

# **Somerset Integrated Care Board**

## **Audit Committee**

### **Terms of Reference**

#### **1. Constitution**

- 1.1. The Audit Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 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 Board.
- 1.3. The Committee is a Non-Executive Committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### **2. Authority**

The Audit Committee is authorised by the Board to:

- 2.1. Investigate any activity within its terms of reference.
- 2.2. 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.
- 2.3. Commission any reports it deems necessary to help fulfil its obligations.
- 2.4. 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.
- 2.5. 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 Reservation and Delegation (SoRD) but may/ not delegate any decisions to such groups.
- 2.6. 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:
  - any exceptions agreed by the Board

#### **3. Purpose**

- 3.1. To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.

- 3.2. The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business for internal audit and counter fraud will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks.
- 3.3. Provide assurance to the Board of ICB on the appropriateness and effectiveness of ICB's Risk Assurance Framework and of the processes for its implementation
- 3.4. Assure the Board on the appropriateness and effectiveness of the external audit, internal audit and counter fraud services its fees, findings and co-ordination with between audit providers. This will include overseeing the procurement for future external, internal and counter fraud service provision through an Audit Panel.
- 3.5. The Audit Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

#### **4. Membership and Attendance**

##### **4.1. Membership**

- The Committee members shall be appointed by the Board in accordance with the ICB Constitution.
- The Committee shall comprise of three of Non-Executives Directors of which one would be nominated as the Chair of the Audit Committee.
- Neither the Chair of the Board, nor employees of the ICB will be members of the Committee but can attend as required.
- 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.

##### **4.2. Chair**

- In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge, skills and experience making them suitable to chair the Committee.
- The Chair of the Committee shall be independent and therefore may not chair any other committees. The Chair may nominate a deputy to represent them in their absence or where a conflict of interest occurs the nominated deputy will be asked to take over the chairing of the meeting for the specific item.
- The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

##### **4.3. Attendees**

- Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Chief Finance Officer and Director of Performance
  - Representatives of both internal, external audit and counter fraud
  - Individuals who lead on risk management matters
  - other relevant attendees as required
- The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
  - Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary, Community, mental health and voluntary Providers.
  - The Chief Executive should be invited to attend the meeting at least annually.
  - The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

#### 4.4. **Attendance**

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

#### 4.5. **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 Committee.

### 5. **Meetings Quoracy and Decisions**

- The Audit 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.
- The Board, Chair or Chief Executive may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

#### 5.1. **Quorum**

- For a meeting to be quorate a minimum of two independent Non-Executive Members of the Board are required, including the Chair of the Committee.
- If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

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

## 5.2. Decision making and voting

- Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication. The decision should be recorded and presented to the next full meeting of the Audit Committee.

## 6. Responsibilities of the Committee

The Committee's duties can be categorised as follows.

### 6.1. Integrated Governance, Risk Management and Internal Control

- To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of the ICB's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.
- To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.
- To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks.
- To have oversight of system risks where they relate to the achievement of the ICB's objectives.
- To ensure consistency that the ICB acts consistently with the principles and guidance established in HMT's Managing Public Money.
- To seek reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- To identify opportunities to improve governance, risk management and internal control processes across the ICB.

### 6.2. 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 Board. This will be achieved by:

- considering the provision of the internal audit service and the costs involved
- reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework
- considering the findings of internal audit work, including management's responses to all completed audits and the Annual Internal Audit Report (including the Head of Internal Audit Opinion), and ensure coordination between the internal and external auditors to optimise the use of audit resources
- ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation
- considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit, including ongoing monitoring of the effectiveness of internal audit and carrying out an annual review

### 6.3. External Audit

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

- considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit
- discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan
- discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee
- reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses

### 6.4. Other Assurance Functions

- To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.
- To review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility.
- To review the assurance processes in place in relation to financial performance across the ICB including the completeness and accuracy of information provided.
- To review the findings of external bodies and consider the implications for governance of the ICB. These will include, but will not be limited to:

- review the reports and any required actions for any providers supplying financial services to the ICB (including NHS Shared Business Service, NHS Business Services Authority, NHS South, Central and West Commissioning Support Unit, NHS Digital and Capital Primary Care Support England)
- reviews and reports issued by arm's length bodies or regulators and inspectors: eg. National Audit Office, Select Committees, NHS Resolution, CQC
- reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (eg. Royal Colleges and accreditation bodies)

#### **6.5. Counter Fraud**

- To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.
- To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.
- To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
- To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners; Fraud, Bribery and Corruption.
- To report concerns of suspected fraud, bribery and corruption to the NHSCFA.

#### **6.6. 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.

#### **6.7. Information Governance (IG)**

- To receive regular updates on IG compliance (including uptake and completion of data security training), data breaches and any related issues and risks.
- To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security and Protection Toolkit and relevant reports and action plans.

- To receive reports on audits to assess information and IT security arrangements, including the annual Data Security and Protection Toolkit audit.
- To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

#### **6.8. Financial Reporting**

- To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.
- To ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
- To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:
  - the wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee
  - changes in accounting policies, practices and estimation techniques
  - responses to the external auditors from ICB officers responsible for governance
  - unadjusted mis-statements in the Financial Statements
  - significant judgements and estimates made in preparing of the Financial Statements
  - significant adjustments resulting from the audit
  - Letter of Representation
  - qualitative aspects of financial reporting

#### **6.9. Conflicts of Interest**

- The Chair of the Audit Committee will be the nominated Conflicts of Interest Guardian.
- The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

#### **6.10. Management**

- To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.
- To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.

