



Cheshire and Merseyside

NHS Cheshire and Merseyside Integrated Care Board

CONSTITUTION

Version	Date approved by the ICB	Effective date (approved by NHS England)
V1.0	N/A	1 July 2022
V1.1	N/A	
V1.2	25 January 2024	01 March 2024

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1. Introduction

1.1 Background/ Foreword

1.1.1 NHS England has set out the following as the four core purposes of ICSs:

- 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.

1.1.2 The ICB will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

- improving the health of children and young people
- supporting people to stay well and independent
- acting sooner to help those with preventable conditions
- supporting those with long-term conditions or mental health issues
- caring for those with multiple needs as populations age
- getting the best from collective resources so people get care as quickly as possible.

1.1.3 This Constitution describes how we are governed, where and how decisions are made and where more information can be found on our work.

1.14 We want everyone in Cheshire and Merseyside to have a great start in life and get the support they need to stay healthy and live longer. Through NHS Cheshire and Merseyside Integrated Care Board's (NHS Cheshire and Merseyside) work with our Health and Care Partnership, we are committed to tackling health inequalities and improving the lives of our poorest fastest. We believe we can do this best by working together to realise our shared ambitions to reduce health inequalities and improve the health of the 2.7 million people who live in our area and improving the quality of their health and care services.

1.15 To create the conditions for this to happen we must support and enable integrated working within our places and through our wider partnership. Sometimes we will be required to work across places or at system-level. When we work at a bigger scale than place we must be clear on our rationale for doing so.

1.16 Place is where our residents live their lives and receive the majority of their care, meaning it is where we, and partners, need to operate primarily and by default. Therefore, our approach to collaboration begins in our local communities, with our primary care networks in which GP practices work together, with community and social care services, to offer integrated health and care services to local people.

1.17 Our focus must be to move away from simply treating ill health to preventing it, to reducing health inequalities, and tackling the wider determinants of health. We want to work with the widest range of partners to achieve our ambitions. Not only statutory organisations but also the voluntary, community, faith and social enterprise sector.

1.18 NHS Cheshire and Merseyside is a statutory body charged with specific legal duties and functions. Our work is underpinned by the duty for NHS bodies and local authorities to co-operate, and it supports the triple aim - requiring NHS bodies to consider the effects of their decisions on the health and wellbeing of people and communities, the quality of services and the sustainable and efficient use of resources.

1.19 NHS Cheshire and Merseyside has been established to:

- develop a plan to meet the health and care needs of the population
- allocate resources to deliver the plan across the system
- ensure value for money, manage incidents and delegations from NHS England and Improvement
- deliver the NHS Constitution.

We are leaders of our organisation, our places and of our system, Cheshire and Merseyside.

1.2 Name

1.2.1 The name of this Integrated Care Board is NHS Cheshire and Merseyside Integrated Care Board (“NHS Cheshire and Merseyside”).

1.3 Area covered by the Integrated Care Board

1.3.1 The area covered by the NHS Cheshire and Merseyside is co-terminous with the Borough of Cheshire East, Borough of Cheshire West and Chester, Borough of Halton, Borough of Knowsley, City of Liverpool, Borough of Sefton, Borough of St Helens, Borough of Warrington, and Borough of Wirral.

1.4 Statutory Framework

1.4.1 NHS Cheshire and Merseyside is established by order made by NHS England under powers in the 2006 Act.

1.4.2 NHS Cheshire and Merseyside is a statutory body with the general function of arranging for the provision of services for the purposes of the health service in England and is an NHS body for the purposes of the 2006 Act.

1.4.3 The main powers and duties of NHS Cheshire and Merseyside to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to ICBs, as well as by regulations and directions (including, but not limited to, those made under the 2006 Act).

1.4.4 In accordance with section 14Z25(5) of, and paragraph 1 of Schedule 1B to, the 2006 Act the ICB must have a constitution, which must comply with the requirements set out in that Schedule. NHS Cheshire and Merseyside is required to publish its constitution (section 14Z29). This constitution is published at www.cheshireandmerseyside.nhs.uk

- 1.4.5 NHS Cheshire and Merseyside must act in a way that is consistent with its statutory functions, both powers and duties. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to all ICBs. Examples include, but are not limited to, the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to ICBs take the form of general statutory duties, which NHS Cheshire and Merseyside must comply with when exercising its functions. These duties include but are not limited to:
- a) having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 1989 and section 14Z32 of the 2009 Act);
 - b) exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act);
 - c) duties in relation to children including safeguarding, promoting welfare etc (including the Children Acts 1989 and 2004, and the Children and Families Act 2014);
 - d) adult safeguarding and carers (the Care Act 2014);
 - e) equality, including the public-sector equality duty (under the Equality Act 2010) and the duty as to health inequalities (section 14Z35); and
 - f) Information law, (for instance, data protection laws, such as the UK General Data Protection Regulation 2016/679 and Data Protection Act 2018, and the Freedom of Information Act 2000);
 - g) provisions of the Civil Contingencies Act 2004.
- 1.4.6 NHS Cheshire and Merseyside is subject to an annual assessment of its performance by NHS England which is also required to publish a report containing a summary of the results of its assessment.
- 1.4.7 The performance assessment will assess how well NHS Cheshire and Merseyside has discharged its functions during that year and will, in particular, include an assessment of how well it has discharged its duties under:
- a) section 14Z34 (improvement in quality of services),
 - b) section 14Z35 (reducing inequalities),
 - c) section 14Z38 (obtaining appropriate advice),
 - d) section 14Z40 (duty in respect of research),
 - e) section 14Z43 (duty to have regard to effect of decisions)
 - f) section 14Z45 (public involvement and consultation),
 - g) sections 223GB to 223N (financial duties), and
 - h) section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).
- 1.4.8 NHS England has powers to obtain information from NHS Cheshire and Merseyside (section 14Z60 of the 2006 Act) and to intervene where it is satisfied that NHS Cheshire and Merseyside is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so (section 14Z61).

1.5 Status of this Constitution

- 1.5.1 NHS Cheshire and Merseyside was established on 1 July 2022 by the Integrated Care Boards (Establishment) Order 2022, which made provision for its constitution by reference to this document.
- 1.5.2 This constitution must be reviewed and maintained in line with any agreements with, and requirements of, NHS England.
- 1.5.3 Changes to this constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

1.6 Variation of this Constitution

- 1.6.1 In accordance with paragraph 15 of Schedule 1B to the 2006 Act this Constitution may be varied in accordance with the procedure set out in this paragraph. The constitution can only be varied in two circumstances:
 - a) where NHS Cheshire and Merseyside applies to NHS England in accordance with NHS England's published procedure and that application is approved; and
 - b) where NHS England varies the constitution of its own initiative, (other than on application by NHS Cheshire and Merseyside).
- 1.6.2 The procedure for proposal and agreement of variations to the constitution is as follows:
 - a) the Chief Executive or Chair may periodically propose amendments to the constitution.
 - b) the Chief Executive, in consultation with the Chair, will present all proposed amendments to the Board of NHS Cheshire and Merseyside so Board members can consider whether engagement with the Integrated Care Partnership (ICP) is required in accordance with 1.6.2(c).
 - c) NHS Cheshire and Merseyside shall engage its partners, via the ICP, to discuss any proposed amendments that any Board member believes may materially affect:
 - i) the operation of NHS Cheshire and Merseyside or
 - ii) its relationship with partners.
 - d) the proposed amendments shall be considered and approved by the Board of NHS Cheshire and Merseyside before an application is submitted to NHS England. In considering the proposed amendments, Board Members are expected to apply knowledge of and a perspective from their sectors.
 - e) proposed amendments to this constitution will not be implemented until an application to NHS England for variation has been approved.

1.7 Related documents

- 1.7.1 This Constitution is also supported by a number of documents which provide further details on how governance arrangements in NHS Cheshire and Merseyside will operate.

1.7.2 The following are appended to the Constitution and form part of it for the purpose of clause 1.6 and the ICB's legal duty to have a Constitution:

a) **Standing orders**– which set out the arrangements and procedures to be used for meetings and the processes to appoint the ICB committees.

1.7.3 The following do not form part of the Constitution but are required to be published:

a) **The Scheme of Reservation and Delegation (SoRD)**– sets out those decisions that are reserved to the Board of NHS Cheshire and Merseyside and those decisions that have been delegated in accordance with the powers of the ICB and which must be agreed in accordance with and be consistent with the Constitution. The SoRD identifies where, or to whom, functions and decisions have been delegated to. In support of the SoRD an 'Operational Limits' SoRD (OSoRD) has also been produced in order to help with the implementation of the agreed delegations at an operational level and setting out the limits for committees/officers as part of agreeing the approach to decision making in NHS Cheshire and Merseyside.

b) **Functions and Decision map** - a high level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. The Functions and Decision map also includes decision making responsibilities that are delegated to the ICB (for example, from NHS England).

c) **Standing Financial Instructions** – which set out the arrangements for managing the financial affairs of NHS Cheshire and Merseyside.

d) **The ICB Corporate Governance Handbook**– this brings together all of NHS Cheshire and Merseyside's governance documents so it is easy for interested people to navigate. It includes:

- the documents as described in 1.7.3 a) – d)
- Terms of reference for all committees and sub-committees of the Board that exercise ICB functions.
- delegation arrangements for all instances where ICB functions are delegated, in accordance with section 65Z5 of the 2006 Act, to another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act.
- Terms of reference of any joint committee of the ICB and another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act.
- the up-to-date list of eligible providers of primary medical services under clause 3.6.2
- Committee Handbook.

