these procedures must demonstrate that the award of the contract was to the Most Economically Advantageous Tender (MEAT), which should be a criteria disclosed for evaluation.
- 10.8.6 Where other factors are taken into account in selecting a tenderer, these must be clearly recorded and documented upfront in the tender documentation and in the contract file and the reason(s) for not accepting the lowest tender clearly stated.
- 10.8.7 It is accepted that for professional services such as management consultancy, the lowest price does not always represent the best value for money. Other factors affecting the success of a project include:
- (a) experience and qualifications of team members;
 - (b) understanding of client's needs;
 - (c) feasibility and credibility of proposed approach;
 - (d) ability to complete the project on time.
- 10.9 **In-house Services**
- 10.9.1 The Chief Executive Officer shall be responsible for ensuring that best value for money can be demonstrated for all services provided on an in-house basis. The ICB may also determine from time to time that in-house services should be market tested by competitive tendering.
- 10.9.2 In all cases where the ICB Board or its Sub-Committees determine that in-house services should be subject to competitive tendering, the following groups shall be set up:
- (a) specification group, comprising the Chief Executive Officer or nominated officer/s and specialist provided to work on behalf of the ICB;
 - (b) in-house tender group, comprising a nominee of the Chief Executive Officer and procurement support;
 - (c) evaluation team, normally comprising of a specialist officer provided to work on behalf of the ICB, a Procurement Officer and a representative of the Executive Director of Finance. For services having a likely expenditure exceeding the UK Procurement Thresholds limit, a non-officer member should be a member of evaluation team.

10.10 Tender reports to the ICB Board

Reports to the ICB Board regarding ongoing tenders will be made on an exceptional circumstance basis only. All tender awards are reviewed for approval as per the Scheme of Reservations and Delegation to Officers of the ICB Board.

10.10.1 Quotations: competitive and non-competitive

(a) General Position on quotations

Quotations are required where formal tendering procedures are not adopted in line with the Procurement Policy and as per the Scheme of Reservations and Delegation to Officers of the ICB Board.

(b) Competitive Quotations

- (i) Quotations must be in writing or via e-tendering.
- (ii) All quotations should be treated as confidential and should be retained for inspection.
- (iii) The Chief Executive Officer or his/her nominated officer(s) should evaluate the quotation and select the quote which gives the best value for money. If this is not the lowest quotation, then the choice made and the reasons why should be recorded in a permanent record.

(c) Non-Competitive Quotations

Non-competitive quotations in writing may be obtained in the following circumstances and where approval has been gained by the Chief Executive Officer or Executive Director of Finance:

- (i) the supply of proprietary or other goods of a special character and the rendering of services of a special character, for which it is not, in the opinion of the delegated budget holder, possible or desirable to obtain competitive quotations. This would only apply under extreme circumstances and clear rationale would need to be provided to support why competition is absent;
- (ii) the supply of goods or manufactured articles of any kind which are required quickly and are not obtainable under existing contracts;
- (iii) miscellaneous services, supplies and disposals;
- (iv) where the goods or services are for building and engineering maintenance the responsible works manager must certify that the first two conditions of this SFI (i.e. (i) and (ii)) apply.

10.10.2 Contract Award

- (a) Providing all the conditions and circumstances set out in these Standing Financial Instructions and Procurement Policy have been fully complied with, formal authorisation and awarding of a contract may be decided by

designated managers to the value of the contract as determined in Scheme of Reservations and Delegation to Officers of the ICB Board.

- (b) Formal authorisation must be put in writing. In the case of authorisation by the ICB Board this shall be recorded in their minutes.

10.10.3 Instances where formal competitive tendering or competitive quotation is not required

Where competitive tendering or a competitive quotation is not required, the ICB shall procure goods and services in accordance with procurement procedures approved by the Executive Director of Finance.

10.10.4 Compliance requirements for all contracts

The ICB Board may only enter into contracts on behalf of the ICB within the statutory powers delegated to it by the Secretary of State and shall comply with:

- (a) the ICB's Standing Orders and Standing Financial Instructions;
- (b) Government Directives and other statutory provisions;
- (c) such of The NHS Standard Contract Conditions as are applicable;
- (d) 'Standards for Better Health';
- (e) appropriate NHS guidance (particularly with regards to contracts with Foundation Trusts);
- (f) the terms and conditions of contract as was the basis on which tenders or quotations were invited, where appropriate.

In all contracts made by the ICB, the ICB Board shall endeavour to obtain best value for money by use of all systems in place. The Chief Executive Officer shall nominate an officer who shall oversee and manage each contract on behalf of the ICB.

10.10.5 Disposals (See overlap with SFI No. 18)

- (a) Competitive Tendering or Quotation procedures shall not apply to the disposal of:
 - (i) any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the Chief Executive Officer or his/her nominated officer;
 - (ii) obsolete or condemned articles, which may be disposed of in accordance with the supplies policy of the ICB;
 - (iii) items to be disposed of with an estimated sale value of less than £5,000, this figure is to be reviewed on a periodic basis;

- (b) All groups should work independently of each other and individual officers may be a member of more than one group but no member of the in-house tender group may participate in the evaluation of tenders.
- (c) The evaluation team shall make recommendations to the ICB Board.
- (d) The Chief Executive Officer shall nominate an officer to oversee and manage the contract on behalf of the ICB.

11. COMMISSIONING SECONDARY HEALTHCARE SERVICES AND THE NHS STANDARD CONTRACT

Covering	
Role of the ICB in Commissioning Secondary Healthcare Services	11.1
Role of the Chief Executive Officer	11.2
Role of Executive Director of Finance	11.3
NHS Standard Contract for the Provision of Services	11.4
Reports to ICB Board on Contracts	11.5

11.1 Role of the ICB in Commissioning Secondary Healthcare Services

- 11.1.1 The ICB has responsibility for commissioning healthcare services on behalf of its GP's resident patient population. This will require the ICB to work in partnership with local NHS Trusts, and Foundation Trusts, other ICBs, local authorities, patients, carers and the voluntary sector to develop robust commissioning plans.
- 11.1.2 Commissioning expenditure shall not exceed the budget approved by the ICB Board.

11.2 Role of the Chief Executive Officer

- 11.2.1 The Chief Executive Officer:
 - (a) is responsible for ensuring the ICB enters into contracts with service providers for the provision of NHS services and shall nominate officers to commission contracts with providers of healthcare in line with a Commissioning Plan approved by the ICB Board;
 - (b) shall nominate officers to commission services in line with the Clinical Commissioning Plan approved by the ICB Board; and
 - (c) is responsible, where the ICB makes arrangements for the provision of services by non-NHS providers, for ensuring that the agreements put in place have due regard to the quality and cost-effectiveness of services provided. Before making any agreement with non-NHS providers, the ICB should explore fully the scope to make maximum cost-effective use of NHS facilities.

11.3 Role of Executive Director of Finance

The Executive Director of Finance is responsible for ensuring that a system of financial monitoring is maintained in order to ensure the effective accounting of expenditure under legally binding contracts and Non Contracted Activity. This should

provide a suitable audit trail for all payments made under the agreements, maintain patient confidentiality and comply with Data Protection legislation.

11.4 **NHS Standard Contract for the provision of services**

- 11.4.1 Under the National Health Service Commissioning Board and Integrated Care Boards (Responsibilities and Standing Rules) Regulations 2012, the NHS Standard Contract (contract) must be used by ICBs and by NHS England where they wish to contract for NHS-funded healthcare services (including acute, ambulance, patient transport, continuing healthcare services, community-based, high-secure, mental health and learning disability services).
- 11.4.2 The Contract must be used regardless of the proposed duration or value of a contract (so it should be used for small-scale short-term pilots as well as for long-term or high-value services).
- 11.4.3 Where a single contract includes both healthcare and non-healthcare services, the NHS Standard Contract must be used.
- 11.4.4 The contract creates legally binding agreements between NHS commissioners and Foundation Trust, independent sector, voluntary sector and social enterprise providers.
- 11.4.5 Agreements between commissioners and NHS Trusts are 'NHS contracts' as defined in Section 9 of the National Health Service Act 2006. NHS Trusts will use exactly the same contract documentation, and their contracts will be treated by the ICB with the same degree of rigour and seriousness as if they were legally binding.
- 11.4.6 Agreements that involve a local authority as a commissioner and an NHS Trust will be legally binding between those parties.
- 11.4.7 The ICB will comply with all of the current technical guidance issued by NHS England.
- 11.4.8 All contracts should aim to implement the agreed priorities contained within the Integrated Care Plan and wherever possible, be based upon integrated care pathways to reflect expected patient experience. In discharging this responsibility, the Chief Executive Officer should take into account:
- (a) the standards of service quality expected;
 - (b) the relevant national service framework (if any);
 - (c) the provision of reliable information on cost and volume of services;
 - (d) the NHS Oversight Framework and NHS Oversight Framework: ICB Metrics and Technical Annex;
 - (e) that contracts build where appropriate on existing Joint Investment Plans;
 - (f) that contracts are based on integrated care pathways.

11.5 Reports to ICB Board on Contracts

The Chief Executive Officer will need to ensure that regular reports are provided to the ICB Board detailing actual and forecast expenditure against contracts as appropriate.

12. TERMS OF SERVICE, AND RECRUITMENT OF MEMBERS OF THE ICB BOARD, COMMITTEES AND EMPLOYEES

Covering	
Remuneration Committee and Terms of Service	12.1
Funded Establishment	12.2
Staff Appointments	12.3
Contracts of Employment	12.4

12.1 Remuneration Committee and Terms of Service

12.1.1 In accordance with Standing Orders the ICB shall establish a Remuneration Committee, with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting and identifying which duties are delegated to any sub committees of the committee. (See NHS guidance contained in the Higgs report, 'Review of the Role and Effectiveness of Non-Executive Directors').

12.1.2 The Committee will:

- (a) make written recommendations to the ICB Board on the appropriate remuneration and terms of service for the Chief Executive Officer, other officer members employed by the ICB and other senior employees including;
- (b) all aspects of salary (including any performance-related elements/bonuses);
- (c) provisions for other benefits, including pensions and cars;
- (d) arrangements for termination of employment and other contractual terms;
- (e) make such recommendations to the ICB Board on the remuneration and terms of service of officer members of the ICB Board and Committee members (and other senior employees) to ensure they are fairly rewarded for their individual contribution to the ICB - having proper regard to the ICB's circumstances and performance and to the provisions of any national arrangements for such members and staff where appropriate;
- (f) monitor and evaluate the performance of individual officer members Sub-Committee (and other senior employees);
- (g) advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.

12.1.3 The Committee will report in writing to the ICB Board the basis for its recommendations. The ICB Board will use the report as the basis for their

decisions, but remain accountable for taking decisions on the remuneration and terms of service of Committee members. Minutes of the ICB Board's meetings should record such decisions.

12.1.4 For those employees not covered by the Committee, the ICB Board will consider and either approve or reject proposals presented by the Chief Executive Officer for the setting of remuneration and conditions of service.

12.1.5 The ICB will pay allowances to the Chairman and non-officer members of the ICB Board in accordance with instructions issued by the Secretary of State for Health and Social Care.

12.2 **Funded Establishment**

12.2.1 The manpower plans incorporated within the annual budget will form the funded establishment.

12.2.2 The funded establishment of any directorate may not be varied without the approval of the Chief Executive Officer and Executive Director of Finance.

12.3 **Staff Appointments**

12.3.1 A member of the ICB Board or any other employee may only engage, re-engage, or re-grade employees, or agree to changes in any aspect of remuneration:

- (a) if authorised to do so by the Chief Executive Officer; and
- (b) within the limit of their approved budget and funded establishment.

12.3.2 The ICB Board will approve procedures presented by the Chief Executive Officer for the determination of commencing pay rates, condition of service, etc., for employees.

12.4 **Contracts of Employment**

The ICB Board shall delegate responsibility to an officer to ensure that systems are in place for:

12.4.1 ensuring that all employees are issued with a Contract of Employment in a form approved by the ICB Board and which complies with employment legislation;

12.4.2 dealing with variations to, or termination of, contracts of employment;

12.4.3 ensuring that all lay members receive a contract for service that appropriately reflects their status and entitlements, or not, pay and/or expenses.

13. PROCESSING PAYROLL AND EXPENSES

Covering	
Chief People Officer	13.1
Payroll Service	13.2
Internal ICB requirements	13.3

13.1 Chief People Officer

13.1.1 The Chief People Officer (CPO) (or equivalent people role in the ICB) will lead the development and delivery of the long-term people strategy of the ICB ensuring this reflects and integrates the strategies of all relevant partner organisations within the ICS.

13.1.2 Operationally the CPO will be responsible for:

- (a) defining and delivering the organisation's overall human resources strategy and objectives; and
- (b) overseeing delivery of human resource services to ICB employees.

13.1.3 The CPO will ensure that the payroll system has adequate internal controls and suitable arrangements for processing deductions and exceptional payments.

13.1.4 Where a third-party payroll provider is engaged, the CPO shall closely manage this supplier through effective contract management.

13.1.5 The CPO is responsible for management and governance frameworks that support the ICB employees' life cycle.

13.2 Payroll Service

13.2.1 The Executive Director of Finance is responsible for ensuring that:

- (a) the ICB has arrangements in place for an effective payroll service and follow guidance from NHSE regarding the payroll service provider;
- (b) if the payroll provider is contracted by the ICB and not NHSE, the chosen method of providing the ICBs Payroll Service is supported by appropriate, contracted terms and conditions, adequate internal controls and audit review procedures, and that suitable arrangement are made for the collection of payroll deductions and payment of these to appropriate bodies.

13.2.2 If the payroll provider is contracted by the ICB and not NHSE, the Executive Director of Finance is responsible for ensuring that the contract with the relevant outsources service provider covers:

- (a) verification and documentation of data;
- (b) the timetable for receipt and preparation of payroll data and the payment of employees and allowances;

- (c) maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay;
- (d) security and confidentiality of payroll information;
- (e) checks to be applied to completed payroll before and after payment;
- (f) pay advances and their recovery;
- (g) separation of duties of preparing records and inputs and verifying outputs and payments, including reconciliation of pay control accounts;
- (h) the final determination of pay and allowances;
- (i) ensuring that payment occurs on agreed dates;
- (j) arrangements for ensuring compliance with the provisions of the Data Protection Act.

13.3 **Internal ICB requirements**

13.3.1 The Chief Executive Officer is responsible for ensuring that the ICB has:

- (a) timetables for submission of properly authorised payroll documentation;
- (b) suitable arrangements and comprehensive procedures in place for the effective and timely provision of information to the payroll provider to enable accurate, timely and effective processing of payroll by the payroll service provider enabling correct and timely payments to be made to employees;
- (c) adequate internal controls and audit review processes to prevent incorrect payments being made.

13.3.2 The Executive Director of Finance is responsible for ensuring that there are systems and procedures in place to issue instruction regarding:

- (a) maintenance of regular and independent reconciliation of balance sheet pay control accounts;
- (b) the recovery from leavers of any sums of money, including overpayments and property due from them to the ICB, which have not been recovered from pay prior to leaving.

13.3.3 The Chief People Officer, alongside appropriately nominated managers and Committee members, has delegated responsibility for:

- (a) submitting associated records (where applicable), and other notifications in accordance with agreed timetables;
- (b) completing time records and other notifications in accordance with the instructions and in the form prescribed by the Executive Director of Finance;
- (c) notifying the Human Resources department of any changes to contracts using the Change of Circumstances form;

- (d) notifying the Human Resources department of any new starters using the New Starter form, and ensure other relevant actions are completed;
- (e) maintaining leave (annual carer's, parental etc.) and sickness records for all staff on the Electronic Staff Record (ESR) submitting termination forms in the prescribed form immediately upon knowing the effective date of an employee's or officer's resignation, termination or retirement. Where an employee fails to report for duty or to fulfil sub-committee obligations in circumstances that suggest they have left without notice, the Executive Director of Finance must be informed immediately.

14. PAYMENT TO MEMBERS OF THE ICB BOARD, COMMITTEES AND EMPLOYEES

Covering	
Pay Dates	14.1
Overtime/Enhancements	14.2
Advance Payments and Payments on Account	14.3
Recovery of Salary Overpayments	14.4
Travel and Other Expenses	14.5

14.1 Pay Dates

Monthly pay is due to be paid on the last day of each month but payment will be made on the 20th day of each month directly into an employee's bank or building society account. If the 20th falls on a Saturday, Sunday or Bank Holiday, then payment will be made on the preceding working day. The Executive Director of Finance may vary this in exceptional circumstances.

14.2 Overtime/Enhancements

Any claim for non-contracted overtime or enhanced hours should be approved in advance by the budget holder i.e. Executive Director following approval from the Executive Director of Finance.

14.3 Advance Payments and Payments on Account

14.3.1 Advance payments will only be made where an employee is underpaid through no fault of their own, and the individual is suffering financial hardship as a result.

14.3.2 In such circumstances, the employee can request payment of the shortfall by completing the relevant form and submitting it to Human Resources following approval by both the budget holder i.e. Executive Director and Executive Director of Finance. The authorised form will then be sent to the payroll provider to estimate the net pay amount following the calculation of deductions including tax and national insurance. The actual amount will be corrected in the employee's next monthly salary payment.

14.3.3 Any urgent payroll payments raised by the payroll provider must be approved by a member of the Finance Department who has delegated responsibility within the Finance Ledger.

14.4 Recovery of Salary Overpayments

- 14.4.1 Where payments are made in error, the employee receiving the overpayment must immediately notify their manager / former manager and the payroll provider who will instigate recovery of the full overpayment from the individual concerned.
- 14.4.2 Their manager must inform the Head of Finance – Financial Control immediately.
- 14.4.3 Full recovery will always be sought, however a repayment plan may be agreed with the employee/former employee.
- 14.4.4 Repayments will be made through the payroll as a deduction against the individual's pay. In cases where the individual is no longer employed by the ICB, another form of payment will be agreed.

14.5 Travel and Other Expenses

- 14.5.1 Travel expense claims will be paid in accordance with the ICB Travel and Expenses Policy.
- 14.5.2 Reimbursement for expenses associated with travel and subsistence, relocation and removal expenses will be made by the e-Pay system.
- 14.5.3 Claims must be made through the e-Pay system and must be approved in line with the Scheme of Reservations and Delegation to Officers of the ICB Board before the 5th of the month. Budget holders i.e. Executive Directors are accountable for line managers checking and authorising only appropriate expenses incurred in line with the ICB Travel and Expenses Policy.
- 14.5.4 The e-Pay system will assist employees in calculating their claimable mileage and determination of the rate.
- 14.5.5 The e-Pay system should never be used to reimburse items that should have been and could have been purchased via the ICB's requisitioning and ordering systems.

15. NON-PAY EXPENDITURE, REQUISITIONING, OFFICIAN ORDERS AND PAYMENTS

Covering	
System requirements	15.1
Delegation of Authority	15.2
Official Orders	15.3
Prepayments	15.4
Petty Cash	15.5
Joint Finance Arrangements with Local Authorities and Voluntary Bodies	15.6

15.1 System Requirements

- 15.1.1 The Executive Director of Finance is responsible for:
 - (a) advising the ICB Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained;

and, once approved, the thresholds should be incorporated in Standing Orders and Standing Financial Instructions and regularly reviewed;

- (b) ensuring that the ICB has a arrangements in place for an effective fully integrated requisitioning, ordering and payment system;
- (c) following guidance from NHSE regarding the provider of the system;
- (d) providing a timetable and system for submission of accounts for payment; including provision for the early settlement of accounts subject to settlement discounts or otherwise requiring early payment;
- (e) issuing instructions to employees regarding the handling and payment of accounts.

15.1.2 The fully integrated requisitioning, ordering and payments system will:

- (a) hold delegated authority limits and will have a list of ICB Board members and employees authorised to certify and approve requisitions, orders and invoices including their delegated limits;
- (b) have a mechanism to convert authorised requisitions into official orders;
- (c) have a receipt mechanism to confirm certification that goods or services have been duly received, examined and are in accordance with specification and order, and that the prices are correct;
- (d) be able to record, code and provide payment details for all accounts payable by the ICB; and
- (e) be integrated with the ICB's nominal ledger.

15.2 **Delegation of Authority**

15.2.1 The ICB Board will approve the level of non-pay expenditure on an annual basis and the Chief Executive Officer will determine the level of delegation to budget managers.

15.2.2 The delegated limits for non-pay contract signing, requisitioning, ordering and payment are included in the Scheme of Reservations and Delegation.

15.2.3 The Chief Executive Officer will set out:

- (a) the list of budget holders and managers who are authorised to place requisitions for the supply of goods and services;
- (b) the maximum level of each requisition and the system for authorisation above that level.
- (c) procedures on the seeking of professional advice regarding the supply of goods and services.

15.2.4 Changes to the list of members/employees and officers authorised to certify invoices are notified to the Executive Director of Finance.

15.3 Official Orders

15.3.1 Official Orders must be:

- (a) generated by the accounting system following the approval of a requisition;
- (b) be in numerical order;
- (c) be in a form approved by the Executive Director of Finance;
- (d) state the ICB's terms and conditions of trade;
- (e) only be issued to, and used by, those duly authorised by the Chief Executive Officer.

15.3.2 Managers and Officers when raising official orders must ensure that;

- (a) they comply fully with guidance issued on behalf of the Executive Director of Finance and delegated limits specified in Scheme of Reservations and Delegation;
- (b) orders are not split or otherwise placed in a manner devised so as to avoid the delegated financial limits;
- (c) all contracts (except as otherwise provided for in the Scheme of Reservations and Delegation), leases, tenancy agreements and other commitments are to be agreed by the Executive Director of Finance and Directors responsible for Contracting and Quality in advance of any commitment being made, and subsequently approved per the Scheme of Reservations Delegation;
- (d) where consultancy advice is being obtained, the procurement of such advice must be in accordance with guidance issued by the Department of Health and Social Care;
- (e) no order shall be issued for any item or items to any firm which has made an offer of gifts, reward or benefit to directors or employees, other than in line with the ICB Standards of Interest and Managing Conflicts of Interest Policy;
- (f) no requisition/order is placed for any item or items for which there is no budget provision unless authorised by the Executive Director of Finance on behalf of the Chief Executive Officer;
- (g) all goods and services are ordered on an official order except services executed in accordance with a contract and purchases from petty cash or where an order cannot be reasonably raised e.g. hotel bookings;

- (h) verbal orders must only be issued very exceptionally – by an employee designated by the Chief Executive Officer and only in cases of emergency or:
- (i) authorisations have been obtained;
 - (ii) the account is arithmetically correct;
 - (iii) VAT has been correctly charged;
 - (iv) the account is in order for payment; the verification;
 - (v) work done or services rendered have been satisfactorily carried out in accordance with the order, and, where applicable, the materials used are of the requisite standard and the charges are correct;
 - (vi) for contracts based on the measurement of time, materials or expenses, will be made after confirming that:
 - the time charged is in accordance with the time sheets;
 - the rates of labour are in accordance with the agreed appropriate rates;
 - the materials have been checked as regards quantity, quality, and price; and
 - the charges for the use of vehicles, plant and machinery have been examined

15.4 Prepayments

15.4.1 Prepayments are only permitted for instances relating to payments for:

- (a) rent;
- (b) maintenance contracts;
- (c) and in those instances, where, as normal business practice, prepayments are required (e.g. training, publications).

15.4.2 Prepayments which fall outside of normal business practice (advance payments) are only permitted in exceptional circumstances and require HM Treasury approval. In such instances:

- (a) the financial advantages must outweigh the disadvantages;
- (b) the appropriate budget holder i.e. Executive Director, must provide, in the form of a written report, a case setting out all relevant circumstances of the purchase. The report must set out the effects on the ICB if the supplier, is at some time during the course of the advance payment agreement, unable to meet their commitments. The report must also include the prepayment timescale;

- (c) the Executive Director of Finance will need to be satisfied with the proposed arrangements and the Executive Director of Finance should have received HM Treasury Approval before contractual arrangements proceed; and
- (d) the budget holder i.e. Executive Director is responsible for ensuring that all items due under an advance payment contract are received and they must immediately inform the Chief Executive Officer if problems are encountered.

15.4.3 Petty Cash

- (a) Authorisation for petty cash expenditure must comply with the delegated limits in the Scheme of Reservations and Delegation.
- (b) Purchases from petty cash:
 - (i) should not circumvent normal procurement processes;
 - (ii) are restricted in value and by type of purchase in accordance with instructions issued by the Executive Director of Finance.
- (c) Petty cash is for use in the following circumstances:
 - (i) low value purchase;
 - (ii) exceptional; or
 - (iii) urgent.
- (d) Petty cash is for the reimbursement of staff members and visitors for small expenses such as:
 - (i) postage;
 - (ii) minor office supplies etc.
- (e) Petty cash records are maintained in a form as determined by the Executive Director of Finance.

15.5 **Joint Finance Arrangements with Local Authorities and Voluntary Bodies**

Payments to local authorities and voluntary organisations made under the powers of sections 75, 256 and 257 of the NHS Act 2006 and section 28A of the NHS Act 1977 shall comply with procedures laid down by the Executive Director of Finance, which shall be in accordance with these Acts.

16. CAPITAL INVESTMENT, PRIVATE FINANCING AND FIXED ASSET REGISTER

Covering	
Introduction	16.1
Capital Delegated Approval Limits	16.2
Capital Investment	16.3
Private Finance	16.4
Asset Registers	16.5
Property solutions	16.6
NHS Local Improvement Finance Trust	16.7

16.1 Introduction

16.1.1 Capital investment typically covers land, buildings, equipment and IT, including and requires authority to:

- (a) incur capital expenditure;
- (b) make a capital grant;
- (c) enter into a leasing arrangement.

16.1.2 No procurement should be undertaken or commitment given to purchase from a supplier prior to approval being received in accordance with delegated limits shown in the Scheme of Reservations and Delegation.

16.2 Capital Delegated Approval Limits

Capital Approval limits are shown in Scheme of Reservations and Delegation to Officers of the ICB Board.

16.3 Capital Investment

16.3.1 The approval of a capital programme does not constitute approval for expenditure on any scheme included within that programme.

16.3.2 The Chief Executive Officer is responsible for ensuring that:

- (a) there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans;
- (b) there are processes in place for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost;
- (c) capital investment is not authorised without evidence of the availability of resources to finance all revenue consequences; and
- (d) for a capital investment where the contracts stipulate stage payments, there are processes in place to issue procedures for their management, incorporating the recommendations of Estate code as applicable.

- 16.3.3 For every capital expenditure proposal, there are processes in place to ensure that a business case (in line with the guidance contained within the (NHS England Business Case Approval Process Guidance) is produced setting out:
- (a) an option appraisal of potential benefits compared with known costs to determine the option with the highest ratio of benefits to costs;
 - (b) confirmation that the Executive Director of Finance has examined and confirmed the appropriateness of the costs and revenue consequences detailed in the business case;
 - (c) appropriate project management and control arrangements; and
 - (d) the involvement of appropriate ICB personnel, NHSE personnel (if required) and external agencies.
- 16.3.4 The Chief Executive Officer is responsible for:
- (a) issuing a scheme of delegation for capital investment management in accordance with Estate code guidance and the ICB's Standing Orders; and
 - (b) issuing to the manager responsible for any scheme:
 - (i) specific authority to commit expenditure;
 - (ii) authority to proceed to tender (see overlap with SFI No.9 and 10);
 - (iii) approval to accept a successful tender (see overlap with SFI No 9 and 10).
- 16.3.5 The Executive Director of Finance is responsible for ensuring that there are processes in place:
- (a) for the issue of procedures for the regular reporting of expenditure and commitment against authorised expenditure;
 - (b) to issue procedures governing the financial management, including variations to contract, of capital investment projects and valuation for accounting purposes. These procedures shall fully take into account the delegated limits for capital schemes issued by the Department of Health and Social Care and shown in the Scheme of Reservations and Delegation; and
 - (c) to ensure that arrangements are in place for the financial control and financial audit of capital investment.

16.4 **Private Finance**

- 16.4.1 The ICB should have due regard to current HM Treasury and Department of Health and Social Care guidance in relation to the requirement to test for Private Finance Initiative (PFI)/Public-private partnership (PPP) funding when considering capital

procurement. When it is proposed to use finance, which is to be provided other than through its allocations, the following procedures shall apply:

- (a) the Executive Director of Finance shall be responsible for demonstrating that the use of private finance represents value for money and genuinely transfers significant risk to the private sector;
- (b) where the sum involved exceeds delegated limits, the business case must be referred to the Department of Health and Social Care or in line with any current guidelines;
- (c) the proposal must be specifically agreed by the ICB Board; and
- (d) the procurement process will be in line with the ICB Procurement Policy and SFI's.

16.5 **Asset Registers**

- 16.5.1 The Chief Executive Officer is responsible for ensuring that there are processes in place for the maintenance of both the register of assets (asset register) and the register of inventory items (inventory register).
- 16.5.2 The Executive Director of Finance is responsible for ensuring there are processes in place to:
 - (a) define the items of equipment which will be recorded on either the capital asset register or the inventory register, taking account of the advice of the Executive Director of Finance concerning the form and the method of updating the registers;
 - (b) arranging for a physical verification of assets against the asset register to be conducted once a year; and
 - (c) regularly reconcile the registers to the ledger.
- 16.5.3 The minimum data set to be held in the asset register shall be sufficient to meet the requirements of capital accounting and reporting in line with Department of Health Group Accounting Manual(issued annually).
- 16.5.4 Additions to the fixed asset register must be clearly identified to an appropriate budget holder and be validated by reference to:
 - (a) properly authorised and approved agreements, architect's certificates, supplier's invoices and other documentary evidence in respect of purchases from third parties;
 - (b) stores, requisitions and wages records for own materials and labour including appropriate overheads;
 - (c) lease agreements in respect of assets held under a lease capitalised as a "right of use asset".

