



TERMS OF REFERENCE

NAME OF GROUP:	ICS Board
INTRODUCTION	<p>The role of the Integrated Care System Board (ICSB) is to deliver on the expectations of citizens, patients and members of the public for their health and care services, as described in the Memorandum of Understanding with NHSE/I dated September 2018.</p> <p>The role of the Integrated Care System Board is to provide leadership for, and delivery of, the overarching strategy and outcomes framework for the Nottinghamshire Integrated Care System.</p> <p>The ICS Board will also provide oversight and facilitation of the transformation and design of the future state of health and care in Nottinghamshire, in particular overseeing the establishment of the Integrated Care Providers (ICPs) and the Primary Care Networks (PCNs)</p> <p>The ICS Board is a strong partnership of the system, with representation from the system from providers and commissioners as well as representatives of the local authorities who will continue to have responsibility for the statutory responsibility for the Joint Strategic Needs Assessments.</p> <p>The ICS Board will seek to act in the best interest of citizens, patients and the system as a whole rather than representing individual interests of one constituent organisation.</p>
BOARD RESPONSIBILITIES	<p>The ICS Board will:</p> <ul style="list-style-type: none"> • Produce and champion a coherent vision and strategy for health and care in Nottingham and Nottinghamshire • Develop and describe the high level strategic objectives for the system that are related to health and wellbeing • Produce an outcomes framework for the whole geography to deliver increasing healthy life expectancy, address local variation and seeking to reduce health inequalities • Work with the Integrated Care Providers (ICPs) to determine the service offer to be expected of each. • Undertake stakeholder engagement which will include engaging with staff, patients and citizens



	<ul style="list-style-type: none"> • Develop a coherent approach to measuring outcomes and strategic objectives within the framework • Ensure the delivery of high quality outcomes, putting patient safety and quality first. • Oversight of the system financial resources including system financial control total. • Have responsibility for the collective delivery of the ICS MOU. 									
<p>REPORTING AND ACCOUNTABILITY</p>	<p>See Annex 1 for the governance structure.</p> <p>The ICP Boards will report directly to the ICS Board on the delivery of relevant elements of the ICS MOU and delivery of the ICS outcomes framework.</p> <p>Existing arrangements for health scrutiny will be utilised.</p> <p>The ICS Board will receive reports from the Health and Wellbeing Boards and make recommendations to them on matters concerning delivering ICS MOU priorities and delivery of the ICS outcomes framework.</p>									
<p>MEMBERSHIP</p>	<p>Board members are selected so as to be representative of the constituent organisations, but attend to promote the greater collective endeavour.</p> <p>ICS Board members are expected to make good two-way connections between the ICS Board and their constituent organisations, modelling a partnership approach to working as well as listening to the voices of citizens, patients and the general public.</p> <p>Chair: ICS Independent Chair</p> <p>Vice Chair: CCG Lay Member Representative</p> <p>Members:</p> <table border="1" data-bbox="512 1615 1385 1944"> <thead> <tr> <th data-bbox="512 1615 863 1727">Membership (one vote per organisation / ICP)</th> <th data-bbox="863 1615 1126 1727">Member</th> <th data-bbox="1126 1615 1385 1727">Nominated Deputy</th> </tr> </thead> <tbody> <tr> <td data-bbox="512 1727 863 1839">Chief Executive Nottinghamshire Healthcare NHS FT</td> <td data-bbox="863 1727 1126 1839">Chief Executive</td> <td data-bbox="1126 1727 1385 1839">To be confirmed</td> </tr> <tr> <td data-bbox="512 1839 863 1944">Chair or nominee Nottinghamshire Healthcare NHS FT</td> <td data-bbox="863 1839 1126 1944">Chair</td> <td data-bbox="1126 1839 1385 1944">Non-Executive Director</td> </tr> </tbody> </table>	Membership (one vote per organisation / ICP)	Member	Nominated Deputy	Chief Executive Nottinghamshire Healthcare NHS FT	Chief Executive	To be confirmed	Chair or nominee Nottinghamshire Healthcare NHS FT	Chair	Non-Executive Director
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Chief Executive Nottinghamshire Healthcare NHS FT	Chief Executive	To be confirmed								
Chair or nominee Nottinghamshire Healthcare NHS FT	Chair	Non-Executive Director								



	Chief Executive Sherwood Forest NHS FT	Chief Executive	To be confirmed
	Chair or nominee Sherwood Forest NHS FT	Chair	To be confirmed
	Chief Executive Nottingham University Hospitals NHS Trust	Chief Executive	Director of Strategy
	Chair or nominee Nottingham University Hospitals NHS Trust	Chair	Non-Executive Director
	Chief/Accountable Officer, CCGs	Accountable Officer	To be confirmed
	CCG Chair	CCG Lay Member	To be nominated
	Chief Executive, Nottingham Citycare Partnership	Chief Executive	To be confirmed
	Chair or nominee, Nottingham Citycare Partnership	Chair	To be confirmed
	Nottinghamshire County Council CEO or nominee	Corporate Director of Adult Social Care	Director of Public Health
	Nottinghamshire County Council elected member	One elected members	-
	Nottingham City Council CEO or nominee	Chief Executive	To be nominated
	Nottingham City Council elected member	One elected member	-
	Nottingham City Health and Wellbeing Board	Chair	-
	Nottinghamshire County Health and Wellbeing Board	Chair	-
	NHSE/I representative	NHS England DCO*	To be confirmed
*awaiting confirmation following NHSE&I reorganisation			
	ICS Independent Chair	ICS Chair	Vice Chair
	ICS Executive Lead	ICS Executive Lead	ICS Programme Director
	EMAS Chief Executive	Chief Executive	To be confirmed



	The ICP lead from Nottingham City ICP	ICP Lead	
	The ICP lead from South Nottinghamshire ICP	ICP Lead	
	The ICP lead from Mid Nottinghamshire ICP	ICP Lead	
	Two clinical leads from Nottingham City ICP with one to represent Primary Care Networks	To be confirmed	
	Two clinical leads from South Nottinghamshire ICP with one to represent Primary Care Networks	To be confirmed	
	Two clinical leads from Mid Nottinghamshire ICP with one to represent Primary Care Networks	Clinical Lead, Mansfield and Ashfield CCG Clinical Lead, Newark and Sherwood CCG	
	ICS Officer - finance director lead	ICS Finance Director	
	ICS Officer - Clinical director	ICS Clinical Director	
	ICS Officer - Nursing/Quality director	CCG and ICS Chief Nurse	
	ICS Officer - Director of Communications and Engagement	ICS Director of Communication and Engagement	
	Secretariat		
	ICS Administrator	ICS Assistant Director	
	<p>Board members will recognise the importance and contribution for key ICS issues relating to prevention and population health management, digital and information, and workforce and OD. Non-Executive Directors will be invited to sponsor and champion these areas specifically.</p>		



<p>GOVERNANCE</p>	<p>The ICS Board has ultimate responsibility and accountability for achievement of the objectives contained within the ICS MOU and setting the strategic direction for the system.</p> <p>The Integrated Care Provider Boards will be accountable to the ICS Board for the delivery of relevant elements of the ICS MOU and its contribution to the achievement of the overarching strategy and outcomes framework.</p> <p>The ICS Board is authorised to create sub-groups in order to take forward specific programmes of work as considered necessary by the ICS Board membership.</p> <p>Meetings will take place in public from April 2019. Any reserved matters will be explicitly stated ahead of the meeting.</p> <p>The ICS Board is a non-statutory body. It operates on a partnership and collaborative basis. Each of the constituent statutory organisations represented on the ICS Board remains responsible for discharging their statutory duties. However, the ICS Board is able to make decisions on matters that are within its remit and are non-statutory (for instance agreeing system priorities, using place-based planning) and the intention is that it will enable partnership discussion, which can then inform statutory decisions that are taken by one or more of the member organisations. The members of the ICS Board commit to working collaboratively; openly and supporting the development and role of the ICS Board and delivery of the ICS MOU. Subject to the limitations on the ICS Board’s role, each partner organisation is expected to support any decisions made by the ICS Board, in line with the commitments to the ICS as set out in the MOU.</p>
<p>PRINCIPLES</p>	<ul style="list-style-type: none"> • We shall encourage cooperative behaviour between ourselves and engender a culture of "Best for Service" including no fault, no blame and no disputes where practically possible • We shall seek to ensure that sufficient resources are available, including appropriately qualified staff who are authorised to fulfil the responsibilities as allocated • We shall assume joint responsibility for the achievement of the Outcomes • We commit to the principle of collective responsibility and to share the risks and rewards (in the manner to be determined as part of the agreed “transition arrangements) associated with the performance of the ICS Objectives