- e) **Key policy documents** which should also be included in the Corporate Governance Handbook or linked to it including:
- Standards of Business Conduct Policy
 - Conflicts of Interest Policy and Procedures
 - Policy for Public Involvement and Engagement

2 Composition of the Board of the NHS Cheshire and Merseyside

2.1 Background

- 2.1.1 This part of the Constitution describes the membership of the Board of NHS Cheshire and Merseyside. Further information about the criteria for the roles and how they are appointed is in section 3.
- 2.1.2 Further information about the individuals who fulfil these roles can be found on our website at www.cheshireandmerseyside.nhs.uk
- 2.1.3 In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this Constitution as “the Board” and members of the ICB are referred to as “Board Members”) consists of:
- a) a Chair
 - b) a Chief Executive
 - c) at least three Ordinary Members.
- 2.1.4 The membership of the Board of NHS Cheshire and Merseyside shall meet as a unitary board and shall be collectively accountable for the performance of the ICB’s functions.
- 2.1.5 NHS England policy requires NHS Cheshire and Merseyside to appoint the following additional Ordinary Members:
- a) three executive members, namely:
 - Director of Finance
 - Medical Director
 - Director of Nursing.
 - b) At least two Non-Executive Members.
- 2.1.6 The Ordinary Members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as Partner Members) are nominated by the following and appointed in accordance with the procedures set out in Section 3 below:
- a) NHS Trusts and Foundation Trusts who provide services within the ICB’s geographical area and are of a prescribed description;
 - b) the primary medical services (general practice) providers within the geographical area of the ICB and are of a prescribed description;
 - c) the local authorities which are responsible for providing social care and whose geographical area coincides with or includes the whole or any part of the ICB’s area.

While the Partner Members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the board, they are not to act as delegates of those sectors.

2.2 Board of NHS Cheshire and Merseyside membership

2.2.1 This ICB has the following Partner Members:

- a) 2 from section 2.1.6a - providing the ICB with access to a perspective and experience from acute or specialist and mental health care settings
- b) 2 from section 2.1.6b - providing the ICB with access to a perspective and experience from primary care and general practice (as prescribed)
- c) 2 from section 2.1.6c - providing the ICB with access to a perspective and experience from local authorities drawing upon the range of context, circumstance and communities that make up Cheshire and Merseyside.

2.2.2 NHS Cheshire and Merseyside has also appointed the following further Ordinary Members to its Board:

- a) three additional Non-Executive Members
- b) one Ordinary Member (Partner Member) bringing the perspective of the Voluntary, Community, Faith and Social Enterprise (VCFSE) Sector.

2.2.3 The Board of NHS Cheshire and Merseyside is therefore composed of the following members:

- a) Chair
- b) Chief Executive
- c) Partner member(s) NHS Trusts and Foundation Trusts
- d) Partner member(s) Primary Medical Services
- e) Partner member(s) Local Authorities
- f) Partner member Voluntary, Community, Faith and Social Enterprise Sector
- g) Non-Executive Members
- h) Director of Finance
- i) Medical Director
- j) Director of Nursing (known locally as the Director of Nursing and Care).

2.2.4 The Chair will exercise their function to approve the appointment of the Ordinary Members with a view to ensuring that at least one of the Ordinary Members will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

2.2.5 The Board of NHS Cheshire and Merseyside will keep under review the skills, knowledge, and experience that it considers necessary for members of the Board to possess (when taken together) in order for the board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.

2.2.6 Through its recruitment, nomination and appointment processes the Board of NHS Cheshire and Merseyside will be mindful of the benefit that a range of perspectives and breadth of geographical insights and experiences will secure and bring to its work and discussions. NHS Cheshire and Merseyside is committed to securing the broadest range of perspectives through its recruitment ensuring that its Board is as representative of the communities it serves as practical and possible.

2.3 Regular participants and observers at the Board meetings of NHS Cheshire and Merseyside

- 2.3.1 The Board of NHS Cheshire and Merseyside may invite specified individuals to be regular participants or observers at its meetings in order to inform its decision-making and the discharge of its functions as it sees fit.
- 2.3.2 Participants will receive advance copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of the Board meetings, or part(s) of a meeting by the Chair. Participants will be seated at the Board table at Board meetings along with Board Members. Any such person may be invited, at the discretion of the Chair to ask questions and address the meeting but may not vote. Named and equal participants will include:
- a) an individual bringing knowledge of Public Health / Population Health;
 - b) an individual bringing knowledge and perspective of Healthwatch;
 - c) ICB Executive Team members
 - d) ICB Place Directors as required and through rotation.
- 2.3.3 Observers will receive advance copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of the Board meetings, or part(s) of a meeting by the Chair. Any such person may not address the meeting and may not vote. Observers will not be seated at the Board table for Board meetings unless invited to do so by the Chair.
- 2.3.4 Participants and / or observers may be asked to leave the meeting or part of a meeting by the Chair in the event that the Board passes a resolution to exclude the public (including representatives of the press) in accordance with the Public Bodies (Admission to Meetings) Act 1960 as per the Standing Orders.

3 Appointments process for the Board of NHS Cheshire and Merseyside

3.1 Eligibility criteria for Board membership:

- 3.1.1 Each member of the Board of NHS Cheshire and Merseyside must:
- a) comply with the criteria of the “fit and proper person test”.
 - b) be willing to uphold the Seven Principles of Public Life (known as the Nolan Principles).
 - c) fulfil the requirements relating to relevant experience, knowledge, skills and attributes set out in a role specification.

3.2 Disqualification criteria for Board membership

- 3.2.1 A Member of Parliament.
- 3.2.2 A person whose appointment as a Board member (“the candidate”) is considered by the person making the appointment as one which could reasonably be regarded as undermining the independence of the health service because of the candidate’s involvement with the private healthcare sector or otherwise.
- 3.2.3 A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted:
- a) in the United Kingdom of any offence; or
 - b) outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part, and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.
- 3.2.4 A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, Part 13 of the Bankruptcy (Scotland) Act 2016 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings).
- 3.2.5 A person who, has been dismissed within the period of five years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any Health Service Body.
- 3.2.6 A person whose term of appointment as the chair, a member, a director or a governor of a health service body, has been terminated on the grounds:
- a) that it was not in the interests of, or conducive to the good management of, the health service body or of the health service that the person should continue to hold that office;
 - b) that the person failed, without reasonable cause, to attend any meeting of that health service body for three successive meetings;

- c) that the person failed to declare a pecuniary interest or withdraw from consideration of any matter in respect of which that person had a pecuniary interest; or
 - d) of misbehaviour, misconduct or failure to carry out the person's duties.
- 3.2.7 A Health Care Professional or other professional person who has at any time been subject to an investigation or proceedings, by any body which regulates or licenses the profession concerned ("the regulatory body"), in connection with the person's fitness to practise or any alleged fraud, the final outcome of which was:
- a) the person's suspension from a register held by the regulatory body, where that suspension has not been terminated;
 - b) the person's erasure from such a register, where the person has not been restored to the register;
 - c) a decision by the regulatory body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded; or
 - d) a decision by the regulatory body which had the effect of imposing conditions on the person's practice of the profession in question, where those conditions have not been lifted.
- 3.2.8 A person who is subject to:
- a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002; or
 - b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual).
- 3.2.9 A person who has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person was responsible, to which the person was privy, or which the person by their conduct contributed to or facilitated.
- 3.2.10 A person who has at any time been removed, or is suspended, from the management or control of any body under:
- a) section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990(f) (powers of the Court of Session to deal with the management of charities); or
 - b) section 34(5) or of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session to deal with the management of charities).

3.3 Chair

- 3.3.1 The ICB Chair is to be appointed by NHS England, with the approval of the Secretary of State.

- 3.3.2 In addition to criteria specified at 3.1, this member must fulfil the following additional eligibility criteria:
a) the Chair will be independent.
- 3.3.3 Individuals will not be eligible if:
a) they hold a role in another health and care organisation within the ICB geographical area.
b) any of the disqualification criteria set out in 3.2 apply.
- 3.3.4 The usual term of office for the Chair will be three years and the total number of terms a Chair may serve is three terms.
- 3.3.5 In the first instance, at the time of ICB establishment, the Chair will be appointed for four years.

