

Lancashire and South Cumbria Integrated Care Board

ICB Executive Committee Terms of Reference

1. CONSTITUTION

- 1.1. The Executive Committee (the ICB Executive) 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 and its members are bound by the Standing Orders and other policies and procedures of the ICB.

2. AUTHORITY

- 2.1. The Executive 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) as outlined in these terms of reference
 - commission any reports it deems necessary to help fulfil its obligations
 - 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 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 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.
 - The Committee has also been authorised by the ICB to establish the Primary Care Contracts Sub-Committee as a sub-committee. The key role of the CAG will provide strategic clinical leadership and guidance across the ICB to inform its decisions

2.2. For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

3. PURPOSE

3.1. The ICB Executive Committee exists to support the Board to ensure that the ICB takes appropriate steps to meet all its statutory duties and meets legislative requirements and regulatory guidance.

3.2. The Committee will support the ICB and ICS with the achievement of the 'four core purposes' of Integrated Care Systems, namely to:

- (a) Improve outcomes in population health and healthcare;
- (b) Tackle inequalities in outcomes, experience and access;
- (c) Enhance productivity and value for money;
- (d) Help the NHS support broader social and economic development.

3.3. The duties of the Executive Committee will be driven by the ICB's strategic objectives and the associated risks. An annual business programme will be agreed before the start of each financial year; however, this will be flexible to accommodate and respond to new and emerging priorities and risks.

4. DUTIES

4.1. Strategy and Leadership

- Provide executive oversight of the preparation and delivery of the ICB Five Year Joint Forward Plan, the Integrated Care Partnership (ICP) Integrated Care Strategy, and the joint capital resource use plan, ensuring delivery of key priorities, aims and objectives.
- Ensure that preparation of all ICB strategies and plans are fully aligned and integrated to ICB and System plans, enabling effective delivery of the ICB's strategic objectives.
- Monitor delivery of strategies and plans against the achievement of the ICB's Strategic Objectives.
- Provide effective leadership and direction to the work of the ICB, coordinating and directing the operations of the ICB in accordance with the strategic direction set by the ICB Board, ensuring delivery on behalf of the ICB Board
- Lead and co-ordinate its business with the ICS wide partners, as appropriate, on matters relevant to each sector and the Integrated Care Partnership
- ensure robust clinical and corporate governance across the ICB
- promote good risk management and ensure effective corporate governance systems and processes are embedded across the organisation that also promote effective partnership working and integration

4.2. **ICB Finance, Performance and Planning**

- Lead a system-based approach to preparing the annual operational plan, ensuring alignment with national priorities
- Lead the development of robust joint financial plans with the ICB's partner NHS trusts and NHS foundation trusts, ensuring that plans clearly demonstrate the use of resources to improve outcomes and tackle health inequalities.
- Ensure that the ICB's annual budgets and Operating Plan are prepared within limits of allocations, and expenditure in each financial year does not exceed the aggregate of any sums received within that financial year
- Oversee the ICB's in-year budgetary performance, monthly forecast against plan and make decisions to ensure delivery of remedial actions to mitigate any negative variation in monthly position and forecast
- Ensure a robust prioritisation framework is applied to QIPP, recovery plans and commissioning intentions
- Oversee the performance of the ICB including finance, quality, progress against plans, constitutional standards and locally determined priorities
- Make decisions to ensure delivery of remedial action plans in respect of identified financial or quality performance issues and escalate to the Board as appropriate.
- Lead on the formulation of plans in respect of the ICB and system QIPP and financial recovery and make recommendations to the board.
- Consider and prepare appropriate responses to external and internal reviews, making recommendations to the relevant committee or ICB Board
- Maintain oversight of ICB and System wide programmes supporting the development and implementation of strategy and plans, including enabling work programmes such as workforce, digital and estate

4.3. **Strategic Commissioning**

- Ensure appropriate public involvement and engagement in the work of the ICB and any proposed strategies, plans and commissioning intentions and appropriate engagement and/or consultation for any service change, and provide assurance to the Board of such.
- Ensure that all commissioning functions are effectively managed, and that contracts and agreements are in place to secure delivery of its commissioning strategy and plans within the allocated resources.
- Make recommendations or decisions on the review, planning and procurement of commissioned services in line with the SoRD and operational scheme of delegation.
- As part of the ICB's statutory commissioning responsibilities across Lancashire & South Cumbria under delegated authority from NHS England,

ensure robust operational commissioning and contracting arrangements of delegated commissioning services for Specialised Commissioning and Primary Care Commissioning and make recommendations or decisions on the review, planning and procurement of delegated services in line with the SoRD and operational scheme of delegation

4.4. **Operating Model**

- Ensure an effective and affordable operating model, and deploy the resource of the organisation effectively and efficiently to deliver the strategies and plans of the organisation.
- Oversee the development of its four places across Lancashire and South Cumbria, and the wider Integrated Care System (ICS) and all of its partnerships
- Ensure the governance and architecture arrangements for the operational delivery and oversight of executive functions is fit for purpose and in line with the ICBs Governance Framework, constitution and SoRD.