- 16.5.5 Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).
- 16.5.6 The value of each asset shall be in accordance with methods specified in the Department of Health and Social Care Group Accounting Manual (issued annually) and:
- (a) indexed to current values using methods and rates as specified in the ICBs accounting policies;
 - (b) depreciated using methods and rates as specified in the ICB's accounting policies.

16.6 **Property Solutions**

Any perceived requirement for a new property contract / additional office accommodation, should be discussed with the Chief Executive Officer in the first instance.

16.7 **NHS Local Improvement Finance Trust**

If the ICB is planning involvement with Local improvement Finance Trust (LIFT) projects, guidance from the joint Department of Health and Partnerships UK website at <http://www.communityhealthpartnerships.co.uk> should be accessed.

17. **SECURITY OF ASSETS**

- 17.1 The overall control of assets is the responsibility of the Chief Executive Officer.
- 17.2 Asset control procedures (including fixed assets, inventories, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Executive Director of Finance. This procedure shall make provision for:
- 17.2.1 recording managerial responsibility for each asset;
 - 17.2.2 identification of additions and disposals;
 - 17.2.3 identification of all repairs and maintenance expenses;
 - 17.2.4 physical security of assets;
 - 17.2.5 annual verification of the existence of, condition of, and title to, assets recorded;
 - 17.2.6 identification and reporting of all costs associated with the retention of an asset;
 - 17.2.7 reporting, recording and safekeeping of cash, cheques, and negotiable instruments.
- 17.3 All discrepancies revealed by verification of physical assets to the fixed asset register or inventory register shall be notified to the Executive Director of Finance.

- 17.4 Every employee and officer has a responsibility for the security of property of the ICB. It is the responsibility of ICB Board, Committee members and senior employees in all disciplines to apply such appropriate routine security practices in relation to NHS property as may be determined by the ICB Board. A substantial or persistent breach of agreed security practices must be reported in accordance with agreed procedures.
- 17.5 Any damage to the ICB's premises, vehicles and equipment, or any loss of equipment or supplies must be reported by ICB Board, sub-committee members and employees in accordance with the procedure for reporting losses.
- 17.6 Where practical, assets should be marked as ICB property.

18. DISPOSALS AND CONDEMNATIONS

18.1 Disposals

- 18.1.1 The Executive Director of Finance is responsible for ensuring that detailed procedures for the disposal of assets, including recording and accounting for the disposal, are prepared and notified to managers.
- 18.1.2 When it is decided to dispose of an ICB asset, the Budget Holder or authorised deputy will determine and advise the Executive Director of Finance of the estimated market value of the item, taking account of professional advice where appropriate.

18.2 Condemnations

- 18.2.1 The Executive Director of Finance is responsible for ensuring that detailed procedures for the condemnation of assets, including recording and accounting for the disposal, are prepared and notified to managers.
- 18.2.2 All unserviceable articles shall be:
- (a) condemned or otherwise disposed of by an employee authorised for that purpose by the Executive Director of Finance;
 - (b) recorded by the Condemning Officer in a form approved by the Chief Finance Officer which will indicate whether the articles are to be converted, destroyed or otherwise disposed of. All entries shall be confirmed by the countersignature of a second employee authorised for the purpose by the Executive Director of Finance.
- 18.3 The Condemning Officer shall satisfy her/himself as to whether or not there is evidence of negligence in use and shall report any such evidence to the Executive Director of Finance who will take the appropriate action.

19. LOSSES AND SPECIAL PAYMENTS

Covering	
General	19.1
Employee/Officer Responsibilities	19.2
Theft, arson, neglect of duty or gross carelessness	19.3
Suspected fraud	19.4

19.1 **General**

19.1.1 The Executive Director of Finance is responsible for:

- (a) ensuring that detailed procedural instructions for the recording of and accounting for losses and special payments are prepared and notified to employees;
- (b) maintaining a Losses and Special Payments Register in which write-off action is recorded;
- (c) taking any necessary steps to safeguard the ICB's interests in Creditor Voluntary Arrangements personal bankruptcies and company liquidations; and
- (d) considering whether an insurance claim can be made.

19.1.2 All losses and special payments must be reported to the Audit and Governance Committee at every meeting.

19.1.3 Within limits delegated to it by the Department of Health and Social Care, approval for writing-off of losses shall be in accordance with the Scheme of Reservations and Delegation. No special payments exceeding delegated limits shall be made without the prior approval of the Department of Health and Social Care.

19.1.4 For detailed operational guidance on losses and special payments, please refer to the ICB Losses and Special Payments policy.

19.2 **Employee/Officer Responsibilities**

19.2.1 Any employee or officer discovering or suspecting a loss of any kind must either immediately inform:

- (a) their Director, who must immediately inform the Chief Executive Officer and the Executive Director of Finance; or
- (b) an officer charged with responsibility for responding to concerns involving loss. This officer will then appropriately inform the Executive Director of Finance and/or Chief Executive Officer.

19.3 **Theft, Arson, Neglect or Duty or Gross Carelessness**

19.3.1 Where a criminal offence is suspected that involves theft or arson, the Executive Director of Finance must immediately inform the police.

19.3.2 Additionally, for losses apparently caused by theft, arson, neglect of duty or gross carelessness, except if trivial, the Executive Director of Finance must immediately notify:

- (a) the ICB Board; and
- (b) the External Auditor.

19.4 **Suspected fraud**

19.4.1 The ICB is committed to identifying, investigating and preventing economic crime.

19.4.2 In cases of fraud and corruption or where anomalies may indicate fraud or corruption, the Executive Director of Finance must inform the relevant Local Counter Fraud Specialists in accordance with ICB Fraud, Bribery and Corruption Policy.

19.4.3 The Executive Director of Finance has responsibility for:

- (a) ensuring appropriate arrangements are in place to provide adequate counter fraud provision which should include reporting requirements to the ICB Board and Audit and Governance Committee, and defined roles and accountabilities for those involved as part of the process of providing assurance to the board. These arrangements should comply with the NHS Requirements the Government Functional Standard 013 Counter Fraud as issued by NHS Counter Fraud Authority and any guidance issued by NHS England and NHS Improvement; and
- (b) notifying the NHS Counter Fraud Authority and the ICB External Auditor of all suspected frauds.

20. **ACCEPTANCE OF GIFTS BY STAFF AND LINK TO STANDARDS OF BUSINESS CONDUCT**

20.1 The Chief Executive Officer shall ensure that all staff are made aware of the requirement for them to comply with the ICB's:

- 20.1.1 Standards of Business Conduct Policy;
- 20.1.2 Managing Conflicts of Interest Policy;
- 20.1.3 Gifts and Hospitality Policy.

20.2 These policies follow the guidance contained in the Managing Conflicts of Interest in the NHS Guidance for staff and organisations, which came into force on 1 June 2017.

21. **PAYMENTS TO GPs WITH INDEPENDENT CONTRACTOR STATUS**

21.1 **Role of the ICB**

The ICB will approve additions to, and deletions from, approved lists of GPs with independent contractor status ("contractors"), taking into account the health needs of

the local population, and the access to existing services. All applications and resignations received shall be dealt with equitably, within any time limits laid down in the contractors NHS terms and conditions of service.

21.2 Duties of the Chief Executive Officer

The Chief Executive Officer shall:

- 21.2.1 ensure that an up-to-date list of all contractors, that the ICB is responsible for is maintained;
- 21.2.2 ensure that systems are in place to deal with applications, resignations, inspection of premises, etc. within the appropriate contractor's terms and conditions of service.

21.3 Duties of the Executive Director of Finance

The Executive Director of Finance shall:

- 21.3.1 ensure that only contractors who are included on the ICB's approved list receive payments;
- 21.3.2 maintain a system of payments such that all valid contractors' claims are paid promptly and correctly, and are supported by the appropriate documentation and signatures;
- 21.3.3 ensure that regular independent verification of claims is undertaken, to confirm that:
 - (a) rules have been correctly and consistently applied;
 - (b) overpayments are preferably prevented but once detected full recovery made;
 - (c) suspicions of possible fraud are identified and subsequently dealt with in line with the ICB's Fraud, Bribery and Corruption Policy;
- 21.3.4 ensure that arrangements are in place to identify contractors receiving exceptionally high, low or no payments, and highlight these for further investigation; and
- 21.3.5 ensure that a prompt response is made to any query raised by NHS Business Services Authority via either the Prescription Service or the Dental Service, regarding claims from contractors submitted directly to them.

22. RETENTION OF RECORDS/FREEDOM OF INFORMATION

22.1 Retention of Records

- 15.2.1 The Chief Executive Officer shall be responsible for ensuring that systems are in place to maintain archives for all records required to be retained in accordance with the Records Management Code of Practice for Health and Social Care 2016 and other relevant notified guidance.

- 15.2.2 The records held in archives shall be capable of retrieval by authorised persons, and as such, arrangements are in place for effective responses to Freedom of Information requests.
- 15.2.3 Records held in accordance with the Records Management Code of Practice for Health and Social Care 2016, shall only be destroyed at the express instigation of the Chief Executive Officer in accordance with that guidance and the ICB policy. Details shall be maintained of records so destroyed.

22.2 Freedom of Information

- 22.2.1 The Chief Executive Officer shall be responsible for publishing and maintaining a Freedom of Information Publication Scheme or adopting a model Publication Scheme approved by the Information Commissioner.
- 22.2.2 A Publication Scheme is a complete guide to the information routinely published by a public authority. It describes the classes or types of information about this ICB that it makes publicly available.

23. RISK MANAGEMENT AND INSURANCE

Covering	
Programme of Risk Management	23.1
Insurance: General	23.2
Insurance: Risk Pooling Schemes administered by NHS Resolution	23.3
Insurance arrangements with commercial insurers	23.4
Arrangements to be followed by the ICB Board in agreeing insurance cover	23.5

23.1 Programme of Risk Management

- 23.1.1 The Chief Executive Officer shall ensure that the ICB has a programme of risk management, in accordance with current Department of Health and Social Care assurance framework requirements, which must be approved by the ICB Board and monitored by the Audit and Governance Committee.
- 23.1.2 The programme of risk management shall include:
- (a) a process for identifying and quantifying risks and potential liabilities;
 - (b) engendering among all levels of staff a positive attitude towards the control of risk;
 - (c) management processes to ensure all significant risks and potential liabilities are addressed including effective systems of internal control, cost effective insurance cover, and decisions on the acceptable level of retained risk;
 - (d) contingency plans to offset the impact of adverse events;
 - (e) audit arrangements including internal audit; clinical audit; and health and safety review;
 - (f) a clear indication of which risks shall be insured;

(g) arrangements to review the risk management programme.

23.1.3 The existence, integration and evaluation of the above elements will assist in providing a basis to complete the governance statement within the Annual Report and Accounts as required by current Department of Health and Social Care guidance.

23.2 **Insurance: General**

23.2.1 Insurance will be provided under arrangements proposed by the Executive Director of Finance to the ICB Board, and approved by HM Treasury where necessary.

23.2.2 Only the Executive Director of Finance may commission the procurement of insurance arrangements.

23.3 **Insurance: Risk Pooling Schemes administered by NHS Resolution**

23.3.1 The ICB Board shall decide if the ICB will insure through the risk pooling schemes administered by the NHS Resolution or self-insure for some or all of the risks covered by the risk pooling schemes.

23.3.2 Where it is possible to insure a risk via the risk pooling arrangement run by NHS Resolution, this will be the only acceptable form of insurance for that risk. These arrangements do not need the approval of HM Treasury.

23.3.3 If the ICB Board decides not to use the risk pooling schemes for any of the risk areas (clinical, property and employers/third party liability) covered by the scheme this decision shall be reviewed annually.

23.4 **Insurance arrangements with commercial insurers**

HM Treasury approval is required for insurance arrangements with commercial insurers. There are, however, three exceptions when ICBs may enter into insurance arrangements with commercial insurers without seeking HM Treasury approval. The exceptions are:

23.4.1 for insuring motor vehicles, either owned or leased by the ICB including insuring third party liability arising from their use;

23.4.2 where the ICB is involved with a consortium in a Private Finance Initiative contract and the other consortium members require that commercial insurance arrangements are entered into; and

23.4.3 where income generation activities take place these should normally be insured against all risks using commercial insurance. If the income generation activity is also an activity normally carried out by the ICB for a NHS purpose the activity may be covered in the risk pool. Confirmation of coverage in the risk pool must be obtained from NHS Resolution. In any case of doubt concerning a ICB's powers to enter into commercial insurance arrangements the Executive Director of Finance should consult the Department of Health and Social Care.

23.5 Arrangements to be followed by the ICB Board in agreeing insurance cover

- 23.5.1 Where the ICB Board decides to use the risk pooling schemes administered by NHS Resolution the Executive Director of Finance is responsible for ensuring that systems are in place to ensure that:
- (a) the arrangements entered into are appropriate and complementary to the risk management programme; and
 - (b) documented procedures cover these arrangements.
- 23.5.2 Where the ICB Board decides not to use the risk pooling schemes administered by NHS Resolution for one or other of the risks covered by the schemes, the Executive Director of Finance:
- (a) shall ensure that the ICB Board is informed of the nature and extent of the risks that are self-insured as a result of this decision; and
 - (b) is responsible for ensuring systems are in place to draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses which will not be reimbursed.
- 23.5.3 All the risk pooling schemes require Scheme members to make some contribution to the settlement of claims (the “deductible”). The Executive Director of Finance is responsible for ensuring systems are in place to ensure documented procedures also cover the management of claims and payments below the deductible in each case (which should be accounted for in accordance with the process for losses).

24. CUSTODY OF SEAL, SEALING AND SIGNATURE OF DOCUMENTS

24.1 Custody of Seal

The common seal of the ICB shall be kept by the ICB’s Corporate Secretary in a secure place.

24.2 Sealing of Documents

Where it is necessary for a document to be sealed, it should be sealed in accordance with Section 6 of the ICB’s Standing Orders.

24.3 Register of Sealing

The Chief Executive Officer shall be responsible for keeping a register in which the Corporate Secretary shall enter a record of the sealing of every document.

24.4 Use of Seal

A seal would normally need to be applied on the following types of document:

- 24.4.1 the transfer deed for a purchase or sale of freehold land or lease;

- 24.4.2 a license or deed which is supplemental to a lease, for example: licenses to carry out works; licenses to assign; licenses to underlet; or a surrender of a lease;
- 24.4.3 other miscellaneous deeds including planning agreements such as Section 106 Agreements, Deeds of Guarantee and Deeds of Easements (rights);
- 24.4.4 where the Department of Health and Social Care or another statutory body insists on a document being sealed and following advice from the ICB's legal advisors that this is appropriate;
- 24.4.5 a construction contract and/or collateral warranty.

24.5 **Signature of Documents**

Where any document that will be a necessary step in legal proceedings on behalf of the ICB, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive Officer; the Executive Director of Finance; or the Corporate Secretary.

Appendix 1 – Single Tender Waiver Form

DFI Waiver Ref:

Application Form for the Waiving of Standing Orders and Standing Financial Instructions to Authorise Appointment of a Supplier following Receipt of Less than Requisite number of Quotes

To be approved by the Executive Director of Finance

Not to be approved exceeds the World Trade Organisation's (WTO) Government Procurement Agreement (GPA) limit without direct procurement team advice to the contrary.

The Scheme of Reservations and Delegation

In accordance with the ICB's Scheme of Reservations and Delegation (SoRD) – for procurement of goods and services:

- Under £10,000, no written quotations required, direct award permissible.
- From £10,000 to £20,000, at least 3 written competitive quotations should be sought
- From £20,000 to £50,000, at least 5 written competitive quotations should be sought
- Above £50,000, a full tender is to be carried out.

The SoD Waiver cannot be applied to the provision of goods or services where the value exceeds the UK Procurement Thresholds Government Procurement Agreement (GPA) limit (Value for Public Contracts 20/21 is £213,477 for goods and services, and is inclusive of VAT).

Where competition is not practicable then reliance has to be placed on professional advice and where this is the case the appropriate member of staff giving such advice must certify that there is no other acceptable source of supply.

SECTION 1 – REQUESTOR DETAILS

Requestor Name and Job Title:

ICB Executive / Functional Director Lead (if different to above):

SECTION 2 – DETAILS OF GOODS AND SERVICES

Proposed Supplier:

Expected Contract Start Date:

Estimate of the Contract Value:

(please provide evidence of any quotes)

Detail the goods or services you require:

Have any Conflicts of Interest been identified?:

If Yes,

a) please provide details:

b) what actions have been taken to manage the conflict(s)?:

SECTION 3 - REASON FOR SINGLE SOURCE QUOTATION / TENDER

Please state under which Detailed Financial Instructions heading(s) you are claiming that competition is not appropriate by placing a cross in the relevant box below.

The waiving of competitive tendering procedures should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure. Where it is decided that competitive tendering is not applicable and should be waived, the fact of the waiver and the reasons should be documented and recorded in an appropriate ICB record and reported to the Audit and Governance Committee at each meeting.

Formal tendering procedures **may be waived** ONLY where the following circumstances are met if the estimated expenditure is below the OJEU limit but above the ICB's limit for a competitive process as shown in Section 1 above.

1. In very exceptional circumstances where the Chief Executive Officer decides that formal tendering procedures would not be practicable or the estimated expenditure or income would not warrant formal tendering procedures, and the circumstances are detailed in an appropriate ICB record (legal advice is recommended) (SFI 9.10.4 (a))
2. Where the requirement is covered by an existing contract and where it does not materially / modify the contract beyond the original specification or exceed 50% of the total contract value awarded (SFI 9.10.4 (b))
3. Where Framework Agreements are in place as described in the ICB's Procurement Policy (SFI 9.10.4 (c))
4. Where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members (SFI 9.10.4 (d))
5. Where the timescale genuinely precludes competitive tendering but failure to plan the work properly is not a justification for waiving the requirement to tender (SFI 9.10.4 (e))
6. Where specialist expertise is required and is available from reduced number of source (SFI 9.10.4 (f))
7. When the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate (experience, capacity, or intellectual property rights as an example) procurement advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015 (SFI 9.10.4 (g))
8. There is a clear benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering. Procurement

advice should be sought to ensure this complies with regulation 32 and/or 72 under PCR2015 (SFI 9.10.4 (h))

9. For the provision of legal advice and services providing that any legal firm or partnership commissioned by the ICB is regulated by the Law Society for England and Wales for the conduct of their business (or by the Bar Council for England and Wales in relation to the obtaining of Counsel's opinion) and are generally recognised as having sufficient expertise in the area of work for which they are commissioned, the Executive Director of Finance will ensure that any fees paid are reasonable and within commonly accepted rates for the costing of such work.. (SFI 9.10.4 (i))

MANDATORY FIELD: Please make an appropriate statement to support your declaration answering the questions below;

1) Please provide information to explain the reasoning selected above

2) How did the ICB arrive at the situation where a Single Tender Waiver was required?

3) How will the ICB prevent this situation from arising in the future?

MANDATORY FIELD CONT:

4) How is the ICB assured we continue to receive Value for Money in contracting with a Single Provider?

5) Does the ICB continue to be legally compliant (if unsure, procurement advice should be sought by the requestor)?

6) What Governance Route has this contract/purchase been challenged to? E.g. Has this been through a Committee, or budget holder approval?

Declaration

The above information is true and complete and to the best of my knowledge represents best value for money. Neither I, nor anyone involved in the award of business have any direct or indirect financial interest in the recommended supplier and I confirm that I have not accepted any inducement or reward as a consequence of this recommendation. (To be completed in black ink)

Executive Director of Finance Signature

Print Name:

Job Title & Department:

Date reported to Audit and Governance Committee:

9. CORPORATE GOVERNANCE FRAMEWORK

NHS Derby and Derbyshire Integrated Care Board

Corporate Governance Framework

KEY POLICY MESSAGES	
1.	Aims to provide guidance to assist with the management of various ICB meetings
2.	Includes useful templates for use at ICB meetings
3.	Ensures a consistent approach and added value to the overall governance of the ICB

VERSION CONTROL

Policy Title:	NHS Derby and Derbyshire Integrated Care Board Corporate Governance Framework
Supersedes:	NHS Derby and Derbyshire CCG Corporate Governance Framework
Description of Amendment(s):	Version 0.1 – initial Draft
Financial Implications:	No change
Policy Area:	TBC
Version No:	Versions 0.1 and 0.2 – Initial draft
Author:	Corporate Governance Manager
Approved by:	Audit and Governance Committee, TBC
Effective Date:	July 2022
Review Date:	June 2024
List of Referenced Policies	N/A
Key Words section (metadata for search facility online)	Corporate Governance Framework Meeting Agenda Cover Sheet Minutes Matters Arising Terms of Reference Template Voice Recording Etiquette
Reference Number	CD08
Target Audience	ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken. This framework is applicable, in particular, to Administrators, Executive Assistants, meeting organisers and Chairs of meetings.

CONTENTS

1.	Purpose	205
2.	Scope	205
3.	Intended users	205
4.	Disclaimer Statement	205
5.	Definitions and an explanation of terms used	206
6.	Full details of the framework	207
7.	Meeting etiquette	228
8.	Equality Statement	228
9.	Due Regard	229
10.	Monitoring/Audit	229
	Appendix 1 – Terms of Reference template	230
	Appendix 2 – NHS Derby and Derbyshire ICB Board Agenda Template	237
	Appendix 3 – NHS Derby and Derbyshire Confidential ICB Board Agenda Template	239
	Appendix 4 – ICB Corporate Committee Agenda Template	241
	Appendix 5 – Internal Meeting Agenda Template	243
	Appendix 6 – ICB Board Cover Sheet Template	245
	Appendix 7 – Confidential ICB Board Cover Sheet Template	247
	Appendix 8 – Committee Cover Sheet Template	249
	Appendix 9 – Confidential Committee Cover Sheet Template	251
	Appendix 10 – Board Assurance Report Template	253
	Appendix 11 – Minutes Template	255
	Appendix 12 – Matters Arising Actions Log Template	257
	Appendix 13 – Signing In Sheet Template	258
	Appendix 14 – Poster for Table Voice Recording	259
	Appendix 15 – Meeting Etiquette	260
	Appendix 16 – Virtual Online Microsoft Teams Meeting Etiquette	262

1. PURPOSE

- 1.1 This document aims to provide guidance to assist with the management of NHS Derby and Derbyshire Integrated Care Board ("ICB") Board and Committees, including the formulation of terms of reference; agendas and minutes; and the general management of the Committee process.
- 1.2 Whilst this guidance is aimed at formal Committees it is equally applicable to other Committee meetings including 'task and finish' groups etc. Wherever possible such Committees/Groups are expected to adhere to these guidelines.
- 1.3 The Framework should be read in conjunction with the following documents:
 - 1.3.1 ICB Constitution;
 - 1.3.2 ICB Governance Handbook;
 - 1.3.3 Standards of Business Conduct Policy;
 - 1.3.4 Managing Conflicts of Interest Policy;
 - 1.3.5 Report Writing Guidance and Principles.
- 1.4 Further guidance regarding committee papers can be obtained from the Corporate Delivery Team.

2. SCOPE

The Framework is required to ensure a consistent approach to meetings and to ensure that all documentation presented at meetings add value to the overall governance of the ICB.

3. INTENDED USERS

Within this policy where it states "all employees", it relates to:

- 3.1 members of the ICB Board, Committees and Sub-Committees;
- 3.2 employees of the ICB;
- 3.3 third parties acting on behalf of the ICB.

4. DISCLAIMER STATEMENT

- 4.1 It is a requirement that the reader follows this policy and accepts professional accountability and maintains the standards of professional practice as set by the appropriate regulatory body applicable to their professional role and to act in accordance with the express and implied terms of their contract of employment, in accordance with the legal duties outlined in the NHS Staff Constitution (section 3b).

- 4.2 If there are any concerns with this document then the reader should initially discuss the specific issue with their line manager or raise it through appropriate 'raising concerns' channels. The line manager should agree a course of action that is appropriate and reflect this with the policy sponsor.

5. DEFINITIONS AND AN EXPLANATION OF TERMS USED

“Agenda”

means a list of items of business to be considered and discussed at a meeting;

“Committee”

within the ICB, a Committee is defined as a high-level meeting which reports directly into the ICB Board or relevant Committee, and has delegated authority from the ICB Board or the relevant Committee;

“Conflicts of Interest”

means *"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"* (NHS England, 2017);

“Governance”

means the systems and processes by which the ICB leads, directs and controls its functions, in order to achieve organisational objectives and by which they relate to their partners and wider community;

“Group”

means a group in any other meeting which is held within the ICB with a Governance remit and reports through the Committee structure to the Board. **N.B.** *Within the Corporate Governance Framework where it states "Committee" please read it to be applicable to Committees and Groups;*

“Matters Arising”

means a summary of actions agreed at the meeting, which are to be carried out before the next meeting;

“Minutes”

means the written record of a meeting;

“Quoracy”

means having the necessary number of people present for decisions to be made at a meeting;

“Terms of Reference”

describes the purpose, scope and authority of a committee.

6. FULL DETAILS OF THE FRAMEWORK

6.1 Good Governance

6.1.1 Good governance is important within the ICB as it is concerned with:

- (a) how the organisation is led and structured;
- (b) how the organisation is able to demonstrate that it is operating in line with the fundamental principles of openness, integrity and accountability;
- (c) how the ICB are meeting the statutory objective of providing high quality healthcare; and
- (d) ensuring that the organisation's objectives are delivered economically, efficiently and effectively.

6.1.2 Managers and other staff throughout the ICB spend a considerable amount of their time attending Committee meetings. It is essential that this resource is an effective use of time. Consideration should also be given to whether a face-to-face meeting needs to be held or whether the meeting could take place via video conference.

6.1.3 Each Committee should have clear Terms of Reference related to the organisation's objectives so that its role is unambiguous and to ensure that it makes a relevant contribution. Committees should function effectively i.e. meet with appropriate frequency, be well attended and produce minutes that reflect their Terms of Reference.

6.1.4 Committees should make decisions with clear actions and recommendations that are followed throughout subsequent meetings (with timescales for implementation where appropriate).

6.2 Terms of Reference

Each Committee's Terms of Reference (see Appendix 1 for an example) should include the following:

- 6.2.1 **Scope:** an introduction to the Committee's constitutional responsibilities;
- 6.2.2 **Purpose:** a summary of the Committee's purpose;
- 6.2.3 **Roles and Responsibilities:** a summary of its main duties;
- 6.2.4 **Delegated Authority:** a summary of what the Committee's delegated responsibilities are;
- 6.2.5 **Accountability:** a description of who the Committee is accountable to and its direct reporting relationship;

- 6.2.6 **Membership and Attendance:** a list of the membership including details of who the Chair and Vice Chair are, their titles, voting rights and deputies (if applicable). This section also includes details for the membership on attendance expectations;
- 6.2.7 **Meeting Arrangements and Frequency:** how often the Committee will meet and the format of meeting preparation;
- 6.2.8 **Quoracy:** details of the number and type of members that make up the quorum, i.e. 'four members, one of whom should have a clinical background';
- 6.2.9 **Behaviours, Values and Decision Making:** details of the decision making and voting process;
- 6.2.10 **Identifying and Managing Risks:** a summary of how the Committee will receive and review risks;
- 6.2.11 **Sub-Committees:** a list of any sub-committee that reports into the Committee and the method by which they report in;
- 6.2.12 **Interdependencies with other groups:** details any groups which the committee reports into;
- 6.2.13 **Managing Conflicts of Interest:** a description of individuals' compliance with the ICB Constitution, Standards of Business Conduct Policy and Managing Conflicts of Interest Policy. This section also includes how the Committee will manage any conflicts of interest that arise in respect of the meeting;
- 6.2.14 **Secretariat and Administration:** details of the individual or team responsible for providing administrative support to the meeting; and
- 6.2.15 **Review:** it is recommended the Terms of Reference are reviewed at least annually.

6.3 **Agendas**

All meetings i.e. the ICB Board, Committees and internal meetings; should have an agenda (see Appendices 2–5 for examples) and should include the following:

- 6.3.1 Board Agendas (see Appendices 2 and 3)
 - (a) **Title:** the agenda should begin by stating the ICB Board's title, the date, time and location of the meeting;
 - (b) **Content of the Agenda:** the agenda should normally follow the order below:
 - (i) Welcome, introductions and apologies
 - (ii) Confirmation of quoracy
 - (iii) Declarations of Interest (including an updated Register of Interests for members of the committee and summary register for recording any conflicts of interests during meetings)

- (iv) Glossary (where a meeting includes members of the public/Non-Executive Members, so any acronyms contained in the papers are understandable)
 - (v) Items received from members of the public
 - (vi) Presentations and regular reports
 - (vii) Minutes from sub-committees, for information
 - (viii) Minutes of the previous meeting and Matters Arising Actions Log: any action points recorded in the previous minutes should be reported back to the Committee. The item title and the minute number should be listed as well as the individual responsible (see Appendix 12)
 - (ix) Forward Planner (an agenda planning tool which enables reports to be scheduled in advance throughout the year)
 - (x) Any Other Business: members should be reminded that the Chair is to be notified at the beginning of the meeting, or earlier, of Any Other Business items that are to be raised
 - (xi) Date and venue of next meeting
- (c) The Substantive agenda items, including presentations/regular reports: all agenda items to be presented/received should have an agenda number which is included on the cover sheet. The numbers should be consecutive throughout the year to allow for ease of reference (i.e. ICB/2223/01, ICB/2223/02 etc.) and should be refreshed at the beginning of each financial year.
- (d) Draft agendas are produced and discussed with the Executive Team 2-3 weeks before the meeting.
- (e) Board agendas should be agreed by the ICB Chair and should consist of a reasonable amount of items to prevent the meeting lasting more than two hours.

6.3.2 Committee Agendas (see Appendix 4)

- (a) **Title:** the agenda should begin by stating the Committee's title, the date, time and location of the meeting;
- (b) **Content of the Agenda:** the agenda should normally follow the order below:
 - (i) Welcome, introductions and apologies
 - (ii) Confirmation of quoracy
 - (iii) Declarations of Interest (including an updated Register of Interests for members of the committee and summary register for recording any conflicts of interests during meetings)

- (iv) Glossary (where a meeting includes member of the public, so any acronyms contained in the papers are understandable);
- (v) Presentations/regular reports;
- (vi) Minutes from sub-groups;
- (vii) Minutes of the previous meeting and Matters Arising Actions Log: any action points recorded in the previous minutes should be reported back to the committee. The item title and the minute number should be listed as well as the individual responsible (see Appendix 12);
- (viii) Forward Planner: an agenda planning tool which enables reports to be scheduled in advance throughout the year;
- (ix) Assurance Questions: this is a final agenda item to review how effective the meeting was and to allow Committees to decide whether anything should be escalated to the Board. The following questions should be included:
 - Has the Committee been attended by all relevant Executive Directors and Senior Managers for assurance purposes?
 - Were the papers presented to the Committee of an appropriate professional standard, did they incorporate detailed reports with sufficient factual information and clear recommendations?
 - Were papers that have already been reported on at another committee presented to you in a summary form?
 - Was the content of the papers suitable and appropriate for the public domain?
 - Were the papers sent to Committee members at least 5 working days in advance of the meeting to allow for the review of papers for assurance purposes?
 - Does the Committee wish to deep dive any area on the agenda, in more detail at the next meeting, or through a separate meeting with an Executive Director in advance of the next scheduled meeting?
 - What recommendations do the Committee want to make to the ICB Board following the assurance process at today's Committee meeting?
- (x) Any Other Business: members should be reminded that the Chair is to be notified at the beginning of the meeting, or earlier, of Any Other Business items that are to be raised; and
- (xi) Date and venue of next meeting along with the papers' deadline.

- (c) The substantive agenda items, including presentations / regular reports: all agenda items to be presented/received should have an agenda number which is included on the cover sheet. The numbers should be consecutive throughout the year to allow for ease of reference (i.e., ICB/2223/01, ICB/2223/02 etc.) and should be refreshed at the beginning of each financial year.
- (d) All agendas should be agreed by the Chair of the meeting and should consist of a reasonable amount of items to prevent the meeting lasting more than three hours.

6.3.3 Internal Meeting Agendas

The format of the agenda should follow the example provided at Appendix 5.

6.4 **Virtual Decision Making**

6.4.1 If a decision is needed which cannot wait for the next scheduled meeting, then a virtual decision may be taken via video conference, email, online communication platform or face to face, subject to adherence of the following process:

- (a) Chair of the meeting agrees to use of a virtual decision;
- (b) the items for decision should be sent out to all Committee members via email with a reasonable deadline to allow the item to be reviewed and commented upon;
- (c) a positive response must be received back from committee members via email to allow for the item to be approved – it cannot be approved until, as a minimum, the quoracy for the meeting has responded;
- (d) the responses should be kept electronically with the Committee papers so an audit trail can be produced if required;
- (e) the Committee members may respond with comments – if this is the case and they are simple amendments, the item should be approved subject to the amendments being made;
- (f) if the amendments are more complex or there is a conflict in the responses from the Committee members, the Chair of the committee should make a decision whether it is appropriate to have a conference call to resolve the issues or whether it needs to wait until the next committee meeting where a full discussion can be held; and
- (g) a written note of the outcome of the virtually approved decision should be an agenda item on the next committee meeting's agenda so that the decision can be formally ratified and minuted.

6.5 **Committee Papers**

6.5.1 If individual reports are not received in good time for circulation of Committee papers, the Chair should advise if the item is to be removed from the agenda.

- 6.5.2 Reports should be received seven working days in advance of the meeting to ensure timely:
- (a) distribution of the papers, in order for members to have sufficient time to review five working days prior to the meeting; and
 - (b) uploading to the ICB's website for the public to view, which is subject to auditor review and scrutiny.

6.5.3 Cover Sheets

- (a) All papers received by a Committee must have a fully completed Cover Sheet (see Appendices 6, 7, 8 and 9 for examples).
- (b) The Cover Sheet helps identify the key pieces of information the committee needs to be aware of and what action the committee is required to take.
- (c) Authors of papers are required to:
 - (i) clearly identify the 'ask' of the Committee;
 - (ii) detail which of the ICB's objective the report supports;
 - (iii) briefly describe the purpose and background to the report;
 - (iv) summarise the main body of the report under 'Report Summary';
 - (v) clearly refer to any risks that have been identified within the report;
 - (vi) give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed;
 - (vii) state whether there are any project dependencies, detail any findings from completed impact assessments;
 - (viii) include a risk rating and summary, if the project has been to the Quality and Equality Impact Assessment Panel;
 - (ix) include a summary following any involvement with Patients, Public or other key stakeholders;
 - (x) confirm which of the Equality Delivery System goals the report supports, and whether there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty; and
 - (xi) confirm that consideration has been given to the Derbyshire Integrated Care System Greener Plan targets, and detail any findings.

6.5.4 Committee Reports

- (a) Most reports will be requested by the Committee Administrator or Executive/ Senior Manager Representative, because they appear on the annual

Forward Planner of Agenda Items or were requested at a previous meeting. Committees should normally have in place a Forward Planner of Agenda Items (regular reports) for the year. This is an agenda planning tool which enables reports to be scheduled in advance throughout the year.

- (b) Members of Committees, as well as members of staff more generally, may also request that reports are submitted for consideration. Anyone wishing to make such a request is advised to consult with the relevant Committee Administrator, Chair or Executive Director/Senior Manager Representative well in advance of the deadline for receipt of reports.
- (c) Regular report authors are advised to review the Forward Planner of Agenda Items and contact the Committee Administrator/Chair if they have any questions.
- (d) In general terms, the reports received by Committees are:
 - (i) for assurance – e.g. reports to the Committee about the level of confidence and evidence that a particular course of action has been taken;
 - (ii) for information – e.g. reports which do not require any formal action or decision;
 - (iii) for decision – e.g. where a particular course of action is proposed and requires official sanction, or where policy, strategy, or regulation requires approval; or
 - (iv) a combination of the above.
- (e) Each paper should clearly identify what action it requires the Committee to take.
- (f) Reports should seek to add value to the ICB, by providing important information, prompting high-level discussion and seeking approval for a course of action. Reports should be aligned to and contribute to the achievement of the ICB's objectives.
- (g) The use of acronyms should be minimised. Where acronyms are used, ensure they are displayed in full when first mentioned (e.g. Chesterfield Royal Hospital NHS Foundation Trust (CRHFT));
- (h) Reports require, as a minimum, the following sections:
 - (i) Executive Summary – this is the most important section of the document; the reader will use the summary to decide how much of the report they need to read so make it clear and count;
 - (ii) Introduction – including the aims and objectives of the report;
 - (iii) Body – can be divided into sub-sections to help present the information to the reader. It may include research, data and other information relevant to the purpose of the report;

- (iv) Conclusion – the author’s assessment of the facts presented in the report;
- (v) Recommendation – must clearly articulate what the meeting is being asked to do with the information in the report. Option may include:
 - **AGREE**
 - **APPROVE**
 - **NOTE**
 - **SUPPORT**
 - **RATIFY**
- (i) Timetables should be agreed for the submission of reports and the distribution of committee papers:
 - (i) agendas for Committees are agreed approximately 2–3 weeks prior to the meeting with the Executive Team, following which authors of scheduled reports are contacted and asked to submit their reports and provide an update on the actions log regarding outstanding actions in line with the agreed deadline;
 - (ii) the deadline for receipt of papers and actions update by the Committee Administrator is seven working days before the meeting;
 - (iii) the complete agenda with papers is distributed to the committee five working days prior to the meeting so that the members have the opportunity to fully read and consider all the papers.
- (j) The most consistent difficulty faced in achieving the timely distribution of papers is the late submission of reports. Authors have a duty to ensure that papers are delivered by the deadline date. Late papers will not be included unless in exceptional circumstances that have been agreed by the Chair or Executive Directors/Senior Manager Representative in advance. Executive Directors/Senior Manager Representatives are responsible for the quality of the papers presented to the meetings.

For more information on writing reports, please refer to the ICB's Report Writing Guidance and Principles.

6.6 Minutes

The purpose of minutes is to provide a formal record of the decisions and substantive discussion occurring in a meeting and provide a record of the integrity of the meeting (see Appendix 11 for an example template). The Chair is responsible for summarising

each agenda item at the meeting to ensure the substantive discussion is recorded in a clear and concise manner:

6.6.1 Title

The name of the Committee and the time, date and venue or online communication platform of the meeting should be clearly stated at the beginning of the minutes. Start and finish times should also be recorded.

6.6.2 Attendance

- (a) When listing those present, the name of the individual and the position they are representing on the committee should be given. Members should be listed in alphabetical order (by surname) with the Chair identified by (Chair) written after the name. If a person joins or leaves the meeting the times and/or agenda item should be noted against their names for auditing purposes (e.g. (Item ICB/2223/01 only)).
- (b) Where individuals are present at the meeting but are not part of the formal membership of the Committee, they should be recorded under 'In Attendance'. This would include any co-opted members and those presenting a paper/item to the Committee – in this instance the item number they are present for should be recorded.
- (c) Apologies should be recorded, in alphabetical order, below those who are in attendance.
- (d) In some situations, an individual may not be in attendance for the whole meeting. The minutes should reflect the point in time when that individual joined or left the meeting.

6.6.3 Quoracy

The quorum of the relevant Committee can be found in its terms of reference and this quoracy should be functioning whenever any decisions need to be made. If the meeting is not fully quorate, members present will agree in principle to any decisions, with a caveat that agreement will be sought from the missing members outside of the meeting. Confirmation that these items were agreed with the missing members should be included as a post-meeting note within the minutes of the meeting and then ratified at the next meeting.

6.6.4 Declarations of Interest

- (a) It is imperative that the ICB ensures complete transparency in their decision making processes through robust record-keeping. Any declaration of interest, and arrangements agreed, in any meeting of the ICB, its Committees or sub-committees and Board should be recorded in the Register of Interests and in the relevant minutes.
- (b) To support Chairs in their role, they will be provided with a declarations of interest checklist prior to meetings. A copy of this can be found in Appendix 5 of the Managing Conflicts of Interest Policy.

- (c) At the beginning of all Committee meetings the Register of Interests for that meeting will be highlighted and there will be an opportunity for individuals to identify potential conflicts of interests relating to specific items of business. Individuals should also raise such items at the beginning of each agenda item so the appropriate course of action can be taken.
- (d) Where an interest does occur during a meeting, the Chair is to notify the Corporate Governance Manager so that the Committee and ICB registers of interests can be updated, as well as making the Audit and Governance Committee aware.
- (e) If any Committee members' circumstances change and this is raised at a meeting, the Register for Recording Any Interests During Meetings should also be completed and signed by the Chair. The respective individual will be sent a new form to complete and the updated register will be circulated with the meeting papers by the Corporate Governance Manager.
- (f) If any conflicts of interest are declared or otherwise arise in a meeting, the Chair must ensure the following information is recorded in the minutes:
 - (i) who has the interest;
 - (ii) the nature of the interest and why it gives rise to a conflict, including the magnitude of any interest;
 - (iii) the items on the agenda to which the interest relates;
 - (iv) how the conflict was agreed to be managed; and
 - (v) evidence that the conflict was managed as intended (for example recording the points during the meeting when particular individuals left or returned to the meeting).
- (g) An example of good minuting should include the following wording in the declarations of interest item:

Declarations of interest

[Chair] reminded committee members of their obligation to declare any interest they may have on any issues arising at committee meetings which might conflict with the business of the ICB.

Declarations declared by members of the [name of committee] are listed in the ICB's Register of Interests and included with the meeting papers. The Register is also available either via the Executive Assistant to the ICB or the ICB website at the following link: [insert hyperlink]

Declarations of interest from sub-committees

No declarations of interest were made.

[If declared, a register will be included in the papers to show who declared an interest, at what meeting and for which item]

Declarations of interest from today's meeting

No declarations of interest were made. OR

The following update was received at the meeting:

- With reference to business to be discussed at this meeting, [name of individual] declared that he/she is a [shareholder in XXX].

[Chair] declared that the meeting is quorate and that [name of individual] would not be included in any discussions on agenda item [X] due to a direct conflict of interest.

[Chair] and [name of individual] discussed the conflict of interest, which is recorded on the register of interest, before the meeting and [name of individual] agreed to remove [himself/herself] from the table and not be involved in the discussion around agenda item [X].

6.6.5 Content

- (a) Minutes must contain:
 - (i) what decisions were made, including the level of assurance agreed by the committee and any new risks identified;
 - (ii) who proposed and supported items for decision;
 - (iii) the result of any votes (the numbers in favour, against and any abstentions);
 - (iv) what action was agreed; and
 - (v) who was given responsibility to carry out the action and by when.
- (b) It is also a good idea to include a short summary of the opinions or challenges raised during the discussion of each agenda item, along with the reason why a certain decision was reached. Wherever possible, the minutes should focus on points made for and against a proposal or idea and should state the level of assurance the committee took from an agenda item and its relevant paper.
- (c) Good minutes are accurate, brief (not verbatim) and clear. The minutes should be written in the order that the items appeared on the agenda and the minute numbers must correspond with the agenda numbers. If items were discussed in a different order at the meeting, then that should be explained at the start of the minutes (for example, "the Committee noted that 'Counter Fraud' (Item ICB/2223/05) would be discussed at the start of the meeting").
- (d) When referring to an individual for the first time, the person's name must be written in full followed by their initials in brackets (e.g. John Smith (JS)). Only the initials are then used whenever this person is referenced within the minutes.

- (e) Minutes should be written in a consistent style, from one meeting to the next. This is usually the Committee Administrator's responsibility. During the meeting, if the person writing the minutes is unsure of a decision or action, they should ask the Chair for clarification so that their minutes are accurate.
- (f) The draft minutes should be approved by the Chair and then circulated by the Committee Administrator to members as soon as possible after the meeting.
- (g) If the Chair wishes, they may request to sign the ratified minutes. A copy of this should be kept on file for future reference.

6.6.6 Use of English

- (a) It is important that minutes and reports are clear, concise grammatically correct and accurate. The following guidelines may be helpful:
 - (i) while it is necessary to use some specialist terms you should avoid using deliberately obscure words or jargon;
 - (ii) where acronyms are used, ensure they are displayed in full when first mentioned (i.e. Chesterfield Royal Hospital NHS Foundation Trust (CRHFT));
 - (iii) do not duplicate in the minutes information which is contained in the papers presented to the meeting. A brief summary is enough. Minutes are designed to be read alongside the papers they refer to;
 - (iv) use the past tense when writing minutes, even if the events you are writing about have not yet happened (e.g. "it was reported that a further meeting would be arranged towards the end of the year");
 - (v) use paragraphs appropriately to break up long chunks of text;
 - (vi) be impartial and do not use loaded terms (even if these were used in the meeting);
 - (vii) use some of the words below to add variety to your minutes; and
 - (viii) if in doubt, ask yourself: "Would these minutes make sense to a member of the public"?

- (b) You may find the Plain English website useful:

<http://www.plainenglish.co.uk>

- (c) Some useful words to introduce variety in minutes:

raised	mentioned	reported	stated
informed	proposed	discussed	suggested
indicated	contributed	explained	presented

pointing out	confirmed	supported	enquired
highlighted	focused on	targeted	understood
preferred	needed	hoped	opinion
emphasised	repeated	stressed	underlined
explored	investigated	pursued	questioned
responded	advised	clarified	accepted
expressed	considered	implemented	

6.6.7 Use of recording devices

(a) Purpose

- (i) The ICB permit the use of Dictaphones for designated administrative staff for the purpose of supporting the effective provision of minutes.
- (ii) The notification poster at Appendix 14 should be used at each face-to-face meeting where voice recording is to take place.
- (iii) The agendas of meetings should all include a caveat (as detailed in Appendices 2, 3 and 4) that notifies the attendees that the meeting will be recorded.
- (iv) All staff who undertake voice recordings should be aware of and agree the standard operating procedure with the Information Governance Manager. This procedure describes clearly the processes which are required in each instance of the voice recording being processed. Within the term 'process' we understand that this includes the way in which information is Held, Obtained, Recorded, Used and Shared.

(b) Roles and Responsibilities

- (i) All administrative staff who use voice recording equipment are responsible for its safe use and storage.
- (ii) Those who intend to use voice recording equipment in support of their minute taking role are responsible for seeking and obtaining agreement from the Chair of the meeting prior to commencing recording.

(c) Process

The process below shall be followed by each individual undertaking voice or video recording:

(i) *Prior to the meeting*

- There will be an understanding of the expected duration of the meeting and provision made for both tapes and sufficient battery of a device.
- Attendees of the meeting will be made aware of the intention to use voice or video recording by detailing this on the agenda – with any queries being raised with the Information Standards Lead in advance of the meeting, or to be flagged with the Chair at the commencement of the meeting. Should any objections to recording be made, recording will not be undertaken until concerns have been resolved.
- It will be ensured that for each meeting, alternative meeting recording methods – i.e., laptop for typed notes or sufficient pads/pens will be available.

(ii) *During the meeting*

- The poster at Appendix 14, confirming the reasons for voice or video recording, will be clearly displayed on the meeting table. For larger meetings, more than one poster may be necessary.
- For meetings held via an online communication platform it is the responsibility of the Committee Administrator to notify attendees if the meeting is being recorded. Further guidance and the etiquette standards for virtual online Microsoft Teams meetings are included at Appendix 16. If any objections are made within the meeting to the recording, this will not be undertaken.
- The voice recording equipment will be the responsibility of the individual Committee Administrator, both for its set up and collection at the end of the meeting.
- The Committee Administrator should have an agreement with the Chair where any change of tape is required, this will necessitate a pause in discussion where topics are complex.

(iii) *After the meeting*

- The equipment is taken with the administrative staff following the meeting.
- The recording is held securely, either in a locked drawer, or locked flight case as agreed.

- The recording is accessed in a private setting only – i.e. the recording is listened to using headphones for the transcription of formal minutes.
- During the transcription of minutes, the recording is locked away when not in use.
- Once minutes are completed, the tapes used are wiped using the dictation device. This is required as the draft is completed.
- Tapes which have been used and wiped are held securely, to minimise any risk of ineffective deletion of data held on them.

(d) *Incident Reporting*

- (i) Those asked to undertake voice recording as part of their role understand that they are handling unencrypted data, and that if this were to be lost, stolen, or otherwise compromised this would be available to anyone finding that information. In that sense it is the same as printed confidential information.
- (ii) If there is an actual or suspected Loss, Theft or otherwise compromise of the voice recording, the individual staff member is required to report this to their line manager, and to the Information Standards Lead via a call to 07825 063164 or email to ruth.lloyd6@nhs.net immediately, noting that the ICB are required to report Information Governance related incidents within 72 hours.

6.7 Matters Arising

- 6.7.1 It is good practice to ensure the actions agreed at the Committee are completed. It is recommended that the actions are summarised from the minutes into a Matters Arising Actions Log (see Appendix 12 for an example).
- 6.7.2 The Matters Arising Actions Log should be circulated along with the Minutes of the previous meeting. The responsible action owner should provide an update on the action log for distribution with papers
- 6.7.3 The Matters Arising Actions Log will ensure that if the person responsible for the action is not able to attend and feedback to the following meeting or if an action takes longer to implement than anticipated, the action is not 'lost' and the committee can receive assurance that it has been implemented.

6.8 Reporting to the Integrated Care Board

- 6.8.1 Each Committee of the ICB should provide minutes of the most recent meeting to the ICB.
- 6.8.2 At the end of each Committee meeting the relevant assurance questions (see paragraph 6.3.2(ix)) must be asked and any items that need escalating to ICB confirmed.

- 6.8.3 Assurance Reports (see Appendix 10) are presented to the ICB Board to inform them of any decisions that have been made at Committees or any ICB-specific items that were discussed or directly impact the ICB. These reports should be completed immediately following the meetings in preparation for the succeeding ICB meeting.
- 6.8.4 Committees should adhere to the arrangements set out in the Standing Financial Instructions – Financial Limits for Delegated Authority in the ICB Handbook.
- 6.8.5 On an annual basis, preferably at the end of the financial year, each Committee should provide a Committee Annual Report to the ICB which summaries the key discussions and decisions made throughout the year. It will also include attendance, membership, quoracy and a review of the committee's effectiveness.
- 6.8.6 The Annual Report is to be completed by the Executive Director/Senior Manager Representative responsible for the committee. It is then taken to the relevant committee for approval prior to being taken to the ICB Board.

6.9 **The Role of the Committee Administrator**

- 6.9.1 The role of the Committee Administrator varies depending on the Terms of Reference, size and composition of the Committee, and the chairing skills/style of the Chair. There are, however, certain basic roles which can be identified:
- (a) to make all the domestic arrangements for the meeting;
 - (b) to prepare and distribute all documentation;
 - (c) to present material impartially;
 - (d) to record all decisions/recommendations of the Committee in a presentable manner; and
 - (e) to update the Forward Planner of Agenda Items, Matters Arising Actions Log (see Appendix 12) and a meeting log of all the decisions made and discussions held.
- 6.9.2 Good preparation for a meeting by the Committee Administrator helps to ensure that business runs smoothly and the following checklist will help the Committee Administrator to carry out their duties efficiently and effectively:
- (a) *General duties*
 - (i) Ensure an up-to-date membership list giving the name, position and location of each member is available electronically.
 - (ii) Ensure that all members are aware of the dates and venues or the means of online access for the meetings for the year and book the rooms in advance for the whole year. Ensure that it is appropriate in terms of refreshments, size, furniture, ventilation, etc. and make any necessary arrangements for refreshments or IT equipment.
 - (iii) Establish a timetable of when papers are due to be submitted.

(iv) Establish and maintain a Forward Planner of Agenda Items.

(b) *Induction of new members*

The Committee Administrator should send the following documents to newly appointed members:

- (i) dates and venues of future committee meetings;
- (ii) Terms of Reference and membership of that Committee and its related (sub) committees;
- (iii) minutes of the previous three meetings;
- (iv) a Declarations of Interest form for completion if they are external to the organisation or their role has changed;
- (v) contact details of the Chair and Director of Corporate Delivery.

(c) *Before the meeting*

Before the meeting, the Committee Administrator should:

- (i) make any necessary arrangements for IT equipment;
- (ii) if booking a meeting room, consider the individual needs of people attending the meeting, e.g. are there any individual needs with respect to access (such as car parking, ramps, wide doors), hearing loops, toilet facilities or dietary needs;
- (iii) circulate to members in advance asking for any agenda items and giving a deadline for responses;
- (iv) prepare a draft agenda, together with any supporting papers, and discuss with the responsible Executive Director/Senior Management Representative or the Chair at least two weeks before the meeting. In doing this, check to see if any items recur on a yearly or other periodic basis by using the Forward Planner of Agenda Items;
- (v) ensure that any acronyms which appear in the papers are included in the Glossary;
- (vi) prepare final documentation and circulate to members at least 5 working days before the meeting, ensuring that any individual (as directed by the Chair) who has a conflict of interest does not receive the relevant papers as per paragraph 6.10.3(c);
- (vii) if relevant, ensure Committee papers are uploaded to the ICB's website; and

(viii) try to arrive early for the meeting to check the room, layout etc. Always take:

- tabled papers (by exception) for distribution at the meeting (however, this should be avoided where possible unless the paper is hard to read, which is when A3 copies should be provided);
- a list of apologies and confirmation of quoracy;
- attendance sheet;
- meeting in progress sign(s);
- stationery (pens and paper);
- recording device and Poster for Table Voice Recording, if applicable;
- procedural information (e.g. Terms of Reference);
- register for recording interests declared at meetings;
- name plates;
- any correspondence for the members; and
- presentations uploaded to a laptop, if applicable.

(d) *During the meeting*

During the meeting, the Committee Administrator should:

- (i) notify the attendees as to whether the meeting will be recorded, if the meeting is being held in person or via an online communication platform;
- (ii) ensure that a clear record of any recommendations is taken, including any conflicts of interest which arise;
- (iii) record attendance and ensure the signing-in sheet is signed by each person at the meeting (see Appendix 13 for an example);
- (iv) make sure the Chair follows the agenda and that no items have been omitted;
- (v) ensure that levels of assurance and new risks identified are fully recorded and reported as well as making sure that agreed actions have an owner and a deadline for completion.

(e) *After the meeting*

After the meeting, the Committee Administrator should:

- (i) write to those who need to know about the Committee's decisions, including any referrals made to other Committees for action;
- (ii) draft and check minutes within three working days for approval by the Chair within two working days and make any amendments;
- (iii) circulate minutes (remembering to attach tabled papers for members who were not present) and Matters Arising Actions Log to members and anyone responsible for an action;
- (iv) if relevant, ensure the agreed minutes of the previous meeting are uploaded to the ICB's website;
- (v) add requested papers to the Forward Planner of Agenda Items;
- (vi) ensure information from the meeting is appropriately circulated to Committee Administrators/specified individuals;
- (vii) remind members of any work to be done before the next meeting;
- (viii) communicate to any non-members who have been delegated any actions or future papers and agree realistic deadlines with them, to be agreed with the Chair or Executive Director/Senior Management Representative;
- (ix) file all papers and place electronic copies of all documents on the shared drive;
- (x) update the Committee Meeting Log;
- (xi) start preparations for the next meeting.

6.10 Role of the Chair

The role of the Chair varies depending on the Terms of Reference, size and composition of the Committee, but there are certain basic roles which can be identified:

- 6.10.1 review the draft agenda with the Committee Administrator, at least two weeks before the meeting;
- 6.10.2 ensure the meeting is quorate in advance and at the start of the meeting;
- 6.10.3 when a member of the meeting (including the Chair or Vice Chair) has a conflict of interest in relation to one or more items of business to be transacted at the meeting, the Chair (or Vice Chair or remaining non-conflicted members) must decide how to

manage the conflict. The appropriate course of action will depend on the particular circumstances, but could include one or more of the following:

- (a) where the Chair has a conflict of interest, deciding that the Vice Chair (or another non-conflicted member of the meeting if the Vice Chair is also conflicted) should chair all or part of the meeting;
- (b) requiring the individual who has a conflict of interest (including the Chair or Vice Chair if necessary) not to attend the meeting;
- (c) ensuring that the individual concerned does not receive the supporting papers or minutes of the meeting which relate to the matter(s) which give rise to the conflict;
- (d) requiring the individual to leave the discussion when the relevant matter(s) are being discussed and when any decisions are being taken in relation to those matter(s). In private meetings, this could include requiring the individual to leave the room and in public meetings to either leave the room or join the audience in the public area;
- (e) allowing the individual to participate in some or all of the discussion when the relevant matter(s) are being discussed but requiring them to leave the meeting when any decisions are being taken in relation to those matter(s). This may be appropriate where, for example, the conflicted individual has important relevant knowledge and experience of the matter(s) under discussion, which it would be of benefit for the meeting to hear, but this will depend on the nature and extent of the interest which has been declared;
- (f) noting the interest and ensuring that all attendees are aware of the nature and extent of the interest but allowing the individual to remain and participate in both the discussion and in any decisions. This is only likely to be the appropriate course of action where it is decided that the interest which has been declared is either immaterial or not relevant to the matter(s) under discussion;

6.10.4 ensure introductions are made at meetings where there are new attendees or members of the public present;

6.10.5 at the beginning of all meetings the Register of Interests for that meeting should be highlighted and the Chair should give individuals the opportunity to identify potential conflicts of interests relating to specific items of business. Where an interest does occur during a meeting, the Chair is to complete and sign the Register for Recording Any Interests During Meetings (Appendix 6 of the ICB's Managing Conflicts of Interest Policy). This should then be passed to the Committee Administrator who will send this to the Corporate Governance Manager so that the Committee's register of interests and the ICB's register of interests can be updated. If any committee members' circumstances change and they raise this at the meeting, this register should also be completed and signed by the Chair (a declarations of interest checklist for Chairs can be found in Appendix 5 of the ICB's Managing Conflicts of Interest Policy);

- 6.10.6 ensure the meeting runs to time (no more than two hours);
- 6.10.7 ensure all members have the opportunity to speak during the meeting – keeping order as necessary, and discussion relevant and to the point;
- 6.10.8 ensure decisions are made and actions agreed – where there is a split vote, with no clear majority, the Chair will hold the casting vote;
- 6.10.9 close off each item on the agenda and assist the minute taker by summarising key points, decisions and actions at the end;
- 6.10.10 with the exception of the ICB, at the end of the meeting the Chair should ask the Committee’s assurance questions (see paragraph 6.3.2(ix)) and confirm whether anything requires escalation to ICB;
- 6.10.11 review and agree the draft minutes with the minute taker; and
- 6.10.12 ensure all actions are followed up.

6.11 Role of the Corporate Secretary

The role of the Corporate Secretary varies depending on the Terms of Reference, size and composition of the committee, and the chairing skills/style of the Chair. There are, however, certain roles which can be identified:

- 6.11.1 to provide support to all Committee Administrators;
- 6.11.2 to check whether new members have any special needs to enable them to participate fully in meetings and, if so, make provision accordingly with the Committee Administrator;
- 6.11.3 to advise the meeting on procedural issues and matters, and past precedent;
- 6.11.4 to be familiar with the Terms of Reference of the Committee and ensure that the position of the Committee is understood;
- 6.11.5 read and be aware of the minutes of past meetings to ensure familiarity with the history of the committee and past major decisions which have been taken; and
- 6.11.6 arrange to see the Chair of the Committee on a regular basis if possible. This will help establish a good working relationship and will also ensure that information about items which affect the Committee are related.