3.4 Chief Executive

- 3.4.1 The Chief Executive will be appointed by and accountable to the Chair of NHS Cheshire and Merseyside with the approval of NHS England in accordance with any guidance issued by NHS England.
- 3.4.2 The appointment will be subject to the approval of NHS England in accordance with any procedure published by NHS England.
- 3.4.3 In addition to criteria specified at 3.1, the Chief Executive must fulfil the following additional eligibility criteria:
a) be an employee of NHS Cheshire and Merseyside or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act.
- 3.4.4 Individuals will not be eligible if:
a) any of the disqualification criteria set out in 3.2 apply.
b) subject to clause 3.4.3(a), they hold any other employment or executive role.

3.5 Partner Member(s) - NHS Trusts and Foundation Trusts

- 3.5.1 These Partner Members are jointly nominated by the NHS Trusts and/or Foundation Trusts which provide services for the purposes of the health service within the geographical area of NHS Cheshire and Merseyside and meet the forward plan condition or (if the forward plan condition is not met) the level of services provided condition. Those Trusts and Foundation Trusts are:
a) Alder Hey Children's NHS Foundation Trust;
b) Bridgewater Community Healthcare NHS Foundation Trust;
c) Cheshire and Wirral Partnership NHS Foundation Trust;
d) The Clatterbridge Cancer Centre NHS Foundation Trust;
e) Countess of Chester NHS Foundation Trust;
f) East Cheshire NHS Trust;
g) Liverpool Heart and Chest Hospital NHS Foundation Trust;
h) Liverpool University Hospitals NHS Foundation Trust;
i) Liverpool Women's Hospital NHS Foundation Trust;
j) Mersey Care NHS Foundation Trust;

- k) Mersey and West Lancashire Teaching Hospitals NHS Trust
- l) Mid Cheshire Hospital NHS Foundation Trust;
- m) North West Ambulance Service NHS Foundation Trust
- n) The Walton Centre NHS Foundation Trust;
- o) Wirral University Teaching Hospital NHS Foundation Trust;
- p) Wirral Community NHS Foundation Trust; and
- q) Warrington and Halton Hospitals NHS Foundation Trust.

3.5.2 These members must fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) be an Executive Director of one of the NHS Trusts or Foundation Trusts within the geographical area of NHS Cheshire and Merseyside.
- b) one shall have specific knowledge, skills and experience of the provision of acute or specialist services
- c) one shall have specific knowledge, skills and experience of the provision of mental health services such that the ICB complies with clause 2.2.4 of this constitution.
- d) any other criteria as may be set out in any NHS England guidance.
- e) any other criteria as may be agreed by NHS Cheshire and Merseyside.

3.5.3 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any other criteria as may be set out in any NHS England guidance apply.
- c) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply including:
 - i. Compliance with the ICB Board Member Appointments Policy.

3.5.4 These members will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one Non-Executive Board Member and be supported by an HR professional.

3.5.5 The appointment process will be as follows:

- a) NHS Cheshire and Merseyside will produce a role description and person specification for the roles. This will establish the requirement that the individual(s) must:
 - i) bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the board but they are not to act as delegates of those sectors; and
 - ii) have the skills, knowledge, experience and attributes required to fulfil the role of board Member
- b) NHS Cheshire and Merseyside will issue the role description and person specification to the Partner Member organisations listed at section 3.5.1 and establish a timeline for a selection and appointment process.
- c) Joint nomination:
 - when a vacancy arises, each eligible organisation listed at 3.5.1.a will be invited to make two nominations.
 - the nomination of an individual must be seconded by one other eligible organisation.

- eligible organisations may nominate individuals from their own organisation or another organisation
 - all eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within seven working days being deemed to constitute agreement. If they do agree, the list will be put forward to step d) below. If they do not, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.
- d) Assessment, selection, and appointment subject to approval of the Chair under e):
- the full list of nominees will be considered by a panel convened by the Chief Executive
 - the panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 3.5.2 and 3.5.3
 - in the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.
- e) Chair's approval:
- the Chair will determine whether to approve the appointment of the most suitable nominee as identified under d).
- 3.5.6 The term of office for this Partner Member will be three years, however appointments may be for a shorter period to allow future appointments to be staggered and support continuity of Board membership on the Board. There is no limit on the number of terms an individual may serve but there is no automatic reappointment and an appointment process will be undertaken at the end of each term.
- 3.5.7 The appointment/reappointment process will be initiated by the Chair who will engage with the individual on their continuing availability before the process set out in 3.5.4 - 3.5.5 is commenced.
- 3.6 Partner Member(s) - Providers of Primary Medical Services.**
- 3.6.1 These Partner Members are jointly nominated by providers of primary medical services for the purposes of the health service within the geographical area of NHS Cheshire and Merseyside, and that are primary medical services contract holders responsible for the provision of essential services, within core hours to a list of registered persons for whom the ICB has core responsibility.
- 3.6.2 The list of relevant providers of primary medical services for this purpose is published as part of the Corporate Governance Handbook. The list will be kept up to date but does not form part of this Constitution
- 3.6.3 These members must fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:
- a) any other criteria as may be set out in any NHS England guidance
 - b) any other criteria as may be agreed by NHS Cheshire and Merseyside, including a requirement that:

- i. at least one of the Cheshire and Merseyside Primary Medical Services members will meet the criteria of the Primary Medical Services Partner Member as a General Practitioner and:
 - a) hold a license to practice as a GP (on the GMC GP register) and be registered on the Performers List for England
 - b) be a current provider of such services (practicing in Cheshire and Merseyside and for a period of not less than the preceding 24 months); and
 - c) in accordance with b) work at least two sessions per week
- ii. one of the Cheshire and Merseyside Primary Medical Services members may be a practising primary care clinician or care professional¹ and:
 - a) be a current provider of services (practicing in Cheshire and Merseyside and for a period of not less than the preceding 24 months).

3.6.4 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any other criteria as may be set out in any NHS England guidance apply.
- c) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply, including:
 - i. compliance with the ICB Board Member Appointments Policy.

3.6.5 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one Non-Executive Board Member and be supported by an HR professional.

3.6.6 The appointment process will be as follows:

- a) NHS Cheshire and Merseyside will produce a role description and person specification for the roles. This will establish the requirement that the individual(s) must:
 - i) bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the board but they are not to act as delegates of those sectors; and
 - ii) have the skills, knowledge, experience and attributes required to fulfil the role of board Member
- b) NHS Cheshire and Merseyside will issue the role description and person specification to the Partner Member organisations listed at section 3.6.1 and establish a timeline for a selection and appointment process.
- c) Joint nomination:
 - when a vacancy arises, each eligible organisation described at 3.6.1 and listed in the Corporate Governance Handbook will be invited to make two nominations.
 - the nomination of an individual must be seconded by one other eligible organisation.

¹ Pharmacist, Physiotherapist, Dentist, Optometrist, Allied Health Professional, Social Care or other registered care professional

- eligible organisations may nominate individuals from their own organisation or another organisation.
 - all eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within seven working days being deemed to constitute agreement. If they do agree, the list will be put forward to step d) below. If they do not, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.
- d) Assessment, selection, and appointment subject to approval of the Chair under e)
- the full list of nominees will be considered by a panel convened by the Chief Executive
 - the panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 3.6.3 and 3.6.4
 - in the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.
- e) Chair's approval
- the Chair will determine whether to approve the appointment of the most suitable nominee as identified under d).

3.6.7 The term of office for this Partner Member will be three years, however appointments may be for a shorter period to allow future appointments to be staggered and support continuity of Board membership on the Board. There is no limit on the number of terms an individual may serve but there is no automatic reappointment and an appointment process will be undertaken at the end of each term.

3.6.8 The appointment / reappointment process will be initiated by the Chair who will engage with the individual on their continuing availability before the process set out in 3.6.4 - 3.6.5 is commenced.

3.7 Partner Member(s) - local authorities

3.7.1 These Partner Members are jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the geographical area of NHS Cheshire and Merseyside. Those local authorities are:

- a) Borough of Cheshire East
- b) Borough of Cheshire West and Chester
- c) Borough of Halton
- d) Borough of Knowsley
- e) City of Liverpool
- f) Borough of Sefton
- g) Borough of St Helens
- h) Borough of Warrington
- i) Borough of Wirral.

3.7.2 These members will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) be the Chief Executive or hold a relevant Executive level role of one of the bodies listed at 3.7.1.
- b) any other criteria as may be set out in any NHS England guidance.
- c) any other criteria as may be agreed by NHS Cheshire and Merseyside.

3.7.3 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any other criteria as may be set out in any NHS England guidance apply.
- c) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply including:
 - i. Compliance with the ICB Board Member Appointments Policy.

3.7.4 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one non-executive board Member and be supported by an HR professional.

3.7.5 The appointment process will be as follows:

- a) NHS Cheshire and Merseyside will produce a role description and person specification for the roles. This will establish the requirement that the individual(s) must:
 - i) bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the Board but they are not to act as delegates of those sectors; and
 - ii) have the skills, knowledge, experience and attributes required to fulfil the role of Board member.
- b) NHS Cheshire and Merseyside will issue the role description and person specification to the Partner Member organisations listed at section 3.7.1 and establish a timeline for a selection and appointment process.
- c) Joint Nomination:
 - when a vacancy arises, each eligible organisation listed at 3.7.1. will be invited to make two nominations.
 - the nomination of an individual must be seconded by one other eligible organisation.
 - eligible organisations may nominate individuals from their own organisation or another organisation
 - all eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within seven working days being deemed to constitute agreement. If they do agree, the list will be put forward to step d) below. If they do not, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.
- d) Assessment, selection, and appointment subject to approval of the Chair under e)
 - the full list of nominees will be considered by a panel convened by the Chief Executive
 - the panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is

initiated) and will confirm that nominees meet the requirements set out in clause 3.7.2 and 3.7.3

- in the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.

e) Chair's approval

- the Chair will determine whether to approve the appointment of the most suitable nominee as identified under d).

3.7.6 The term of office for this Partner Member will be three years, however appointments may be for a shorter period to allow future appointments to be staggered and support continuity of Board membership on the Board. There is no limit on the number of terms an individual may serve but there is no automatic reappointment and an appointment process will be undertaken at the end of each term.

3.7.7 The appointment / reappointment process will be initiated by the Chair who will engage with the individual on their continuing availability before the process set out in 3.7.4 - 3.7.5 is commenced.

3.8 Partner Member – Voluntary, Community, Faith and Social Enterprise Sector (VCFSE)

3.8.1 These Partner Members are jointly nominated by VCFSE organisations who provide services for the purposes of improving the health and care of the population of Cheshire and Merseyside.

3.8.2 These members will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) be the Chief Executive or hold a relevant senior leadership level role with significant experience of health and care in a VCFSE organisation as listed in 3.8.1.
- b) any other criteria as may be set out in any NHS England guidance.
- c) any other criteria as may be agreed by NHS Cheshire and Merseyside.

3.8.3 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any other criteria as may be set out in any NHS England guidance apply.
- c) any locally determined exclusion criteria agreed by the ICB apply including:
 - ii. Compliance with the ICB Board Member Appointments Policy.

3.8.4 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one Non-Executive Board Member and be supported by an HR professional.

3.8.5 The appointment process will be as follows:

- a) NHS Cheshire and Merseyside will produce a role description and person specification for the role. This will establish the requirement that the individual(s) must:

- i) bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the Board but they are not to act as delegates of those sectors; and
 - ii) have the skills, knowledge, experience and attributes required to fulfil the role of Board member.
- b) NHS Cheshire and Merseyside will issue the role description and person specification to the partner member organisations within scope as listed at section 3.8.1 and establish a timeline for a selection and appointment process.
- c) Joint Nomination:
- when a vacancy arises, each eligible organisation listed at 3.8.1. will be invited to make two nominations.
 - the nomination of an individual must be seconded by one other eligible organisation.
 - eligible organisations may nominate individuals from their own organisation or another organisation
 - all eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within seven working days being deemed to constitute agreement. If they do agree, the list will be put forward to step d) below. If they do not, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.
- d) Assessment, selection, and appointment subject to approval of the Chair under e)
- the full list of nominees will be considered by a panel convened by the Chief Executive
 - the panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 3.8.2 and 3.8.3
 - in the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.
- e) Chair's approval:
- the Chair will determine whether to approve the appointment of the most suitable nominee as identified under d).

3.8.6 The term of office for this Partner Member will be three years, however appointments may be for a shorter period to allow future appointments to be staggered and support continuity of Board membership on the Board. There is no limit on the number of terms an individual may serve but there is no automatic reappointment and an appointment process will be undertaken at the end of each term.

3.8.7 The appointment / reappointment process will be initiated by the Chair who will engage with the individual on their continuing availability before the process set out in 3.8.4 - 3.8.5 is commenced.

3.9 Medical Director

3.9.1 This member will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) be an employee of NHS Cheshire and Merseyside or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act.
- b) be a registered Medical Practitioner.
- c) any other criteria as may be set out in any NHS England guidance.
- d) any other criteria as may be agreed by NHS Cheshire and Merseyside, including:
 - i. be a member of a recognised professional body.

3.9.2 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any other criteria as may be set out in any NHS England guidance apply.
- c) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply including:
 - i. compliance with the ICB Board Member Appointments Policy.

3.9.3 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one non-executive Board Member and be supported by an HR professional.

3.10 Director of Nursing and Care

3.10.1 This member will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) be an employee of NHS Cheshire and Merseyside or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act.
- b) be a registered Nurse
- c) any other criteria as may be set out in any NHS England guidance.
- d) any other criteria as may be agreed by NHS Cheshire and Merseyside including:
 - i. be a member of a recognised professional body.

3.10.2 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply including:
 - i. compliance with the ICB Board Member Appointments Policy
- c) Any other criteria as may be set out in any NHS England guidance apply.

3.10.3 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one Non-Executive Board Member and be supported by an HR professional.

3.11 Director of Finance

3.11.1 This member will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) be an employee of NHS Cheshire and Merseyside or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act.
- b) any other criteria as may be set out in any NHS England guidance.
- c) any other criteria as may be agreed by NHS Cheshire and Merseyside, including:
 - i. be a member of a recognised professional body.

3.11.2 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply including:
 - i. compliance with the ICB Board Member Appointments Policy
- c) Any other criteria as may be set out in any NHS England guidance apply.

3.11.3 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one non-Executive Board Member and be supported by an HR professional.

3.12 Non-Executive Members

3.12.1 NHS Cheshire and Merseyside will appoint a minimum of two Non-Executive Members.

3.12.2 These members will be appointed by an ICB appointments panel subject to the approval of the Chair. Membership of the appointments panel should be determined by the Chair and Chief Executive but must include at least one Non-Executive Board member and be supported by an HR professional.

3.12.3 These members will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) not be employee of NHS Cheshire and Merseyside or a person seconded to the ICB.
- b) not hold a role in another health and care organisation in the ICS area.
- c) one shall have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Audit Committee.
- d) another should have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Remuneration Committee.
- e) meet the requirements as set out in the Non-Executive Member Person Specification
- f) any other criteria as may be set out in any NHS England guidance.
- g) any other criteria as may be agreed by NHS Cheshire and Merseyside.

3.12.4 Individuals will not be eligible if:

- a) any of the disqualification criteria set out in 3.2 apply.
- b) they hold a role in another health and care organisation within the ICB area.

- c) any locally determined exclusion criteria agreed by NHS Cheshire and Merseyside apply including:
 - i. compliance with the ICB Board Member Appointments Policy.
 - d) any other criteria as may be set out in any NHS England guidance apply.
- 3.12.5 The term of office for a Non-Executive member will be three years however appointments may be for a shorter period to allow future appointments to be staggered and support continuity of Board membership on the Board. The total number of terms an individual may serve is three (up to a total of nine years).
- 3.12.6 Subject to satisfactory appraisal the Chair may approve the re-appointment of a Non-Executive Member up to the maximum number of terms permitted for their role.
- 3.12.7 One of the Non-Executive Members, other than the Chair of the Audit Committee, will be appointed to the position of Deputy Chair of the ICB Board. Appointment to the position of Deputy Chair will be undertaken by the Chair following an application and interview process. The term of office will be agreed with the Chair and individual and will be in line with the existing agreed term of the individual. A key role for the Deputy Chair will be to undertake the appraisal of the ICB Chair and to collate the multi-stakeholder feedback for the Regional NHS England Director to undertake and sign off the appraisal conversation. It is also expected that the Deputy Chair will take responsibility for ensuring the compliance of the Chair with the Fit and Proper Person Test and making the return to the Regional NHS England Director for their sign-off.
- 3.13 Board members: removal from office.**
- 3.13.1 Arrangements for the removal from office of Board members is subject to the term of appointment, and application of the relevant policies and procedures of NHS Cheshire and Merseyside. In accordance with 3.12.3, the Chief Executive may suspend the membership of any Board Member other than the Chair if they believe any of the criteria outlined at 3.12.3 apply. If any of these criteria apply to the Chair, the Chief Executive shall inform NHS England which shall determine the necessary steps to suspend the Chair and undertake any necessary investigation.
- 3.13.2 With the exception of the Chair, Board Members shall be removed from office if any of the following occurs:
- a) if they no longer fulfil the requirements of their role or become ineligible for their role as set out in this Constitution, regulations or guidance
 - b) if they fail to attend a minimum of 50% of the meetings to which they are invited over a six-month period unless agreed with the Chair in extenuating circumstances
 - c) if they are deemed to not meet the expected standards of performance at their annual appraisal
 - d) if they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of NHS Cheshire and Merseyside and is likely to bring the ICB into disrepute. This includes but is not limited to dishonesty; misrepresentation (either knowingly or

fraudulently); defamation of any Board or employees of NHS Cheshire and Merseyside (being slander or libel); abuse of position; non-declaration of a known conflict of interest; seeking to manipulate a decision of the ICB in a manner that would ultimately be in favour of that member whether financially or otherwise

- e) if they are deemed to have failed to uphold the Nolan Principles of Public Life
- f) if they are subject to disciplinary action by a regulator or professional body.

3.13.3 Members may be suspended pending the outcome of an investigation into whether any of the matters in 3.12.2 apply. Such investigations will be undertaken by a Panel convened by the Chief Executive and Chair, the membership of which must include an HR professional. The outcome of any such investigation will be reported to the Board of NHS Cheshire and Merseyside for approval.

3.13.4 Executive Directors (including the Chief Executive) will cease to be Board Members if their employment in their specified role ceases, regardless of the reason for termination of the employment.

3.13.5 The Chair of NHS Cheshire and Merseyside may be removed by NHS England, subject to the approval of the Secretary of State.

3.13.6 If NHS England is satisfied that NHS Cheshire and Merseyside is failing or has failed to discharge any of its functions or that there is a significant risk that the ICB will fail to do so, it may:

3.13.6.1 terminate the appointment of the ICB's Chief Executive; and

3.13.6.2 direct the chair of the ICB as to which individual to appoint as a replacement and on what terms.

3.14 Terms of appointment of Board members

3.14.1 With the exception of the Chair, arrangements for remuneration and any allowances will be agreed by the ICB Remuneration Committee in line with the ICB remuneration policy and any other relevant policies published at www.cheshireandmerseyside.nhs.uk and any guidance issued by NHS England or other relevant body. Remuneration for Chairs will be set by NHS England. Remuneration for Non-Executive Members will be set by Remuneration Committee members other than the Non-Executive Members of the ICB.

3.14.2 Other terms of appointment will be determined by the Remuneration Committee.

3.14.3 Terms of appointment of the Chair will be determined by NHS England.

4 Arrangements for the exercise of our functions.

4.1 Good governance

4.1.1 NHS Cheshire and Merseyside will, at all times, observe generally accepted principles of good governance. This includes the Nolan Principles of Public Life and any governance guidance issued by NHS England.

4.1.2 NHS Cheshire and Merseyside has agreed standards of business conduct which set out the expected behaviours that members of the Board and its committees will uphold whilst undertaking ICB business. It also includes a set of principles that will guide decision making in the ICB. The ICB Standards of Business Conduct Policy is published in the Corporate Governance Handbook.

4.2 General

4.2.1 NHS Cheshire and Merseyside will:

- a) comply with all relevant laws including but not limited to the 2006 Act and the duties prescribed within it and any relevant regulations;
- b) comply with directions issued by the Secretary of State for Health and Social Care;
- c) comply with directions issued by NHS England;
- d) have regard to statutory guidance including that issued by NHS England;
- e) take account, as appropriate, of other documents, advice and guidance issued by relevant authorities, including that issued by NHS England; and
- f) respond to reports and recommendations made by local Healthwatch organisations within the ICB area.

4.2.2 NHS Cheshire and Merseyside will develop and implement the necessary systems and processes to comply with (a)-(f) above, documenting them as necessary in this Constitution, its Corporate Governance Handbook and other relevant policies and procedures as appropriate.

4.3 Authority to act

4.3.1 NHS Cheshire and Merseyside is accountable for exercising its statutory functions and may grant authority to act on its behalf to:

- a) any of its members or employees.
- b) a committee or sub-committee of NHS Cheshire and Merseyside.

4.3.2 Under section 65Z5 of the 2006 Act, NHS Cheshire and Merseyside may arrange with another ICB, an NHS Trust, NHS Foundation Trust, NHS England, a Local Authority, Combined Authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that other body or for the functions of that other body to be exercised by or jointly with the ICB. Where NHS Cheshire and Merseyside and other body(s) enters such arrangements, they may also arrange for the functions in question to be exercised by a joint committee of theirs and/or for the establishment of a pooled fund to fund those functions (section 65Z6). In addition, under section 75 of the 2006 Act, NHS Cheshire and Merseyside may enter partnership arrangements with a local authority under which the local authority exercises specified ICB functions or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund.

4.3.3 Where arrangements are made under section 65Z5 or section 75 of the 2006 Act the Board of NHS Cheshire and Merseyside must authorise the arrangement, which must be described as appropriate in the SoRD.

4.4 Scheme of Reservation and Delegation

4.4.1 NHS Cheshire and Merseyside has agreed a scheme of reservation and delegation (SoRD) which is published in full at www.cheshireandmerseyside.nhs.uk

4.4.2 Only the Board of NHS Cheshire and Merseyside may agree the SoRD and amendments to the SoRD may only be approved by the Board.

4.4.3 The SoRD sets out:

- a) those functions that are reserved to the Board of NHS Cheshire and Merseyside;
- b) those functions that have been delegated to an individual or to committees and sub committees of NHS Cheshire and Merseyside; and
- c) those functions delegated to another body or to be exercised jointly with another body, under section 65Z5 and 65Z6 of the 2006 Act.

4.4.4 NHS Cheshire and Merseyside remains accountable for all of its functions, including those that it has delegated. All those with delegated authority are accountable to the Board for the exercise of their delegated functions.

4.5 Functions and Decision Map

4.5.1 NHS Cheshire and Merseyside has prepared a Functions and Decision Map which sets out at a high level its key functions and how it exercises them in accordance with the SoRD.

4.5.2 The Functions and Decision Map is published at www.cheshireandmerseyside.nhs.uk

4.5.3 The map includes:

- a) key functions reserved to the Board of NHS Cheshire and Merseyside;
- b) commissioning functions delegated to committees and individuals;
- c) commissioning functions delegated under section 65Z5 and 65Z6 of the 2006 Act to be exercised by, or with, another ICB, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; and
- d) functions delegated to NHS Cheshire and Merseyside (for example, from NHS England).

4.6 Committees and sub-committees

4.6.1 NHS Cheshire and Merseyside may appoint committees and arrange for its functions to be exercised by such committees. Each committee may appoint sub-committees and arrange for the functions exercisable by the committee to be exercised by those sub-committees.

- 4.6.2 All committees are listed in the SoRD. Sub-committees with delegated decision making authority will also be listed in the SORD.
- 4.6.3 Each committee established by the Board of NHS Cheshire and Merseyside operates under terms of reference agreed by the Board. All terms of reference are published in the Corporate Governance Handbook. All sub-committee terms of reference will need to be agreed by the relevant Committee of the Board.
- 4.6.4 NHS Cheshire and Merseyside remains accountable for all functions, including those that it has delegated to committees and subcommittees and therefore, appropriate reporting and assurance arrangements are in place and documented in terms of reference. All committees and sub committees that fulfil delegated functions of the ICB, will be required to:
- a) submit regular reports of their business to the Board or Committees of NHS Cheshire and Merseyside.
 - b) make minutes of their meetings available to the ICB.
 - c) prepare an annual report outlining how it has delivered its responsibilities and submit this to the ICB.
- 4.6.5 Any committee or sub-committee established in accordance with clause 4.6 may consist of, or include, persons who are not Board Members or employees of NHS Cheshire and Merseyside.
- 4.6.6 All members of committees and sub-committees that exercise the commissioning functions of NHS Cheshire and Merseyside will be approved by the Chair. The Chair will not approve an individual to such a committee or sub-committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise
- 4.6.7 All members of committees and sub-committees are required to act in accordance with this Constitution, including the standing orders as well as the Standing Financial Instructions and any other relevant NHS Cheshire and Merseyside policy.
- 4.6.8 The following statutory committees will be maintained:
- a) **Audit Committee:** This committee is accountable to the Board of NHS Cheshire and Merseyside and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The committee is responsible for arranging appropriate internal and external audit. The Audit Committee will be chaired by a Non-Executive Member of NHS Cheshire and Merseyside (other than the Chair and Deputy Chair of the ICB) who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters.
 - b) **Remuneration Committee:** This committee is accountable to the Board of NHS Cheshire and Merseyside for matters relating to remuneration, fees and

other allowances (including pension schemes) for employees and other individuals who provide services to the ICB.

The Remuneration Committee will be chaired by a Non-Executive Member of NHS Cheshire and Merseyside other than the Chair or the Chair of Audit Committee.

4.6.9 The terms of reference for each of the above committees are published in the Corporate Governance Handbook.

4.6.10 The Board of NHS Cheshire and Merseyside has also established a number of other committees to assist it with the discharge of its functions. These committees are set out in the SoRD and further information about these committees, including terms of reference, are published in the Corporate Governance Handbook.

4.7 Delegations made under section 65Z5 of the 2006 Act

4.7.1 As per 4.3.2 NHS Cheshire and Merseyside may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other relevant bodies (another ICB, NHS England, an NHS Trust, NHS Foundation Trust, Local Authority, Combined Authority or any other prescribed body).

4.7.2 All delegations made under these arrangements are set out in the NHS Cheshire and Merseyside Scheme of Reservation and Delegation (SoRD) and included in the Functions and Decision Map.

4.7.3 Each delegation made under section 65Z5 of the Act will be set out in a delegation arrangement which sets out the terms of the delegation. This may, for joint arrangements, include establishing and maintaining a pooled fund. The power to approve delegation arrangements made under this provision will be reserved to the Board of NHS Cheshire and Merseyside.