4.5. **EPRR**

- Ensure the ICB is compliant with its statutory duties under the Civil Contingencies Act and ensure direction (as a Category 1 responder) in the event of emergency planning, preparedness, and response, and ensure the ICB supports its partners with system and local (place) planning and activity.

4.6. **People and Culture**

- Promote the values of the ICB and create an organisation-wide culture, which enables clinicians, managers and staff to work, both in partnership and individually, to effectively deliver safe, high-quality and affordable services.
- Oversee the implementation of the Organisational Development Strategy and People Plan.
- Monitor all workforce performance targets and recommend remedial action plans when performance is below target
- Consider and review workforce plans in line with management costs and making recommendations where relevant to the remuneration committee in line with its ToR
- Ensure the ICB is compliant with Health and Safety legislation including the Corporate Manslaughter Act and Local Security Management Services (LSMS) requirements

4.7. **Risk**

- Ensure collective oversight of risks from a strategic perspective and provide assurance to board and committees of progress towards delivery of the ICBs strategic objectives.

- Oversee mitigation plans where the risk is impacting on the achievement of the ICB's strategic objectives or statutory requirements, taking remedial actions and escalating key risks and issues to the Board of the ICB.

4.8. Decision Making

- Act in accordance with the ICB's Constitution, Standing Orders, Prime Financial Policies and Scheme of Reservation & Delegation
- Take decisions and action on any other appropriate matter within the delegated authority of its individual members

4.9. Other

- Review and approve policies specific to the Committee's remit.
- Monitor the quality of data that informs the work of the Executive; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data.

5. MEMBERSHIP AND ATTENDANCE

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

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

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, or where there is deemed to be a conflict of interest that cannot be managed within the meeting.

5.1 Chair and Deputy

The Committee will be chaired by the Chief Executive Officer (CEO). In the event of the CEO being unable to attend all or part of the meeting, the Deputy CEO will chair the meeting.

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

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

5.2 Membership

The ICB Executive membership will be the CEO and Direct Executive Officers to the CEO

- a) Chief Executive Officer (Chair)
- b) Chief Finance Officer/ Deputy CEO
- c) Chief Nurse
- e) Medical Director
- g) Chief Digital Officer
- h) Chief Operating Officer
- i) Chief People Officer
- j) Chief Planning and Transformation Officer

5.3 Regular Participants

The ICB Executive will be supported by the following individuals who will participate in its meetings to support the ICB Executive in discharging its responsibilities:

- Director of Communications and Engagement
- Director of Corporate Governance / Company Secretary
- Director of Finance / Deputy CFO
- Director of Population Health
- Associate Director / Business Partner to the CEO

5.4 Deputies and attendance by Invitation

Nominated formal deputies with sufficient authority may attend for Executive members at the approval of the Chair. Deputies will have the decision making and voting rights of the person he/she is representing.

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.

6. MEETING QUORACY AND DECISIONS

6.1 Quoracy

Quorum will be four members, which must include the Chief Executive (or nominated deputy) and Chief Finance Officer (or nominated deputy).

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

6.2 Decision making and voting

Decisions will be taken in according 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. In no circumstances may an absent member vote by proxy.

Where there is a split vote, with no clear majority, the Chair 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. Where such action has been. Where such action has been taken between meetings, then these will be reported and recorded at the next meeting.

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. REPORTING

The Executive Committee is directly accountable to the ICB Board. The minutes of meetings shall be formally recorded, and a summary report prepared for the next ICB Board. The Chief Executive Officer shall include a summary report to the Board (public session) within their CEO Report; to include any formal decisions taken, assurances received and escalate 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 report from its sub committees or groups. Any sub committees or groups would need to be agreed by the Executive committee.

9. MEETING ARRANGEMENTS

Meetings of the Executive Committee are not held in public. Meetings of the Committee will be scheduled on a twice monthly basis and the Committee will meet no less than 20 times per year. Members of the Committee are expected to attend meetings wherever possible.

Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

The committee shall normally meet face-to-face unless agreed otherwise by the Chair of the committee.

The Committee may meet virtually using telephone, video and other electronic means. Where a virtual meeting is convened, the usual process for meetings of the Committee will apply, including those relating to the quorum.

Virtual attendance at in-person meetings will be permitted at the discretion of the Chair.

There is no requirement for meetings of the Committee to be open to the public.

9.1 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 having been agreed by the Chair with the support of the relevant executive lead;
- Good quality minutes are taken and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- A Summary Report of the minutes, including key discussions, decisions and any areas of concern or assurance is prepared for the Chair to present at 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. 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.

11. REVIEW

The committee will review its terms of reference and its effectiveness at least annually.

These terms of reference will be reviewed 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: