

# BSW, Dorset and Somerset ICBs Cluster

## Cluster Board – Terms of Reference (ToR)

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## 1. Introduction

- 1.1. Under sections 65Z5 and 65Z6 of the NHS Act 2006, the NHS Bath and North East Somerset, Swindon and Wiltshire (BSW), NHS Dorset, and NHS Somerset Integrated Care Boards (the ICBs) establish the Cluster Board as a joint Committee of their respective Boards, in accordance with each ICB's Constitution.
- 1.2. These Terms of Reference
  - set out the membership, remit, responsibilities and reporting arrangements of the Cluster Board
  - are defined and agreed, and may be amended by, the respective ICB Boards in accordance with each ICB's Constitution and Scheme of Reservations and Delegations (SoRD)
  - are published on the BSW , Dorset and Somerset ICBs websites, as part of each ICB's Governance Handbook.

## 2. Responsibilities and duties

- 2.1 The Boards of the NHS BSW, NHS Dorset and NHS Somerset Integrated Care Boards delegate to the Cluster Board decision-making with regards to the following:
  - a. Strategy and planning
  - b. Capital and revenue spend in line with the Standing Financial Instructions and Scheme of Financial Delegations
  - c. Service commissioning and contracting in line with the Standing Financial Instructions and Scheme of Financial Delegations
  - d. Oversight of the ICBs' operations, incl. the competent and prudent management of activities and resources; sound planning, and performance monitoring; and compliance with statutory and regulatory obligations

## 3. Authority

- 3.1 The Cluster Board has full authority to make binding decisions on behalf of the ICBs, subject to:
  - Compliance with statutory requirements
  - Operating within agreed financial frameworks
  - Reporting to individual ICB Boards on reserved matters
  - During 2026/27 not taking any decisions that would materially change the operational plan that has been agreed by each Board without the explicit approval of that individual Board.
- 3.2 The Cluster Board is authorised to
  - Investigate any activity within its terms of reference;
  - Seek any information it requires within its remit, from any employee of the ICBs or any member of each ICB Board;
  - Commission reports required to help fulfil its obligations;
  - Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Cluster Board

must follow any procedures put in place by the respective ICB for obtaining professional advice;

- The Cluster Board is invested with the delegated authority to act on behalf of each ICB Board. The limit of such delegated authority is restricted to the areas outlined in the Responsibilities section;
- Create non-decision-making sub-committees and / or working groups of the Cluster Board and determine the terms of reference of such groups in accordance with each ICB Board's Constitution, Standing Orders and SoRD.

## **4. Accountability and Reporting**

- 4.1 The Cluster Board is accountable to the BSW ICB, Dorset ICB and Somerset ICB Boards.
- 4.2 The Cluster Board will keep the ICB Boards apprised of business transacted, and refer to the ICB Boards any matters reserved to the Boards.
- 4.3 On behalf of the Cluster Board, the Chair may report about other issues and matters within the Cluster Board's remit that in the Cluster Board's view require the attention or decision-making of the individual ICB Boards.
- 4.4 The Cluster Board receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Cluster Board and enables it to obtain the assurances that it seeks.

## **5. Membership**

- 5.1 The following are members of the Cluster Board who have voting rights and decision-making powers:
  - The BSW, Dorset and Somerset ICBs' Joint Non-Executive Chair
  - The 6 BSW, Dorset and Somerset ICBs' Joint Non-Executive Directors
  - The BSW, Dorset and Somerset ICBs' Joint CEO
  - The BSW, Dorset and Somerset ICBs' Joint Chief Officer Strategic Finance and Resources
  - The BSW, Dorset and Somerset ICBs' Joint Chief Medical Officer
  - The BSW, Dorset and Somerset ICBs' Joint Chief Nursing Officer
  - The BSW, Dorset and Somerset ICBs' Joint Chief Officer for Commissioning and Place
  - The BSW, Dorset and Somerset ICBs' Joint Chief Officer for Population Health Improvement
  - The Primary Care Partner Member of the BSW ICB Board
  - The Primary Care Partner Member of the Dorset ICB Board
  - The Primary Care Partner Member of the Somerset ICB Board
  - Six members from Local Authority – one from each LA in the cluster geography
  - Four members from acute hospitals – one from each acute hospital in the cluster geography

- One member from the VCSE sector

5.2 The following are regular attendees of the Cluster Board. They will inform and advise the Cluster Board, but have no voting rights or decision-making powers:

- One representative from Healthwatch
- The Associate Non-Executive Director (Digital)

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

Members are expected to make every effort to attend all Cluster Board meetings.

5.3 The Cluster Board Chair may determine one of the other Non-Executive members of the Cluster Board as deputy chair.

5.4 Only the above members and regular attendees of the Cluster Board have the right to attend Cluster Board meetings.

5.5 In addition, the Chair on behalf of the Cluster Board may invite ad-hoc and, in view of agenda items, such individuals to Cluster Board meetings as are considered necessary to enable the Cluster Board's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive Cluster Board papers, and they will not have voting rights or decision-making powers.

5.6 The Cluster Board Chair may ask any or all of those who normally attend Cluster Board meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5.7 In the case of absences:

- a. In the absence of the Cluster Board Chair and the Cluster Board's deputy chair, the remaining members present determine one of their number as Chair of the meeting.
- b. Where a Cluster Board member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will count towards the quorum.
- c. Where a regular attendee of the Cluster Board is unable to attend a meeting, a suitable representative may be agreed with the Cluster Board Chair.