## **6.11. Communication**

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

## **7. Behaviours and Conduct**

### **7.1. ICB values**

- Members will be expected to conduct business in line with the ICB values and objectives.
- Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### **7.2. Equality and Diversity**

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

## **8. Accountability and Reporting**

- The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
- The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders. Matters of material of significance in respect of audit issues will be escalated to the following meeting of the Board of ICB. However, any items that require urgent attention will be escalated to the Chief Executive and Chairman at the earliest opportunity and formally recorded in the Committee minutes.
- The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
- The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts, the Governance Statement and assure the Board on compliance. The report will summarise its conclusions from the work it has done during the year specifically commenting on:
  - the fitness for purpose of the assurance framework
  - the completeness and 'embeddedness' of risk management in the organisation
  - the integration of governance arrangements
  - the appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements
  - the robustness of the processes behind the quality accounts



## **9. Secretariat and Administration**

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

- the agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
- records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary
- good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept
- the Chair is supported to prepare and deliver reports to the Board
- the Committee is updated on pertinent issues/ areas of interest/ policy developments
- action points are taken forward between meetings and progress against those actions is monitored

## **10. Openness**

- The agenda, papers and minutes of the Audit Committee are considered to be confidential.

## **11. Monitoring of Effectiveness**

- The effectiveness of the Audit Committee shall be monitored at least annually through a review process.
- All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

## **12. Review**

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

Date of approval: 6 July 2022

Date of review:

# Somerset Integrated Care Board

## Remuneration Committee

### Terms of Reference

#### 1. Constitution

The Remuneration Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority

The Remuneration Committee is authorised by the Board to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and SoRD but may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

#### 3. Purpose

The Committee's main purpose is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:

- Confirm the ICB Pay Policy including adoption of any pay frameworks for all employees including senior managers/directors (including board members) but excluding Non-Executive Directors<sup>1</sup> and the Chair.

The Board has also delegated the following functions to the Committee:

This might include functions such as:

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

#### 4. Membership and attendance

##### Membership

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

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

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

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

##### Chair and Vice Chair

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

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

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

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

##### Attendees

Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

- The ICB's most senior HR Advisor or their nominated deputy
- Director of Finance or their nominated deputy

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<sup>1</sup> Non-executive Board member remuneration will be determined by the national framework with the Chair exercising limited discretion for any additional allowances.

- Chief Executive or their nominated deputy

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

No individual should be present during any discussion relating to:

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

## 5. Meetings Quoracy and Decisions

The Committee will meet in private.

The Committee will meet at least twice each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee's advice. In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

### Quorum

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

If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

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

### Decision making and voting

Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.

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

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

## 6. Responsibilities of the Committee

The Committee's duties are as follows:

For the Chief Executive, Executive Directors and Very Senior Managers:

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

For all staff:

- Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
- Oversee any exceptional 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.

The Committee will also consider any other employment issues as the Board may delegate from time to time.

## 7. Behaviours and Conduct

### Benchmarking and guidance

The Committee will take proper account of National Agreements and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England and the wider NHS in reaching their determinations.

### ICB values

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

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

### Equality diversity and inclusion

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

## 8. Accountability and Reporting

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board.

The Remuneration Committee will submit copies of its minutes and a report to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## 9. Secretariat and Administration

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

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings.

## 10. Review

The Committee will review its effectiveness at least annually.

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

Date of approval:

Date of review:

# **PRIMARY CARE COMMISSIONING COMMITTEE**

## **TERMS OF REFERENCE**

### **INTRODUCTION AND CONTEXT**

- 1 The Primary Care Commissioning Committee (the Committee) is established in accordance with Somerset Integrated Care Board's constitution.
- 2 These Terms of Reference set out the purpose, governance, structure, membership, remit, responsibilities and reporting arrangements of the Committee.

### **PURPOSE AND GOVERNANCE**

- 3 The Committee will be a committee of the Integrated Care Board and as such, updates will be regularly presented to the Integrated Care Board.
- 4 The purpose of the Committee is to carry out the functions relating to the commissioning of primary medical services, securing the provision of comprehensive and high quality primary medical services in Somerset, making recommendations to the Integrated Care Board as appropriate.
- 5 Due to Somerset ICB taking on delegated responsibility for provision of pharmaceutical, ophthalmic, and dental services, the Committee will also be responsible for carrying out the functions relating to the commissioning of these primary medical services.
- 6 The Committee will be responsible for leading the development and implementation of the Primary Care Strategy, making recommendations for its approval to the Integrated Care Board.

### **MEMBERSHIP**

- 7 The Committee shall be appointed by the Integrated Care Board as set out in the Integrated Care Board's Constitution and may include individuals who are not on the ICB Board.
- 8 The membership of the Primary Care Commissioning Committee is as follows:

#### **Somerset ICB**

- Non-Executive Director (Chair) (V)

- Non- Executive Director (Vice Chair) (V)
- Non-Executive Director (V)
- Chief Finance Officer or Nominated Deputy (V)
- Chief Medical Officer (V)
- Chief Nursing Officer or Nominated Deputy (V)
- Clinical Lead for Primary Care (V)
- Deputy Director of Primary Care and Contracting (V)
- Associate Director of Primary Care (V)
- Patient Representative (PPG Chairs) (V)

### **Somerset County Council**

Representative for Public Health (V). This individual will also represent the Somerset Health and Wellbeing Board.

### **In Attendance**

- NHS England Head of Primary Care or nominated representative (NV)
- Somerset GP Provider Board (NV)
- Somerset Local Representative Committee representatives (LMC/LPC
- /LOC/LDC) (NV)
- Somerset Healthwatch representative (NV)

9 The Chair and Vice Chair of the Committee shall be ICB Non-Executive Directors.

10 The non-voting attendees of the Committee are invited to stay for any private session of the meeting, but the Chair reserves the right to exclude attendance for individual items when considered appropriate.

11 Meetings will be chaired by Suresh Ariaratnam, Non-Executive Director. In the absence of the Chair, Caroline Gamlin, Non-Executive Director, will chair the meeting.