6.12 Layout and Format of Committee Papers

Printed information, including all Committee papers, should be accessible to people with sight problems, the following is general guidance and further information is available from the Royal National Institute for the Blind website (snib.org.uk). The following should be used whenever documents are likely to be accessed by the public:

- 6.12.1 type size should be between 11 and 14 points;
- 6.12.2 there should be good contrast between background and text, black text on a white background provides best contrast;

- 6.12.3 Arial font should be used;
- 6.12.4 blocks of capital letters, underlined or italicised text are difficult to read and should be avoided;
- 6.12.5 numbers (including page numbers) should be printed in a typeface which is easy to read. Readers with sight problems can misread 3, 5, 8 & 0;
- 6.12.6 avoid glossy paper or paper that is very thin.

6.13 **Be Aware of Your Audience**

It is important to be aware that it is relatively easy for members of the public, including the press, to access Committee papers, either because the meetings are held in public i.e. the ICB, or as a result of a 'Freedom of Information' request. Authors of papers need to be mindful of this particularly when conveying sensitive information. Further advice can be obtained from the following departments in the ICB:

- 6.13.1 Corporate Governance;
 - 6.13.2 Information Governance; and
 - 6.13.3 Communications.
- 6.14 Version control is important when documents are being created, and for any records that undergo a lot of revision and redrafting. Ensure that consistent numbering is used when using version control i.e. v1.0, v1.1, v1.2.

7. **MEETING ETIQUETTE**

Meeting etiquette is important as it provides a basis of trust, respect and honesty for the ICB. Meeting etiquette should be adhered to by all ICB staff, Board and Committee members at all meetings, sub-committees and groups. Further detail on these expectations can be found at Appendix 15.

8. **EQUALITY STATEMENT**

- 8.1 The ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.
- 8.2 In carrying out its function, the ICB must have due regard to the PSED. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.

9. DUE REGARD

This policy has been reviewed in relation to having due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

10. MONITORING/AUDIT

The Corporate Governance Team is responsible for the monitoring and performance management of the Corporate Governance Framework and associated Committees. Where relevant Committees are failing to adhere to this framework and the Corporate Governance Handbook, it will be reported to the Audit and Governance Committee and the Committee Chair will be required to provide a report stating how they intend to rectify the situation, this includes when there are recurrent delays in the circulation of papers and inappropriate lengths of meetings.

APPENDIX 1 – TERMS OF REFERENCE TEMPLATE

[Committee Name]

Terms of Reference

1. SCOPE

- 1.1 The X Committee (“the Committee”) is established by NHS Derby and Derbyshire Integrated Care Board (the "ICB") as a Committee of the ICB Board in accordance with its Constitution.
- 1.2 These Terms of Reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the ICB Board.
- 1.3 The Committee is a Non-Executive Member committee of the ICB Board and its members, including those who are not members of the ICB Board, are bound by the Standing Orders and other policies of the ICB.

2. PURPOSE

The purpose of the Committee is to ensure that [insert].

3. ROLES AND RESPONSIBILITIES

The Committee will incorporate the following duties [insert].

4. DELEGATED AUTHORITY

- 4.1 The Committee is a formal committee of the ICB. The ICB Board has delegated authority to the Committee as set out in the Scheme of Reservations and Delegation and may be amended from time to time.
- 4.2 The Committee holds those powers as delegated in these Terms of Reference as determined by the ICB Board.

5. ACCOUNTABILITY

- 5.1 The Committee is directly accountable to the ICB Board.
- 5.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the ICB Board in accordance with the Standing Orders.

- 5.3 The Chair of the Committee will report to the ICB Board following each meeting, confirming all decisions made, highlighting any concerns, actions taken, next steps and ongoing monitoring. The report will also include recommendations that are outside the delegated limits of the Committee and matters which require escalation to, and approval from the ICB Board, if not already approved by them.
- 5.4 The Committee will provide an annual report to the ICB Board on the effectiveness of the Committee to discharge its duties.
- 5.5 The Committee shall maintain an annual work programme, ensuring that all matters for which it is responsible are addressed in a planned manner, with appropriate frequency across the year.
- 5.6 The Committee may investigate, monitor and review any activity within its terms of reference. It is authorised to seek any information it requires from any Group.

6. MEMBERSHIP AND ATTENDANCE

6.1 Membership

- 6.1.1 Members of the Committee shall be appointed by the ICB Board in accordance with the ICB Constitution.
- 6.1.2 When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.
- 6.1.3 The membership of the Committee will comprise of:
 - (a)
 - (b)
 - (c)
- 6.1.4 Subject experts will be attendees at each meeting.
- 6.1.5 The Committee may also request attendance by appropriate individuals to present relevant reports and/or advise the Committee.
- 6.1.6 Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair of the Committee. All deputies should be fully briefed and the Committee secretariat informed of any agreement to deputise so that quoracy can be maintained.

6.2 Chair and Vice Chair

The Chair of the Committee shall be a Non-Executive Member of the ICB Board. In the event that the Chair is unavailable to attend, a Non-Executive Member will act as the Vice Chair and Chair the meeting, unless there is a conflict of interest. If the Chair has a conflict of interest then the Vice Chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

6.3 Attendance

- 6.3.1 It is expected that members will prioritise these meeting and make themselves available; exceptionally where this is not possible a deputy may attend of sufficient seniority who will have delegated authority to make decisions on behalf of their organisation in accordance with the objectives set out in the Terms of Reference for this Committee. For Local Authority representatives this will be in accordance with the due political process.
- 6.3.2 Members are expected to attend at least 75% of meetings held each calendar year to ensure consistency.
- 6.3.3 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.

7. MEETING ARRANGEMENTS AND FREQUENCY

- 7.1 The Committee will meet monthly before every ICB Board meeting to ensure all Quality and Performance information submitted to the ICB Board has been properly scrutinised and to develop an agreed view on any future issues arising.
- 7.2 The Chair of the Committee may arrange extraordinary meetings at their discretion and if required to consider matters in a timely manner.
- 7.3 Where necessary members will be required to respond to virtual electronic communications owing to timescales.
- 7.4 The Chair will be responsible for agreeing the agenda; ensuring matters discussed meet the objectives as set out in these Terms of Reference.
- 7.5 Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- 7.6 Ratified minutes of the meeting will be circulated to all sub-groups for dissemination to their members.
- 7.7 There will be a standing agenda item at the end of each meeting to check the objectives have been met and review effectiveness of the discussions.

8. QUORACY

- 8.1 The quorum necessary for the transaction of business shall be [XX] members, to include [TBC].
- 8.2 A duly convened meeting of the Committee at which quorum is present at the meeting, or are contactable by video conference, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 8.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions requiring agreement by statutory bodies may be taken.

- 8.4 If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

9. BEHAVIOURS AND DECISION-MAKING

9.1 Behaviours

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.

9.2 Decision-Making

- 9.2.1 Members are expected to act as facilitators, providing effective communication for the programme to engage their respective organisations in the developments; modelling collective leadership.

- 9.2.2 Members are expected to provide information as necessary to support the undertaking of accurate analysis to inform developments.

9.2.3 Voting

- (a) Decisions will be taken in accordance with the Standing Orders. The Committee will reach conclusions by consensus. When this is not possible the Chair may call a vote.
- (b) Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- (c) Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

9.2.4 Urgent Decisions

- (a) The Committee may be required to take urgent decisions. An urgent decision is one where the requirement for the decision to be made arises between the meetings of the Committee and in relation to which a decision must be made prior to the next scheduled meeting.
- (b) Where an urgent decision is required a supporting paper will be circulated to all members. To reach a consensus view or make a decision the members may meet either in person, via video conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.
- (c) In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting for formal ratification.

9.3 **Equality and Diversity**

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

10. **SUB-COMMITTEES**

- 10.1 The Committee may delegate responsibility for specific aspects of its duties to sub-committees or working groups. The Terms of Reference of each such sub-committee or working group shall be approved by the Committee and shall set out specific details of the areas of responsibility and authority.
- 10.2 Any sub-committees or working groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

11. **INTERDEPENDENCIES WITH OTHER GROUPS**

[Insert]

12. **IDENTIFYING AND MANAGING RISKS**

- 12.1 The Committee will help to identify concerns and risks, diagnose and develop actions/improvement plans to mitigate and respond to risks, and oversee implementation.
- 12.2 The Committee will receive and review those risks delegated to it consisting of the Assurance Framework, corporate risks and any other significant risks. These risks will be a standing agenda item of the sub-committee meetings at least quarterly and at every meeting if risks are escalating or of concern.

13. **MANAGING CONFLICTS OF INTEREST**

Members of the Committee shall adopt the following approach:

- 13.1.1 ensure that they continue to comply with relevant organisational policies/governance framework for probity and decision-making;
- 13.1.2 a register of interests will be recorded and maintained. This will be reviewed annually to ensure accuracy, in the intervening periods members should declare any unregistered interests pertinent to the agenda on an on-going basis. Members will be responsible for notifying of any changes to their respective declarations as and when they occur;
- 13.1.3 in advance of any meeting, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals;

- 13.1.4 the Chair will take overall responsibility for managing conflicts of interest pertinent to agenda items as they arise; any such declarations will be formally recorded in the minutes of the meeting;
- 13.1.5 the Chair will determine how declared interests should be managed, which is likely to involve one the following actions:
 - (a) requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the discussions;
 - (b) allowing the individual to participate in the discussion, but not the decision-making process;
 - (c) allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the decision-making arrangements.

14. SECRETARIAT AND ADMINISTRATION

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

- 14.1 the agenda and papers are prepared in accordance with the ICB's Corporate Governance Framework and distributed in accordance with the Standing Orders, having been agreed by the Chair with the support of the relevant executive lead;
- 14.2 attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- 14.3 records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- 14.4 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;
- 14.5 the Chair is supported to prepare and deliver reports to the Board;
- 14.6 the Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 14.7 action points are taken forward between meetings and progress against those actions is monitored.

15. REVIEW

- 15.1 The Committee will review its effectiveness at least annually and complete an annual report submitted to the ICB Board.
- 15.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.

Reviewed by [Committee Name]: [Date]

Approved by [insert committee accountable to]: [Date]

Review Date: [Date]

APPENDIX 2 – NHS DERBY AND DERBYSHIRE ICB BOARD AGENDA
TEMPLATE

NHS DERBY AND DERBYSHIRE ICB BOARD

MEETING IN PUBLIC AGENDA

[Date], [Time]

[Venue]

Please notify us in advance of your intention to join the meeting by emailing [insert enquiries email] by close of play [insert date of day before meeting]

Questions from members of the public should be emailed to [insert enquiries email] and a response will be provided within seven working days

This meeting will be recorded – please notify the Chair if you do not give consent

Time	Reference	Item	Presenter	Delivery
[xx:xx]	Introductory Items			
	ICB/2223/XX	Welcome, introductions and apologies	[Chair's Name]	Verbal
	ICB/2223/XX	Confirmation of quoracy	[Chair's Name]	Verbal
	ICB/2223/XX	Declarations of Interest <ul style="list-style-type: none"> • Register of Interests • Summary register for recording interests during the meeting • Glossary 	[Chair's Name]	Paper
	ICB/2223/XX	Items Received from members of the public	[Chair's Name]	Verbal
[xx:xx]	Strategy and Leadership			
	ICB/2223/XX	Chair's Report	[Chair's Name]	Paper
	ICB/2223/XX	Chief Executive Officer's Report	[CEO Name]	Paper
[xx:xx]	Items for Decision			
	ICB/2223/XX	[Name of Report]	[Name]	
[xx:xx]	Items for Discussion			
	ICB/2223/XX	[Name of Report]	[Name]	

[xx:xx]	Corporate Assurance			
	ICB/2223/XX	[Name of Report]	[Name]	
[xx:xx]	Items for Information			
	<i>The following items are for information and will not be individually presented</i>			
	ICB/2223/XX	Ratified minutes of ICB Committee Meetings: •		Paper
[xx:xx]	Minutes and Matters Arising			
	ICB/2223/XX	Minutes from the meeting held on [Date]	[Chair's Name]	Paper
	ICB/2223/XX	Action Log from the meeting held on [Date]	[Chair's Name]	Paper
[xx:xx]	Closing Items			
	ICB/2223/XX	Forward Planner	[Chair's Name]	Paper
	ICB/2223/XX	Any Other Business	[Chair's Name]	Verbal
	ICB/2223/XX	Date and time of next meeting: Date: Time: Venue:	[Chair's Name]	Verbal

APPENDIX 3 – NHS DERBY AND DERBYSHIRE CONFIDENTIAL ICB BOARD
AGENDA TEMPLATE

NHS DERBY AND DERBYSHIRE ICB BOARD

CONFIDENTIAL AGENDA

[Date], [Time]

[Venue]

This meeting will be recorded – please notify the Chair if you do not give consent

Time	Reference	Item	Presenter	Delivery
[xx:xx]	Introductory Items			
	ICBC/2223/XX	Welcome, introductions and apologies	[Chair's Name]	Verbal
	ICBC/2223/XX	Confirmation of quoracy	[Chair's Name]	Verbal
	ICBC/2223/XX	Declarations of Interest <ul style="list-style-type: none"> • Register of Interests • Summary register for recording interests during the meeting 	[Chair's Name]	Paper
[xx:xx]	Strategy and Leadership			
	ICBC/2223/XX	[Name of Report]	[Name]	
[xx:xx]	Items for Decision			
	ICBC/2223/XX	[Name of Report]	[Name]	
[xx:xx]	Items for Discussion			
	ICBC/2223/XX	[Name of Report]	[Name]	
[xx:xx]	Corporate Assurance			
	ICBC/2223/XX	[Name of Report]	[Name]	
[xx:xx]	Items for Information			
	<i>The following items are for information and will not be individually presented</i>			
	ICBC/2223/XX	Ratified minutes of Confidential ICB Committee Meetings:		Paper

		•		
[xx:xx]	Minutes and Matters Arising			
	ICBC/2223/XX	Minutes from the meeting held on [Date]	[Chair's Name]	Paper
	ICBC/2223/XX	Action Log from the meeting held on [Date]	[Chair's Name]	Paper
[xx:xx]	Closing Items			
	ICBC/2223/XX	Forward Planner	[Chair's Name]	Paper
	ICBC/2223/XX	Any Other Business	[Chair's Name]	Verbal
	ICBC/2223/XX	Date and time of next meeting: Date: Time: Venue:	[Chair's Name]	Verbal

APPENDIX 4 – ICB CORPORATE COMMITTEE AGENDA TEMPLATE
NHS DERBY AND DERBYSHIRE INTEGRATED CARE BOARD

[NAME OF COMMITTEE] AGENDA

[Date], [Time]

[Venue]

This meeting will be recorded – please notify the Chair if you do not give consent

Time	Reference	Item	Presenter	Delivery
[xx:xx]	Introductory Items			
	[Initials of meeting/2223/XX]	Welcome, introductions and apologies	[Chair's Name]	Verbal
	[Initials of meeting/2223/XX]	Confirmation of quoracy	[Chair's Name]	Verbal
	[Initials of meeting/2223/XX]	Declarations of Interest <ul style="list-style-type: none"> • Register of Interests • Summary register for recording interests during the meeting 	[Chair's Name]	Paper
[xx:xx]	Items for Decision			
	[Initials of meeting/2223/XX]	[Name of Report]	[Name]	
[xx:xx]	Items for Discussion			
	[Initials of meeting/2223/XX]	[Name of Report]	[Name]	
[xx:xx]	Corporate Assurance			
	[Initials of meeting/2223/XX]	[Name of Report]	[Name]	
[xx:xx]	Items for Information			
	<i>The following items are for information and will not be individually presented</i>			
	[Initials of meeting/2223/XX]	Ratified minutes of: <ul style="list-style-type: none"> • 	[Name]	Paper
[xx:xx]	Minutes and Matters Arising			
	[Initials of meeting/2223/XX]	Minutes from the meeting held on [Date]	[Chair's Name]	Paper
	[Initials of meeting/2223/XX]	Action Log from the meeting held on [Date]	[Chair's Name]	Paper

[xx:xx]	Closing Items			
	[Initials of meeting/2223/XX]	Forward Planner	[Chair's Name]	Paper
	[Initials of meeting/2223/XX]	<ul style="list-style-type: none"> • Has the Committee been attended by all relevant Executive Directors and Senior Managers for assurance purposes? • Were the papers presented to the Committee of an appropriate professional standard, did they incorporate detailed reports with sufficient factual information and clear recommendations? • Were papers that have already been reported on at another committee presented to you in a summary form? • Was the content of the papers suitable and appropriate for the public domain? • Were the papers sent to Committee members at least 5 working days in advance of the meeting to allow for the review of papers for assurance purposes? • Does the Committee wish to deep dive any area on the agenda, in more detail at the next meeting, or through a separate meeting with an Executive Director in advance of the next scheduled meeting? • What recommendations do the Committee want to make to the ICB Board following the assurance process at today's Committee meeting? 		
	[Initials of meeting/2223/XX]	Any Other Business	[Chair's Name]	Verbal
	[Initials of meeting/2223/XX]	Date and time of next meeting: Date: Time: Venue:	[Chair's Name]	Verbal

APPENDIX 5 – INTERNAL MEETING AGENDA TEMPLATE
NHS DERBY AND DERBYSHIRE INTEGRATED CARE BOARD

[NAME OF INTERNAL MEETING] AGENDA

[Date], [Time]

[Venue]

Time	Reference	Item	Presenter	Delivery
[xx:xx]	Introductory Items			
	[Initials of meeting/2223/XX]	Welcome, introductions and apologies	[Chair's Name]	Verbal
	[Initials of meeting/2223/XX]	Confirmation of quoracy	[Chair's Name]	Verbal
	[Initials of meeting/2223/XX]	Declarations of Interest <ul style="list-style-type: none"> Register of Interests (if not applicable, please use the following definition: <i>Members are asked to declare any conflicts they have in regards to the agenda items today. A conflict of interest is defined as “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” (NHS England, 2017).</i>) Summary register for recording interests during the meeting 	[Chair's Name]	Paper
[xx:xx]	Items for Decision			
	[Initials of meeting/2223/XX]	[Name of Report]	[Name]	
[xx:xx]	Items for Discussion			
	[Initials of meeting/2223/XX]	[Name of Report]	[Name]	

[xx:xx]	Items for Information			
	<i>The following items are for information and will not be individually presented</i>			
	[Initials of meeting/2223/XX]		[Name]	Paper
[xx:xx]	Minutes and Matters Arising			
	[Initials of meeting/2223/XX]	Minutes from the meeting held on [Date]	[Chair's Name]	Paper
	[Initials of meeting/2223/XX]	Action Log from the meeting held on [Date]	[Chair's Name]	Paper
[xx:xx]	Closing Items			
	[Initials of meeting/2223/XX]	Forward Planner	[Chair's Name]	Paper
	[Initials of meeting/2223/XX]	Any Other Business	[Chair's Name]	Verbal
	[Initials of meeting/2223/XX]	Date and time of next meeting: Date: Time: Venue:	[Chair's Name]	Verbal

APPENDIX 6 – ICB BOARD COVER SHEET TEMPLATE
NHS DERBY AND DERBYSHIRE ICB BOARD

[DATE]

Item: [XX]

Report Title	[Insert title of report]							
Author	[Name, Job Title]							
Sponsor (Executive Director)	[Name, Job Title]							
Presenter	[Name, Job Title]							
Paper purpose	Decision	<input type="checkbox"/>	Discussion	<input type="checkbox"/>	Assurance	<input type="checkbox"/>	Information	<input type="checkbox"/>
Appendices	[Please list all appendices and attachments to the report]							
Assurance Report Signed off by Chair	[Name, Job Title]/[Not Applicable]							
Which committee has the subject matter been through?	[Name of committee, date of meeting]							

Recommendations	
The ICB Board are recommended to [APPROVE/DISCUSS/NOTE/RATIFY/AGREE] the [insert title of report].	
Purpose	
Background	
Report Summary	
Identification of Key Risks	
<i>Cross reference to risks within Board Assurance Framework or Risk Registers</i>	
Have any conflicts of interest been identified throughout the decision-making process?	
<i>Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed</i>	

Project Dependencies				
Completion of Impact Assessments				
Data Protection Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Quality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Equality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Risk Rating:	Summary:
Has there been involvement of Patients, Public and other key stakeholders? Include summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Summary:	
Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:				
Better health outcomes	<input checked="" type="checkbox"/>	Improved patient access and experience	<input type="checkbox"/>	
A representative and supported workforce	<input type="checkbox"/>	Inclusive leadership	<input type="checkbox"/>	
Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?				
<p><i>When the ICB delivers their functions, the ICB must have due regard in:</i></p> <ul style="list-style-type: none"> <i>eliminating unlawful discrimination</i> <i>advancing equality of opportunity between people who share a protected characteristic</i> <i>encouraging good relations between those who share a protected characteristic and those who do not</i> <p><i>Please discuss any implications or risks that have been identified in regard to these duties.</i></p>				
When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?				
Carbon reduction	<input type="checkbox"/>	Air Pollution	<input type="checkbox"/>	Waste <input type="checkbox"/>
Details/Findings				

APPENDIX 7 – CONFIDENTIAL ICB BOARD COVER SHEET TEMPLATE
NHS DERBY AND DERBYSHIRE ICB BOARD

CONFIDENTIAL SESSION

[DATE]

Item: [XX]

Report Title	[Insert title of report]
Author	[Name, Job Title]
Sponsor (Executive Director)	[Name, Job Title]
Presenter	[Name, Job Title]
Paper purpose	Decision <input type="checkbox"/> Discussion <input type="checkbox"/> Assurance <input type="checkbox"/> Information <input type="checkbox"/>
Appendices	[Please list all appendices and attachments to the report]
Assurance Report Signed off by Chair	[Name, Job Title]/[Not Applicable]
Which committee has the subject matter been through?	[Name of committee, date of meeting]

Recommendations
The ICB Board are recommended to [APPROVE/DISCUSS/NOTE/RATIFY/AGREE] the [insert title of report].
Reason for inclusion in the confidential session
<i>Please explain why this paper cannot be considered in the public session</i>
Purpose
Background
Report Summary
Identification of Key Risks
<i>Cross reference to risks within Board Assurance Framework or Risk Registers</i>

Have any conflicts of interest been identified throughout the decision-making process?				
<i>Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed</i>				
Project Dependencies				
Completion of Impact Assessments				
Data Protection Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Quality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Equality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Risk Rating:	Summary:
Has there been involvement of Patients, Public and other key stakeholders? Include summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Summary:	
Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:				
Better health outcomes	<input type="checkbox"/>	Improved patient access and experience	<input type="checkbox"/>	
A representative and supported workforce	<input type="checkbox"/>	Inclusive leadership	<input type="checkbox"/>	
Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?				
<i>When the ICB delivers their functions, the ICB must have due regard in:</i>				
<ul style="list-style-type: none"> <i>eliminating unlawful discrimination</i> <i>advancing equality of opportunity between people who share a protected characteristic</i> <i>encouraging good relations between those who share a protected characteristic and those who do not</i> 				
<i>Please discuss any implications or risks that have been identified in regard to these duties.</i>				
When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?				
Carbon reduction	<input type="checkbox"/>	Air Pollution	<input type="checkbox"/>	Waste <input type="checkbox"/>
Details/Findings				

APPENDIX 8 – COMMITTEE COVER SHEET TEMPLATE
[COMMITTEE NAME]

[DATE]

Item: [XX]

Report Title	[Insert title of report]							
Author	[Name, Job Title]							
Sponsor (Executive Director)	[Name, Job Title]							
Presenter	[Name, Job Title]							
Paper purpose	Decision	<input type="checkbox"/>	Discussion	<input type="checkbox"/>	Assurance	<input type="checkbox"/>	Information	<input type="checkbox"/>
Appendices	[Please list all appendices and attachments to the report]							
Which committee has the subject matter been through?	[Name of committee, date of meeting]							

Recommendations								
The [Committee name] are recommended to [APPROVE/DISCUSS/NOTE/RATIFY/AGREE] the [insert title of report].								
Purpose								
Background								
Report Summary								
Identification of Key Risks								
<i>Cross reference to risks within Board Assurance Framework or Risk Registers</i>								
Have any conflicts of interest been identified throughout the decision-making process?								
<i>Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed</i>								

Project Dependencies				
Completion of Impact Assessments				
Data Protection Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Quality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Equality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Risk Rating:	Summary:
Has there been involvement of Patients, Public and other key stakeholders? Include summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Summary:	
Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:				
Better health outcomes	<input type="checkbox"/>	Improved patient access and experience	<input type="checkbox"/>	
A representative and supported workforce	<input type="checkbox"/>	Inclusive leadership	<input type="checkbox"/>	
Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?				
<p><i>When the ICB delivers their functions, the ICB must have due regard in:</i></p> <ul style="list-style-type: none"> <i>eliminating unlawful discrimination</i> <i>advancing equality of opportunity between people who share a protected characteristic</i> <i>encouraging good relations between those who share a protected characteristic and those who do not</i> <p><i>Please discuss any implications or risks that have been identified in regard to these duties.</i></p>				
When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?				
Carbon reduction	<input type="checkbox"/>	Air Pollution	<input type="checkbox"/>	Waste <input type="checkbox"/>
Details/Findings				

APPENDIX 9 – CONFIDENTIAL COMMITTEE COVER SHEET TEMPLATE

[COMMITTEE NAME]

CONFIDENTIAL SESSION

[DATE]

Item: [XX]

Report Title	[Insert title of report]							
Author	[Name, Job Title]							
Sponsor (Executive Director)	[Name, Job Title]							
Presenter	[Name, Job Title]							
Paper purpose	Decision	<input type="checkbox"/>	Discussion	<input type="checkbox"/>	Assurance	<input type="checkbox"/>	Information	<input type="checkbox"/>
Appendices	[Please list all appendices and attachments to the report]							
Which committee has the subject matter been through?	[Name of committee, date of meeting]							

Recommendations	
The [Committee name] are recommended to [APPROVE/DISCUSS/NOTE/RATIFY/AGREE] the [insert title of report].	
Reason for inclusion in the confidential session	
<i>Please explain why this paper cannot be considered in the public session</i>	
Purpose	
Background	
Report Summary	
Identification of Key Risks	
<i>Cross reference to risks within Board Assurance Framework or Risk Registers</i>	

Have any conflicts of interest been identified throughout the decision-making process?				
<i>Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed</i>				
Project Dependencies				
Completion of Impact Assessments				
Data Protection Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Quality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Equality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Risk Rating:	Summary:
Has there been involvement of Patients, Public and other key stakeholders? Include summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Summary:	
Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:				
Better health outcomes	<input type="checkbox"/>	Improved patient access and experience	<input type="checkbox"/>	
A representative and supported workforce	<input type="checkbox"/>	Inclusive leadership	<input type="checkbox"/>	
Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?				
<i>When the ICB delivers their functions, the ICB must have due regard in:</i>				
<ul style="list-style-type: none"> • <i>eliminating unlawful discrimination</i> • <i>advancing equality of opportunity between people who share a protected characteristic</i> • <i>encouraging good relations between those who share a protected characteristic and those who do not</i> 				
<i>Please discuss any implications or risks that have been identified in regard to these duties.</i>				
When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?				
Carbon reduction	<input type="checkbox"/>	Air Pollution	<input type="checkbox"/>	Waste <input type="checkbox"/>
Details/Findings				

APPENDIX 10 – BOARD ASSURANCE REPORT TEMPLATE

[COMMITTEE NAME]

[DATE]

Item: [XX]

Report Title	[Insert title of report]
Author	[Name, Job Title]
Sponsor (Executive Director)	[Name, Job Title]
Presenter	[Name, Job Title]
Paper purpose	Decision <input type="checkbox"/> Discussion <input type="checkbox"/> Assurance <input type="checkbox"/> Information <input type="checkbox"/>
Appendices	[Please list all appendices and attachments to the report]
Assurance Report agreed by:	[Name of Chair and role]

Recommendations	
The Committee is requested to NOTE the Board Assurance Report for the minutes of the [meeting name].	
Purpose	
The Board Assurance Report is presented to inform of any decisions that have been made at [meeting name] or any ICB-specific items that were discussed or directly impact the ICB.	
Report Summary	
The following items were approved by the [meeting name]:	
<ul style="list-style-type: none"> • <p>The implications of th[is][ese] decision[s] for the ICB are [financial/quality/other]. [Please insert details.]</p> <p>The following items were discussed, and should be noted by the Board:</p> <ul style="list-style-type: none"> • <p>The implications of th[is][ese] discussion[s] for the ICB are [financial/quality/other]. [Please insert details.]</p>	
Identification of Key Risks	
<i>Cross reference to risks within Board Assurance Framework or Risk Registers</i>	

Have any conflicts of interest been identified throughout the decision-making process?				
<i>Give details of any instances where staff have been conflicted, or where conflicts have been raised at meetings where the report has been discussed</i>				
Project Dependencies				
Completion of Impact Assessments				
Data Protection Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Quality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Equality Impact Assessment	Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Details/Findings
Has the project been to the Quality and Equality Impact Assessment (QEIA) panel? Include risk rating and summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Risk Rating:	Summary:
Has there been involvement of Patients, Public and other key stakeholders? Include summary of findings below, if applicable				
Yes <input type="checkbox"/>	No <input type="checkbox"/>	N/A <input type="checkbox"/>	Summary:	
Implementation of the Equality Delivery System is a mandated requirement for the ICB, please indicate which of the following goals this report supports:				
Better health outcomes	<input type="checkbox"/>	Improved patient access and experience	<input type="checkbox"/>	
A representative and supported workforce	<input type="checkbox"/>	Inclusive leadership	<input type="checkbox"/>	
Are there any equality and diversity implications or risks that would affect the ICB's obligations under the Public Sector Equality Duty that should be discussed as part of this report?				
<i>When the ICB delivers their functions, the ICB must have due regard in:</i>				
<ul style="list-style-type: none"> • <i>eliminating unlawful discrimination</i> • <i>advancing equality of opportunity between people who share a protected characteristic</i> • <i>encouraging good relations between those who share a protected characteristic and those who do not</i> 				
<i>Please discuss any implications or risks that have been identified in regard to these duties.</i>				
When developing this project, has consideration been given to the Derbyshire ICS Greener Plan targets?				
Carbon reduction	<input type="checkbox"/>	Air Pollution	<input type="checkbox"/>	Waste <input type="checkbox"/>
Details/Findings				

APPENDIX 11 – MINUTES TEMPLATE

MINUTES OF THE [COMMITTEE NAME] HELD ON [DATE] [VENUE NAME] AT [TIME]

[All names should be presented alphabetically by surname after the Chair]

Present: <i>[Those who are in attendance and a part of the Committee's membership]</i>		
[Chair Name]	[Initials]	[Job Title] (Chair)
[Name]	[Initials]	[Job Title]
In Attendance: <i>[(Those who are in attendance and <u>not</u> a part of the Committee's membership)]</i>		
[Name]	[Initials]	[Job Title]
Apologies:		
[Name]	[Initials]	[Job Title]

Item No.	Item	Action
[Initials of meeting/2122 /XX]	Welcome, introductions and apologies	
[Initials of meeting/2122 /XX]	Confirmation of quoracy	
[Initials of meeting/2122 /XX]	<p>Declarations of Interest [Chair] reminded committee members of their obligation to declare any interest they may have on any issues arising at committee meetings which might conflict with the business of the ICB.</p> <p>Declarations declared by members of the [name of committee] are listed in the ICB's Register of Interests and included with the meeting papers. The Register is also available either via the Executive Assistant to the Board or the ICB website at the following link: [TBC]</p> <p><u>Declarations of interest from sub-committees</u> No declarations of interest were made. <i>[If declared, a register will be included in the papers to show who declared an interest, at what meeting and for which item]</i></p> <p><u>Declarations of interest from today's meeting</u> No declarations of interest were made.</p> <p>OR</p> <p>The following update was received at the meeting:</p> <p>With reference to business to be discussed at this meeting, [name of individual] declared that he/she has an interest in Item [XX]. This was due to [include details of why they are conflicted].</p>	

	<p>It was agreed that [name of individual] would not be included in any discussions on agenda item [X] due to a direct conflict of interest. OR</p> <p>[Chair] and [name of individual] discussed the conflict of interest, which is recorded on the register of interest, before the meeting and [name of individual] agreed to remove [himself/herself] from the table and not be involved in the discussion around agenda item [X].</p> <p>OR</p> <p>It was agreed that this item was for information purposes only and therefore [name of individual] would remain in the meeting.</p>	
FOR DECISION		
[Initials of meeting/2122 /XX]	<p>[Title of item]</p> <p>Due to a conflict of interest, [name of individual] left the meeting, excluding [himself/herself] from the discussion regarding [X].</p> <p>The [COMMITTEE NAME] APPROVED the [AGENDA ITEM X].</p>	
	[Name of individual] was brought back into the meeting.	
FOR DISCUSSION		
[Initials of meeting/2122 /XX]		
FOR CORPORATE ASSURANCE		
[Initials of meeting/2122 /XX]		
FOR INFORMATION		
[Initials of meeting/2122 /XX]		
[Initials of meeting/2122 /XX]	<p>ANY OTHER BUSINESS [No other business was raised].</p>	
MINUTES AND MATTERS ARISING		
[Initials of meeting/2122 /XX]	<p>Minutes from the meeting held on [Date]</p> <p>The minutes from the meeting held on [date] were agreed as a true and accurate record.</p>	
[Initials of meeting/2122 /XX]	<p>Action Log from the meeting held on [Date]</p> <p>The action log was reviewed.</p>	
DATE AND TIME OF NEXT MEETING		
Date: [Date]		
Time: [Time]		
Venue: [Venue]		

APPENDIX 12 - [NAME OF COMMITTEE] MATTERS ARISING ACTIONS LOG TEMPLATE [FINANCIAL YEAR]

Item No.	Item Title	Lead	Action Required	Action Implemented	Due Date

APPENDIX 13 – SIGNING IN SHEET TEMPLATE

Meeting:
Time/Date:
Venue:

Name	Title	Organisation	Signature

Voice Recording (Dictaphone) is used in this meeting

The ICB has authorised voice recording for this meeting.

