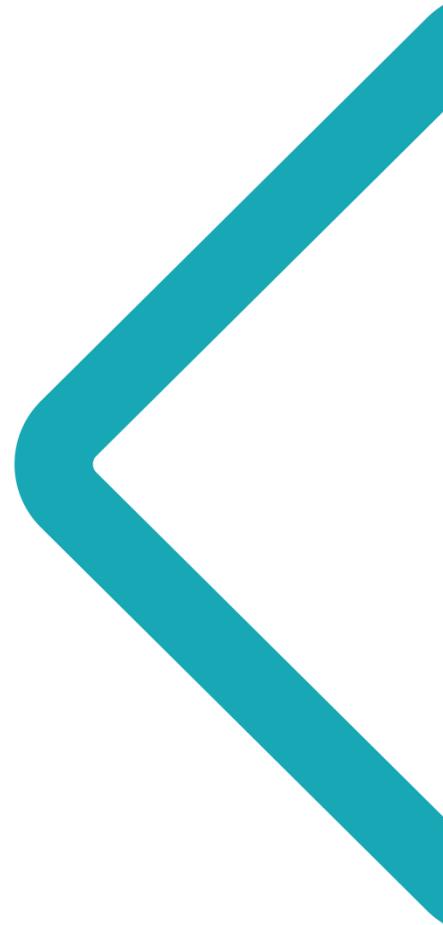


C&M Integrated Care Board

**Finance, Investment &
Resources Committee**
Terms of Reference



Document revision history

Date	Version	Revision	Comment	Author / Editor
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Review due

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1. Introduction

The Finance, Investment and Resources Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.

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

The Committee and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

2. Purpose

High functioning Boards traditionally focus on a number of key responsibilities: setting strategy; delivery; assurance and culture and establish a number of supporting committees. This committee will provide the Board with a vehicle to receive the required assurances, review the management of associated risks, and understand further details as deemed appropriate for the committee to consider in relation to matters concerning, finance (both revenue and capital) , resources (e.g workforce) and investment / dis-investment issues.

The committee will support the development and delivery of the ICS' financial strategy, oversee financial delivery and provide assurance on the arrangements in place for financial control and value for money across the system.

The committee will also take a system view on use of resources and deployment but also provide a forum where ICB directors and ICB members can consider, govern and assure ICB actions as an employer.

The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks.

3. Responsibilities / duties

The Committee will fulfil its purpose by:

- Defining principles for financial operations and management within the ICS and making recommendations for financial priorities including:
 - Delivery of long-term system financial sustainability and year on year system balance
 - Risk and gain share
 - Capital, investment and digital investment priorities
 - Strategic estates considerations
 - Resource distribution and funds flow arrangements.
- Securing assurance, oversight and any action to ensure delivery of the financial plan

- Enabling development of a financial strategy in support of the wider system clinical strategy including:
 - Aligning financial performance to quality and activity and workforce standards
 - Reviewing the allocation of resources to organisations taking into account the strategic objective of reducing health inequalities, improving health outcomes and supporting financial sustainability.
 - Considering the road map for resource distribution across the system to support both place and provider collaboration design over the medium term
- Provide a forum to convene ICB members and directors to consider ICB employment matters (consideration if such matters will be reserved to ICB members of directors)

The Committee has, alongside the Audit Committee, a key role in disclosing non-compliance with the ICB constitution.

The Committee plays a key role for the ICB in a number of areas including:

- Regular review areas of the financial governance framework (including the operational Scheme of Reservation and Delegation standing orders, standing financial instructions/limits, and prime financial policies), making appropriate recommendations to the Board on changes as required.
- Ensure risks of exceeding expenditure limits are identified and that recommendations for immediate remedial action are agreed for consideration in order to provide assurance by the Board
- Monitor and assure the delivery of efficiency savings
- Receive regular reports on Pooled Budget Arrangements as appropriate to the ICB
- Receive regular 'thematic' updates on areas of commissioned / programme expenditure to ensure alignment with strategic objectives
- Receive regular updates with regards to procurement projects
- Assure processes for procurement and contracting in line with prevailing strategy, guidance and regulations
- Approve requests for the waiver of any procurement rules for goods and services on an exception basis.

4. Delegated Powers and Authority

The Committee has the authority to:

- Investigate any activity within its terms of reference
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference
- Commission any reports it deems necessary to help fulfil its obligations

- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may/ not delegate any decisions to such groups.
- Agree C&M joint work on and Place actions on estates, procurement, supply chain, and commercial strategies to maximise value for money across the system and support wider goals of development and sustainability

In relation to Workforce, the Committee has the authority to:

- Approve of the arrangements for discharging the ICB statutory duties as an employer
- Approve human resources policies for ICB employees and for other persons working on behalf of the ICB
- Approve any other terms and conditions of services for ICB AFC employees
- Approve disciplinary arrangements for ICB employees
- Approve arrangements for staff appointments (excluding matters detailed within the Constitution)
- Approve the ICBs organisational development plans.

In relation to finance, the Committee has the authority to:

- Approve Healthcare / Non-Healthcare Expenditure as set out in the Scheme of Reservation & Delegation per the relevant sections
- Approve ICB financial operational policies.

