BSW, Dorset and Somerset ICBs Cluster

Joint Population Health and Commissioning Committee – Terms of Reference (ToR)

Contents

1. Introduction

1.1. The Joint Population Health and Commissioning Committee (the Committee) is established by the BSW, Dorset and Somerset Integrated Care Boards (ICB), as a 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 Committee
- 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 Committee's purpose is to contribute to the overall delivery of the ICBs' objectives by providing oversight and assurance to the Boards on the delivery of the ICBs' Population Health Strategy through strategic commissioning.

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

2.2 The Committee's key responsibilities and duties are as follows:

Strategy and outcomes

2.2.1. Oversee and assure the development of the cluster's Population Heath Strategy. Recommend the Population Heath Strategy to the Cluster Board for approval.

2.2.2. Obtain assurance on the delivery of the Population Health Strategy, and on progress towards achieving its stated aims, objectives, and outcomes.

2.2.3. Oversee the Outcomes Framework, and obtain assurance (incl. through deep dives) that outcomes are being delivered as planned and intended.

Commissioning

2.2.4. Oversee and assure the development of the cluster's Commissioning Strategy, and the cluster's annual Commissioning Intentions. Test the Commissioning Strategy's and the Commissioning Intentions' capability to deliver the neighbourhood health framework, and novel population health delivery and contracting models.

2.2.5. Recommend the Commissioning Strategy and Commissioning Intentions to the Cluster Board for approval.

2.2.6. Obtain assurance that the cluster's Commissioning Strategy and Commissioning Intentions remain aligned with, complement, and drive the delivery of, the Population Health Strategy.

2.2.7. Test, and obtain assurance, that the intended commissioning at cluster and place will deliver all intended population Health outcomes as stated in the Population Health strategy and the Outcomes Framework.

2.2.8. Through regular assurance reports from its sub-groups, obtain assurance that the cluster fully delivers its Commissioning Intentions as planned, fully implements and follows the commissioning cycle, and applies appropriate levers to incentivise providers' delivery of outcomes.

Place

2.2.9. Oversee and assure the development and application of a maturity framework for place, which sets criteria and thresholds to assess places' readiness to operate autonomously.

2.2.10. Receive and scrutinise assessments (against the maturity framework) of places' readiness to operate. Make recommendations to the ICB Boards for delegations of functions from the ICBs to place. Monitor, and obtain assurance on, places' exercise of the delegated functions.

2.2.11. Through regular reports from Place Boards, obtain assurance on the performance and progress of place, incl. delivery of the neighbourhood health framework through place commissioning intentions, and progress with implementing population health delivery and contracting models.

Public involvement

2.2.12. Obtain assurance that the ICBs comply with and discharge their statutory duty to involve the public in

a. the planning of the commissioning arrangements by the ICBs;
b. the development and consideration of proposals by the ICBs for changes in the commissioning arrangements where the implementation of the proposals would have an impact on the manner in which the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them;
c. decisions of the ICBs affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.

Risk

2.2.13. Regularly review strategic and principal operational risks (as held on the Board Assurance Framework/s (BAF) and Corporate Risk Register/s) which relate to finance, procurement, and contracting.

2.2.14. Obtain assurance that these risks are appropriately managed, and assure the Cluster Board, and where required: the ICB Boards, thereof. If the Committee cannot assure the Cluster Board / the ICB Boards, it will make the Cluster Board / the ICB Boards aware of the fact and the reasons for it.

3. Authority

3.1. The Committee 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 Committee must follow any procedures put in place by the respective ICB for obtaining professional advice;
- The committee 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 of the Committee;
- Create sub-groups of the Committee and determine the terms of reference of such sub-groups in accordance with each Board's Constitution, Standing Orders and SoRD. The Committee may not delegate any decision-making powers to such groups.
- Meet with the Strategic Finance and Resources Committee and the Quality and Population Engagement Committee as required.