### **QUORACY**

12 The Primary Care Commissioning Committee is quorate when at least five members are present, including the Chair or Vice Chair of the Primary Care Commissioning Committee. There is also a minimum requirement that an ICB Executive Director is present.



## **FREQUENCY AND NOTICE OF MEETINGS**

- 13 Meetings of the Committee will be held on a quarterly basis.
- 14 The Committee will have an annual schedule of business to ensure that agendas are planned well in advance of meetings.
- 15 Dates and times of meetings will be planned in advance aligned with the dates for the ICB Board and other sub-committees.

## **PRIMARY CARE COMMISSIONING COMMITTEE PANELS**

- 16 The Chair of the Primary Care Commissioning Committee will request the setup of panels on an ad-hoc basis to consider items which are time bound or require an urgent decision before the next scheduled committee meeting. This includes but is not limited to:
- List closure applications
  - Branch Surgery Closure applications
  - Breach Notices
  - Contract Handbacks
  - Practice Mergers
- 17 Membership of the panel will include:
- Chair or Vice Chair of the Primary Care Commissioning Committee
  - Chief Medical Officer
  - Chief Finance Officer (or nominated representative)
  - Chief Nursing Officer (or nominated representative)
  - Clinical Lead for Primary Care
  - Management Lead for Primary Care (or nominated representative)
  - Patient Representative (PPG Chairs)
- 18 A minimum of 4 representatives are required in order for the Panel to be quorate. This includes the Chair/Vice Chair, Management Lead for Primary Care (or nominated representative), and the clinical lead.
- 19 The following organisations will be invited as an observer:
- Somerset Local Medical Committee
  - GP Provider Board
  - Healthwatch
  - NHS England

- Health and Wellbeing Board

20 The outcome and the reasons for the panel meeting will be formally reported to the next meeting of the Committee and recorded in the minutes.

### **SECRETARY AND ADMINISTRATION**

21 The Secretariat will be responsible for supporting the Chair in the management of the meeting and associated business.

22 Agenda items and papers must be forwarded to the Secretariat 14 working days before the meeting, to enable all information to be circulated to the meeting membership five working days in advance of the meeting date.

23 In usual circumstances, requests by Committee members for items to be included on the Agenda should be sent to the meeting Secretary at least 20 days before the meeting. This timescale is so that all requests can be discussed and agreed in advance with the Chair.

24 If an item needs to be raised on the day, this will be covered under Any Other Business, subject to there being available time.

25 If separate papers require circulation, these should, wherever possible, be issued with the Agenda. This is intended to enable members to have the opportunity to read information in advance.

26 Minutes will be kept and the Secretariat will record the discussions and will include the topics discussed, decisions taken, actions agreed and any individual responsible for undertaking the action.

### **REMIT, RESPONSIBILITIES AND DUTIES**

27 The Committee is authorised by the ICB to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

28 The Committee is authorised by the ICB to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

29 The Committee may require the attendance at its meetings of any officer of the ICB and the production of any document within its terms of reference.

30 The Committee will review corporate risks relating to its remit at every meeting.

31 The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act and in line with the Primary Care Policy and Guidance Manual. This includes the following:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices and branch surgeries in an area;
- Approving practice mergers, boundary changes and branch closure; and
- Making decisions on ‘discretionary’ payment (e.g. returner/retainer schemes).

32 In securing the provision of comprehensive and high quality primary medical services in Somerset, the committee will carry out the following activities:

- Plan, commission, deliver and assure primary medical services for the population of Somerset, co-ordinating a common approach to the commissioning of primary care services.
- Lead the development of the primary care strategy and make recommendations to the Integrated Care Board
- Oversee the implementation and delivery of the primary care strategy and work plan
- Manage the commissioning budget for primary medical services in Somerset
- Make decisions on investment on the infrastructure of primary medical services, to ensure adequate and high quality provision as well as value for money for the public.
- Oversee the implementation of the Assurance framework for primary medical services

- Monitor patient safety, clinical effectiveness and patient experience using a quality improvement framework
- Provide oversight across a number of functions, including but not limited to: Primary Care Workforce; Primary Care Premises; Primary Care Information Management and Technology (IM&T); Primary Care Networks
- Discuss and/or make recommendations relating to a full range of primary dental, ophthalmic and community pharmaceutical services
- Have oversight of the risks relating to the four primary medical services specialties
- Understand the requirements on taking on further delegated primary care functions, including due diligence, contract transfer, governance and staffing requirements and oversee the implementation of any such changes.
- Escalate issues to the Somerset ICB which need further discussion or decision making.

## **WORKING GROUPS OF THE PRIMARY CARE COMMISSIONING COMMITTEE**

### **Primary Care Operational Group**

33 The Primary Care Operational Group (PCOG) will act as a sub-group to this committee with Terms of Reference agreed by the Primary Care Commissioning Committee.

34 Functions undertaken by the PCOG include;

- Identifying and agreeing a work programme for recommendation to the Primary Care Commissioning Committee to aid planning, commissioning and delivery of primary medical services for the population of Somerset.
- Developing update reports and papers for the Primary Care Commissioning Committee regarding the commissioning of primary medical services, implementing agreed actions and recommendations of the Primary Care Commissioning Committee.
- Identifying any areas of risk, providing mitigation where possible
- Oversee the review of GP practices, coordinating information and escalating practices of concern into the practice review framework, monitoring progress and taking forward actions as appropriate.
- Operational oversight of the Assurance Framework, ensuring relevant reporting.
- Review of primary care quality work programme, developing actions as appropriate.
- Review of primary care financial reports, developing actions as appropriate.

- Oversee the review of GP practices, coordinating information and escalating practices of concern into the practice review framework, monitoring progress and taking forward actions as appropriate.

### **Practice Review Meeting**

35 The practice review meeting will act as a sub-group of the Primary Care Commissioning Committee and provide reports to the committee on key areas of its work.