4.7.4 The Board of NHS Cheshire and Merseyside remains accountable for all the ICB's functions, including those that it has delegated and therefore, appropriate reporting and assurance mechanisms are in place as part of agreeing terms of a delegation and these are detailed in the delegation arrangements, summaries of which will be published in the Corporate Governance Handbook.

4.7.5 In addition to any formal joint working mechanisms, NHS Cheshire and Merseyside may enter into strategic or other transformation discussions with its partner organisations on an informal basis.

5 Procedures for making decisions

5.1 Standing Orders

5.1.1 NHS Cheshire and Merseyside has agreed a set of standing orders which describe the processes that are employed to undertake its business. They include procedures for:

- conducting the business of the ICB;
- the procedures to be followed during meetings; and
- the process to delegate functions.

5.1.2 The Standing Orders apply to all committees and sub-committees of NHS Cheshire and Merseyside unless specified otherwise in terms of reference which have been agreed by the Board of NHS Cheshire and Merseyside.

5.1.3 A full copy of the Standing Orders is included in Appendix 2 and form part of this Constitution.

5.2 Standing Financial Instructions (SFIs)

5.2.1 NHS Cheshire and Merseyside has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD.

5.2.2 A copy of the SFIs is published at www.cheshireandmerseyside.nhs.uk.

6 Arrangements for conflict of interest management and standards of business conduct

6.1 Conflicts of interest

- 6.1.1 As required by section 14Z30 of the 2006 Act, NHS Cheshire and Merseyside has made arrangements to manage any actual and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without being unduly influenced by external or private interest and do not, (and do not risk appearing to) affect the integrity of the ICB's decision-making processes.
- 6.1.2 NHS Cheshire and Merseyside has agreed policies and procedures for the identification and management of conflicts of interest which are published on the website at www.cheshireandmerseyside.nhs.uk
- 6.1.3 All Board, committee and sub-committee members, and employees of NHS Cheshire and Merseyside, will comply with the ICB policy on conflicts of interest in line with their terms of office and/ or employment. This will include but not be limited to declaring all interests on a register that will be maintained by NHS Cheshire and Merseyside.
- 6.1.4 All delegation arrangements made by NHS Cheshire and Merseyside under Section 65Z5 of the 2006 Act will include a requirement for transparent identification and management of interests and any potential conflicts in accordance with suitable policies and procedures comparable with those of the ICB.
- 6.1.5 Where an individual, including any individual directly involved with the business or decision-making of NHS Cheshire and Merseyside and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this Constitution, the Conflicts of interest Policy and the Standards of Business Conduct Policy.
- 6.1.6 NHS Cheshire and Merseyside has appointed one of its Non-Executive Members to be the Conflicts of Interest Guardian. In collaboration with the ICB's most senior governance lead, their role is to:
- a) act as a conduit for members of the public and members of the partnership who have any concerns with regards to conflicts of interest;
 - b) be a safe point of contact for employees or workers to raise any concerns in relation to conflicts of interest;
 - c) support the rigorous application of conflict of interest principles and policies;
 - d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation; and
 - e) Provide advice on minimising the risks of conflicts of interest.

6.2 Principles

- 6.2.1 In discharging its functions NHS Cheshire and Merseyside will abide by the following principles. All NHS Cheshire and Merseyside staff and members will:
- a) comply with the requirements of the NHS Constitution and NHS Cheshire and Merseyside Constitution and be aware of the responsibilities outlined within them;
 - b) act in good faith and in the interests of the Cheshire and Merseyside ICS – including NHS Cheshire and Merseyside and place-based partnerships;
 - c) adhere to the ‘Seven Principles of Public Life (the Nolan Principles), and the NHS Code of Conduct and Code of Accountability (2004)², maintaining strict ethical standards; and
 - d) comply with NHS Cheshire and Merseyside policies on Business Conduct and managing Conflicts of Interest.

6.3 Declaring and registering interests

- 6.3.1 NHS Cheshire and Merseyside maintains registers of the interests of:
- a) members of the Board of NHS Cheshire and Merseyside.
 - b) members of NHS Cheshire and Merseyside committees and sub-committees
 - c) its employees.
- 6.3.2 In accordance with section 14Z30(2) of the 2006 Act registers of interest are published at www.cheshireandmerseyside.nhs.uk
- 6.3.3 All relevant persons as per 6.1.3 and 6.1.5 must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB’s commissioning functions.
- 6.3.4 Declarations should be made as soon as reasonably practicable after the person becomes aware of the conflict or potential conflict and in any event within 28 days. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.
- 6.3.5 All declarations will be entered in the registers as per 6.3.1.
- 6.3.6 NHS Cheshire and Merseyside will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually.
- 6.3.7 Interests (including gifts and hospitality) of decision-making staff will remain on the public register for a minimum of six months. In addition, the ICB will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The ICB’s published register of interests states that historic interests are retained by the ICB for the specified timeframe and details of whom to contact to submit a request for this information.
- 6.3.8 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the ICB policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.4 Standards of business conduct

6.4.1 Board members, employees, committee and sub-committee members of NHS Cheshire and Merseyside will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:

- a) act in good faith and in the interests of the ICB;
- b) follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the Nolan Principles); and
- c) comply with the ICB Standards of Business Conduct Policy, and any requirements set out in the policy for managing conflicts of interest.

6.4.2 Board Members are expected to commit to:

- a) the values of the NHS Constitution.
- b) promoting equality, diversity, inclusion
- c) promoting human rights in the treatment of patients and service users, their families and carers, the community, colleagues and staff, and in the design and delivery of services for which they are responsible.
- d) acting strategically while being informed by operational context.
- e) being open to challenge and when challenging delivering this in a supportive way.
- f) acting in a supportive and empowering way.
- g) being approachable and open.

6.4.3 Individuals contracted to work on behalf of NHS Cheshire and Merseyside or otherwise providing services or facilities to the ICB will be made aware of their obligation to declare conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the ICB's Standards of Business Conduct Policy.

7 Arrangements for ensuring accountability and transparency

7.1.1 The ICB will demonstrate its accountability to local people, stakeholders and NHS England in a number of ways, including by upholding the requirement for transparency in accordance with paragraph 12(2) of Schedule 1B to the 2006 Act.

7.2 Principles

7.2.1 The ICB will:

- publish its intentions and operating procedures for involving people and communities.
- involve people and communities in commissioning services for NHS patients, in accordance with our duties under section 14Z2 of the 2006 Act, and as set out in more detail in the ICB's Engagement and Communications strategy.
- undertake and oversee public consultation in line with legal duties.

7.3 Meetings and publications

7.3.1 NHS Cheshire and Merseyside Board and committee meetings which are composed entirely of Board members or which include all Board members will be held in public except where a resolution is agreed to exclude the public on the grounds that it is believed to not be in the public interest.

7.3.2 Papers and minutes of all meetings held in public will be published.

7.3.3 Annual accounts will be externally audited and published.

7.3.4 A clear complaints process will be published.

7.3.5 NHS Cheshire and Merseyside will comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the ICB.

7.3.6 Information will be provided to NHS England as required.

7.3.7 The Constitution and Corporate Governance Handbook will be published as well as other key documents including but not limited to:

- Standards of Business Conduct Policy
- Conflicts of interest policy and procedures
- Registers of interests
- Scheme of Reservation and Delegation
- Key policies.

7.3.8 NHS Cheshire and Merseyside will publish, with our partner NHS Trusts and NHS Foundation Trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years. The plan will explain how NHS Cheshire and Merseyside proposes to discharge its duties under:

- section 14Z34 to 14Z45 (general duties of integrated care boards), and

- sections 223GB and 223N (financial duties).
- and
- proposed steps to implement the Cheshire East, Cheshire West and Chester;; Halton; Knowsley; Liverpool City; Sefton; St Helens; Warrington and Wirral joint local health and wellbeing strategies.

7.4 Scrutiny and decision-making

7.4.1 Non-Executive Members will be appointed to the Board of NHS Cheshire and Merseyside including the Chair; and all of NHS Cheshire and Merseyside's Board and committee members will comply with the Nolan Principles of Public Life and meet the criteria described in the Fit and Proper Person Regulation.

7.4.2 Healthcare services will be arranged in a transparent way, and decisions around who provides services will be made in the best interests of patients, taxpayers and the population, in line with the rules set out in the NHS Provider Selection Regime.

7.4.3 NHS Cheshire and Merseyside will comply with the requirements of the NHS Provider Selection Regime, and will comply with existing procurement rules until the Provider Selection Regime comes into effect including:

- a) following NHS policy
- b) promoting the NHS and its statutory partners.
- c) achieving best value.
- d) delivering for Cheshire and Merseyside while utilising and drawing upon the expertise within the ICS and securing the best possible outcomes for residents.