## **6. Quorum**

6.1 A quorum shall be 15 members, including:

- a. Either the Chief Executive or the Chief Officer – Strategic Finance and Resources;
- b. Either the Chief Medical Officer or the Chief Nurse Officer;
- c. At least one independent Non-Executive Director;
- d. At least one Partner Member

6.2 If any member of the Cluster Board is disqualified from participating in an item on the

agenda due to a declared conflict of interest, that individual no longer counts towards the quorum.

- 6.3 In the event of difficulty in relation to achievement of the quorum, independent Non-Executive Members who are not members of the Cluster Board may be co-opted as members for individual meetings. The Chair of the Audit Cluster Board cannot be co-opted.
- 6.4 If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next quorate meeting of the Cluster Board.

## **7. Meeting frequency and conduct**

- 7.1 The Cluster Board will normally meet monthly, and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Cluster Board Chair.

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

- 7.2 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Cluster Board's decision making by email, should this be required to expedite an urgent decision.
- 7.3 The Cluster Board conducts its business in accordance with relevant codes of conduct, good governance practice, including the Nolan principles of public life, the Standards of Business Conduct Policies, Standing Financial Instructions, SoRD and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.
- 7.4 All Cluster Board members are bound by the Standing Orders and other relevant policies of each ICB. All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.5 The Cluster Board will apply each ICB's Standards of Business Conduct Policy with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.

## **8. Decision making**

- 8.1 Decisions are normally arrived at by consensus.
- 8.2 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Cluster Board may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. The Chair may have a casting vote if members are equally divided on an issue.
- 8.3 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, the Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. The quoracy rules as set out in these Terms of Reference will apply. All out-of-meeting decisions will be formally reported to the Cluster Board.

## **9. Equality, Diversity and Inclusion**

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

## **10. Secretariat and administration**

- 10.1 The Secretariat for the Cluster Board is provided by the Governance Team. The Secretariat will ensure that:
- a. The Cluster Board's forward plan is maintained and kept current with the Chair and the relevant executive lead.
  - b. Meeting agendas are agreed by the Chair with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in accordance with each ICBs Standing Orders.
  - c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
  - d. Records of members' appointments and renewal dates are up-to-date, and the Chair and the Board are prompted to renew membership and identify new members where necessary.
  - e. Management of conflicts of interest including ensuring correct handling of declarations.
  - f. Good quality minutes are taken in accordance with each ICBs Standing Orders and agreed with the Chair, and a record is kept of matters arising, action points and issues to be carried forward.
  - g. The Chair is supported to prepare and deliver reports to each Board.
  - h. The Cluster Board is updated on pertinent issues/ areas of interest/ policy developments.
  - i. Action points are taken forward between meetings, and progress against those actions is monitored.
  - j. Governance advice is available and easily accessible for Cluster Board members.

## 11. Review

11.1 The Cluster Board will regularly review its performance, its membership and these terms of reference, and recommend to each ICB Board any amendments it considers necessary to ensure it continues to discharge its business effectively

**Effective date:** 11 May 2026

**Review date:** within 12 months of approval or earlier as required

**Contact:** [bswicb.clustergovernance@nhs.net](mailto:bswicb.clustergovernance@nhs.net)

## Appendix 1: Revision History

Version	Date	Approved by	Type of changes
V1.0		BSW ICB Board Dorset ICB Board Somerset ICB Board	Approval of ToR and formal establishment of the Cluster Board

### Document control

The controlled copy of this document is maintained by the governance function for the BSW, Dorset and Somerset ICB cluster BSW ICB. Any copies of this document held outside of that area, in whatever format (e.g., paper, email attachment), are considered to have passed out of control and should be checked for currency and validity.

## Appendix 2: Members and attendees

### Members:

- The BSW, Dorset and Somerset ICBs' Joint Non-Executive Chair – Rob Whiteman
- The BSW, Dorset and Somerset ICBs' Joint CEO – Jonathan Higman
- The 6 BSW, Dorset and Somerset ICBs' Joint Non-Executive Directors –
  - Christopher Foster
  - Caroline Gamlin
  - Suzannah Power
  - Adrian White
  - Ade Williams
  - Dan Worsley
- The BSW, Dorset and Somerset ICBs' Joint Chief Officer Strategic Finance and Resources – Alison Henly
- The BSW, Dorset and Somerset ICBs' Joint Chief Medical Officer – Bernie Marden
- The BSW, Dorset and Somerset ICBs' Joint Chief Nursing Officer – Shelagh Meldrum
- The BSW, Dorset and Somerset ICBs' Joint Chief Officer for Commissioning and Place – David Freeman
- The BSW, Dorset and Somerset ICBs' Joint Chief Officer for Population Health Improvement – Amanda Webb
- The Primary Care Partner Member of the BSW ICB Board – Francis Campbell
- The Primary Care Partner Member of the Dorset ICB Board – Forbes Watson
- The Primary Care Partner Member of the Somerset ICB Board – Rebecca Duffy
- Six members from Local Authority – one from each LA in the cluster geography –
- Four members from acute hospitals – one from each acute hospital in the cluster geography –
  - Cara Charles-Barks, CEO Hospital Group (BSW)
  - Matthew Bryant, Joint CEO Dorset County Hospital and Dorset HealthCare FT
  - Siobhan Harrington, University Hospitals Dorset FT
  - Peter Lewis, CEO Somerset FT
- One member from the VCSE sector – tbc

### Attendees:

Healthwatch – Kevin Peltonen-Messenger; Kim Sadler (deputising for one another)