36 The functions of the Practice Review Meeting are as follows:

- To have an awareness and oversight of potential issues at a system and provider level that could impact on the safe and effective delivery of general medical services to the registered population, developing a proactive and supportive response.
- To share intelligence regarding primary care, specific practices and PCNs, assess all the relevant sources of information and take responsibility for managing the risk and associated actions for 'practices of concern'.
- To ensure development and implementation of action plans for each 'practice of concern' escalated to the practice review meeting.
- To work with communications colleagues to influence the strategic approach to primary care communications.

### **MONITORING AND REVIEW**

37 The Committee will review its performance, membership and terms of reference annually.

Terms of Reference Reviewed: May 2023

Date for Next Review: May 2024

## Somerset Integrated Care Board Terms of Reference

### ICB Quality Committee

#### 1 Overview of the ICB Quality Committee

##### 1.1 Purpose

The Integrated Care Board (ICB) Quality 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 services, against each of the dimensions of quality set out in the NHSE (2021) Shared Commitment to Quality and enshrined in the Health and Care Bill 2021. This includes reducing inequalities in the outcomes of care and improving access to health care in an inclusive way.

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 internal control that supports it to effectively deliver its strategic objectives and provide sustainable, effective, safe high-quality care.

With regards to safety and quality improvement, the Committee will:

- Promote a culture within Somerset Integrated Care System that focuses on Safety, Experience, Safeguarding and Quality Improvement and clinical effectiveness and outcomes
- Provide assurance on all NHS Provider services governance arrangements, patient safety and performance, through the receipt of timely insight and intelligence reports.
- Report areas of risk, concerns, mitigations and opportunities for improvement to the NHS Somerset Integrated Care Board.
- Have strong links with the Somerset System Quality Group and onwards to the Regional System Quality Group.

##### 1.2 Constitution

The ICB Quality Committee (the Committee) is established by the Integrated Care Board as a Committee of the Board in accordance with its Constitution.

These Terms of Reference (ToR), which are published on the NHS Somerset website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is a non-executive chaired Committee of the Board and its members are bound by the Standing Orders and other policies of the ICB.

### **1.3 Delegated Responsibility**

The Quality Committee is a formal committee of the ICB. The 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.

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

### **1.4 Aims and responsibilities**

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

- Be assured there are robust processes in place for the effective surveillance and management of the quality of services, planned, commissioned and delivered by NHS Somerset.
- Scrutinise structures in place to support all aspects of quality, including assurance, oversight, planning, insight, impact and improvement.
- Ensure structures operate effectively, where openness and transparency inform the culture and evidence of timely action is taken to identify learning opportunities and improvement, addressing areas of concern and risk as required.
- 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.
- Oversee and monitor delivery of the ICB key statutory quality requirements.
- Review and monitor risks on the Board Assurance Framework (BAF) and Corporate Risk Register which relate to quality, and high-risk operational risks which could impact on care. Ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner. This will require triangulation with other ICB formal committees.
- Oversee and scrutinise the ICB's response to all relevant (as applicable to quality) Directives, Regulations, national standards, policies, reports, reviews and best practice as issued by the Department of Health and Social Care (DHSC), NHS England (NHSE) and other regulatory bodies/external agencies (e.g. Care Quality Commission, National Institute of Clinical Excellence) and gain assurance they are appropriately reviewed and actions are being undertaken, embedded and sustained.
- 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 relevant stakeholder sites.
- Oversee and seek assurance on the effective and sustained delivery of the ICB's quality improvement programmes, triangulating where necessary with the national, regional and local transformation programmes.

- Ensure mechanisms are in place to review and monitor the effectiveness of the quality of care planned and delivered by providers, localities, and neighbourhoods.
- Receive assurance that the ICB identifies lessons learned from all relevant sources and insight, including but not limited to; patient safety incidents, never events, statutory safeguarding adults and child reviews, complaints, compliments, learning from deaths and claims and ensures that learning is effective, disseminated and embedded.
- Develops a culture which helps to surface and supports effective use of insight to inform implementation, improvement, and impact.'
- 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 Regulation 28 Preventing Future Death reports).
- To be assured that people accessing services are systematically and effectively involved as equal partners in the design and review of quality aspects of services.
- Scrutinise the robustness of the arrangements for, and assure compliance with, the ICB's statutory responsibilities for safeguarding adults and children.
- Scrutinise the robustness of the arrangements for, and assure compliance with, the ICB's statutory responsibilities for infection prevention and control.
- Scrutinise robustness of the arrangements for, and assure compliance with, the ICB's statutory responsibilities for equality, diversity and inclusion as it applies to people accessing services.
- Scrutinise the robustness of arrangements for, and assure compliance with, the ICB's statutory responsibilities for medicines optimisation and safety.
- Have oversight of and approve the Terms of Reference and work programmes for the groups reporting into and onward escalation relating to the Quality Committee (e.g. Infection Prevention and Control, Safeguarding Boards and Partnerships, Review Learn and Improve Group, Medicines Programme Board Provider Quality Committees and Patient Safety Boards and the Local Maternity and Neonatal System, etc)
- Provide insight and engagement with relevant System Quality Groups and forums, such as Somerset System Quality Group and Somerset System Mortality Group.

Operationally the Quality Committee will undertake the following actions:

- Monitor the work programmes and effectiveness of the Quality, Safety and Improvement directorate work plan. This will include the receipt and review of relevant annual reports prepared by Senior Leads in the directorate and Quality Leads.