7.4.4 NHS Cheshire and Merseyside will comply with local authority health overview and scrutiny requirements.

7.5 Annual Report

7.5.1 NHS Cheshire and Merseyside will publish an annual report in accordance with any guidance published by NHS England and which sets out how it has discharged its functions and fulfilled its duties in the previous financial year. An annual report must in particular:

- a) explain how the ICB has discharged its duties under section 14Z34 to 14Z45 and 14Z49 (general duties of integrated care boards)
- b) review the extent to which the ICB has exercised its functions in accordance with the plans published under section 14Z52 (forward plan) and section 14Z56 (capital resource use plan)
- c) review the extent to which the ICB has exercised its functions consistently with NHS England's views set out in the latest statement published under section 13SA(1) (views about how functions relating to inequalities information should be exercised), and
- d) review any steps that the ICB has taken to implement any joint local health and wellbeing strategy to which it was required to have regard under section 116B(1) of the Local Government and Public Involvement in Health Act 2007

8 Arrangements for determining the terms and conditions of employees.

- 8.1.1 NHS Cheshire and Merseyside may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.
- 8.1.2 The Board of NHS Cheshire and Merseyside has established a Remuneration Committee which is chaired by a Non-Executive Member other than the Chair or Audit Chair.
- 8.1.3 The membership of the Remuneration Committee is determined by the Board. Committee members must never consider their own remuneration or allowances so the committee membership must be sufficiently broad to enable it to operate while effectively managing such conflicts of interest. No employees may be a member of the Remuneration Committee but the Board ensures that the Remuneration Committee has access to appropriate advice by:
- a) ICB HR team or their suppliers.
 - b) Independent HR advisers being in attendance to support the committee.
- 8.1.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board of NHS Cheshire and Merseyside.
- 8.1.5 The main purpose of the Remuneration Committee is to exercise the functions of the ICB regarding remuneration included in paragraphs 18 to 20 of Schedule 1B to the 2006 Act. The terms of reference agreed by the Board are published at www.cheshireandmerseyside.nhs.uk
- 8.1.6 The duties of the Remuneration Committee include:
- a) setting the ICB pay policy (or equivalent) and standard terms and conditions;
 - b) making arrangements to pay employees such remuneration and allowances as it may determine;
 - c) setting remuneration and allowances for members of the board;
 - d) setting any allowances for members of NHS Cheshire and Merseyside committees or sub-committees who are not members of the Board;
 - e) consideration of the evaluation and appraisal of the Executive Directors;
 - f) consideration and approval of any severance payments on termination of office;
 - g) ensuring compliance with the requirements for disclosure of directors' remuneration in the annual report and accounts; and
 - h) any other relevant duties.
- 8.1.7 NHS Cheshire and Merseyside may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

9 Arrangements for public involvement

- 9.1.1 In line with section 14Z45(2) of the 2006 Act NHS Cheshire and Merseyside has made arrangements to secure that individuals to whom services which are, or are to be, provided pursuant to arrangements made by the ICB in the exercise of its functions, and their carers and representatives, are involved (whether by being consulted or provided with information or in other ways) in:
- a) the planning of the commissioning arrangements by the ICB
 - b) the development and consideration of proposals by the ICB for changes in the commissioning arrangements where the implementation of the proposals would have an impact on the manner in which the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them
 - c) decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.
- 9.1.2 In line with section 14Z54 of the 2006 Act NHS Cheshire and Merseyside has made the following arrangements to consult its population on its system plan:
- a) engagement with local Healthwatch.
 - b) engagement with the Voluntary, Community, Faith and Social Enterprise Sector.
 - c) public engagement via Place-based communications and engagement networks.
 - d) engagement with Health and Wellbeing Boards and Local Authority Health Scrutiny Committees.
- 9.1.3 NHS Cheshire and Merseyside has adopted the ten principles set out by NHS England for working with people and communities:
- a) put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS.
 - b) start engagement early when developing plans and feed back to people and communities how it has influenced activities and decisions.
 - c) understand your community's needs, experience and aspirations for health and care, using engagement to find out if change is having the desired effect.
 - d) build relationships with excluded groups – especially those affected by inequalities.
 - e) work with Healthwatch and the voluntary, community and social enterprise sector as key partners.
 - f) provide clear and accessible public information about vision, plans and progress to build understanding and trust.
 - g) use community development approaches that empower people and communities, making connections to social action.
 - h) use co-production, insight and engagement to achieve accountable health and care services.
 - i) co-produce and redesign services and tackle system priorities in partnership with people and communities.
 - j) learn from what works and build on the assets of all partners in the ICS – networks, relationships, activity in local places.

9.1.4 These principles will be used when developing and maintaining arrangements for engaging with people and communities.

9.1.5 These arrangements, include collaborating with ICS system partners to develop appropriate mechanisms for the involvement of people and communities such as but not limited to:

- ICS wide and Place-Based Citizens' Panels;
- experts-by-Experience and Patient Leadership roles;
- Health Champions' networks;
- engagement forums; and
- co-production groups.

Appendix 1: Definitions of terms used in this Constitution

2006 Act	National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022
Area	The geographical area that the ICB has responsibility for, as defined in part 2 of this constitution
Committee	A committee created and appointed by the ICB board.
Director of Nursing and Care	The ICB role that satisfies the requirement for a “Director of Nursing” as stated at section 2.1.5
Health Care Professional	An individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002.
Health Service Body	Health service body as defined by section 9(4) of the NHS Act 2006 or (b) NHS Foundation Trusts.
ICB Board	Board of NHS Cheshire and Merseyside Integrated Care Board
Integrated Care Partnership	The joint committee for the ICB’s area established by the ICB and each responsible local authority whose area coincides with or falls wholly or partly within the ICB’s area.
NHS Cheshire and Merseyside	The name of the Integrated Care Board covering the geographical area of Cheshire and Merseyside and its nine places within
Ordinary Member	The Board of the ICB will have a Chair and a Chief Executive plus other members. All other members of the Board are referred to as Ordinary Members.
Place-Based Partnership	Place-based partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community. They involve as a minimum representatives of the Integrated Care Board, local government and providers of health and care services, including the voluntary, community, faith and social enterprise sector, people and communities, as well as primary care provider leadership, represented by Primary Care Network clinical directors or other relevant primary care leaders.

<p>Partner Member</p>	<p>Some of the Ordinary Members will also be known as Partner Members. Partner Members bring knowledge and a perspective from their sectors and are appointed in accordance with the procedures set out in Section 3 having been nominated by the following:</p> <ul style="list-style-type: none"> • NHS trusts and foundation trusts who provide services within the ICB's area and are of a prescribed description • the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description • the local authorities which are responsible for providing Social Care and whose area coincides with or includes the whole or any part of the ICB's area. • organisations from the Voluntary, Community, Faith and Social Enterprise (VCFSE) Sector who provide services for the purposes of improving the health and care of the population of Cheshire and Merseyside.
<p>Sub-Committee</p>	<p>A committee created and appointed by and reporting to a committee of the ICB</p>

Appendix 2: Standing Orders

1. Introduction

- 1.1. These Standing Orders have been drawn up to regulate the proceedings of NHS Cheshire and Merseyside Integrated Care Board ('NHS Cheshire and Merseyside') so that NHS Cheshire and Merseyside can fulfil its obligations as set out largely in the 2006 Act (as amended). They form part of Constitution of NHS Cheshire and Merseyside.

2. Amendment and review

- 2.1. The Standing Orders are effective from 1 July 2022.
- 2.2. Standing Orders will be reviewed on an annual basis or sooner if required.
- 2.3. Amendments to these Standing Orders will be made as per section 1.6 of the Constitution.
- 2.4. All changes to these Standing Orders will require an application to NHS England for variation to the ICB Constitution and will not be implemented until the Constitution has been approved.

3. Interpretation, application and compliance

- 3.1. Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the ICB Constitution and as per the definitions in Appendix 1.
- 3.2. These standing orders apply to all meetings of the Board of NHS Cheshire and Merseyside, including its committees and sub-committees unless otherwise stated. All references to Board are inclusive of committees and sub-committees unless otherwise stated.
- 3.3. All members of the Board, members of committees and sub-committees and all employees of NHS Cheshire and Merseyside, should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.
- 3.4. In the case of conflicting interpretation of the Standing Orders, the ICB Chair, supported with advice from the ICB's senior governance lead, will provide a settled view which shall be final.
- 3.5. All members of the board, its committees and sub-committees and all employees of NHS Cheshire and Merseyside have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.
- 3.6. If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the

circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of NHS Cheshire and Merseyside for action or ratification and the Audit Committee for review.

4. Meetings of the Board of NHS Cheshire and Merseyside

4.1. Calling Board meetings

- 4.1.1. Meetings of the Board of NHS Cheshire and Merseyside shall be held at regular intervals at such times and places as the ICB may determine.
- 4.1.2. In normal circumstances, each member of the Board of NHS Cheshire and Merseyside will be given not less than one month's notice in writing of any meeting to be held. However:
 - a) the Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.
 - b) a majority of the members of the Board of NHS Cheshire and Merseyside may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within seven calendar days of such a request being presented, the board members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the board specifying the matters to be considered at the meeting.
 - c) in emergency situations the Chair may call a meeting with two days' notice by setting out the reason for the urgency and the decision to be taken.
- 4.1.3. A public notice of the time and place of meetings to be held in public and how to access the meeting shall be given by posting it at the offices of NHS Cheshire and Merseyside and electronically at least three clear days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.
- 4.1.4. The agenda and papers for meetings to be held in public will be published electronically in advance of the meeting excluding, if thought fit, any item likely to be addressed in part of a meeting is not likely to be open to the public.