If you object to this being undertaken please inform the Chair prior to the commencement of the meeting.

The ICB have authorised the use of dictaphone/cassette equipment in this meeting. The purpose of this recording is as an administrative tool in support of the provision of clear and accurate minute taking.

The voice recording is not encrypted. A Standard Operating Procedure (SOP) is in place for the secure management of these recordings. The recording is retained for the period of drafting the minutes (normally a few days) and then subsequently deleted.

If you have any queries regarding the processing of information in this way please contact:

Contact: Ruth Lloyd, Information Standards Lead

Tel: 07825 063164

Email: ruth.lloyd6@nhs.net or [include IG Team email]

APPENDIX 15 – MEETING ETIQUETTE

Meeting etiquette is important as it provides a basis of trust, respect and honesty for the ICB. The following should be adhered to by all ICB staff, Board and Committee members at all meetings, Sub-Committees, Committees and Boards:

SHOWING A COMMITMENT TO ATTEND

- Arrive at least 15 minutes before the scheduled start of the meeting and take the opportunity to talk informally to colleagues and visitors. If someone is unavoidably late, they will phone to let the Chair or Accountable Officer know their expected time of arrival
- Members of committees are expected to attend at least 80% of the meetings unless there are exceptional reasons why they cannot
- Phones will be kept on silent for the duration of the meeting
- Laptops and tablets will only be utilised to access papers and supplementary information relevant to the meeting

BEING WELL PREPARED

- Agendas will be agreed in reasonable time before the meeting by the relevant Executive(s)/Director(s) of that meeting. Once agendas are agreed, additional items should not be added
- Actions will be reviewed prior to meetings by the responsible action owner and an update should be provided on the action log for distribution with papers
- Cover sheets, reports and papers will be presented using the agreed templates found in the Corporate Governance Framework
- Reports will be approved in a timely manner (seven working days) by the relevant Executive Director or Senior Manager prior to inclusion within the papers
- Reports that miss the agreed deadline will be deferred until the next meeting, unless exceptional circumstances apply
- The use of acronyms will be avoided (if used, they will be spelt out in full on the first occasion)
- Papers will be read by all members of the committee prior to the meeting to ensure all items have been considered in their entirety to facilitate discussion and ample debate
- No reports will be tabled on the day of the meeting, as this does not allow for the members to review the item comprehensively
- Reports will be presented succinctly and taken as 'read' at the meeting – giving context and key points only. If other members of staff are presenting, the responsible Executive/Director/Senior Manager will brief them on the need for brevity

- Meetings should last for no more than three hours. The chair and members of the committee must be mindful of the need for the minute taker to take a break if required.

ENCOURAGING DEBATE

- Everyone has the right to:
 - contribute to meeting discussions, to ensure the best decisions can be taken. Contributions will be concise and only substantive issues will be raised;
 - challenge each other, respectfully and genuinely; and
 - have their views treated with equal value, and any questioning will not be attacking or dismissive.
- Authors of reports will be alerted if their paper poses particularly challenging questions or where more information is needed
- Any questions that arise in the meeting (but which cannot be answered immediately will be answered in full to members either by email after the meeting, or as a matter arising at the next meeting

MAINTAINING CONFIDENTIALITY AND CORPORATE RESPONSIBILITY

- Adhere to the NHS Code of Conduct and Accountability
- Comply with the ICB's Constitution and Standards of Business Conduct and Managing Conflicts of Interest Policy
- Accept the principle of corporate responsibility
- Treat all issues on confidential agendas sensitively, unless agreed otherwise

REVIEWING PERFORMANCE

- At the end of each meeting, members will review whether they feel assured by the information they received, and whether anything should be escalated to the ICB Board or another committee.
- Each year all committees should provide an Annual Report to the ICB Board which summaries the key discussions and decisions made throughout the year. It will also include attendance, membership, quoracy and a review of the committee's effectiveness.

APPENDIX 16 – VIRTUAL ONLINE MICROSOFT TEAMS MEETING ETIQUETTE

The ICB is recording and publishing each ICB Board meeting.

The recording will be for the Public session of the ICB Board only and will be published to the ICB website and to YouTube. There will be no editing, removal, suspension or amendment possible for these recordings, therefore the behaviour of all included in this meeting must be considered and our high standards maintained.

Below are some points to consider where the ICB have employed Microsoft Teams as the solution for online virtual meetings:

Before the meeting:	
Remember you are going to be recorded and that recordings are available to all attendees	It will not be possible to edit or otherwise change any statements made or actions taken within the recording. Recordings of the meeting are automatically linked to the chat function and available to all attendees. It is important to note that this un-edited version is available even where an individual may have left the meeting because of a conflict of interest and should not be privy to certain information.
Use a headset with mic if possible	This provides the optimal audio experience for both you and other meeting attendees. If a headset isn't available, use your device's built-in audio/mic.
Avoid sitting with your back to a window or bright light source	This causes a silhouette appearance where others cannot see you or determine your identity.
Think about the background	ICB Board members are to have cameras off and mic's muted unless they are speaking. When your camera is on, the use of the <i>blur my background</i> feature in MS Teams, or a photograph background is recommended.
Close doors to avoid unexpected visitors	As we are working at home, others may pass by or inadvertently interrupt, and should the content of the meeting be confidential, cause a possible breach.
Join a few minutes early if possible.	This allows you to make sure everything is working and gives time to make any adjustments / check the screen setting etc.

It you have any technical issues (broadband speed) choose audio participation only	Do turn off your video and only use audio if you have poor broadband coverage (audio only requires less broadband capacity but still allows you to participate in the video conference).
Mute other devices and apps	Make sure to mute all other devices and close any other apps on your computer/laptop that might sound notifications or calls.
<u>During the meeting:</u>	
Enter muted	Enter any meeting with your mic muted and camera off. Others might already be engaged in conversation.
Have a moderator or convener for large meetings	<p>During the meeting, the Chair will be supported by a nominated individual to monitor the 'chat' function. For the ICB Board this is shared between the Chair and the Chief Officer.</p> <p>The requirement is to put an asterisk in the chat box, to enable the meeting members to provide a verbal update as required.</p>
Support the Chair of the meeting	Ensure that when you want to speak, you ask within the chat box by including an asterisk.
Keep your mic muted	Most important: Keep your mic muted unless you need to speak or are leading the meeting. If your audio becomes distracting, anyone in the meeting can mute any attendee. You will need to un-mute yourself to begin speaking when needed.
Unmute when you wish to talk	If you have muted your mic and need to speak, you must unmute before you start speaking.
Avoid talking over others	Unlike an in-person meeting, it's sometimes difficult to distinguish between multiple conversations leading to confusion.
Be clear, concise	Speak in a concise and clear manner and tone so that everyone can hear what you are saying – remembering that this is a recorded session.

Pause	Remember to pause occasionally to ensure attendees have time to ask questions.
Camera use	Using (or not using) your camera is your choice. Within the call, windows will show for attendees of the meeting. These automatically show/hide based on participation. Be sure to pause/turn off your camera. Don't walk around with your camera on (mobile device).
Use chat window	Consider, especially for large meetings, asking your questions in the chat window. Any conversations held within the chat box are not to be recorded within the minutes of a meeting.
Use the 'Raise Your Hand' function	As an easy way to ensure that participants can contribute to discussions without talking over each other.
If you are not the meeting administrator, do not invite others into the meeting	Should any additional participants be required, ensure that all members of the meeting understand who is present.
Don't take other calls during the meeting.	Being 'muted' doesn't mean that you are not required to be present in the meeting.
The confidential session, remains the confidential session	Be mindful that the content of the confidential session must remain confidential – please consider your working environment and who may be able to overhear the conversations.
<u>At the close of the meeting:</u>	
Ensure you close the call by clicking the red 'end call' button.	This way you will ensure that you are not being subject to any further recording.

Further guidance on the practical use of 'teams' can be found here:

<https://www.avepoint.com/ebook/microsoft-teams-best-practices>

10. STANDARDS OF BUSINESS CONDUCT POLICY

NHS Derby and Derbyshire Integrated Care Board

Standards of Business Conduct Policy

KEY MESSAGES	
1.	Outlines the standards of business conduct to be followed by all employees of the ICB.
2.	Ensures that the interests of patients and public funds are put first.
3.	Everything done by those who work in the ICB must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct.

VERSION CONTROL

Title:	NHS Derby and Derbyshire Integrated Care Board Standards of Business Conduct Policy v0.1
Supersedes:	Standards of Business Conduct and Managing Conflicts of Interest Policy for NHS Derby and Derbyshire CCG
Description of Amendment(s):	Initial draft
Financial Implications:	Not applicable
Policy Area:	Corporate Delivery
Version No:	Version 0.1
Author:	Frances Palmer, Corporate Governance Manager
Approved by:	Audit and Governance Committee, TBC
Effective Date:	July 2022
Review Date:	June 2024
List of Referenced Policies	See section 14
Key Words section (metadata for search facility online)	Standards of Business Conduct Fraud, Bribery and Corruption Conflicts of Interest Gifts, Hospitality, Sponsorship and Events Private Transactions Private Use of Equipment and Materials; Contract Secondary Employment Favouritism Relatives of Directors or Officers Raising a concern
Reference Number	CD25
Target Audience	ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken.

CONTENTS

1.	Introduction	269
2.	Purpose	269
3.	Scope	269
4.	Definitions	270
5.	Legislation	270
5.1	Bribery Act 2010	270
6.	Public Service Values	271
6.1	Accountability	271
6.2	Probity	272
6.3	Openness	272
7.	Responsibilities/Accountabilities	272
7.1	Chief Executive Officer	272
7.2	Executive Director of Corporate Affairs	272
7.3	Director of Finance	272
7.4	Audit and Governance Committee	273
7.5	Directors and Managers	273
7.6	All ICB Employees	273
8.	Implementing the Guiding Principles	275
8.1	Gifts, hospitality, sponsored events and sponsorship	275
8.2	Conflicts of Interest	278
8.3	Procurement	279
8.4	Contracting	280
8.5	Secondary Employment	280
8.6	Preferential Treatment in Private Transactions	280
8.7	Private Use of Equipment and Materials	280
8.8	Relatives of Directors or Officers	280

9. Confidentiality	281
10. Raising Concerns	281
11. Policy Monitoring and Review	282
12. Equality Statement	282
13. Due Regard	282
14. References	282
Appendix 1 – Summary of Responsibilities relating to standards of Business Conduct	284

1. INTRODUCTION

- 1.1 It is a long established principle that all public sector bodies including the NHS must be impartial and honest in the conduct of their business and that their employees should remain beyond suspicion of fraud and corruption. All corrupt business activity is therefore contrary to the NHS Derby and Derbyshire Integrated Care Board (the "ICB") values and will not be tolerated. Moreover, since the NHS is publicly funded, the ICB must be accountable to NHS England and NHS Improvement (NHSEI) for the services it provides and for the effective and economical use of taxpayers' money.
- 1.2 This policy is based on the standards set out in the 'Nolan Principles on Conduct in Public Life'. It should be read in conjunction with the ICB's Constitution and Standing Orders, and must be regarded as an integral part of the ICB's Standing Financial Instructions. The provisions of these must be observed at all times.

2. PURPOSE

The purpose of this policy is to ensure that the overall business interests of the ICB, and thereby the best interests of patients, are not prejudiced by individual employees' personal interests. This policy outlines the standards of business conduct to be followed by all employees of the ICB and provides specific guidance in respect of those areas of activity where there might be particular concerns.

3. SCOPE

- 3.1 This policy is mandatory and applies to all employees (permanent, seconded, contractors, management and clinical trainees, apprentices, temporary staff and volunteers) of the ICB, including ICB Board and Committee members. It also applies to ICB employed staff who carry out work within another organisation's premises. These are collectively referred to as 'individuals' hereafter. Compliance with ICB policy is a formal contractual requirement.
- 3.2 The guiding principles within paragraph 8 of this policy comprise:
- 3.2.1 gifts, hospitality, sponsored events and sponsorship;
 - 3.2.2 conflicts of interest;
 - 3.2.3 procurement;
 - 3.2.4 contracting;
 - 3.2.5 secondary employment;
 - 3.2.6 preferential treatment in private transactions;
 - 3.2.7 private use of equipment and materials; and
 - 3.2.8 relatives of directors or officers.

- 3.3 In all these areas the guiding principles are to ensure that the interests of patients and public funds are put first. Individuals should seek advice from their Line Manager if they are in any doubt about a particular situation.
- 3.4 In the event of an infection outbreak, pandemic or major incident, the ICB recognises that it may not be possible to adhere to all aspects of this document. In such circumstances, individuals should take advice from their Line Manager.

4. DEFINITIONS

"Bribery"

means giving or receiving a financial or other advantage in connection with the "improper performance" of a position of trust, or a function that is expected to be performed impartially or in good faith;

"Conflict of Interest"

is defined as "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" (NHS England, 2017).

"Gift"

means any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value;

"Procurement"

means the process of finding and agreeing to terms, and acquiring goods, services, or works from an external source, often via a tendering or competitive bidding process;

5. LEGISLATION

5.1 Bribery Act 2010

- 5.1.1 The Bribery Act 2010 replaced fragmented and complex offences at common law and in the Prevention and Corruption Acts 1889–1916. The Act creates five basic offences:
- (a) bribing another person with the intention of inducing that person to perform a relevant function or activity improperly or to reward that person for doing so;
 - (b) accepting a bribe with the intention that a relevant function or activity should be performed improperly as a result;

- (c) bribing a foreign public official;
- (d) a director, manager or officer of a commercial organisation allowing or turning a blind eye to bribery within the organisation; and
- (e) failing to prevent bribery – where a person (including employees, agents and external third parties) associated with a relevant commercial organisation bribes another person intending to obtain or retain a business advantage. This is a strict liability offence which can be committed by the organisation unless it can show in its defence that it had adequate procedures in place to prevent bribery.

5.1.2 Anyone working within a healthcare organisation (including the private sector) can be prosecuted for taking or offering a bribe. There is no maximum level of fine that can be imposed and anyone convicted of an offence could be imprisoned for up to 10 years.

5.1.3 All individuals should be aware, therefore, that breaking the provisions of the Act renders them liable to prosecution and may also lead to termination of their employment and loss of NHS pension rights. Appendix 1 provides a summary of the key issues to be considered by all individuals.

5.1.4 Individuals may report any concerns or allegations in complete confidence in line with the provisions of the ICB's Raising Concerns at Work (Whistleblowing) Policy, through the ICB's Local Counter Fraud Specialist on [insert telephone number] or [insert email]. Alternatively individuals can report their suspicions to the Executive Director of Finance, Conflicts of Interest Guardian, Freedom to Speak Up Guardian and Ambassadors, or to the NHS Counter Fraud Authority on the Fraud and Corruption reporting line: 0800 028 40 60 or online at www.cfa.nhs.uk/reportfraud. All reports are treated with complete confidence and individuals are protected under the Public Interest Disclosure Act 1998.

6. PUBLIC SERVICE VALUES

The NHS Code of Conduct¹ defines three crucial public service values which must underpin the work of the Health Service, namely:

6.1 Accountability

Everything done by those who work in the NHS must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct.

¹ NHS Code of Conduct: Code of Accountability in the NHS: Appointments Commission/Department of Health – 2nd Rev: 2004 https://www.nhsbsa.nhs.uk/sites/default/files/2017-02/Sect_1_-_D_-_Codes_of_Conduct_Acc.pdf

6.2 **Probity**

Individuals should have an absolute standard of honesty in dealing with the assets of the NHS; integrity should be the hallmark of all personal and professional conduct in decisions affecting patients, colleagues and suppliers and in the use of information acquired in the course of NHS duties.

6.3 **Openness**

There should be sufficient transparency about NHS activities to promote confidence between individuals, patients and the public.

7. **RESPONSIBILITIES/ACCOUNTABILITIES**

7.1 **Chief Executive Officer**

The Chief Executive Officer:

- 7.1.1 is the ICB's designated 'Accountable Officer' and has overall responsibility for ensuring the ICB operates efficiently, economically and with probity;
- 7.1.2 has overall responsibility for ensuring that the ICB has effective Standing Orders and Standing Financial Instructions and that these are made available to all individuals that require them; and
- 7.1.3 has overall responsibility for the implementation and operation of this policy.

7.2 **Executive Director of Corporate Affairs**

The Executive Director of Corporate Affairs will ensure that the:

- 7.2.1 registers of interests, including declarations of interests; gifts, hospitality, sponsored events and sponsorship; and procurement are kept and maintained by the ICB. Information contained within these registers is also available to interested parties of the general public and to the ICB's auditors (both internal and external) and Counter Fraud function;
- 7.2.2 contracts of employment for all new employees contain the guidance given at Appendix 1 of the policy. In addition, the contract shall contain a clause stating that failure to declare an interest may result in disciplinary action or criminal prosecution; and
- 7.2.3 the ICB's Functions and Decisions map, found in the ICB Constitution, is maintained and kept up to date by the [Corporate Delivery Team] and finance colleagues.

7.3 **Executive Director of Finance**

The Executive Director of Finance will ensure that appropriate financial procedures are written and distributed to all individuals that require them to perform their financial duties.

7.4 **Audit and Governance Committee**

The Audit and Governance Committee will review key areas of risk and will investigate thoroughly when indications of fraud or corruption are found, with support from the Counter Fraud Specialist.

7.5 **Directors and Managers**

7.5.1 All ICB Directors and Managers are responsible for assisting individuals in complying with this policy by ensuring:

- (a) a copy of this policy, Standing Financial Instructions and the ICB Functions and Decisions Map are available to all individuals;
- (b) that where a conflict of interest is made known to the manager, or where the manager has a conflict of interest, precise details of such interests are recorded in writing on the Declaration of Interests Form and sent to the Corporate Governance Manager for entry in the ICB's register of interests;
- (c) when gifts, hospitality, sponsored events and sponsorship is accepted or declined a gifts and hospitality form (including sponsorship and events) is completed and sent to the Corporate Governance Manager for entry in the ICB's relevant register;
- (d) that where attempts to compromise individuals have been made by external agencies, the facts are reported to the Executive Director of Finance, who will arrange for appropriate action to be taken;
- (e) compliance with the NHS Procurement, Patient Choice and Competition Regulations 2013 (No. 2) and the ICB's Procurement Policy; where they or any individual is in contact with suppliers and contractors, including external consultants. Areas of particular concern relate to those individuals who are authorised to sign purchase orders, place contracts for goods or services and key decision makers/stakeholders in procurements and tenders.

7.5.2 Work to counter fraud, bribery and corruption is a core management responsibility which is contracted to the ICB's Counter Fraud function overseen by the Executive Director of Finance and NHS Counter Fraud Authority, which will be reflected in job descriptions and through the appraisal process.

7.6 **All ICB Employees**

7.6.1 All ICB employees must read and comply with the Summary of Staff Responsibilities Relating to Standards of Business Conduct (Appendix 1). In particular, individuals are expected to:

- (a) ensure that the interests of patients remain paramount at all times;
- (b) be impartial and honest in the conduct of their official business;

- (c) use public funds entrusted to them to the best advantage of the service, always ensuring efficiency, economy and effectiveness;
- (d) declare interests on an annual basis or whenever their circumstances change.

7.6.2 Individuals must not:

- (a) abuse their official position for personal gain or to benefit their family or friends; and
- (b) seek to advantage or further private business or other interests in the course of their official duties.

7.6.3 Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. The ICB reserves the right to terminate its contractual relationship with other workers not directly employed by the ICB but contracted to a third party, if they breach this policy. Any breach of this policy may also affect individual professional registration.

7.6.4 All ICB employees must also comply with the Seven Principles of Public Life promulgated by the Nolan Committee, which include:

- (a) **Selflessness** – individuals should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends;
- (b) **Integrity** – individuals should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
- (c) **Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending Individuals for rewards and benefits, ICB employees should make choices on merit;
- (d) **Accountability** – individuals are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
- (e) **Openness** – individuals should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
- (f) **Honesty** – individuals have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest; and
- (g) **Leadership** – individuals should promote and support these principles by leadership and example.

8. IMPLEMENTING THE GUIDING PRINCIPLES

8.1 Gifts, hospitality, sponsored events and sponsorship

8.1.1 Gifts

(a) *Overarching Principles*

- (i) Gifts should not be accepted that may affect, or be seen to affect their professional judgement. This overarching principle should apply in all circumstances; and
- (ii) any monetary gift or cash equivalents (e.g. vouchers, tokens, offers of remuneration to attend meetings whilst in a capacity working for or representing the ICB) must always be declined, whatever their value and whatever their source, and the offer which has been declined must be declared to the Corporate Governance Manager, who has designated responsibility for maintaining the register of gifts and hospitality and recorded on the register.

(b) *Gifts from suppliers or contractors*

All gifts of any nature offered to individuals by suppliers or contractors doing business (or likely to do business) with the ICB or GP Practice should be declined, whatever their value (subject to this, low cost branded promotional aids may be accepted and not declared where they are under the value of a common industry standard of £6). The Individual to whom the gifts were offered should also declare the offer to the Corporate Governance Manager so the offer which has been declined can be recorded on the register.

(c) *Gifts from GP practices*

For teams within the ICB who work closely with GP practices, any gifts received of little financial value (i.e. less than £50) such as flowers, refreshments and small tokens of appreciation can be accepted, but must be declared.

(d) *Gifts from other sources*

- (i) Gifts offered from other sources should also be declined if accepting them might give rise to perceptions of bias or favouritism, and a common sense approach should be adopted as to whether or not this is the case. The only exceptions to the presumption to decline gifts relates to items of little financial value (i.e. less than £50) such as diaries, calendars, stationery and other gifts acquired from meetings, events or conferences, and items such as flowers and small tokens of appreciation from members of the public to individuals for work well done. Gifts of this nature may be accepted and do not need to be declared, nor recorded on the register.

- (ii) Gifts valued at over £50 should be treated with caution and only be accepted on behalf of the ICB, not in a personal capacity. These should be declared.
- (iii) A common sense approach should be applied to the valuing of gifts (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).
- (iv) Multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50, where the cumulative value exceeds £50.

8.1.2 Hospitality

(a) *Overarching principles*

- (i) Individuals should not ask for or accept hospitality that may affect, or be seen to affect, their personal judgement.
- (ii) A blanket ban on accepting or providing hospitality is neither practical nor desirable from a business point of view. However, Individuals should be able to demonstrate that the acceptance or provision of hospitality would benefit the NHS or ICB.
- (iii) Modest hospitality provided in normal and reasonable circumstances may be acceptable, although it should be on a similar scale to that which the ICB might offer in similar circumstances (e.g. tea, coffee, light refreshments at meetings). A common sense approach should be adopted as to whether hospitality offered is modest or not.
- (iv) When hospitality is offered by actual or potential suppliers or contractors, these can be accepted if modest and reasonable, but Individuals should always obtain senior approval and declare these.

(b) *Meals and refreshments*

- (i) Under a value of £25 may be accepted and need not be declared.
- (ii) Of a value between £25 and £75 may be accepted and must be declared.
- (iii) Over a value of £75 should be refused unless (in exceptional circumstances) senior approval is given. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept.

A common sense approach should be applied to the valuing of meals and refreshments (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).

(c) *Travel and accommodation*

- (i) Modest offers to pay some or all of the travel and accommodation costs related to attendance at events may be accepted and must be declared.
- (ii) Offers which go beyond modest, or are of a type that the ICB itself might not usually offer, need approval by senior members of the ICB, should only be accepted in exceptional circumstances and must be declared. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept travel and accommodation of this type.

8.1.3 Sponsored events

- (a) Sponsorship of NHS events by external parties is valued. Offers to meet some or part of the costs of running an event secures the ICB's ability to take place, benefiting individuals and patients. However, there is potential for conflicts of interest between the ICB and sponsor, particularly regarding the ability to market commercial products or services.
- (b) When sponsorships are offered, the following principles must be adhered to:
 - (i) sponsorship of ICB events by appropriate external bodies should only be approved if a reasonable person would conclude that the event will result in clear benefit for the ICB and the NHS;
 - (ii) during dealings with sponsors there must be no breach of patient or individual confidentiality or data protection rules and legislation;
 - (iii) no information should be supplied to the sponsor from which they could gain a commercial advantage, and information which is not in the public domain should not normally be supplied;
 - (iv) at the ICB's discretion, sponsors or their representatives may attend or take part in the event but they should not have a dominant influence over the content or the main purpose of the event;
 - (v) the involvement of a sponsor in an event should always be clearly identified in the interest of transparency;
 - (vi) sponsorship does not equate to endorsement of a company or its products and this should be made visibly clear on any promotional or other materials relating to the event; and
 - (vii) Individuals should declare their involvement with arranging sponsored events for the ICB.

8.1.4 Other forms of sponsorship

Organisations external to the ICB may also sponsor posts or research. However, there is potential for conflicts of interest to occur, particularly when research funding by external bodies does or could lead to a real or perceived commercial advantage, or if sponsored posts cause a conflict of interest between the aims of the sponsor and the aims of the organisation, particularly in relation to procurement and competition.

8.1.5 Management of Gifts & Hospitality

Gifts, Hospitality, Events and Sponsorship will be declared using a Gifts and Hospitality Form, which can be found on the ICB's intranet. Upon receipt of these forms, the ICB will maintain a Gifts and Hospitality Register, which will be published on the ICB's website. Please see the ICB's Gifts and Hospitality Policy for more details.

8.2 **Conflicts of Interest**

Conflicts of interest can arise in many situations, environments and forms of commissioning, with an increased risk in primary care commissioning, out-of-hours commissioning and involvement with integrated care organisations and new care models, as individuals may here find themselves in a position of being both commissioner and provider of services. Conflicts of interest can arise throughout the whole commissioning cycle from needs assessment, to procurement exercises, to contract monitoring.

8.2.1 Types of interests

Interests can be captured in four different categories:

- (a) financial interests;
- (b) non-financial professional interests;
- (c) non-financial personal interests;
- (d) indirect interests.

Please see the ICB's Managing Conflicts of Interest Policy for more details on the types of interests above.

8.2.2 Managing a conflict of interest

- (a) The ICB will make arrangements to ensure conflicts of interests are declared as soon as possible, and in any event within 28 days. The Declarations of Interest Form is available on the ICB's intranet. Upon receipt of these forms, the ICB will update and maintain a declarations of interests register, which will be published on the ICB's website.

- (b) Other opportunities to make declarations include:
 - (i) on appointment, of which they must complete and return their form within 28 days of starting their new role;
 - (ii) six-monthly;
 - (iii) at meetings;
 - (iv) on changing role, responsibility or circumstances.
- (c) Further, it should be noted that:
 - (i) the possibility of the perception of wrongdoing, impaired judgement or undue influence shall also be considered a conflict of interest for the purposes of this policy and should be declared and managed accordingly;
 - (ii) where there is doubt as to whether a conflict of interest exists, it should be assumed that there is a conflict of interest and declared and managed accordingly; and
 - (iii) for a conflict to exist, financial gain is not necessary.
- (d) Where an Individual has any queries with respect to conflicts of interest they should seek advice from the [Head of Governance] or [Corporate Governance Manager].

8.3 Procurement

- 8.3.1 Fair and open competition between prospective contractors or suppliers for ICB contracts is a requirement of the ICB Standing Orders and ICB Procurement Policy. This means that:
 - (a) no private, public or voluntary organisation or company which may bid for ICB business should be given any advantage over its competitors, such as advance notice of ICB requirements. This applies to all potential contractors, whether or not there is a relationship between them and the ICB, such as a long-running series of previous contracts;
 - (b) each new contract should be awarded solely on merit, taking into account the requirements of the ICB and the ability of the contractors to fulfil them.
- 8.3.2 To ensure the ICB commissions services fairly and transparently it complies with all procurement and competition law. The duty to treat all potential providers equally. This could include engagement with providers on service design to ensure service specifications have not been designed to exclude certain providers and the deadline for tender submissions has not been set to favour certain providers.
- 8.3.3 the ICB will ensure that no special favour is shown to current or former employees or their close relatives or associates in awarding contracts to private or other

businesses run by them or employing them in a senior or relevant managerial capacity. Contracts may be awarded to such businesses where they are won in fair competition against other tenders, but scrupulous care must be taken to ensure that the selection process is conducted impartially, and that individuals who are known to have a relevant interest play no part in the selection.

8.4 Contracting

Individuals who are in contact with suppliers and contractors, especially those who are authorised to sign purchase orders or procure contracts for goods materials or services, must adhere to the ICB's Scheme of Reservations and Delegation, and Standing Financial Instructions.

8.5 Secondary Employment

8.5.1 Individuals should not engage in any secondary employment which could have a bearing on their ability to perform their normal contractual obligations or which may involve the use of any confidential or commercial information obtained in the course of their employment with the ICB.

8.5.2 This does not mean that individuals cannot work outside the ICB, but anyone who thinks that they are risking a conflict of interest in this area should inform their line manager in writing. Secondary employment should only ever be undertaken in line with the provisions of the ICB's Secondary Employment Policy.

8.5.3 Individuals must not engage in any secondary employment during periods of sickness absence from the ICB whether self-certified or covered by a Doctors fit note. Failure to comply with these requirements could lead to disciplinary action or criminal prosecution. Please see the ICB's Your Attendance Matters Policy for full details.

8.6 Preferential Treatment in Private Transactions

Individuals must not seek out or accept preferential rates, or benefits in kind, for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the ICB.

8.7 Private Use of Equipment and Materials

Individuals must obtain prior permission from their line manager before making private use of the ICB's ICT equipment, telephones, photocopy facilities or any other ICB equipment and materials.

8.8 Relatives of Directors or Officers

8.8.1 Candidates for any appointment shall, when making application, disclose in writing whether they are related to any director or the holder of any office under the ICB. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal. Similarly, recruiting managers shall disclose any relationship with a candidate to HR.

- 8.8.2 Senior Managers and Executive Directors shall disclose any relationship with a candidate and it shall be the duty of the Chief Executive Officer to report to the ICB Board any such disclosure.
- 8.8.3 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the ICB whether they are related to any other Director. Where the relationship of an officer or another Director to a Director of the ICB is disclosed, the ICB's Close Personal Relationships Policy shall apply.

9. CONFIDENTIALITY

- 9.1 As a public body, the ICB recognises the need for openness. However, this should not be confused with a breach of confidentiality and all ICB employees have a duty to maintain confidentiality of information at all times. A breach of confidentiality is a potentially serious disciplinary offence that could result in dismissal.
- 9.2 Individuals should be particularly careful of using, or making public, confidential internal information of a commercial nature, regardless of whether or not disclosure is prompted by the expectation of personal gain.
- 9.3 If there is in any doubt about any information that can be made publicly available advice should be sought from the employee's line manager.

10. RAISING CONCERNS

- 10.1 The ICB takes any wrongdoing in the workplace very seriously. If, at any time, employees know of, or suspect, any wrong-doing in the workplace they must report the matter immediately to the relevant individuals referenced in paragraph 5.1.4 so that the ICB can take steps to deal with it appropriately. If an employee has a genuine concern they should report it straight away.
- 10.2 The ICB is aware that employees may not want to come forward with their concerns because they feel that speaking out would be disloyal to their colleagues. They may also be worried that they will be victimised or harassed or penalised in some other way. They may be tempted to ignore their concerns rather than report something that may only be a suspicion. The ICB has therefore drawn up a Raising Concerns at Work (Whistleblowing) Policy, which can be found on the ICB's intranet.
- 10.3 Concerns may also be raised with the ICB's Freedom to Speak Up Ambassadors or the Freedom to Speak Up Guardian, the Non-Executive Member for Audit and Governance. The purpose of this important role is to act as an independent and impartial source of advice to staff at any stage of raising a concern. Freedom to Speak Up Ambassadors are ICB employees who support the Freedom to Speak Up Guardian in their role to listen to staff and signpost to appropriate support and advice at any stage of raising a concern.
- 10.4 Of course, the ICB also wants to make it clear that, while the ICB will provide safeguards for employees when they raise genuine concerns, any spurious or vexatious allegations, particularly where they cause difficulties for innocent

colleagues, may lead to disciplinary action being taken against them in line with the ICB's Disciplinary Policy.

11. POLICY MONITORING AND REVIEW

This policy will be monitored and subject to review no later than two years from the date of the last review or in the event of further legislation or national guidance issued.

12. EQUALITY STATEMENT

12.1 The ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.

12.2 In carrying out its function, the ICB must have due regard to the PSED. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.

13. DUE REGARD

This policy has been reviewed in relation to having due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

14. REFERENCES

This policy should be read in conjunction with the following ICB documentation:

- Constitution
- Standing Financial Instruction
- Standing Orders
- Fraud, Corruption and Bribery Policy
- Gifts and Hospitality Policy
- Procurement Policy
- Managing Conflicts of Interest Policy
- Raising Concerns at Work (Whistleblowing) Policy
- Secondary Employment Policy
- Your Attendance Matters Policy
- Close Personal Relationships Policy
- Disciplinary Policy, and

with the following national documentation:

- The Bribery Act 2010 (Ministry of Justice April 2010)
- Criminal Finances Act 2017
- The Fraud Act 2006
- NHS Code of Conduct (2004)
- Public Interest Disclosure Act 1998
- NHS Procurement, Patient Choice and Competition Regulations 2013 (No. 2)
- Equality Act 2010
- Human Rights Act 1998

Appendix 1 – Summary of Responsibilities relating to standards of Business Conduct

It is important that you read and understand your responsibilities as summarised below. If you are uncertain or require explanation of any point stated then you should seek advice from your line manager.

Individuals must:

- make sure you understand your responsibilities on standards of business conduct and consult your manager, professional body or trades union representative if you are uncertain;
- make sure you are not placed in a position which risks, or appears to risk, conflict between your private interests and your ICB employment;
- declare all interests to your line manager where you or a close relative or associate, has a controlling and/or significant financial interest in a business or any other activity or pursuit that may compete for a NHS contract to supply either goods or services to the ICB; and
- declare all hospitality, including hospitality offered as part of an education programme, unless it is considered as modest as described in paragraph 8 of this document.

If in doubt, ask yourself:

- Am I, or might I be, in a position where I (or my family/friends) could gain from the connection between my private interests and my employment?
- Do I have access to information that could influence purchasing decisions?
- Could my outside interests be in any way detrimental to the NHS or to patients' interests?
- Do I have any other reason to think I may be risking a conflict of interest?

If still unsure – declare it!

- Adhere to the ICB's Procurement Policy if you are involved in any way with the acquisition of goods and services (a copy of which is available from your line manager.)
- Seek permission before taking on outside work, if there is any question of this adversely affecting your ICB duties in any way.
- Obtain permission before accepting any commercial sponsorship.

You must not:

- accept any gifts, inducements or inappropriate hospitality;
- abuse your past or present official position to obtain preferential rates for private transactions/deals with companies with which you have had, or may have, official dealings on behalf of the ICB;

- unfairly advantage one competitor over another or show favouritism in awarding contracts;
- staff must not work for outside employers when on sickness absence from the ICB whether self-certified or under a fit note issued by your own GP.

11. MANAGING CONFLICTS OF INTEREST POLICY

NHS Derby and Derbyshire Integrated Care Board

Managing Conflicts of Interest Policy

KEY POLICY MESSAGES	
1.	Helps the ICB to demonstrate accountability to stakeholders on the probity and transparency in the decision-making process
2.	Supports ICB staff and relevant individuals when needing to declare an interest
3.	Conflicts of interest can arise in many situations, environments and forms of commissioning

VERSION CONTROL

Policy Title:	NHS Derby and Derbyshire Integrated Care Board Managing Conflicts of Interest Policy
Supersedes:	Standards of Business Conduct and Managing Conflicts of Interest Policy for NHS Derby and Derbyshire ICB
Description of Amendment(s):	Version 0.1 – initial draft
Financial Implications:	Not applicable.
Policy Area:	Corporate Delivery
Version No:	Version 0.1
Author:	Corporate Governance Manager
Approved by:	Audit and Governance Committee, TBC
Effective Date:	July 2022
Review Date:	June 2024
List of Referenced Policies	See section 1.4
Key Words section (metadata for search facility online)	Conflicts Declarations Gifts Hospitality Procurement Breach
Reference Number	CD15
Target Audience	ICB approved policies apply to all employees, contractors, volunteers, and others working with the ICB in any capacity. Compliance with ICB policy is a formal contractual requirement and failure to comply with the policy, including any arrangements which are put in place under it, will be investigated and may lead to disciplinary action being taken.

CONTENTS

1.	Background	290
2.	Scope	291
3.	Definition of an interest	293
4.	Principles	293
5.	Training	295
6.	Declaring conflicts of interest	295
7.	Register(s) of Conflicts of Interests	301
8.	Roles and responsibilities	307
9.	Governance arrangements and decision making	309
10.	Managing Conflicts of Interest through the commissioning cycle	314
11.	Raising concerns and breaches	320
12.	Constitution, Standing orders, Scheme of Reservation and Delegation and Prime Financial Policies	323
13.	New Care Models	323
14.	Equality Statement	324
15.	Due Regard	325
	Appendix 1 – Declaration of Interests: Financial and Other Interests	326
	Appendix 2 – Template Register of Interests	330
	Appendix 3 – Declarations of Gifts and Hospitality Form	331
	Appendix 4 – Template Gifts and Hospitality Register	333
	Appendix 5 – Declarations of Interest Checklist	334
	Appendix 6 – Summary Register for Recording any Interests during meetings	337
	Appendix 7 – Interests Recorded During Meetings	338
	Appendix 8 – Procurement Decisions and Contracts Awarded Form	339
	Appendix 9 – Template Procurement Register	341
	Appendix 10 – Procurement Checklist	342

Appendix 11 – Template Declaration of Conflicts of Interests for Bidders/Contractors	344
Appendix 12 – Breach Declarations Register	346
Appendix 13 – Breach Declaration Form	347

1. BACKGROUND

- 1.1 This policy underpins the NHS Derby and Derbyshire Integrated Care Board (the "ICB") Constitution and sets out further details of the expected conduct of all those who work within it.
- 1.2 The ICB is responsible for the stewardship of significant public resources when making decisions about the commissioning of health and social care services. In order to ensure and be able to evidence that these decisions secure the best possible services for the population it serves, the ICB must demonstrate accountability to relevant stakeholders (particularly the public), probity and transparency in the decision-making process.
- 1.3 A key element of this assurance involves management of conflicts of interest with respect to any decisions made. Although such conflicts of interest are inevitable, having processes to appropriately identify and manage them is essential to maintain the integrity of the NHS commissioning system and to protect the ICB, its Board ("ICB Board"), its employees and associated GP practices from allegations and perceptions of wrong-doing.
- 1.4 The policy should be read in conjunction with the following documents:
- British Medical Association – Guidance on Conflicts of Interest for GPs in their role as commissioners and providers;
 - General Medical Council – Good Medical Practice (2013);
 - NHS Derby and Derbyshire ICB Commercial Sponsorship and Joint Working with the Pharmaceutical Industry Policy;
 - The Public Contract Regulations 2015;
 - The NHS (Procurement, Patient Choice and Competition) (No.2) Regulations 2013;
 - The Bribery Act 2010;
 - NHS Derby and Derbyshire ICB Fraud, Bribery and Corruption Policy;
 - National Health Service Act 2006 (as amended by the Health and Social Care Act 2012);
 - Next steps towards primary care co-commissioning (NHS England November 2014);
 - Appointments Commission's Code of Conduct and Code of Accountability, Code of Conduct for NHS Managers 2002;
 - The Healthy NHS Board: Principles for Good Governance (NHS Leadership Academy, 2013);
 - NHS Derby and Derbyshire ICB Recruitment and Selection Policy;
 - NHS Derby and Derbyshire ICB Gifts, Hospitality and Sponsorship Policy; and
 - NHS Derby and Derbyshire ICB Procurement Policy.

In addition, it should be noted that this policy updates and expands upon the provisions contained in the ICB's Constitution.

2. SCOPE

2.1 This policy will apply to:

2.1.1 ICB employees

All employees, including:

- (a) full and part-time staff;
- (b) any staff on sessional or short term contracts;
- (c) any students and trainees (including apprentices);
- (d) agency staff;
- (e) seconded staff;
- (f) any self-employed consultants or other individuals working for the ICB under a contract for services.

2.1.2 Members of the ICB Board, Committees and Sub-Committees

- (a) Co-opted members.
- (b) Appointed deputies.
- (c) Any members of the committees from other organisations.

2.1.3 All member practices of the ICB

- (a) GP Partners (or where the practice is a company, each director).
- (b) Practice Managers.
- (c) GP Leads.
- (d) Any individual directly involved with the business or decision-making of the ICB.

2.1.4 Commissioning Arrangements

- (a) Commissioning arrangements including the management of delegated functions and decisions of the ICB in respect of the delegated functions and made in accordance with the terms of the Delegation Agreement which shall be binding on NHS England and the ICB.

All those mentioned in paragraph 2.1 will hereafter be referred to as “Individuals”.

2.2 The ICB will ensure that Individuals are aware of the existence of this policy by:

2.2.1 an introduction to the policy being given during the induction process for new starters to the ICB;

- 2.2.2 at a minimum, an annual reminder of the existence and importance of the policy delivered via internal communication methods; and
- 2.2.3 at a minimum, a six-monthly reminder to update, if applicable, Declaration of Interests Forms, Gifts and Hospitality Forms, Procurement Decisions and Contracts Awarded Forms, and Breach Declaration Forms, will be sent to all Individuals.
- 2.3 Individuals to whom this policy applies will be personally responsible for ensuring that they:
 - 2.3.1 are familiar with its provisions;
 - 2.3.2 comply with the requirements of the ICB's constitution, the standards of conduct outlined in this policy and be aware of the responsibilities outlined within it;
 - 2.3.3 do not knowingly place themselves in a position which creates a potential conflict between their individual and personal interests and their ICB duties;
 - 2.3.4 comply with the procedures set out in the policy including making declarations of potential or actual conflicts of interest where necessary;
 - 2.3.5 attend any conflicts of interest training made available to them including training offered by NHS England and NHS Improvement; and
 - 2.3.6 if applicable, also refer to their respective professional codes of conduct relating to conflicts of interest.
- 2.4 References in this policy to "committee" and "sub-committee" shall include reference to "joint committees" where relevant.
- 2.5 The ICB will view instances where this policy is not followed as serious and may take disciplinary action against Individuals, which may result in removal from office in accordance with the provisions of the ICB's constitution and/or dismissal. A referral may also be made to the ICB's Counter Fraud Specialist for investigation and may lead to a criminal investigation as per the ICB's Fraud, Bribery and Corruption Policy. The following ICB policies (as amended) will apply to breaches of this policy where appropriate:
 - 2.5.1 Raising Concerns at Work (Whistleblowing) Policy;
 - 2.5.2 Disciplinary Policy; and
 - 2.5.3 Fraud, Bribery and Corruption Policy.
- 2.6 Where appropriate the ICB will support its Non-Executive Members in participating in any governance training programmes offered by NHS England and NHS Improvement.

- 2.7 The ICB's Audit and Governance Committee and ICB Board are committed to review this policy every two years.

3. DEFINITION OF AN INTEREST

- 3.1 A conflict of interest is defined as “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” (NHS England, 2017).
- 3.2 Conflicts of interest can arise in many situations, environments and forms of commissioning, with an increased risk in primary care commissioning, out-of-hours commissioning and involvement with integrated care organisations and new care models, as Individuals may here find themselves in a position of being both commissioner and provider of services. Conflicts of interest can arise throughout the whole commissioning cycle from needs assessment, to procurement exercises, to contract monitoring.
- 3.3 Interests can be captured in four different categories:
- 3.3.1 financial interests;
 - 3.3.2 non-financial professional interests;
 - 3.3.3 non-financial personal interests;
 - 3.3.4 indirect interests.

More details can be found on these categories in section 5 below.

4. PRINCIPLES

- 4.1 This policy reflects principles of good governance and follows the:
- 4.1.1 Good Governance Standards of Public Services (2004), Office for Public Management (OPM) and Chartered Institute of Public Finance and Accountancy (CIPFA);
 - 4.1.2 Seven Key Principles of the NHS Constitution;
 - 4.1.3 The UK Corporate Governance Code;
 - 4.1.4 Seven Principles of Public Life promulgated by the Nolan Committee, which include:
 - **Selflessness** – Individuals should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends;

- **Integrity** – Individuals should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
- **Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending Individuals for rewards and benefits, Individuals should make choices on merit;
- **Accountability** – Individuals are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
- **Openness** – Individuals should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
- **Honesty** – Individuals have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest; and
- **Leadership** – Individuals should promote and support these principles by leadership and example;

4.1.5 Equality Act 2010 where:

- the ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives less favourable treatment due to their personal circumstances, i.e. the protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act;
- in carrying out its function, the ICB must have due regard to the Public Sector Equality Duty. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.

4.2 In addition to the above, the ICB will:

- 4.2.1 **do business appropriately:** conflicts of interest become much easier to identify, avoid and/or manage when the processes for needs assessments, consultation mechanisms, commissioning strategies and procurement procedures are right from the outset, because the rationale for all decision-making will be clear and transparent and should withstand scrutiny;
- 4.2.2 **be proactive, not reactive:** seek to identify and minimise the risk of conflicts of interest at the earliest possible opportunity;

- 4.2.3 **be balanced and proportionate:** rules should be clear and robust but not overly prescriptive or restrictive. They should ensure that decision-making is transparent and fair whilst not being overly constraining, complex or cumbersome;
- 4.2.4 **be transparent:** document clearly the approach and decisions taken at every stage in the commissioning cycle so that a clear audit trail is evident;
- 4.2.5 create an **environment** and **culture** where Individuals feel supported and confident in declaring relevant information and raising any concerns.

5. TRAINING

To ensure that all ICB employees (as referred to in paragraph 2.1.1), ICB Board members and Clinical Leads are trained and supported in matters related to conflicts of interest, the ICB provides training through its Electronic Staff Record or eLearning for Healthcare (supplied by Health Education England), in the form of three modules:

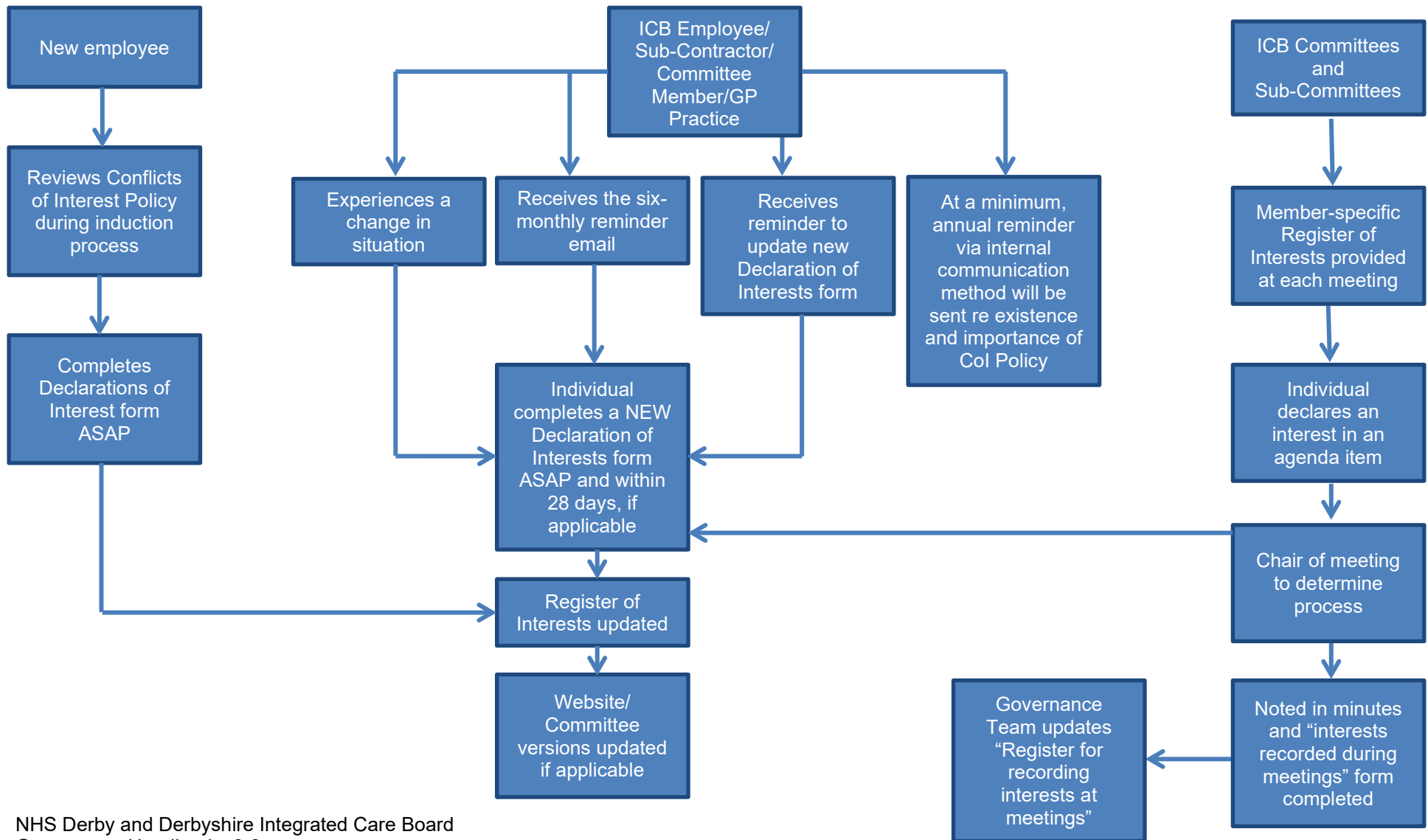
- 5.1 Module 1 – covers what conflicts of interest are; how to declare and manage conflicts of interest, including individuals’ responsibilities; and how to report any concerns;
- 5.2 Module 2 – provides further information on managing conflicts of interest throughout the whole commissioning cycle and in recruitment processes; and
- 5.3 Module 3 – provides advice on how chairs should manage conflicts of interest; an overview of the safeguards that should be applied in Primary Care Commissioning Committees; and how to identify and manage breaches of conflicts of interest rules, through a series of practical scenarios.

Module 1 is mandatory to all ICB employees and the ICB’s annual target is 90% achievement. Modules 2 and 3 are optional, but advisable depending on the individual’s role.

6. DECLARING CONFLICTS OF INTEREST

- 6.1 The ICB must make arrangements to ensure Individuals declare any conflict or potential conflict in relation to a decision to be made by the ICB as soon as they become aware of it, and in any event within 28 days. The Declarations of Interest Form is available at Appendix 1.
- 6.2 Individuals are given other opportunities to make declarations, which include:
 - 6.2.1 on appointment, of which they must complete and return their form within 28 days of starting their new role;
 - 6.2.2 six-monthly;
 - 6.2.3 at meetings;
 - 6.2.4 on changing role, responsibility or circumstances.

See below for a flowchart detailing the process of declaring conflicts of interest in various settings:



6.3 The types of interest that should be declared are:

6.3.1 Financial interests

- (a) This is where an Individual may get direct financial benefits from the consequences of a commissioning decision. This could, for example, include being:
 - (i) a director, including a non-executive director, or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations. This includes involvement with a potential provider of a new care model;
 - (ii) a shareholder (or similar ownership interests), a partner or owner of a private or not-for-profit company, business, partnership or consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations;
 - (iii) a management consultant for a provider;
 - (iv) a provider of clinical private practice.
- (b) This could also include an Individual being:
 - (i) in secondary employment;
 - (ii) in receipt of secondary income;
 - (iii) in receipt of a grant from a provider;
 - (iv) in receipt of any payments (for example honoraria, one-off payments, day allowances or travel or subsistence) from a provider;
 - (v) in receipt of research funding, including grants that may be received by the Individual or any organisation in which they have an interest or role; and
 - (vi) having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider).

6.3.2 Non-financial professional interests

This is where an Individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career. This may, for example, include situations where the Individual is:

- (a) an advocate for a particular group of patients;

- (b) a GP with special interests e.g. in dermatology, acupuncture etc.;
- (c) an active member of a particular specialist professional body (although routine GP membership of the Royal College of General Practitioners British Medical Association or a medical defence organisation would not usually by itself amount to an interest which needed to be declared);
- (d) an advisor for the Care Quality Commission or the National Institute for Health and Care Excellence;
- (e) engaged in a research role;
- (f) the development and holding of patents and other intellectual property rights which allow Individuals to protect something that they create, preventing unauthorised use of products or the copying of protected ideas.

GPs and practice managers, who are members of the ICB Board or committees of the ICB, should declare details of their roles and responsibilities held within their GP practices.

6.3.3 Non-financial personal interests

This is where an Individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the Individual is:

- (a) a voluntary sector champion for a provider;
- (b) a volunteer for a provider;
- (c) a member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation;
- (d) suffering from a particular condition requiring individually funded treatment;
- (e) a member of a lobby or pressure group with an interest in health.

6.3.4 Indirect interests

- (a) This is where an Individual has a close association with a person who has a financial interest, a non-financial professional interest or a non-financial personal interest in a commissioning decision (as those categories are described above) for example, a:
 - (i) spouse/partner;
 - (ii) close family member or relative e.g. parent, grandparent, child, grandchild or sibling;
 - (iii) close friend or associate; or

- (iv) business partner.
- (b) A declaration of interest for a “business partner” in a GP partnership should include all relevant collective interests of the partnership, and all interests of their fellow GP partners.
- (c) Whether an interest held by another person gives rise to a conflict of interest will depend upon the nature of the relationship between that person and the Individual, and the role of the Individual within the ICB.

6.3.5 Potential conflicts of interest

- (a) Where an Individual has an interest, or becomes aware of an interest, which could lead to a conflict of interest in the event of the ICB considering an action or decision in relation to that interest, this must be considered as a potential conflict.
- (b) A potential conflict of interest will include, but is not limited to:
 - (i) a direct pecuniary interest: where an Individual may financially benefit from the consequences of a commissioning decision;
 - (ii) an indirect pecuniary interest: for example, where an Individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision;
 - (iii) a non-pecuniary interest: where an Individual holds a non-remunerative or not-for-profit interest in an organisation, that could benefit from the consequences of a commissioning decision;
 - (iv) a non-pecuniary personal benefit: where an Individual may enjoy a qualitative benefit from the consequence of a commissioning decision which cannot be given a monetary value;
 - (v) where an Individual is closely related to, or in a relationship, including friendship, with an individual in the above categories.
- (c) If in doubt the Individual concerned should assume that a potential conflict of interest exists.
- (d) Concerns may also relate to financial or personal commitments, special interests, other non-financial objectives (status or kudos) or professional loyalties and duties. Potential conflicts can also arise from close family members’ interests and obligations by association.

6.4 Further, it should be noted that:

- 6.4.1 the possibility of the perception of wrongdoing, impaired judgement or undue influence shall also be considered a conflict of interest for the purposes of this policy and should be declared and managed accordingly;

6.4.2 where there is doubt as to whether a conflict of interest exists, it should be assumed that there is a conflict of interest and declared and managed accordingly; and

6.4.3 for a conflict to exist, financial gain is not necessary.

6.5 Where an Individual has any queries with respect to conflicts of interest they should seek advice from the Head of Governance or Corporate Governance Manager.

7. REGISTER(S) OF CONFLICTS OF INTERESTS

7.1 Register of Interests

7.1.1 Process

- (a) The ICB will maintain a register of interests (see Appendix 2) of all Individuals listed in paragraph 2.1.
- (b) The register will be updated on the appointment of any Individual, when any person changes role or responsibility, and where there is any other material change in circumstances.
- (c) At a minimum, a six-monthly reminder to update Declaration of Interest Forms will be sent to all Individuals.
- (d) Conflicts of interests shall be reported to the Corporate Governance Manager who will update the register whenever a new or revised interest is declared. The Corporate Governance Manager must ensure that the register includes sufficient information about the nature of the interest and the details of those holding the interest.
- (e) An interest will be recorded on the register within 28 days of receipt and should remain on the register for a minimum of six months.
- (f) The register shall be formally reviewed and approved at the Audit and Governance Committee, and continually checked and updated throughout the year to ensure that the register is accurate and up to date.
- (g) The ICB will retain a private record of historic interests for a minimum of six years after the date on which it expires.

7.1.2 Publication

- (a) The register will be publicly available via the ICB's website or on request at the ICB's headquarters, and the ICB will include in the published register all individuals who meet the following criteria for 'decision making staff':
 - (i) all ICB Board members;
 - (ii) members of advisory groups which contribute to direct or delegated decision making on the commissioning or provision of taxpayer funded

- services such as working groups involved in service redesign or stakeholder engagement that will affect future provision of services;
- (iii) members of the Primary Care Co-Commissioning Committee;
 - (iv) members of other committees of the ICB;
 - (v) members of new care models joint provider/commissioner groups/committees;
 - (vi) members of procurement (sub-)committees;
 - (vii) those at Agenda for Change Band 8d and above;
 - (viii) management, administrative and clinical staff who have the power to enter into contracts on behalf of the ICB; and
 - (ix) management, administrative and clinical staff involved in decision making concerning the commissioning of services; purchasing of goods, medicines, medical devices or equipment; and formulary decisions.
- (b) The register will be reviewed regularly and updated as necessary and at least annually by the Corporate Governance Manager.
 - (c) The website will state that historic interests are retained by the ICB for six years, and to contact the Head of Governance to submit a request for this information.
 - (d) All Individuals who make a declaration of interest should be aware that the register(s) will be published in advance of publication.
 - (e) In exceptional circumstances, where the public disclosure of information could give rise to a real risk of harm or is prohibited by law, an Individual's name and/or other information may be redacted from the publicly available register(s). Where an Individual believes that substantial damage or distress may be caused, to him/herself or somebody else by the publication of information about them, they are entitled to request that the information is not published. Such requests must be made in writing to the Corporate Governance Manager. Decisions not to publish information must be made by the ICB's Conflicts of Interest Guardian. The ICB will retain a confidential unredacted version of the register(s), which will be confidentially presented at Audit and Governance Committee meetings.
 - (f) The register of interests will be published as part of the ICB's Annual Report and Annual Governance Statement.

7.2 Register of Gifts and Hospitality

7.2.1 Process

- (a) The ICB will maintain a register of gifts and hospitality (see Appendix 3) of all Individuals listed in paragraph 2.1. The ICB will ensure robust processes are in place to ensure that Individuals do not accept gifts and hospitality or other benefits, which might reasonably be seen to compromise their professional judgement or integrity.
- (b) All Individuals should consider the risks associated with accepting offers of gifts, hospitality, sponsorship and entertainment when undertaking activities for or on behalf of the ICB or their GP practice. This is especially important during procurement exercises, as the acceptance of gifts could give rise to real or perceived conflicts of interests, or accusations of unfair influence, collusion or canvassing.
- (c) The Corporate Governance Manager shall update the Gifts and Hospitality Register whenever a new or revised interest is declared. The Corporate Governance Manager must ensure that the register includes sufficient information about the nature of the declaration and the details of those reporting it. The Declarations of Gifts and Hospitality Form is available at Appendix 4.
- (d) Where an Individual has any queries with respect to gifts and hospitality they should seek advice from the Director of Corporate Delivery, Head of Governance or Corporate Governance Manager.

7.2.2 Publication

- (a) The ICB will publish the gifts and hospitality register on the ICB's website to ensure that members of the public have access to this register on request. In exceptional circumstances, the same process as outlined in paragraph 6.1.2(e) shall be followed.
- (b) All persons who are required to make a declaration of gifts or hospitality should be aware that the register will be published in advance of publication.
- (c) The gifts and hospitality register will be published as part of the ICB's Annual Report and Annual Governance Statement.

7.2.3 Gifts

A 'gift' is defined as any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value.

(a) *Overarching principles*

- (i) Individuals should not accept gifts that may affect, or be seen to affect their professional judgement. This overarching principle should apply in all circumstances; and
- (ii) any monetary gift or cash equivalents (e.g. vouchers, tokens, offers of remuneration to attend meetings whilst in a capacity working for or representing the ICB) must always be declined, whatever their value and whatever their source, and the offer which has been declined must be declared to the team or individual who has designated responsibility for maintaining the register of gifts and hospitality and recorded on the register.

(b) *Gifts from suppliers or contractors*

All gifts of any nature offered to Individuals by suppliers or contractors doing business (or likely to do business) with the ICB or GP Practice should be declined, whatever their value (subject to this, low cost branded promotional aids may be accepted and not declared where they are under the value of a common industry standard of £6). The Individual to whom the gifts were offered should also declare the offer to the Corporate Governance Manager so the offer which has been declined can be recorded on the register.

(c) *Gifts from GP practices*

For teams within the ICB who work closely with GP practices, any gifts received of little financial value (i.e. less than £50) such as flowers, refreshments and small tokens of appreciation can be accepted, but must be declared.

(d) *Gifts from other sources*

- (i) Gifts offered from other sources should also be declined if accepting them might give rise to perceptions of bias or favouritism, and a common sense approach should be adopted as to whether or not this is the case. The only exceptions to the presumption to decline gifts relates to items of little financial value (i.e. less than £50) such as diaries, calendars, stationery and other gifts acquired from meetings, events or conferences, and items such as flowers and small tokens of appreciation from members of the public to staff for work well done. Gifts of this nature may be accepted and do not need to be declared, nor recorded on the register.

- (ii) Gifts valued at over £50 should be treated with caution and only be accepted on behalf of the ICB, not in a personal capacity. These should be declared.
- (iii) A common sense approach should be applied to the valuing of gifts (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).
- (iv) Multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50, where the cumulative value exceeds £50.

7.2.4 Hospitality

(a) *Overarching principles*

- (i) Individuals should not ask for or accept hospitality that may affect, or be seen to affect, their personal judgement.
- (ii) A blanket ban on accepting or providing hospitality is neither practical nor desirable from a business point of view. However, Individuals should be able to demonstrate that the acceptance or provision of hospitality would benefit the NHS or ICB.
- (iii) Modest hospitality provided in normal and reasonable circumstances may be acceptable, although it should be on a similar scale to that which the ICB might offer in similar circumstances (e.g. tea, coffee, light refreshments at meetings). A common sense approach should be adopted as to whether hospitality offered is modest or not.
- (iv) When hospitality is offered by actual or potential suppliers or contractors, these can be accepted if modest and reasonable, but Individuals should always obtain senior approval and declare these.

(b) *Meals and refreshments*

- (i) Under a value of £25 may be accepted and need not be declared.
- (ii) Of a value between £25 and £75 may be accepted and must be declared.
- (iii) Over a value of £75 should be refused unless (in exceptional circumstances) senior approval is given. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept.

A common sense approach should be applied to the valuing of meals and refreshments (using an actual amount, if known, or an estimate that a reasonable person would make as to its value).

(c) *Travel and accommodation*

- (i) *Modest offers to pay some or all of the travel and accommodation costs* related to attendance at events may be accepted and must be declared.
- (ii) Offers which go beyond modest, or are of a type that the ICB itself might not usually offer, need approval by senior staff (e.g. the ICB Governance Lead or equivalent), should only be accepted in exceptional circumstances and must be declared. A clear reason should be recorded on the Gifts and Hospitality Register as to why it was permissible to accept travel and accommodation of this type.

7.2.5 Sponsored events

- (a) Sponsorship of NHS events by external parties is valued. Offers to meet some or part of the costs of running an event secures the ICB's ability to take place, benefiting staff and patients. However, there is potential for conflicts of interest between the ICB and sponsor, particularly regarding the ability to market commercial products or services.
- (b) When sponsorships are offered, the following principles must be adhered to:
 - (i) sponsorship of ICB events by appropriate external bodies should only be approved if a reasonable person would conclude that the event will result in clear benefit for the ICB and the NHS;
 - (ii) during dealings with sponsors there must be no breach of patient or individual confidentiality or data protection rules and legislation;
 - (iii) no information should be supplied to the sponsor from which they could gain a commercial advantage, and information which is not in the public domain should not normally be supplied;
 - (iv) at the ICB's discretion, sponsors or their representatives may attend or take part in the event but they should not have a dominant influence over the content or the main purpose of the event;
 - (v) the involvement of a sponsor in an event should always be clearly identified in the interest of transparency;
 - (vi) sponsorship does not equate to endorsement of a company or its products and this should be made visibly clear on any promotional or other materials relating to the event; and
 - (vii) Individuals should declare their involvement with arranging sponsored events for the ICB.

(c) *Other forms of sponsorship*

Organisations external to the ICB may also sponsor posts or research. However, there is potential for conflicts of interest to occur, particularly when research funding by external bodies does or could lead to a real or perceived commercial advantage, or if sponsored posts cause a conflict of interest between the aims of the sponsor and the aims of the organisation, particularly in relation to procurement and competition.

8. ROLES AND RESPONSIBILITIES

All Individuals have the responsibility to appropriately manage conflicts of interest.

8.1 Appointing ICB Board or committee members and senior employees

The following should be considered when appointing ICB Board or committee members and senior employees:

- 8.1.1 whether conflicts of interest should exclude someone from being appointed to the relevant role. This will be considered on a case-by-case basis reflecting the ICB's general principles within the Constitution;
- 8.1.2 the materiality of the interest, in particular whether someone (or any person whom they have a close association with, as listed in 5.3.4(a)) could benefit (whether financially or otherwise) from any decision the ICB might make;
- 8.1.3 the extent of the interest and the nature of the appointee's proposed role within the ICB. If the interest is related to an area of business significant enough that they would be unable to operate effectively and make a full and proper contribution in the proposed role, then that individual should not be appointed to the role;
- 8.1.4 a person who has a material interest in an organisation which provides, or is likely to provide, substantial services to the ICB (whether as a provider of healthcare or commissioning support services, or otherwise) should recognise the inherent conflict of interest risk that may arise and should not be a member of the ICB Board or of a committee or sub-committee of the ICB, in particular if the nature and extent of their interest and the nature of their proposed role is such that they are likely to need to exclude themselves from decision-making on so regular a basis that it significantly limits their ability to effectively perform that role.

8.2 ICB Non-Executive Members

Non-Executive Members play a critical role in ICBs, providing scrutiny, challenge and an independent voice in support of robust and transparent decision-making and management of conflicts of interest.

8.3 Conflicts of Interest Guardian

- 8.3.1 To further strengthen scrutiny and transparency of the ICB's decision-making processes, the ICB has a Conflicts of Interest Guardian, undertaken by the ICB's Audit and Governance Committee Chair. They are supported by the ICB's Head of Governance.
- 8.3.2 The Conflicts of Interest Guardian in collaboration with the ICB's Director of Corporate Delivery and Head of Governance will:
- (a) act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
 - (b) be a safe point of contact for employees or workers of the ICB to raise any concerns in relation to this policy;
 - (c) support the rigorous application of conflicts of interest principles and policies;
 - (d) provide independent advice and judgment where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
 - (e) give approval, if it is requested, that conflicts of interests are not published on the ICB's website and, if necessary, seek appropriate legal advice where required; and
 - (f) provide advice on minimising the risks of conflicts of interest.

8.4 Other Key Roles

- 8.4.1 Individuals should be aware that a breach of this policy could render them liable to prosecution under provisions such as the Bribery Act 2010, as well as leading to the termination of their employment or position within the ICB.
- 8.4.2 Individuals who fail to disclose relevant interests, outside employment or receipts of gifts, hospitality, sponsorship or entertainment as required by this policy or the ICB's Standing Orders and Prime Financial Policies may be subject to disciplinary action which could ultimately result in the termination of their employment or position within the ICB.
- 8.4.3 The Director of Corporate Delivery will be responsible for maintaining the Register of Interests, holding the Gifts and Hospitality Register and Register of Breaches, monitoring the Register of Procurement Decisions, publication of the aforementioned registers and reviewing the implementation of this policy.
- 8.4.4 The Accountable Officer of the ICB has ultimate accountability for the strategic and operational management of the organisation, including ensuring all policies are adhered to.

- 8.4.5 The ICB Board Members have an ongoing responsibility for ensuring the robust management of conflicts of interest.
- 8.4.6 The Audit and Governance Committee and ICB Board will ratify this policy for use throughout the ICB.

9. GOVERNANCE ARRANGEMENTS AND DECISION MAKING

9.1 Secondary Employment

9.1.1 The ICB will take all reasonable steps to ensure that employees, committee members, contractors and others engaged under contract with them are aware of the requirement to inform the ICB if they are employed or engaged in, or wish to be employed or engaged in, any employment or consultancy work in addition to their work with the ICB. The purpose of this is to ensure that the ICB is aware of any potential conflict of interest. Examples of work which might conflict with the business of the ICB, including part-time, temporary and fixed term contract work, include:

- (a) employment with another NHS body;
- (b) employment with another organisation which might be in a position to supply goods/services to the ICB, including paid advisory positions and paid honorariums which relate to bodies likely to do business with the ICB;
- (c) directorship of a GP federation or non-executive roles; and
- (d) self-employment, including private practice, charitable trustee roles, political roles and consultancy work, in a capacity which might conflict with the work of the ICB or which might be in a position to supply goods/services to the ICB.

9.1.2 The ICB requires Individuals to:

- (a) obtain prior permission to engage in secondary employment, and reserve the right to refuse permission where it believes a conflict will arise which cannot be effectively managed;
- (b) declare any existing outside employment on appointment and any new outside employment when it arises.

For more information, please see the ICB's Secondary Employment Policy.

9.2 Management of meetings and decision making

9.2.1 Chairing arrangements and decision-making processes

(a) *Management of meetings*

- (i) The Chair of a meeting of the ICB's Board or any of its committees, sub-committees or groups has ultimate responsibility for deciding whether there is a conflict of interest and for taking the appropriate course of action in order to manage the conflict of interest.
- (ii) In making such decisions, the Chair (or Vice Chair or remaining non-conflicted members) may wish to consult with the Conflicts of Interest Guardian (see paragraph 7.3) or another member of the ICB Board.
- (iii) The Register of Interests for each committee will be circulated with the meeting papers. The Chair and ICB Meeting Lead and, if required, the Conflicts of Interest Guardian, should proactively consider ahead of the meeting what conflicts are likely to arise and how they are to be managed, including taking steps to ensure that supporting papers for particular agenda items of private sessions/meetings are not sent to conflicted Individuals in advance of the meeting, where relevant.
- (iv) To support Chairs in their role, they will be provided with a declarations of interest checklist prior to meetings (see Appendix 5).
- (v) At the beginning of all committee meetings the Register of Interests for that meeting will be highlighted and there will be an opportunity for Individuals to identify potential conflicts of interests relating to specific items of business. Individuals should also raise such items at the beginning of each agenda item so the appropriate course of action can be taken.
- (vi) Similarly, any new offers of gifts or hospitality (whether accepted or not) which are declared at a meeting must be included on the ICB's register of gifts and hospitality to ensure it is up to date.
- (vii) It is the responsibility of each individual member of the meeting to declare any relevant interests which they may have. However, should the Chair or any other member of the meeting be aware of facts or circumstances which may give rise to a conflict of interests but which have not been declared then they should bring this to the attention of the Chair who will decide whether there is a conflict of interest and the appropriate course of action to take in order to manage the conflict of interest.
- (viii) When a member of the meeting (including the Chair or Vice Chair) has a conflict of interest in relation to one or more items of business to be

transacted at the meeting, the Chair (or Vice Chair or remaining non-conflicted members, where relevant as described above) must decide how to manage the conflict. The appropriate course of action will depend on the particular circumstances, but could include one or more of the following:

- where the Chair has a conflict of interest, deciding that the Vice Chair (or another non-conflicted member of the meeting if the Vice Chair is also conflicted) should chair all or part of the meeting;
 - requiring the Individual who has a conflict of interest (including the Chair or Vice Chair if necessary) not to attend the meeting;
 - ensuring that the Individual concerned does not receive the supporting papers or minutes of the meeting which relate to the matter(s) which give rise to the conflict;
 - requiring the Individual to leave the discussion when the relevant matter(s) are being discussed and when any decisions are being taken in relation to those matter(s). In private meetings, this could include requiring the Individual to leave the room and in public meetings to either leave the room or join the audience in the public area;
 - allowing the Individual to participate in some or all of the discussion when the relevant matter(s) are being discussed but requiring them to leave the meeting when any decisions are being taken in relation to those matter(s). This may be appropriate where, for example, the conflicted Individual has important relevant knowledge and experience of the matter(s) under discussion, which it would be of benefit for the meeting to hear, but this will depend on the nature and extent of the interest which has been declared;
 - noting the interest and ensuring that all attendees are aware of the nature and extent of the interest, but allowing the Individual to remain and participate in both the discussion and in any decisions. This is only likely to be the appropriate course of action where it is decided that the interest which has been declared is either immaterial or not relevant to the matter(s) under discussion.
- (ix) Where the conflict of interest relates to outside employment and an Individual continues to participate in meetings pursuant to the preceding two bullet points, he or she are to ensure that the capacity in which they continue to participate in the discussions is made clear and correctly recorded in the minutes. Where it is appropriate for them

to participate in decisions they must only do so if they are acting in their ICB role.

- (x) It is imperative that the ICB ensures complete transparency in decision-making processes through robust record-keeping. Any declaration of interest, and arrangements agreed, in any meeting of the ICB, its committees or sub-committees, or the ICB Board, should be recorded in the register at Appendix 6, and in the relevant minutes (see the ICB's Corporate Governance Framework, Appendix 7, for example wording). The Chair must therefore ensure the following information is recorded in the minutes:

- who has the interest;
- the nature of the interest and why it gives rise to a conflict, including the magnitude of any interest;
- the items on the agenda to which the interest relates;
- how the conflict was agreed to be managed; and
- evidence that the conflict was managed as intended (for example recording the points during the meeting when particular Individuals left or returned to the meeting).

- (xi) The Corporate Governance Manager will be responsible for updating the ICB's register of interests with this information and completing the Register for "Recording Interests During Meetings" (see Appendix 6), which will be presented at each Audit and Governance Committee along with "Interests Recorded During Meetings" form (see Appendix 7), which will be made available to Audit and Governance Committee upon request.

(b) Decision Making

- (i) Where more than 50% of the members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the Chair (or acting Chair) will determine whether or not the discussion can proceed.
- (ii) In making this decision the Chair (or acting Chair) will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the ICB's standing orders or elsewhere. Where the meeting is not quorate, owing to the absence (temporary or otherwise) of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of

interests, the Chair (or acting Chair) of the meeting shall consult with the Director of Corporate Delivery or Head of Governance on the action to be taken. This may include:

- requiring another of the ICB's committees or sub-committees, or the ICB's Board (as appropriate), which can be quorate, to progress the item of business; or if this is not possible
- inviting on a temporary basis one or more of the following to make up the quorum (where these are permitted members of the ICB Board or committee or sub-committee in question) so that the ICB can progress the item of business:
 - a member of the ICB who is an Individual;
 - a member of a relevant Health and Wellbeing Board;
 - a member of the ICB Board of another ICB;
 - a Non-Executive Member from any other ICB;
 - any other person.

These arrangements must be clearly recorded in the minutes of the meeting.

- (iii) In any transaction undertaken in support of the ICB's exercise of its commissioning functions (including conversations between two or more Individuals, emails, correspondence and any other form of communication), Individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an Individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that transaction, and declare that interest as soon as possible thereafter. The Individual must also inform either their line manager (in the case of staff), or the Director of Corporate Delivery or Head of Governance of the transaction.
- (iv) The Director of Corporate Delivery or Head of Governance will take such steps as deemed appropriate, and request information deemed appropriate from Individuals, to ensure that all conflicts of interest and potential conflicts of interest are declared.

10. MANAGING CONFLICTS OF INTEREST THROUGH THE COMMISSIONING CYCLE

10.1 Principles

The ICB will manage conflicts of interest by applying a number of principles, processes and safeguards through:

- 10.1.1 statutory requirements;
- 10.1.2 doing business appropriately – ensuring commissioning decisions are in line with the ICB’s constitution, standards of business and commissioning strategy;
- 10.1.3 being proactive not reactive by:
 - (a) considering potential conflicts of interests (e.g. when appointing Individuals to decision-making roles);
 - (b) ensuring all Individuals and decision-making staff (as referred to in paragraph 6.1.2(a)) are aware of their obligations to declare conflicts of interests;
 - (c) maintaining a register of interests; and
 - (d) agreeing in advance how to deal with scenarios where a conflict of interest occurs;
- 10.1.4 assuming Individuals will act ethically and professionally, but may not always appreciate the potential for conflicts of interest or relevant rules and procedures;
- 10.1.5 being balanced and proportionate – ensuring rules are clear and robust but not overly prescriptive or restrictive so as to hinder the decision-making process;
- 10.1.6 being open and ensuring early engagement with patients, the public, clinicians and other stakeholders, including local Healthwatch and Health and Wellbeing Boards in relation to proposed commissioning plans;
- 10.1.7 responsiveness and best practice – ensuring that commissioning intentions are based on local health needs and reflect evidence of best practice;
- 10.1.8 transparency – ensuring that the approach taken is clearly evidenced by an audit trail;
- 10.1.9 securing expert advice – ensuring that commissioning plans take into account advice from appropriate health and social care professionals and experts;
- 10.1.10 engaging with providers – ensuring early engagement with both incumbent and potential new providers over potential changes to commissioned services for the local population;
- 10.1.11 creating clear and transparent commissioning specifications;
- 10.1.12 following proper procurement processes and legal arrangements;

- 10.1.13 ensuring sound record-keeping;
- 10.1.14 having in place a clear, recognised and easily enacted system for dispute resolution.

10.2 **General Provisions**

In accordance with the ICB's constitution, the ICB shall manage conflicts of interest that are declared or arise through the commissioning cycle as stated in the following provisions:

- 10.2.1 the Accountable Officer has overall accountability for the ICB's management of conflicts of interest;
- 10.2.2 the Corporate Governance Manager will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interest or potential conflict of interest, to ensure the integrity of the ICB's decision making processes;
- 10.2.3 arrangements for the management of conflicts of interest are to be determined by the ICB Meeting Lead or Chair of any relevant meeting and will include the requirement to put in writing to the relevant individual arrangements for managing the conflicts of interests or potential conflicts of interests, within a week of declaration. The arrangements will confirm the following:
 - (a) when an Individual should withdraw from a specified activity, on a temporary or permanent basis (this may include asking an Individual to be excluded from meetings, or relevant parts of meetings, during which relevant issues are discussed or to attend such discussions but not participate in any related vote); and
 - (b) monitoring of the specified activity undertaken by the Individual, either by a line manager, colleague or other designated Individual;
- 10.2.4 where an interest has been declared, either in writing or by oral declaration, the declarer will ensure that before participating in any activity connected with the ICB's exercise of its commissioning functions, they have received confirmation of the arrangements to manage the conflict of interest or potential conflict of interest from the Corporate Governance Manager;
- 10.2.5 where a member of staff might transfer to a provider (or their role may materially change) following the award of a contract, it will be treated as a relevant interest, and the potential conflict shall be managed appropriately.

10.3 **Designing Service Requirements**

The way in which services are designed can either increase or decrease the extent of perceived or actual conflicts of interest. Particular attention is to be given to public and patient involvement in the ICB's service development. Public involvement supports transparent and credible commissioning decisions. It should happen at every stage of

the commissioning cycle from needs assessment, planning and prioritisation to service design, procurement and monitoring. The ICB has a legal duty under the Health and Social Care Act 2012 to properly involve patients and the public in their respective commissioning processes and decisions.

10.3.1 Provider engagement

- (a) The ICB aims to engage relevant providers, especially clinicians, in confirming that the design of service specifications will meet patient needs. This may include providers from the acute, primary, community, and mental health sectors, and may include NHS, third sector and private sector providers. However, conflicts of interest, as well as challenges to the fairness of the procurement process, can arise if the ICB engages selectively with only certain providers (be they incumbent or potential new providers) in developing a service specification for a contract for which they may later bid. This should also be considered when engaging with existing/ potential providers in relation to the development of new care models.
- (b) Provider engagement should follow the three main principles of procurement law, namely equal treatment, non-discrimination and transparency. This includes ensuring that the same information is given to all at the same time and procedures are transparent. This mitigates the risk of potential legal challenge.
- (c) As the service design develops, it is good practice to engage with a range of providers on an ongoing basis to seek comments on the proposed design.
- (d) Engagement should help to shape the requirement to meet patient need, but it is important not to gear the requirement in favour of any particular provider(s). If appropriate, the advice of an independent clinical adviser on the design of the service should be secured.
- (e) Any decisions in regards to obligations under the National Health Service (Procurement, Patient Choice and Competition) (No.2) Regulations 2013 and the Public Contracts Regulations 2015 shall be documented.

10.3.2 Specifications

- (a) The ICB will seek, as far as reasonably possible, to specify the outcomes that they wish to see delivered through a new service, rather than the process by which these outcomes are to be achieved. As well as supporting innovation, this helps prevent bias towards particular providers in the specification of services. However, careful consideration should be given to the appropriate degree of financial risk transfer in any new contractual model.
- (b) Specifications should be clear and transparent, reflecting the depth of engagement, and set out the basis on which any contract will be awarded.

10.4 Transparency in Procurement and awarding grants

- 10.4.1 The ICB aims to recognise and manage any conflicts or potential conflicts of interest that may arise in relation to the procurement of any services or the administration of grants.
- 10.4.2 When awarding grants, the ICB will follow the same process as described in paragraphs 10.1 and 10.2.
- 10.4.3 The ICB must comply with two different regimes of procurement law and regulation when commissioning healthcare services: the NHS (Procurement, Patient Choice and Competition) (No.2) Regulations 2013 and the Public Contracts Regulations 2015. Whilst the two regimes overlap in terms of some of their requirements, they are not the same – so compliance with one regime does not automatically mean compliance with the other.
- 10.4.4 The National Health Service (Procurement, Patient Choice and Competition) (No.2) Regulations 2013 state:
- “ICBs must not award a contract for the provision of NHS health care services where conflicts, or potential conflicts, between the interests involved in commissioning such services and the interests involved in providing them affect, or appear to affect, the integrity of the award of that contract; and*
- ICBs must keep a record of how it managed any such conflict in relation to NHS commissioning contracts it has entered into.”*
- 10.4.5 Paragraph 24 of PCR 2015 states: "Contracting authorities shall take appropriate measures to effectively prevent, identify and remedy conflicts of interest arising in the conduct of procurement procedures so as to avoid any distortion of competition and to ensure equal treatment of all economic operators". Conflicts of interest are described as "any situation where relevant staff members have, directly or indirectly, a financial, economic or other personal interest which might be perceived to compromise their impartiality and independence in the context of the procurement procedure".
- 10.4.6 The Procurement, Patient Choice and Competition Regulations (PPCCR) place requirements on the ICB to ensure that they adhere to good practice in relation to procurement, run a fair, transparent process that does not discriminate against any provider, do not engage in anti-competitive behaviour that is against the interest of patients, and protect the right of patients to make choices about their healthcare. Furthermore the PPCCR places requirements on the ICB to secure high quality, efficient NHS healthcare services that meet the needs of the people who use those services. The Public Contracts Regulations 2015 are focussed on ensuring a fair and open selection process for providers. The completion of a Procurement Decisions and Contracts Awarded Form (Appendix 8) and Procurement Register (Appendix 9) must therefore be updated whenever a procurement decision is taken.

10.4.7 A Procurement Checklist (Appendix 10) sets out factors that the ICB should address when devising plans to commission general practice services.

10.4.8 The ICB will make the evidence of their management of conflicts publicly available. Complete transparency around procurement will provide:

- (a) evidence that the ICB is seeking and encouraging scrutiny of its decision-making process;
- (b) a record of the public involvement throughout the commissioning of the service;
- (c) a record of how the proposed service meets local needs and priorities for partners such as the Health and Wellbeing Boards, local Healthwatch and local communities;
- (d) evidence to the Audit and Governance Committee, and internal and external auditors that a robust process has been followed in deciding to commission the service, in selecting the appropriate procurement route, and in addressing potential conflicts.

The ICB will publish the procurement register on the ICB's website to ensure that members of the public have access to this register on request. In exceptional circumstances, the same process as mentioned in paragraph 6.1.2(c) shall be followed.

10.4.9 Commissioning Support Units (CSU), are also expected to declare any conflicts of interest they may have in relation to the work commissioned by the ICB.

10.4.10 Register of procurement decisions

- (a) The ICB will maintain a register of procurement decisions taken, either for the procurement of a new service, any extension or material variation of a current contract, awarding of grants or single tender waivers. This must include:
 - (i) the details of the decision;
 - (ii) who was involved in making the decision (including the name of the ICB clinical lead, the ICB contract manager, the name of the decision making committee and the name of any other individuals with decision-making responsibility);
 - (iii) a summary of any conflicts of interest in relation to the decision and how this was managed by the ICB (see paragraph 9.4.10(b) in relation to retaining the anonymity of bidders); and
 - (iv) the award decision taken.