- Oversee patient safety incidents, risks and action plans linked to key areas of responsibility where Somerset ICB:
  - are Lead Commissioners
  - have statutory responsibility
  - or where responsibility falls directly to Somerset ICB for improving the quality of services
- Ensure that key themes and lessons learned from patient safety incidents, statutory safeguarding reviews, domestic homicide reviews, mental health homicide reviews, primary care significant event audits and all other relevant reviews are identified and shared across all NHS and care providers for continuous quality improvement of service planning, delivery and commissioning to prevent re-occurrence and inform change as required.
- Monitor mortality data and review findings, including Learning Disability Mortality Reviews (LeDeR) and the implementation of improvement actions.
- Monitor progress and performance across a range of quality metrics, promoting harm free care across all health and care providers to include a focus on organisational actions to reduce risk of harm such as provider performance dashboards, maternity dashboards, the integrated board assurance report and others as required.
- Receive assurance from the Leadership Committee and Clinical, Care and support Professionals Cabinet, and Clinical Reference Group that service strategy and redesign have prioritised quality and safety alongside service delivery efficiency.
- Review service and pathway redesign proposals and make recommendations about patient safety concerns and outcome of quality impact assessments to the ICB Leadership Committee.
- Receive focussed subject matter reports from the ICB Leadership Committee as required, with evidence that quality and patient safety issues and safeguarding alerts in respect of health services are fully considered, risks identified and reduced or mitigated.
- Have oversight of the ICBs providers integrated quality dashboard and request attendance of providers, as required.
- Provide a forum for representatives from the Finance and Performance, Strategic Clinical Services Transformation, Commissioning and Governance, and Quality, Safety and Improvement directorates to work collaboratively with members of the Committee to provide assurance around patient safety/quality improvement aspects of the Health and Care Strategy.
- Receive reports on the ICBs duty to monitor and promote quality standards and opportunities for improvement in primary care.
- Receive reports on patient experience of NHS and care services from patient surveys, real time feedback, Friends and Family test, complaints, compliments, PALS and Member of Parliament enquiries and Healthwatch to identify lessons learned and inform commissioning, planning and delivery decisions.
- Ensure engagement with Primary Care Networks and practices and establish

feedback mechanisms so that lessons learnt from complaints, compliments and incidents are shared to improve and inform services.

- Ensure engagement with Somerset Council care sector services and providers, establishing a mechanism to share insight and intelligence so that the quality of jointly commissioned services are reviewed and all opportunities for learning and improvement are recognised.
- Receive reports on the quality and safety of services jointly commissioned with Somerset Council.

## 2. Scope

The Quality Committee is concerned with all services:

- Commissioned by the NHS (either the ICB or NHS England)
- Jointly commissioned by the NHS and local authorities
- Commissioned by local authorities from NHS and non-NHS providers

It includes services within its population boundary regardless of whether the ICB commissions services from that provider, consideration of out of area placements and providers that cross ICS and regional boundaries. Independent providers are also included.

The focus will be on population health and ICS quality priorities, e.g. across pathways/settings with particular emphasis on reducing inequities in access, experience and outcomes.

### 2.1 Reporting responsibility and accountability

The Quality Committee is directly accountable to the NHS Somerset Integrated Care Board. The minutes of meetings shall be formally recorded. The Chair of the Committee shall report to the Board (public session) after each meeting and provide a report on assurances received, escalating any concerns where necessary.

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

The Committee will receive scheduled assurance reports from its delegated groups. Any delegated groups would need to be agreed by the NHS Somerset Integrated Care Board.

More specifically,

- The Committee is authorised by the ICB to undertake activity within its terms of reference.
- Members of the Committee are responsible for communicating decisions (where applicable) made through their service/management lines.

- The Committee will provide a report to the Leadership Committee when required.
- Updates will be presented in a composite format to include areas of learning and areas of success, concern and risk.

## 1. Membership

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

The Board will appoint no fewer than four members of the Committee including two of whom are Non-Executive Members of the Board (from the ICB). Other attendees of the Committee need not be members of the Board and would be appropriate representations from the areas reporting into the Committee.

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

The chair will ensure full participation during meetings, that all relevant matters and agenda items are discussed, and that effective decisions are made and communicated to the partners within the ICB and ICS. 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.

### 3.1 Chair and vice chair

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.

If a Chair has a conflict of interest then the co-chair or, if necessary, another member of the Committee will be responsible for deciding the appropriate course of action.

### 3.2 Core Members

- Non Executive Director (Chair)
- Non Executive Director (Deputy Chair)
- ICB Chief Nursing Officer (CNO)
- ICB Chief Medical Officer (CMO)
- 1 x lay members with lived experience (e.g. Healthwatch, Patient Safety Partners)

### 3.3 Additional Membership

- Deputy Director of Nursing and Inclusion
- Deputy Director of Quality and Improvement
- Associate Directors within the Quality, Safety and Improvement Directorate

The following officers will attend the Committee to present their reports:

- Deputy Director of Nursing and Inclusion
- Deputy Director of Quality and Improvement
- Deputy Director of Clinical Effectiveness & Medicines Management
- Associate Director for Safeguarding
- Designated leads for Continuing Health Care
- Designated leads for Health Inclusion
- Designated Lead for Infection Prevention and Control
- Designated lead for LeDeR
- Designated lead for Learning from Deaths
- Quality Leads – Mental Health, Autism and Learning Disability, Planned Care, Maternity/Children and Young People/Womens Health, Patient Experience, Primary Care, Urgent and Emergency Care, Safeguarding and Care Sector

#### **4. Meeting Arrangements, Quoracy, Decisions, and Conduct**

The ICB Quality Committee shall meet on a bi-monthly basis. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair. Additional meetings will be held each year to undertake reviews and sign of annual reports as designated by the NHS Somerset Board and the invitation list will be extended to all members of the NHS Somerset Integrated Care Board.

##### **4.1 Quoracy**

There will be a minimum of two Non Executive Members, plus at least the Chief Nursing Officer (CNO) or Chief Medical Officer (CMO).

Where members are unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate on their behalf.

Core members are expected to attend all meetings. If they are unable to attend, they should identify an appropriate deputy and seek the agreement of the Chair, for the deputy to attend.

##### **4.2 Decision making and voting**

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

Only core members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

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

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

#### **4.3 Declarations of Interest**

All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest which will be recorded in the minutes. Anyone with a relevant or material interest in a matter under consideration will be excluded from the discussion at the discretion of the Committee Chair.

The chair will be required to ensure that any interest is recorded in the minutes of the meeting and managed accordingly within the meeting in accordance with the following NHS Guidance issue 2017:

<https://www.england.nhs.uk/publication/managing-conflicts-of-interest-in-the-nhs-guidance-for-staff-and-organisations/>.

#### **4.4 Behaviours**

##### ICB values

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

##### Equality and diversity

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

## **5. Meeting Administration and Trust Secretariat**

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

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

- The Committee is updated on pertinent issues/areas of interest/policy developments.
- Action points are taken forward between meetings and progress against those actions is monitored

### 5.1 Meeting management

- Detailed guidance and standard templates for the presentation of reports to the Committee and the frequency of reporting requirements are available from the ICB Quality & Safety and Improvement Team.

## 6. Sharing of Information (including confidential materials)

Unless confidential, all papers should be considered as subject to the Freedom of Information Act (FOI). Information sharing agreements between members will be agreed as a principle of working together.

Group members will give due regard to their responsibilities to comply with GDPR and DPA legislation.

## 7. Review

The Committee will review its effectiveness at least annually and complete an annual report submitted to the Board.

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

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.

### 7.1 Version Control, Approval Date and Review Date

Version:	v13
Reviewed:	18 <sup>th</sup> October 2023
Approved:	25 <sup>th</sup> October 2023

# **SOMERSET INTEGRATED CARE BOARD (ICB)**

## **FINANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **1 Introduction**

- 1.1 The Finance Committee (the Committee) is established in accordance with Somerset Integrated Care Board's (ICB) constitution.
- 1.2 These Terms of Reference set out the purpose, governance, structure, membership, remit, responsibilities and reporting arrangements of the Committee.
- 1.3 The purpose of this Committee is to provide assurance to the Board on the ICB's finance, as part of the overall system finances. The Committee will look at the overall position of Somerset system financial performance, linking with the Finance Committee for SFT/YDH where necessary. As an assurance Committee of the Board, it will hold to account the ICB Executive team for delivery of the ICB's financial plan, and recommend further areas for financial scrutiny. This will be done through:
  - reviewing the financial performance of the ICB against statutory financial targets, financial control targets and the annual commissioning plan
  - reviewing the ICB's financial position and improving value schemes (QIPP) agenda and provide assurance to the Board in the delivery against annual plans
  - reviewing financial performance improvement plans, identifying areas for further improvement or commissioner actions and monitors trajectories towards improvement
  - supporting the development and onward monitoring of the overall process of financial planning across the system and reviewing through the 5 year financial plan
  - where finance issues are raised then these will be highlighted to the ICB Executive Committee and relevant delivery boards to agree actions and mitigations (via the ICB's Chief Executive) to rectify the issue
  - ensure that the Committee agenda and papers take into account the risks on the Board Assurance Framework (BAF) and risk registers. The Committee will wish to be assured that matters of risk, with a financial impact, are being effectively managed.

## **2 Governance Structure**

- 2.1 The Committee will be a committee of the ICB and as such, action notes of the meeting will be regularly presented to the Board.
- 2.2. The Committee will produce a highlight report for the Board after each of its meetings.

## **3 Membership**

- 3.1 The membership of the Committee will consist of the following, pending the outcome of the governance review:

### **Members (Voting):**

- The Chairman of the Committee (who in this case is the Chair of the ICNB)
- Two Non- Executive Directors
- The Chief Executive
- The Chief Finance Officer

### **In Attendance (Non-Voting):**

- Chief Medical Officer
  - Chief Nursing Officer
- 3.2 Other senior managers shall be invited to attend where appropriate to present specific agenda items. This will include the Chief Finance Officer and other executive members for Somerset NHS Foundation Trust and Yeovil District Hospital NHS Foundation Trust when discussing specific cross cutting agenda items, to ensure a truly joined up approach.
- 3.3 Meetings will be chaired by the Chair of the Committee (who in this case is the Chair of the ICB). In the absence of the Chair, a Non-Executive Director will chair.
- 3.4 If a member of the Committee is unable to attend, then a nominated deputy should be recommended and will assume the voting rights of that member.

## **4 Quoracy**

- 4.1 The quorum shall be 2 voting members to include at least one Non-Executive Director who will act as Chair and one Executive Director.

## **5 Secretary**

- 5.1 The Committee shall be supported administratively by the PA to the Chief Finance Officer and Director of Performance.



## **6 Frequency of Meetings**

- 6.1 Meetings will be held monthly.
- 6.2 Agenda items and papers must be forwarded to the Secretary by 10 days before the meeting, to enable all information to be circulated to the meeting membership 7 days in advance of the meeting date.
- 6.3 The Committee will have an annual schedule of business to ensure that agenda are planned well in advance of meetings.
- 6.4 The Committee will have also have regular meetings in common with the SFT/YDH Finance Committee, relating to items in common on system financial performance.
- 6.5 Dates and times of meetings will be planned at least 12 months in advance providing the Committee with notice of meetings.

## **7 Remit**

7.1 The Group shall:

- oversee and recommend to the Board the 5 year financial recovery plan and annual financial plan that reflects the prioritised commissioning plan for the ICB.
- receive reports that provide assurance on the ICB's financial performance in relation to the following areas:
  - activity against agreed contract levels
  - 'in year' financial position by receiving a detailed report of the financial position, variances and progress towards meeting the targets within the ICB's financial plan, statutory financial targets and financial control targets
  - detailed reports on each QIPP programme, to monitor in year delivery against programme initiation document (PID)
- receive reports on the overall ICS financial performance in relation to the following areas:
  - delivery against the elective recovery fund
  - emerging and crystalised cost pressures and risks across partner organisations against the system contingency fund
  - workforce and productivity indices

- challenge the delivery plans to achieve financial targets or improve performance and understand and proactively identify and agree remedial actions
- review the financial implications of opportunities to improve performance delivery during the financial year, taking into account the impact on the financial framework
- review opportunities to improve performance of identified schemes or ad-hoc finance and performance related issues that may arise
- have oversight of the development of the annual finance plan, including:
  - annual system delivery intentions and national operating guidance
  - system financial framework and prioritisation process for both investment and savings that supports the ICB in formulating the annual financial plans for the next year
  - overview of any business cases approved, taking into account expected delivery of impact and/or benefits
- obtain assurance of the development of QIPP schemes and services, approving the business cases and mobilisation plans
- receive and consider evaluation reports for commissioned services in order to inform commissioning and decommissioning decisions, including:
  - delivery against expected benefits set out in any business cases approved through the annual planning cycle, to understand future intentions
  - consider the financial assessment for all new or proposed contractual arrangements, to ensure Value for Money is delivered in all cases
- ensure that the financial risks and risks with a financial impact on the Board Assurance Framework are being managed and are mitigated against in accordance with the ICB's agreed risk appetite, taking into account any in-year usage of the system contingency
- identify any new financial risks not recorded and ensure these are entered onto the risk register(s) as appropriate
- review work plans for the Committee to ensure preparatory work to meet national budgetary planning timelines are appropriately scheduled

- oversee strategic financial planning for newly commissioned services
- Procurement: the Committee will provide general oversight of all procurements taking place on behalf of the Board. To include:
  - approval of the ICB Procurement Policy in line with all legislative requirements and guidance
  - oversight of all procurement and contract award processes, including invitation to tender, evaluation and preferred bidder and contract award recommendations for new contracts (where material or where there is a significant reputational risk)
  - approval of ICB's contract for commissioning and corporate support
- **Policies and Procedures:**
  - approval of procedures, policies and strategies relevant to the Committee's Terms of Reference
  - agree the operational Scheme of Reservation and Delegation (SoRD) setting out key operational decisions of Chief Executive, Chief Finance Officer and other executive directors
  - approve/ratify detailed financial policies
- **Risk Management:**
  - receive assurance from officers of the ICB and provide assurance to the Board that the risks to the finances ICB are appropriately managed
  - highlight to Board any high risks and issues for review, escalation and inclusion on Corporate Risk Register and Board Assurance Framework
  - act as an assurance committee of the ICB's business and finance risks via the Assurance Framework and Risk Registers
  - review, update and seek assurance that finance risks escalated to the Board are being managed effectively by the ICB

## 8. Reporting Arrangements

- The Action Notes of the Finance Committee shall be formally presented to the Board. A headline narrative update paper will be produced after each meeting and presented to the next Board meeting.

**9. Monitoring of Effectiveness**

- The effectiveness of the Finance Committee shall be monitored at least annually through a review process.
- All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

**10. Review**

- These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.
- 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.

Date of approval:

Date of review:

## **LEADERSHIP COMMITTEE TERMS OF REFERENCE**

### **1 INTRODUCTION AND CONTEXT**

- 1.1 The Leadership Committee (the Committee) is established in accordance with the Constitution of the Somerset Integrated Care Board (ICB).
- 1.2 These Terms of Reference set out the purpose, governance, structure, membership, remit, responsibilities and reporting arrangements of the Committee.

### **2 PURPOSE AND GOVERNANCE**

- 2.1 The Leadership Committee will be an executive decision-making committee of the ICB Board, with updates and recommendations cascaded via the executive updates and reports to the Board.

#### **Approach and Style**

- 2.2 Committee members will behave in ways which facilitate an inclusive, open and transparent style of discussion and decision-making and one in which members and invited guests feel valued and able to contribute fully.
- 2.3 The Committee will conduct its business in accordance with any national guidance, relevant codes of conduct or good governance practice, and the values of the NHS and the ICB, in support of the NHS Constitution and in line with the Seven Principles of Public Life (Nolan).
- 2.4 Members are to develop an environment where learning from discussions can take place, and to always operate with a partnership mindset.

#### **Managing Conflicts of Interest**

- 2.5 Committee members will remain alert to the potential for a conflict of interest to arise and for the risk of a perception of conflict to arise in the view of external agencies.
- 2.6 Committee members will remain vigilant in mitigating the risks of conflicts of interest and measures to achieve this will include:
- The Chair 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.
  - In the event that the Chair of a meeting has a conflict of interest, the Vice Chair is responsible for deciding the appropriate course of action in order to manage the conflict of interest. If the Vice Chair is also conflicted then the remaining non-conflicted voting members of the meeting should agree between themselves how to manage the conflict(s).
  - The Chair should ask at the beginning of each meeting if anyone has any conflicts of interest to declare in relation to the business to be transacted at the meeting. Each member of the group should declare any interests which

are relevant to the business of the meeting whether or not those interests have previously been declared. Any new interests which are declared at a meeting must be included on the ICB's electronic database of interests and hospitality to ensure the registers remain up to date.

- An up-to-date schedule of Declarations of Interest for the Committee will be maintained by the Committee Secretary from the ICB electronic database.

2.7 Where a conflict of interest is identified this will be recorded in the minutes on each occasion and the appropriate action taken 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 the 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).
- 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
- The interest which has been declared may be decided as either immaterial or not relevant to the matter(s) under discussion.