	<ul style="list-style-type: none"> • Our activities shall adhere to statutory requirements and best practice by complying with applicable laws and standards including EU procurement rules, EU and UK competition rules, data protection and freedom of information legislation; and • We agree to work together on a transparent basis (for example, open book accounting where possible) subject to compliance with all applicable laws, particularly competition law, and agreed information sharing protocols and ethical walls.
<p>REQUIRED ATTENDANCE:</p>	<p>Members are expected to attend 75% of meetings held each calendar year.</p> <p>It is expected that members will prioritise these meeting and make themselves available. Where this is not possible a Nominated Deputy of sufficient seniority (as named above) may attend to support delivery in a timely manner and to have delegated authority to make decisions on behalf of their organisation or role on the ICS Board in accordance with the objectives set out in the Terms of Reference.</p> <p>For Local Authority representatives this will be in accordance with the due political process.</p>
<p>QUORUM:</p>	<p>Quorum will be reached with at least the Chair or Vice Chair, and one Member (as named above) from each Nottinghamshire based statutory organisation present. These organisations being as follows:</p> <p>Nottingham University Hospitals NHS Trust Nottinghamshire CCGs Nottinghamshire County Council Nottingham City Council Nottinghamshire Healthcare NHS FT Sherwood Forest NHS FT</p> <p>If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions for agreement by statutory bodies may be taken.</p> <p>If any member of the Group has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.</p>
<p>DECISION MAKING</p>	<p>The ICS Board will make decisions on system matters (e.g. relating to the ICS MOU, transformation funding allocated to</p>



the ICS, strategic priorities and performance monitoring of the ICS).

These decision making arrangements provide a fair approach to representation from partner organisations. The ICS Board Chair will actively seek to reach decisions by consensus. Should this not be possible then a vote of the Group's Members will be required.

No single member (or the organisation / ICP they represent) will have a right of veto over system-wide decisions. There will be one vote per statutory organisation or ICP, by nominated Members or Deputies present at the meeting, with decisions made by a simple majority.

Members being as follows:

Nottingham University Hospitals NHS Trust
Nottinghamshire CCGs
Nottinghamshire County Council
Nottingham City Council
Nottinghamshire Healthcare NHS FT
Sherwood Forest NHS FT
NHS England / Improvement
Nottingham City ICP
South Nottinghamshire ICP
Mid Nottinghamshire ICP
Those not present at the meeting shall not vote.

In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a casting vote to prevent a deadlock.

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

Where an urgent decision is required a supporting paper will be circulated to all members and a decision sought from voting members.

The ICS Board members may meet either in person, via telephone conference or communicate by email to take an urgent decision. The quorum, as described above, must be adhered to for urgent decisions.



	<p>In such circumstances, a minute of the discussion and decision will be taken by the secretary and will be reported to the next meeting of the ICS Board for formal ratification.</p>
<p>CONFLICTS OF INTEREST</p>	<p>Members of ICS groups shall adopt the following approach:</p> <ul style="list-style-type: none"> • To operate in line with their organisational governance framework for probity and decision making. • To work in line with the ICS System Objectives, Principles and Behaviours approved at the 9 May ICS Board meeting. • For the Chair of each group to take overall responsibility for managing conflicts of interest within meetings as they arise. <p>In advance of any meeting of the ICS Board, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.</p> <p>At the beginning of each meeting of the ICS Board, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declaration will be formally recorded in the minutes for the meeting. Members must ensure that they continue to comply with relevant organisational policies / guidance.</p> <p>The Chair of the ICS Board will determine how declared interests should be managed, which is likely to involve one the following actions:</p> <ol style="list-style-type: none"> a) Requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the ICS Board decision-making arrangements. b) Allowing the individual to participate in the discussion, but not the decision-making process. c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the ICS Board decision-making arrangements.
<p>FREQUENCY OF MEETINGS</p>	<p>The ICS Board will meet on a monthly basis.</p>



<p>SECRETARIAT:</p>	<p>The Group will be serviced by the ICS Team.</p> <ul style="list-style-type: none"> • Draft agendas will be agreed with the Chair. • Agreed items for the agenda, to be sent to the ICS Team, with the relevant paperwork, up to 9 working days before each meeting; • The Chair agreeing the final agenda; • Papers will be circulated 5 working days before each meeting; • Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing; • The draft minutes of each meeting will be circulated within 5 working days of the meeting being held and will be ratified at the following meeting. <p>Ratified minutes of the meeting will be published.</p>
<p>REVIEW DATE:</p>	<p>These Terms of Reference will be reviewed in March 2020 to ensure continued fitness for purpose in the light of potential changes to the expectations of national requirements or local issue.</p> <p>The ICS Board will re-consider progress and risks in the implementation of the ICSs aims and objectives and approve any mitigation measures and other action required to ensure success, in line with the approved ICS MOU.</p>
<p>DATE APPROVED:</p>	<p>8 August 2019</p>

Annex 1 – Governance Structure