- (b) The register of procurement decisions must be updated whenever a procurement decision is taken. The Procurement, Patient Choice and Competition Regulations 9(1) place a requirement on commissioners to maintain and publish on their website a record of each contract it awards. The register of procurement decisions is therefore publicly available and easily accessible to patients and the public on the ICB's website and upon request for inspection at the ICB's headquarters:

<https://www.derbyandderbyshireICB.nhs.uk/about-us/conflict-of-interest/>

10.4.11 Declarations of interests for bidders/contractors and people who provide services to the ICB

- (a) As part of a procurement process, it is good practice to ask bidders to declare any conflicts of interest. This allows the ICB to ensure that they comply with the principles of equal treatment and transparency. When a bidder declares a conflict, the ICB must decide how best to deal with it or ensure that no bidder is treated differently to any other. A Declaration of Interests Form for Bidders/Contractors must be completed (Appendix 11).
- (b) It will not usually be appropriate to declare such a conflict on the register of procurement decisions, as it may compromise the anonymity of bidders during the procurement process. The ICB will therefore retain an internal audit trail of how the conflict or perceived conflict was dealt with to allow them to provide information at a later date if required. The ICB is required under regulation 84 of the Public Contract Regulations 2015 to make and retain records of contract award decisions and key decisions that are made during the procurement process, but are not expected to publish them. Such records must include 'communications with economic operators and internal deliberations' which should include decisions made in relation to actual or perceived conflicts of interest declared by bidders. These records should be retained for a period of at least three years from the date of award of the contract.

10.4.12 Single Tender Waivers

The decision to use a single tender waiver should still be classed as a procurement decision. If it results in the ICB entering into a new contract, extending a contract, or materially altering the term of an existing contract, then it is a decision and should be recorded. Therefore, the same process in this paragraph 9.4 should be followed for all single tender waivers.

10.4.13 Contract Monitoring

- (a) The management of conflicts of interest applies to all aspects of the commissioning cycle, including contract management.

- (b) Any contract monitoring meeting needs to consider conflicts of interest as part of the process i.e. the Chair of a contract management meeting should:
 - (i) invite declarations of interests;
 - (ii) record any declared interests in the minutes of the meeting; and
 - (iii) manage any conflicts appropriately and in line with this policy.

This equally applies where a contract is held jointly with another organisation such as the Local Authority or with other ICBs under lead commissioner arrangements.

- (c) The Individuals involved in the monitoring of a contract should not have any direct or indirect financial, professional or personal interest in the incumbent provider or in any other provider that could prevent them, or be perceived to prevent them, from carrying out their role in an impartial, fair and transparent manner.
- (d) All Individuals should guard against providing information on the operations of the ICB which might provide a commercial advantage to any organisation (private or NHS) in a position to supply goods or services to the ICB. For particularly sensitive procurement or contracts, Individuals may be asked to sign a non-disclosure agreement.

11. RAISING CONCERNS AND BREACHES

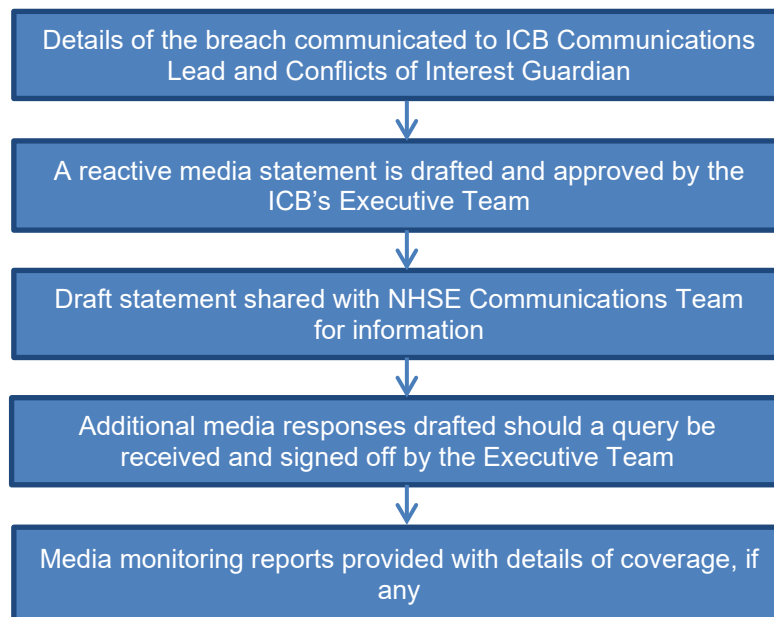
- 11.1 It is the duty of every Individual to speak up about genuine concerns in relation to the administration of the ICB's policy on conflicts of interest management, and to report these concerns. These Individuals should not ignore their suspicions or investigate themselves, but rather speak to the Head of Governance, Director of Corporate Delivery or Conflicts of Interest Guardian.
- 11.2 Breaches may occur in any of the following areas:
 - 11.2.1 at any stage of the commissioning cycle (e.g. needs assessment, strategic planning, service planning and design, procurement or contract management);
 - 11.2.2 Individuals declaring interests;
 - 11.2.3 gifts, hospitality, sponsorship and events; or
 - 11.2.4 Individuals and their outside employment.
- 11.3 Any non-compliance with the ICB's Standards of Business Conduct and Managing Conflicts of Interest Policy should be reported in accordance with the terms of that policy, and the ICB's Raising Concerns at Work (Whistleblowing) Policy (where the breach is being reported by an employee or worker of the ICB) or with the Raising Concerns at Work (Whistleblowing) Policy of the relevant employer organisation

(where the breach is being reported by an employee or worker of another organisation).

11.4 **Reporting breaches**

- 11.4.1 The ICB will maintain a Breach Declarations Register (see Appendix 12), which will record any notifications brought to the attention of the ICB. Notifications must be recorded on a Breach Declaration Form (see Appendix 13).
- 11.4.2 All such notifications should be treated with appropriate confidentiality at all times in accordance with the ICB's policies and applicable laws, and the person making such disclosures will receive an appropriate explanation of any decisions taken as a result of any investigation.
- 11.4.3 All Individuals should contact the ICB's designated Conflicts of Interest Guardian to raise any concerns. They are able to contact the Conflicts of Interest Guardian on a strictly confidential basis.
- 11.4.4 The breach will be jointly investigated by the Conflicts of Interest Guardian and Director of Corporate Delivery (providing the Director of Corporate Delivery is not conflicted – if they are conflicted, then the Head of Governance will support the investigation). The Conflicts of Interest Guardian will have access to other ICB policies on raising concerns, counter fraud or similar.
- 11.4.5 The Conflicts of Interest Guardian will make the final decision on whether a breach has occurred.
- 11.4.6 The Director of Corporate Delivery will inform the NHS England and NHS Improvement Locality Director of any breaches within seven days of the breach being identified.
- 11.4.7 Anonymised details of breaches will be published on the ICB's website for the purpose of learning and development.
- 11.4.8 Anyone who wishes to report a suspected or known breach of the policy, who is not an employee or worker of the ICB, should ensure that they comply with their own organisation's whistleblowing policy, since most such policies should provide protection against detriment or dismissal.
- 11.4.9 Providers, patients and other third parties can make a complaint to NHS Improvement in relation to a commissioner's conduct under the Procurement Patient Choice and Competition Regulations.

11.4.10 Should the ICB receive a media enquiry regarding a declared breach, the following process should be followed:



11.5 Prevention of Fraud, Bribery and Corruption

11.5.1 Fraud

- (a) The Fraud Act 2006 came into force on the 15 January 2007 and introduced the general offence of fraud. This is broken into three key sections:
 - (i) fraud by false representation;
 - (ii) fraud by failing to disclose information;
 - (iii) fraud by abuse of position.
- (b) The Fraud Act 2006 also created new offences of:
 - (i) possession and making or supplying articles for use in fraud;
 - (ii) fraudulent trading (sole traders);
 - (iii) obtaining services dishonestly.

11.6 Corruption/Bribery

- (a) The Bribery Act 2010 replaced the previous Prevention of Corruption Acts 1889–1916 and created two general offences of bribery:
 - (i) offering or giving a bribe to induce someone to behave, or to reward someone for behaving, improperly; and

- (ii) requesting or accepting a bribe either in exchange for acting improperly, or where the request or acceptance is itself improper.
- (b) A new corporate offence was also introduced – negligent failing by a company or limited liability partnership to prevent bribery being given or offered by an employee or agent on behalf of that organisation.
- (c) All Individuals are required to be aware of the Bribery Act 2010 and should also refer to the ICB’s Fraud, Bribery and Corruption Policy for further details.

11.6.2 Reporting Suspicions

- (a) All cases of suspected fraud, bribery or corruption must be investigated by an accredited NHS Counter Fraud Specialist appointed by the ICB. Any concerns or suspicions relating to fraud, bribery or corruption must therefore be reported to the ICB’s appointed Counter Fraud Specialist; [TBC].
- (b) Any suspicions or concerns of acts of fraud or bribery can also be reported online via <https://www.reportnhsfraud.nhs.uk/> or via the NHS Fraud and Corruption Reporting Line on 0800 0284060. This provides an easily accessible and confidential route for the reporting of genuine suspicions of fraud within or affecting the NHS. All calls are dealt with by experienced trained staff and any caller who wishes to remain anonymous may do so.

12. CONSTITUTION, STANDING ORDERS, SCHEME OF RESERVATIONS AND DELEGATION AND PRIME FINANCIAL POLICIES

- 12.1 All Individuals must carry out their duties in accordance with the ICB’s Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies, and any applicable terms of reference. These set out the statutory and governance framework in which the ICB operates. Individuals must at all times refer to and act in accordance with the Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies to ensure ICB processes are followed.
- 12.2 In the event of doubt Individuals should seek advice from the Governance Team. In the event of any conflict arising between the details of this policy and the Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies, then the provisions of the Constitution, Standing Orders, Scheme of Reservations and Delegation and Prime Financial Policies shall prevail.

13. NEW CARE MODELS

- 13.1 When the ICB is commissioning a new care model (i.e. Multi-speciality Community Provider, Primary and Acute Care Systems or other arrangements of a similar scale or scope that (directly or indirectly) includes primary medical services) it is likely that there will be some Individuals with roles (whether clinical or non-clinical), that also have roles within a potential provider, or may be affected by decisions relating to new

care models. Any conflicts of interest must be identified and appropriately managed, in accordance with this policy.

- 13.2 Any Individual who has a material interest in an organisation which provides, or is likely to provide, substantial services to the ICB (whether as a provider of healthcare or provider of commissioning support services, or otherwise) is to recognise the inherent conflict of interest risk that may arise and should not be a member of the ICB Board or of a committee or sub-committee.
- 13.3 In the case of new care models, it is perhaps likely that there will be Individuals with roles in both the ICB and new care model provider/potential provider. These conflicts of interest should be identified as soon as possible, and appropriately managed locally. The position is to also be reviewed whenever an Individual's role, responsibility or circumstances change in a way that affects the Individual's interests.
- 13.4 Where an Individual participating in a meeting has dual roles, but it is not considered necessary to exclude them from the whole or any part of the meeting, he or she should ensure that the capacity in which they continue to participate in the discussions is made clear and correctly recorded in the meeting minutes, but where it is appropriate for them to participate in decisions they must only do so if they are acting in their ICB role.
- 13.5 Individuals under contract with the ICB are to inform the ICB if they are employed or engaged in, or wish to be employed or engaged in, any employment or consultancy work in addition to their work with the ICB.
- 13.6 The potential conflict should be managed where Individuals might be affected by the outcome of a procurement exercise. This is also true where Individuals are involved in both the contract management of existing contracts, and involved in procurement of related new contracts.
- 13.7 It is good practice to engage relevant providers, especially clinicians, in confirming that the design of service specifications will meet patient needs. This may include providers from the acute, primary, community, and mental health sectors, and may include NHS, third sector and private sector providers. Individuals should therefore be mindful of these issues when engaging with existing/potential providers in relation to the development of new care models, and must ensure they comply with their statutory obligations including, but not limited to, their obligations under the National Health Service (Procurement, Patient Choice and Competition) (No. 2) Regulations 2013 and the Public Contracts Regulations 2015.

14. EQUALITY STATEMENT

- 14.1 The ICB aims to design and implement policy documents that meet the diverse needs of our services, population and workforce, ensuring that none are placed at a disadvantage over others. It takes into account current UK legislative requirements, including the Equality Act 2010 and the Human Rights Act 1998, and promotes equal opportunities for all. This document has been designed to ensure that no one receives

less favourable treatment due to their protected characteristics of their age, disability, sex (gender), gender reassignment, sexual orientation, marriage and civil partnership, race, religion or belief, pregnancy and maternity. Appropriate consideration has also been given to gender identity, socio-economic status, immigration status and the principles of the Human Rights Act.

- 14.2 In carrying out its function, the ICB must have due regard to the PSED. This applies to all activities for which the ICB is responsible, including policy development, review and implementation.

15. DUE REGARD

This policy has been reviewed in relation to having due regard to the PSED of the Equality Act 2010 to eliminate discrimination; harassment; victimisation; to advance equality of opportunity; and foster good relations between the protected groups.

Appendix 1 – Declaration of Interests: Financial and Other Interests

This form **must** be completed by **all** employees, sub-contractors, ICB Board members, and committee or sub-committee members on an annual basis.

This form must be completed in accordance with the ICB’s Constitution and section 140 of *The National Health Service Act 2006, the NHS (Procurement, Patient Choice and Competition) Regulations 2013 and the Substantive guidance on the Procurement, Patient Choice and Competition Regulations.*

Note: Nil returns must be completed and returned.

If there is any doubt as to whether or not an interest is relevant, a declaration of the interest must be made.

Forename:.....

Surname:

Job Title:

Organisation (if not employed by ICB or Member Practice)

Position within or relationship with, the ICB (or NHS England and NHS Improvement in the event of joint committees):

ICB Employee Sub-Contractor

Member Practice Name of Member Practice:

Position held:

ICB Board Member

Committee Member

Please check all that apply:

Audit & Governance Finance & Estates People & Culture

Public Partnerships Quality & Performance Population Health & Strategic Commissioning

Remuneration System Quality Group

Other ICB Meetings
(please list)
.....

DETAIL OF INTERESTS HELD (complete all that are applicable)				
Type of Interest (see reverse of form for details)	Description of Interest (including for indirect interests, details of the relationship with the person who has the interest)	Date interest relates		Actions to be taken to mitigate risk (to be agreed with Line Manager or Senior ICB Manager)
		From & To (use DDMMYY date format)		

The information submitted will be held by the ICB for personnel or other reasons specified on this form and to comply with the organisation's policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that the ICB holds. The ICB publishes decision makers, ICB Board members, and public committee meeting registers on its website and also within public meeting papers.

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to the ICB as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, or internal disciplinary action may result.

I do/do not [delete as applicable] give my consent for this information to be published on registers that the ICB holds. If consent is NOT given please give reasons:

Signed.....

Date.....

Where interests change or new interests are identified this form must be updated and returned to Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

TYPES OF INTEREST

Type of Interest	Description
Financial Interests	<p>This is where an individual may get direct financial benefits from the consequences of a commissioning decision. This could, for example, include being:</p> <ul style="list-style-type: none"> • a director, including a non-executive director, or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations. This includes involvement with a potential provider of a new care model • a shareholder (or similar owner interests), a partner or owner of a private or not-for-profit company, business, partnership or consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations • a management consultant for a provider • a provider of clinical private practice • in secondary employment • in receipt of secondary income from a provider • in receipt of a grant from a provider • in receipt of any payments (for example honoraria, one off payments, day allowances or travel or subsistence) from a provider • in receipt of research funding, including grants that may be received by the individual or any organisation in which they have an interest or role • having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider)
Non-Financial Professional Interests	<p>This is where an individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career. This may, for example, include situations where the individual is:</p> <ul style="list-style-type: none"> • an advocate for a particular group of patients • a GP with special interests e.g. in dermatology, acupuncture etc. • an active member of a particular specialist professional body (although routine GP membership of the RCGP, BMA or a medical defence organisation would not usually by itself amount to an interest which needed to be declared) • an advisor for Care Quality Commission (CQC) or National Institute for Health and Care Excellence (NICE) • engaged in a research role • the development and holding of patents and other intellectual property rights which allow staff to protect something that they create, preventing unauthorised use of products or the copying of protected ideas • GPs and practice managers, who are members of the ICB Board or committees of the ICB, should declare details of their roles and responsibilities held with their GP practice
Non-Financial Personal Interests	<p>This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the individual is:</p> <ul style="list-style-type: none"> • a voluntary sector champion for a provider • a volunteer for a provider

	<ul style="list-style-type: none"> • a member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation • suffering from a particular condition requiring individually funded treatment • a member of a lobby or pressure groups with an interest in healthcare
Indirect Interests	<p>This is where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non- financial personal interest in a commissioning decision (as those categories are described above). For example, this should include:</p> <ul style="list-style-type: none"> • spouse/partner • close relative e.g. parent, grandparent, child, grandchild or sibling • close friend or associate • business partner

Appendix 2 – Template Register of Interests

Name	Job Title	Committee Member/ Attendee	Declared interest (including direct/ indirect interest)	Type of Interest				Date of Interest		Action taken to mitigate risk
				Financial Interest	Non-Financial Professional Interest	Non-Financial Personal Interest	Indirect Interest	From	To	

Appendix 3 – Declarations of Gifts and Hospitality Form
(including sponsorship and entertainment)

Name of recipient	
Job Title/Position	
Date of Offer	
Date of Receipt (if applicable)	
Details of gift/hospitality/sponsorship	
Estimated Value	
Supplier/Offeror Name and Nature of Business	
Details of Previous Offers or Acceptance by this Offeror/Supplier	
Action taken to mitigate conflict, details of any approvals and details of the officer reviewing and approving the declaration made and date	
Declined or Accepted?	

Reason for Accepting or Declining	
Other Comments	

The information submitted will be held by the ICB for personnel or other reasons specified on this form and to comply with the organisation's policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that the ICB holds. The Gifts and Hospitality Register is published on the ICB's website.

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to the ICB as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, professional regulatory or internal disciplinary action may result.

I do/do not (delete as applicable) give my consent for this information to published on registers that the ICB holds. If consent is NOT given please give reasons:

Signed: **Date:**

Signed: **(Line Manager or Senior ICB Manager)**

Position: **Date:**

Please return to Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

Appendix 4 – Template Gifts and Hospitality Register

NHS DERBY AND DERBYSHIRE ICB GIFTS, HOSPITALITY & SPONSORSHIP REGISTER												
Name of Recipient	Job Title/ Position	Date of Offer	Date of Receipt	Details of Gift/ Hospitality/ Sponsorship	Estimated Value	Supplier/ Offeror Name and Nature of Business	Details of Previous Offers or Acceptance by this Offeror/ Supplier	Action taken to mitigate conflict, details of approvals and details of the officer reviewing and approving the declaration made and date	Accepted/ Declined	Reason for Accepting / Declining	Authorising Manager	Comments

Appendix 5 – Declarations of Interest Checklist
(including sponsorship and entertainment)

Under the Health and Social Care Act 2012, there is a legal obligation to manage conflicts of interest appropriately. It is essential that declarations of interest and actions arising from the declarations are recorded formally and consistently across all ICB Board, committee and sub-committee meetings. This checklist has been developed with the intention of providing support in conflicts of interest management to the Chair of the meeting

– prior to, during and following the meeting. It does not cover the requirements for declaring interests outside of the committee process.

Timing	Checklist for Chairs	Responsibility
In advance of the meeting	1. The agenda to include a standing item on declaration of interests to enable Individuals to raise any issues and/or make a declaration at the meeting.	Meeting Chair/ICB Meeting Lead/Administrator
	2. A definition of conflicts of interest should also be accompanied with each agenda to provide clarity for all recipients.	Meeting Chair/ICB Meeting Lead/Administrator
	3. Agenda to be circulated to enable attendees (including visitors) to identify any interests relating specifically to the agenda items being considered.	Meeting Chair/ICB Meeting Lead/Administrator
	4. Members should contact the Chair as soon as an actual or potential conflict is identified.	Meeting members
	5. If applicable, Chair to review a summary report from preceding meetings i.e. sub-committee, working group, etc. detailing any conflicts of interest declared and how this was managed.	Meeting Chair

Timing	Checklist for Chairs	Responsibility
	<p>6. A copy of the members' declared interests is checked to establish any actual or potential conflicts of interest that may occur during the meeting.</p>	Meeting Chair/ICB Meeting Lead
During the meeting	<p>7. Check and declare the meeting is quorate and ensure that this is noted in the minutes of the meeting.</p>	Meeting Chair/Administrator
	<p>8. Chair requests members to declare any interests in agenda items – which have not already been declared, including the nature of the conflict.</p>	Meeting Chair
	<p>9. Chair makes a decision as to how to manage each interest which has been declared, including whether/ to what extent the Individual member should continue to participate in the meeting, on a case by case basis, and this decision is recorded.</p>	Meeting Chair /ICB Meeting Lead/ Director of Corporate Delivery/ Head of Governance/ Corporate Governance Manager
	<p>10. As a minimum requirement, the following should be recorded in the minutes of the meeting:</p> <ul style="list-style-type: none"> • Individual declaring the interest (and why they are conflicted) • at what point the interest was declared • the nature of the interest • the Chair's decision and resulting action taken • the point during the meeting at which any individuals retired from and returned to the meeting – even if an interest has not been declared 	Meeting Chair/ Administrator

Timing	Checklist for Chairs	Responsibility
	<p>Visitors in attendance who participate in the meeting must also follow the meeting protocol and declare any interests in a timely manner.</p>	
<p>Following the meeting</p>	<p>11. All new interests declared at the meeting should be promptly updated onto the declaration of interest form.</p>	<p>Individual(s) declaring interest(s)</p>
	<p>12. All new completed declarations of interest should be transferred onto the register of interests.</p>	<p>Administrator/ Corporate Governance Manager</p>

Appendix 6 – Summary Register for Recording any Interests during meetings

A conflict of interest is defined as “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” (NHS England, 2017).

A 'gift' is defined as any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value. Please let the Corporate Governance Team know if you have accepted or declined any gifts or hospitality.

Meeting	Date of Meeting	Chair (name)	ICB Meeting Lead	Name of person declaring interest	Agenda item	Details of interest declared	Action taken

Chair of meeting:

Signature

Date.....

Appendix 7 – Interests Recorded During Meetings

Report from [insert details of committee]	
Details of interest declared	[Insert who declared the interest and why]
Title of paper	[Insert full title of the paper]
Meeting details	[Insert date, time and location of the meeting]
Report author and job title	[Insert full name and job title/position of the person who has written this report]
Executive summary	[Include summary of discussions held, options developed, commissioning rationale, etc.]
Recommendations	[Include details of any recommendations made, including full rationale] [Include details of finance and resource implications]
Outcome of Impact Assessments completed (e.g. Quality/Equality) Impact Assessments	[Provide details of the QIA or EIA. If this section is not relevant to the paper state “not applicable”]
Outline engagement – clinical, stakeholder and public/patient	[Insert details of any patient, public or stakeholder engagement activity. If this section is not relevant to the paper state “not applicable”]
Management of Conflicts of Interest	[Include details of any conflicts of interest declared] [Where declarations are made, include details of conflicted Individual(s) name, position; the conflict(s) details, and how these have been managed in the meeting] [Confirm whether the interest is recorded on the register of interests – if not agreed course of action]
Assurance departments/organisations who will be affected have been consulted:	[Insert details of the people you have worked with or consulted during the process: <ul style="list-style-type: none"> • Finance (insert job title) • Commissioning (insert job title) • Contracting (insert job title) • Medicines Optimisation (insert job title) • Clinical leads (insert job title) • Quality (insert job title) • Safeguarding (insert job title) • Other (insert job title)]
Report previously presented at:	[Insert details (including the date) of any other meeting where this paper has been presented; or state “not applicable”]
Risk Assessments	[Insert details of how this paper mitigates risks – including conflicts of interest]

Appendix 8 – Procurement Decisions and Contracts Awarded Form

Ref No	
Contract/Service Title	
Reason for Procurement/Investment Description	
Existing contract or new procurement (if existing include details)	
Procurement type (e.g. ICB procurement, collaborative procurement with partners, competitive, restricted, AQP, contract extension)	
Collaborative Partners (e.g. none, other ICBs, local authority)	
ICB clinical lead (Name)	
ICB contract manager (Name)	
Decision making process, name of decision making committee, and date decision made	
Summary of conflicts of interest noted	
Actions to mitigate conflicts of interest	
Justification for actions to mitigate conflicts of interest	
Contract awarded (supplier name & registered address)	

Contract value (£) (Total) and value to ICB	
Contract Date	
Status of the process	
Comments to note	

To the best of my knowledge and belief, the above information is complete and correct. I undertake to update as necessary the information.

Signed: **Date:**

On behalf of:

Please return to Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

Appendix 9 – Template Procurement Register

NHS DERBY AND DERBYSHIRE ICB PROCUREMENT REGISTER														
Ref. No	Service to be Procured	Reason for procurement	Reporting Governance <i>Which sub-committees received the procurement updates?</i>	Final decision taken and by whom at the ICB?	Comments	ICB Lead	ICB Clinical Lead	Summary of Conflicts of Interest Where was this identified?	If Yes - what actions were taken to manage the conflicts?	Successful Bidder	Value (£) excl VAT	Contract dates	Procurement Process i.e Competitive, Restricted Procedure, AQP	Collaborative Partners i.e None or other ICBs

Appendix 10 – Procurement Checklist

Service:

Question	Comment/Evidence
1. How does the proposal deliver good or improved outcomes and value for money – what are the estimated costs and the estimated benefits? How does it reflect the ICB’s proposed commissioning priorities? How does it comply with the ICB’s commissioning obligations?	
2. How have you involved the public in the decision to commission this service?	
3. What range of health professionals have been involved in designing the proposed service?	
4. What range of potential providers have been involved in considering the proposals?	
5. How have you involved your Health and Wellbeing Board(s)? How does the proposal support the priorities in the relevant joint health and wellbeing strategy (or strategies)?	
6. What are the proposals for monitoring the quality of the service?	
7. What systems will there be to monitor and publish data on referral patterns?	
8. Have all conflicts and potential conflicts of interests been appropriately declared and entered in registers?	
9. In respect of every conflict or potential conflict, you must record how you have managed that conflict or potential conflict. Has the management of all conflicts been recorded with a brief explanation of how they have been managed?	
10. Why have you chosen this procurement route e.g., single action tender?	

Question	Comment/Evidence
11. What additional external involvement will there be in scrutinising the proposed decisions?	
12. How will the ICB make its final commissioning decision in ways that preserve the integrity of the decision-making process and award of any contract?	
Additional question when qualifying a provider on a list or framework or pre selection for tender (including but not limited to any qualified provider) or direct award (for services where national tariffs do not apply)	
13. How have you determined a fair price for the service?	
Additional questions when qualifying a provider on a list or framework or pre selection for tender (including but not limited to any qualified provider) where GP practices are likely to be qualified providers	
14. How will you ensure that patients are aware of the full range of qualified providers from whom they can choose?	
Additional questions for proposed direct awards to GP providers	
15. What steps have been taken to demonstrate that the services to which the contract relates are capable of being provided by only one provider?	
16. In what ways does the proposed service go above and beyond what GP practices should be expected to provide under the GP contract?	
17. What assurances will there be that a GP practice is providing high-quality services under the GP contract before it has the opportunity to provide any new services?	

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Appendix 11 – Template Declaration of Conflicts of Interests for Bidders/Contractors

Name of Organisation:		
Details of interests held:		
Type of Interest	Details	
Provision of services or other work for the ICB or NHS England and NHS Improvement		
Provision of services or other work for any other potential bidder in respect of this project or procurement process		
Any other connection with the ICB or NHS England and NHS Improvement, whether personal or professional, which the public could perceive may impair or otherwise influence the ICB's or any of its members' or employees' judgements, decisions or actions		

Name of Relevant Person(s)		
Details of interests held:		
Type of Interest	Details	Personal interest or that of a family member, close friend or other acquaintance?
Provision of services or other work for the ICB or NHS England and NHS Improvement		
Provision of services or other work for any other potential bidder in respect of this project or procurement process		
Any other connection with the ICB or NHS England and NHS Improvement, whether personal or professional, which the public could perceive may impair or otherwise influence the ICB's or any of its members' or employees' judgements,		

decisions or actions		
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To the best of my knowledge and belief, the above information is complete and correct. I undertake to update as necessary the information.

Signed:.....

On behalf of:.....

Date:

Please return to Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

Appendix 12 – Breach Declarations Register

Ref No	Date of Breach	Person who reported the breach (including details of the organisation they belong to)	Description of the breach	How the person became aware of the breach	Action taken

Appendix 13 – Breach Declaration Form

Date of Breach	
Person who reported the breach (including details of the organisation they belong to)	
Description of the breach	
How the person became aware of the breach	
Action taken	

The information submitted will be held by the ICB for personnel or other reasons specified on this form and to comply with the organisation’s policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that the ICB holds. If information is disclosed it will be anonymised. The Breach Declarations Register is published on the ICB’s website.

I confirm that the information provided above is complete and correct. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, professional regulatory or internal disciplinary action may result.

I do/do not (delete as applicable) give my consent for this information to published on registers that the ICB holds. If consent is NOT given please give reasons:

Signed: **Date:**

Signed: **(Line Manager or Senior ICB Manager)**

Position: **Date:**

Please return to Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net

If you require assistance in completing this form please contact Frances Palmer, Corporate Governance Manager. Email: frances.palmer1@nhs.net