4.2. Chair of a meeting

- 4.2.1 The Chair of the ICB shall preside over meetings of the Board of NHS Cheshire and Merseyside.
- 4.2.2 If the Chair is absent, or is disqualified from participating by a conflict of interest, the Deputy Chair of the ICB Board will take on the role and responsibility of chairing the Board meeting or agenda item in question. The Deputy Chair will not be expected to undertake the other duties of the ICB Chair when deputising in this way. If both the Chair and Deputy Chair are disqualified at the same time from participating by a conflict of interest the one of the other Non-Executive members on the ICB board other than the Audit Committee Chair will take on the role and responsibility of chairing the Board meeting or agenda item in question.

4.2.3 The Board of NHS Cheshire and Merseyside shall appoint a Chair to all committees and sub-committees that it has established. The appointed committee or sub-committee Chair will preside over the relevant meeting. Terms of reference for committees and sub-committees will specify arrangements for occasions when the appointed Chair is absent.

4.3. Agenda, supporting papers and business to be transacted

4.3.1 The agenda for each meeting will be drawn up and agreed by the Chair of the meeting.

4.3.2 Except where the emergency provisions apply, supporting papers for all items must be submitted at least seven calendar days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Board at least five calendar days before the meeting.

4.3.3 Agendas and papers for meetings open to the public, including details about meeting dates, times and venues, will be published on the ICB’s website at www.cheshireandmerseyside.nhs.uk

4.4. Petitions

4.4.1 NHS Cheshire and Merseyside welcomes petitions and recognises that petitions are one way in which the citizens of Cheshire and Merseyside and those accessing services commissioned by NHS Cheshire and Merseyside can let us know of their concerns. The ICB will treat as a petition any communication which is signed by or sent to it on behalf of a number of people and which relates specifically to services that the ICB is responsible for commissioning. For practical purposes, the ICB sets the following requirements before considering a valid petition:

Category	Brief Description	Signatory Threshold
Ordinary petition	A petition requesting action by the ICB	1,000
Petition requiring response	Any petition above a set threshold which requests an action or response by the Executive Team of NHS Cheshire and Merseyside	10,000
Petition requiring debate	Any petition above a set threshold which will require the petition to be considered for debate at the next available meeting of the Board or System Primary care Committee of NHS Cheshire and Merseyside	50,000

4.4.2 Written petitions can be sent to: Board Secretary, NHS Cheshire and Merseyside, No1 Lakeside, Centre Park, Warrington, WA1 1QY.

4.5. Nominated deputies

4.5.1 With the permission of the person presiding over the meeting, the Executive Director Members and regular participants may nominate a deputy to attend a

meeting of the Board of NHS Cheshire and Merseyside that they are unable to attend. Executive Director Members and regular participants should inform the Chair of their intention to nominate a deputy and should ensure that any such deputy is suitably briefed and qualified to act in that capacity. For Executive Director Members on the Board the deputy may speak and vote on their behalf.

- 4.5.2 The decision of the person presiding over the meeting regarding authorisation of nominated deputies is final.

4.6. Virtual attendance at meetings

- 4.6.1 Use of video, telephone or other electronic communication means to conduct meetings of the Board of NHS Cheshire and Merseyside, its committees and sub-committees are permissible with prior agreement of the Chair of the meeting. The Chair of the meeting will take into account the difficulties that might be posed to ensure proper access by attendees to the meeting should it, on occasion, be necessary to hold remote meetings and will make adjustments where possible.

4.7. Quorum

- 4.7.1 The quorum for meetings of the Board of NHS Cheshire and Merseyside will be a majority of members (eight), including:
- a) the Chair and Chief Executive or their designated deputies;
 - b) at least one Executive Director (in addition to the Chief Executive or their nominated deputy);
 - c) at least one Non-Executive Member;
 - d) at least one Partner Member; and
 - e) at least one member who has a clinical background or qualification.
- 4.7.2 For the sake of clarity:
- a) no person can act in more than one capacity when determining the quorum.
 - b) an individual who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interest, shall no longer count towards the quorum as outlined in 4.7.1 (or the figure required to achieve a majority in accordance with 4.9.2, should that be required).
- 4.7.3 For all committees and sub-committees of NHS Cheshire and Merseyside, the details of the quorum for these meetings and status of deputies are set out in the appropriate terms of reference.

4.8. Vacancies and defects in appointments

- 4.8.1 The validity of any act of the ICB Board is not affected by any vacancy among members of the Board of NHS Cheshire and Merseyside or by any defect in the appointment of any member.
- 4.8.2 In the event of vacancy or defect in appointment the following temporary arrangement for quorum will apply:

- the Chair, in agreement with at least one Non-Executive Board Member, may nominate a suitably qualified / experienced person to cover a vacant position on the Board until a full selection and appointment process can be undertaken.
- any such nomination shall be subject to endorsement by the Board.
- should there be a vacancy in the Chair position, the ICB shall seek approval from NHS England to appoint a suitably qualified / experienced person to cover the position on the board until a full selection and appointment process can be undertaken.

4.9. Decision-making

4.9.1 NHS Cheshire and Merseyside has agreed to use a collective model of decision-making that seeks to find consensus between system partners and make decisions based on unanimity as the norm, including working through difficult issues where appropriate.

4.9.2 Generally it is expected that decisions of the ICB Board will be reached by consensus. Should this not be possible then a vote will be required. The process for voting, which should be considered a last resort, is set out below:

- a) all members of the Board of NHS Cheshire and Merseyside who are present at the meeting and are not precluded from taking part in a decision by reason of a conflict of interest will be eligible to cast one vote each.
- b) in no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
- c) for the sake of clarity, any additional participants and observers (as detailed within paragraph 5.6. of the Constitution) will not have voting rights.
- d) a resolution will be passed if more votes are cast for the resolution than against it.
- e) if an equal number of votes are cast for and against a resolution, then the ICB Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- f) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

Disputes

4.9.3 Where helpful, NHS Cheshire and Merseyside may draw on third-party support to assist them in resolving any disputes, such as peer review or support from NHS England.

Urgent decisions

- 4.9.4 In the case of urgent decisions being required to be undertaken on areas where the powers to make decisions are reserved or delegated to the Board of NHS Cheshire and Merseyside, and in extraordinary circumstances, every attempt will be made for the Board of NHS Cheshire and Merseyside to meet virtually. Where this is not possible the following will apply.
- 4.9.5 The powers which are reserved or delegated to the Board, may for an urgent decision be exercised by the Chair and Chief Executive (or relevant lead director, having consulted the lead Non-Executive Member in the case of committees) subject to every effort having made to consult with as many members as possible in the given circumstances.
- 4.9.6 The exercise of such powers shall be reported to the next formal meeting of the Board of NHS Cheshire and Merseyside for formal ratification and the Audit Committee for oversight.

4.10. Minutes

- 4.10.1 The names and roles of all members of and regular participants present to the Board meetings of NHS Cheshire and Merseyside shall be recorded in the minutes of the meetings.
- 4.10.2 The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.
- 4.10.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.
- 4.10.4 Where providing a record of a meeting held in public, the minutes shall be made available to the public.

4.11. Admission of public and the press

- 4.11.1 In accordance with Public Bodies (Admission to Meetings) Act 1960 all meetings of the Board of NHS Cheshire and Merseyside and all meetings of its committees which are comprised of entirely board members or all board members at which public functions are exercised will be open to the public.
- 4.11.2 NHS Cheshire and Merseyside may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.
- 4.11.3 The person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of

the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption.

4.11.4 As permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time) the public may be excluded from a meeting suppress to prevent disorderly conduct or behaviour. In circumstances of disorderly conduct or behaviour the Chair of the meeting reserves the right to cease the meeting.

4.11.5 Matters to be dealt with by a meeting following the exclusion of representatives of the press, and other members of the public shall be confidential to the Members of the Board of NHS Cheshire and Merseyside.

5. Suspension of Standing Orders

5.1.1 In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these Standing Orders may be suspended by the Chair in discussion with at least two other members of the Board of NHS Cheshire and Merseyside.

5.1.2 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

5.1.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committee for review of the reasonableness of the decision to suspend Standing Orders.

6. Use of seal and authorisation of documents.

6.1.1 NHS Cheshire and Merseyside may have a seal for executing documents where necessary. The following individuals or officers are authorised to authenticate its use by their signature:

- the Chief Executive;
- the ICB Chair; and
- the Director of Finance.

6.1.2 The ICB senior Governance Lead shall keep a register of every sealing made and numbered consecutively in a book for that purpose. A report of all sealings shall be made to the Board of NHS Cheshire and Merseyside at least bi-annually.