### **3 REMIT, RESPONSIBILITIES AND DUTIES**

3.1 The Committee acts as the internal executive oversight and decision-making committee for the Somerset ICB.

3.2 The main functions of the Committee are:

- To provide a forum for executive review, discussion and decision making (including of internal business cases) in line with the ICB's standing financial instructions and scheme of delegation, with recommendations to the ICB Board, as required.
- To oversee, from an ICB perspective, the development of the Joint Forward Plan and associated annual business planning process, working alongside system groups and the Collaboration Forum to make recommendations to the ICB Finance Committee and ICB Board as necessary.

- Based on collective system discussion at the Collaboration Forum, to agree recommendations as to whether to publicly engage or consult for approval by the ICB Board, and to review feedback and evaluation, for any substantial development or variation changes to NHS services.
- Review and develop the ICB's response and delivery plan to the Somerset Integrated Care Strategy, together with any proposed major service changes associated with this, ensuring the ICB discharges its responsibilities around consultation and engagement.
- To provide a forum for ICB internal review of system plans, e.g., digital, estates, population health and people.
- To review ICB policies within its remit requiring consideration and recommend those that require Board approval to the ICB Board.
- To operate as the ICB's executive risk management committee:
  - In advance of Board, to undertake a full review of the corporate risk register (15+), including identifying where risks may be confidential in nature and not appropriate for disclosure in the public domain.
  - Recommending resource requirements to deliver the required controls or assurance for risk.
  - In advance of Board, to undertake a full review of the board assurance framework.
  - Scrutiny of all risks allocated to the Leadership Committee.
  - Scrutiny of risks and authorisation and moderation of content, movements and changes.
  - Escalating risks and/or matters of concern or attention to the relevant forum.
- To oversee the development and delivery of the ICB's organisational development plans.
- To oversee core functional and statutory corporate and operational responsibilities, including: risk management, information governance, medicines optimisation, records management, emergency preparedness resilience and response (EPRR), health and safety, sustainability, estates facilities and security, communications, digital and cyber, engagement and people.
- To approve new or significant changes to commissioning policies covering evidence-based interventions.

3.3 The Committee is authorised by the Board to investigate any activity within its terms of reference and the ICBs scheme of delegation and standing financial instructions. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

3.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and expertise if necessary.

- 3.5 The Committee is able to establish working groups in order to take forward significant pieces of work and achieve strategic objectives. These groups will have a clear remit, objectives and benefits realisation.

### **Sub-Groups**

- 3.6 Standing sub-groups of the Leadership Committee are:

- Information Governance, Records Management, and Caldicott Committee
- Health and Safety
- Clinical Commissioning Policy Forum

## **4 MEMBERSHIP**

- 4.1 The Committee shall be appointed by the ICB as set out in the ICB's Constitution and may include individuals who are not on the Board.

- 4.2 The membership of the Leadership Committee is as follows:

- Chief Executive
- All ICB Executive Directors (Including Joint Appointments)
- Associate Director of Safeguarding, Mental Health, Learning Disability and Autism
- Head of Communications and Engagement
- Head of Information Governance and Risk
- Deputy Director of Commissioning, Planned Care
- Deputy Director Nursing and Inclusion
- Associate Director of Continuing Healthcare Services
- Deputy Director of Clinical Effectiveness and Medicines Management
- Deputy Director of Innovation and Transformation
- Associate Director of People and Transformation
- Deputy Director of Commissioning - Mental Health, Autism, & Learning Disabilities
- Associate Director of Human Resources and Organisational Development
- Associate Director - Digital Strategy
- Deputy Director, Quality and Nursing
- Associate Director of Finance
- Head of Performance
- Head of EPRR and Estates
- Programme Director
- Associate Director of Corporate Affairs
- Associate Director of Somerset Covid Vaccination Programme
- Deputy Director of Primary Care Contracting
- Associate Director – Workforce Transformation & Innovation: Somerset Integrated Care System (ICS)
- Associate Director of Workforce Strategy: Somerset Integrated Care System

- 4.3 The Chair of the Leadership Committee will be the Chief Executive and the Vice Chair will be the Chief Medical Officer. In their absence the role of the Chair will be covered by one of the Executive Directors.

- 4.4 An officer identified as Secretary to the Committee will also be in attendance but have no voting rights.



## **Deputisation**

- 4.5 Where a regular member of the Committee is unable to attend, they may nominate a deputy to attend in their place provided this is agreed in advance with the Chair. Those asked to formally deputise for a voting member of the Committee shall have the same speaking and voting rights as that member.

## **Other Attendees**

- 4.6 The Chair will extend invitations to other staff/personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda. Such personnel will be in attendance and will have no voting rights.

## **5 QUORACY**

- 5.1 A quorum shall be 60% of members and include at least one of the following executives: the Chief Executive, the Chief Nurse, the Chief Medical Officer or the Chief Finance Officer.

## **6 FREQUENCY AND NOTICE OF MEETINGS**

- 6.1 Meetings of the Committee will be held on a monthly basis.
- 6.2 The Committee will have an annual schedule of business to ensure that agenda are planned well in advance of meetings.
- 6.3 Dates and times of meetings will be planned at least 12 months in advance providing the Committee with notice of meetings.

## **7 SECRETARY AND ADMINISTRATION**

- 7.1 The secretary will be responsible for supporting the Chair in the management of the meeting and associated business and for drawing the committee's attention to best practice, national guidance and other relevant documents, as appropriate.
- 7.2 Agenda items and papers must be forwarded to the Secretary by 6 working days before the meeting, to enable all information to be circulated to the meeting membership 3 working days in advance of the meeting date.
- 7.3 If an item needs to be raised on the day, this will be covered under Any Other Business, subject to there being available time.
- 7.4 Minutes will be kept and the Secretary will record the discussions.

## **8 REPORTING ARRANGEMENTS**

- 8.1 Updates and recommendations will be cascaded via the executive updates and reports to the Board having first been considered by the Leadership Committee.

## **9 MONITORING AND REVIEW**

- 9.1 The Committee will review its performance, membership and terms of reference annually.