4. Accountability and Reporting

4.1. The Committee is accountable to the BSW ICB, Dorset ICB and Somerset ICB Boards and reports to each Board on how it discharges its responsibilities.

4.2. After each meeting of the Committee, the Committee Chair reports to each Board about decisions taken, assurances received, and any concerns that the Committee wishes to escalate.

4.3. Reporting will be through the form as specified by and agreed with each ICB Board, and may take the form of the Committee's minutes, of exception or highlight reports, or dedicated reports produced by the Committee.

4.4. On behalf of the Committee, the Chair may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of each Board.

4.5. The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.

4.6. A report will be written annually on the Committee's business during that year, and this will form part of the ICB's Annual Report.

5. Membership

5.1. The following are members of the Committee who have voting rights and decision-making powers:

- 4 Non-Executive Directors, one of who will chair the Committee
- The B/D/S ICBs Joint Chief Medical Officer
- The B/D/S ICBs Joint Chief Nurse Officer
- The B/D/S ICBs Joint Chief Officer for Commissioning and Place
- The B/D/S ICBs Joint Chief Officer for Population Health Improvement
- TBC - The B/D/S ICBs Joint Chief Officer Strategic Finance and Resources

5.2. The following are observers of the Committee, who have no voting rights or decision-making powers:

- Place NED (Somerset)
- Place NED (Wilts)
- Place NED (BCP)

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

5.4. Members are expected to make every effort to attend all committee meetings.

5.5. The Committee Chair may determine one of the other Non-Executive members of the Committee as deputy chair.

5.6. Only the above members and regular attendees of the Committee have the right to attend Committee meetings.

5.7. In addition, the Chair on behalf of the Committee may invite ad-hoc and in view of agenda items such individuals to Committee meetings as are considered necessary to enable the Committee'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 committee papers, and they will not have voting rights or decision-making powers.

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

5.9. In the case of absences:

- In the absence of the Committee Chair and the Committee's deputy chair, the remaining members present determine one of their number as Chair of the meeting.
- Where a Committee 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.
- Where a regular attendee of the Committee is unable to attend a meeting, a suitable representative may be agreed with the Committee Chair.

6. Quorum

6.1. A quorum shall be 5 members, including 2 Non-Executive Directors and 2 Executive Directors.

6.2. If any member of the Committee 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 committee may be co-opted as members for individual meetings. The Chair of the Audit Committee 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 Committee.

7. Meeting frequency and conduct

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

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

7.3. 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 Committee's decision making by email, should this be required to expedite an urgent decision.

7.4. The Committee normally holds its meetings in private.

7.5. The Committee conducts its business in accordance with relevant codes of conduct, good governance practice, including the Nolan principles of public life, the ICBs' Standards of Business Conduct Policies, Standing Financial Instructions, SoRD and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.

7.6. All Committee 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.

7.7. The Committee 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 Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter.

8.3. The Chair may have a casting vote if members are equally divided on an issue.

8.4. 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 Committee.

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 Committee is provided by the Governance Team. The Secretariat will ensure that:

a. The Committee'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 Committee 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 Committee members.

11. Review

11.1. The Committee 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

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, formal establishment of committee

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 observers

Members
4 Non-Executive Directors, one of who will chair the Committee
- Christopher Foster, Chair
- Ade Williams
- Adrian White
- Caroline Gamlin

The B/D/S ICBs Joint Chief Medical Officer: Bernie Marden
The B/D/S ICBs Joint Chief Nurse Officer: Shelagh Meldrum
The B/D/S ICBs Joint Chief Officer for Commissioning and Place: David Freeman
The B/D/S ICBs Joint Chief Officer for Population Health Improvement: Amanda Webb
TBC - The B/D/S ICBs Joint Chief Officer Strategic Finance and Resources: Alison Henly

Observers
Place NED (Somerset): Grahame Paine
Place NED (Wilts): Julian Kirby
Place NED (BCP): Karl Hoods