In respect of Contracting & Procurement Activities, the committee has the authority in line with ICB Scheme of Reservation and Delegation to:

- Approve the ICB procurement plans annually and note progress against procurement plans on a quarterly basis.
- Approve the commencement of any over threshold tenders.
- Approve the award of a contract at the end of a tender process.
- Approve the extension of a contract rather than procurement, where it is permitted within the original terms of the contract.
- Approve the sign off of a tender waiver in line with the SORD and Signatory list.
- Approve the publication of a Contract Notice in line with Public Contract Regulations (2015) where a procurement will not be undertaken. (could be a contract award notice (CAN), a contract modification notice (CMN) or a Voluntary Ex-Ante Transparency Notice (VEAT).

5. Membership & Attendance

5.1 Members

ICB Non-Executive

- At least one ICB NED (Chair).

Management

- ICB Executive Director of Finance
- ICB Director of Nursing
- ICB Director of Performance and Planning
- ICB Director of HR
- A minimum of one Associate Director of 'Place' finance representative.

System Partners

- A ICS NHS 'Provider' Finance Director
- A Partner NED from at least one of each of the C&M provider collaboratives
- A Partner CEO from at least one of each of the C&M provider collaboratives
- A Primary Care Representative – nominee from the Primary Care Leadership Forum
- ICS or Partner representatives supporting any conversation.

A number of additional attendees may be invited.

Consideration has been given to the role and connection of Provider NEDs on this committee and collaboratives. Close connection with the ICS finance community and DOF level and finance conversations, dialogue and work will be critical to the success of delivery against this agenda but supporting decision making and assurance through this Committee and to the ICB.

Notified, named deputies to support attendance and participation is encouraged.

Only members of the Committee have the right to attend Committee meetings.

5.2 In attendance

The group may invite representatives from the wider system, ICB, ICS, NHSE/I region or supporting staff such as secretariat, governance, performance, direct commissioning, local authority or transformation colleagues as required to support discussions.

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

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

6. Meetings

6.1 Leadership

The Committee is Chaired by an ICB NED. The Vice Chair of the Committee will be appointed from individuals who form the named membership of the Committee

6.2 Quorum

For a meeting to be quorate at least 50% of the membership must be present, with a minimum of

- two ICB executives
- one non-executive
- one partner representatives.

Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote, however it is not envisaged that voting will be ether necessary or encouraged.

If a vote is required, only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

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

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

6.3 Frequency

At least monthly with opportunity for use and linkages with the ICS forums established and supported by the ICB, or system partners such as the collaboratives.

The Committee shall meet at such times and place as the Chair may direct on giving reasonable written notice to members. Meetings will be scheduled to ensure that they do not conflict with known existing Board meetings and are synchronized so that members can properly engage their organisations ahead of meetings.

The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.–In these circumstances the Chair will give as much notice as possible to members.

Meetings will not, usually, be open to the public and will have the ability to schedule meetings as either face to face or electronically.

Papers for the meeting will be issued ideally one week in advance of the date the meeting is due to take place and no later than 4 working days.

6.4 Format

An agenda for each meeting will be agreed with the Chair. Periodic calls for items supporting discussion will also be made from the membership.

It is anticipated that the meeting may initially have both a business and developmental focus as it established and defines its role. Sufficient time will be allocated to items to enable full exploration of issues, constructive challenge and reflection.

Advice, opinion and engagement may be sought from amongst the membership outside of the regular meetings, either as a group or on an individual basis.

Private Meetings

If an agenda indicates the requirement for a 'Private and Confidential' session of the meeting (e.g. part two) usually as a result of an issue with potential conflict of interests for committee members or of a sensitive nature, then separate agendas and minutes will be produced.

The Chair of the Committee will determine who from the attendees of the 'part one' meeting may remain in attendance for the part two business. However, the default position will be to restrict the meeting to committee members only and officers invited to specifically present and discuss the part two subject matter.

Part of the justification for establishing a private and confidential agenda will be the identification of an appropriate Freedom of Information exemption together with, where required, an assessment of the public interest test on each agenda item.

It is likely that all procurement decisions are made in Part two where potentially commercially sensitive but this may also include for non-procurement related issues where the chair deems appropriate.

6.5 Accountability and Reporting Arrangements

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

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

The Chair will provide assurance reports to the Board at the subsequent meeting of the Board following a meeting of the Committee and shall draw to the attention of the Board any issues that require disclosure to the Board or require action. Minutes and assurance reports of a confidential nature from the Committee will be reported to a subsequent meeting of the Board in private.

The Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year

Meeting paperwork and content can be shared within the system finance community.

6.6 Administrative Support

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

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

7. Assurance

The assurance required of and from the group is an area which will require development as and when it discharges its functions and responsibilities. The role of audit and the audit committee will be key in this process as will any oversight arrangements established by NHSE.

8. Behaviours and Conduct

ICB values

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

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

All members are required to make open and honest declarations of the interest at the commencement of each meeting or to notify the Chair of any actual, potential or perceived conflict in advance of the meeting.

All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

Equality and diversity

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

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9. Review

The Committee will review its effectiveness at least annually

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