

# **C&M ICB Transformation Committee**

Terms of Reference

Version 2.1



**Document revision history**

Date	Version	Revision	Comment	Author / Editor
01 July 2022	1.0	Initial ToRs		Ben Vinter
15 September 2022	2.0	Initial proposed revisions		Natalie Robinson
19 October 2022	2.1	Revisions following agreement at the September Committee Meeting		Neil Evans

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# C&M ICB Transformation Committee Terms of Reference

## Introduction

NHS C&M has been established to

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience, and access
- enhance productivity and value for money
- help the NHS support broader social and economic development

The Transformation Committee (the “Committee”) has been established in accordance with the NHS C&M constitution.

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

The Committee is an executive led forum, with non-executive involvement and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS C&M.

## 1. Role and Purpose

The Committee has been established to support NHS C&M in the delivery of its statutory duties and provide assurance to the Board in relation to the delivery of strategy in alignment of those duties. It shall:

- provide a Board, Place and Provider Collaborative leadership forum to consider the development and implementation of the ICP strategy and policy and plans of the ICB securing continuous improvement of the quality of services
- connect with and ensure alignment of system programmes as may be developed by any of the system’s constituent parts: programmes reporting to the ICB/ICP or provider collaboratives as appropriate),
- connect with, refer issues for clinical consideration to and develop responses to actions or issues identified by the ICB’s Clinical and Care Professional Advisory Council or other appropriate fora as established.
- retain a focus on reducing health inequalities and improved outcomes and ensure that the delivery of the ICP / ICB’s strategic and operational plans are achieved within financial allocations
- consider the effects of decisions on people’s health and wellbeing, quality of services and efficiency and sustainability
- have delegated authority to make decisions within the limits as set out in the ICB’s Schemes of Reservation and Delegation.

The Committee will also provide assurance to the ICB on the delivery of the following statutory duties:

- *Duty to commission certain specified health services*
- *Duty as to reducing inequalities*
- *Duty as to patient choice*
- *Duty to exercise functions effectively, efficiently, and economically*
- *Duty to obtain appropriate advice*
- *Duty to promote innovation*
- *Duty in respect of research*
- *Duty to promote integration*
- *Duty as to public involvement and consultation (in accordance with ICB direction and potential Place implementation)* *Duties as to climate change*

- *Duty to have regard to the wider effect of its decisions in relation to—*
  - (a) *the health and well-being of the people of Cheshire and Merseyside;*
  - (b) *the quality of services provided to individuals—*
    - (i) *by relevant bodies, or*
    - (ii) *in pursuance of arrangements made by relevant bodies, for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in Cheshire and Merseyside;*
  - (c) *efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in Cheshire and Merseyside.*

In order to deliver this, the responsibilities of the Committee will include:

- a) overseeing the development and review of the ICB plans in response to the ICP's developed strategy, ensuring they take account of the population need.
- b) overseeing the development the ICB's operational and transformational plans (making recommendations to the ICB on their approval), supporting alignment of Place priorities at an aggregate level and engaging with partners across the wider system (including VCSE and the social care sector).
- c) ensuring our plans and clinical commissioning policies follow the principle of proportionate universalism with the ambition to reduce health inequalities and reduce avoidable mortality.
- d) overseeing the development and delivery of work programmes that support the ICB's strategy and operational plans, including oversight of areas developing joint commissioning with partner organisations (and making recommendations to the ICB on their approval as required).
- e) receiving reports on transformation delivery, including financial management and escalating issues to the ICB as appropriate.
- f) receiving assurance on the ICBs' provider collaboratives' development processes.
- g) linking with the ICB's Specialised Commissioning arrangements and Primary Care Committees to ensure the system wide, population-based approach is implemented to delegated NHSE functions
- h) overseeing the coordination and integration of services to support the delivery of effective, high quality, accessible services, including via an aggregated view ICB Better Care Fund implementation.
- i) ensuring that transformation activities promote the health and wellbeing of communities as well as addressing health inequalities, prioritising investment / disinvestment and ensure cost effective care is delivered; developing an evidence-based commissioning/decommissioning framework.
- j) ensuring that plans and decisions are underpinned and informed by communications and engagement with key stakeholders, including the local population as appropriate.
- k) taking account of collaborative commissioning activities, including those of clinical networks, to ascertain if they will have wider contracting / financial implications for the ICB (for referral to the Finance Committee / ICB if appropriate).
- l) overseeing and providing senior Board level sponsorship to programmes integral the social value contribution of the ICB.
- m) making decisions in line with its remit in accordance with the financial delegation of the Executive Directors and directors present, in line with the NHS C&M Scheme of Reservation & Delegation
- n) making recommendations on investment and significant commissioning decisions to the ICB.

## 2. Authority

The Committee is authorised by the ICB to:

- request further investigation or assurance on any area within its remit
- bring matters to the attention of other committees to investigate or seek assurance where they fall within the remit of that committee
- make recommendations to the ICB or ICP
- escalate issues to the ICB or ICP
- produce an annual work plan to discharge its responsibilities
- approve the terms of reference of any sub-groups to the committee
- delegate responsibility for specific aspects of its duties to sub-groups. The terms of reference of any subgroups shall be approved by the Committee.
- commission, review and authorise policies where they are explicitly related to areas within the remit of the committee as outlined within the terms of reference, or where specifically delegated to the Committee by the ICB Board.

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

## 3. Membership & Attendance

### 3.1 Members

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

Membership of the Committee may be drawn from the ICB: Board membership; ICB executive; supporting officers; wider partners in the wider health and social care system; other individuals / representatives as deemed appropriate.

The Committee members shall be:

- Non-Executive Director
- One of the ICB Partner Member(s) - Providers of Primary Medical Services
- Chair of the C&M Primary Care Leadership Group
- Director of Nursing
- Medical Director
- Executive Director of Finance or designate
- Assistant Chief Executive (Chair of the Committee)
- Two Place Directors
  - one of whom will be the lead for the ICB on specialised commissioning
  - one of whom will be an integrated ICB / LA appointment
- Local authority representative from public health or commissioning
- Local authority representative from DASS or DCS<sup>1</sup>
- Consultant in population health
- A representative from each of the C&M Provider Collaboratives.

The ICB Chief Executive may attend as determined necessary.

All Committee members may appoint a deputy to represent them at meetings of the Committee. Committee members should inform the Chair of their intention to nominate a deputy to attend/act

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<sup>1</sup> linked to place director nomination to ensure full coverage

on their behalf and any such deputy should be suitably briefed and suitably qualified (in the case of clinical members).

The Committee may also request attendance by appropriate individuals to present agenda items and/or advise the Committee on particular issues.

### 3.2 Attendees

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

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

- Associate Medical Director (Transformation)
- Associate Director of Strategy and Collaboration
- Chief Digital Information Officer
- Head of Programme Delivery and Assurance
- Associate Director of Digital Transformation and Clinical Improvement
- a representative from the Place Associate Directors of Transformation and Partnerships Group
- a representative from Healthwatch
- a representative from CVSE.

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.

## 4. Meetings

### 4.1 Leadership

The Committee shall be chaired by the Clinical Non-Executive Member of the ICB Board. They will appoint a Deputy Chair.

If the Chair, or Deputy Chair, is unable to attend a meeting, they may designate an alternative ICB Member or ICB director to act as Chair.

If the Chair is unable to chair an item of business due to a conflict of interest, another member of the Committee will be asked to chair that item.

### 4.2 Quorum

A meeting of the Committee is quorate if the following are present:

- at least five Committee members in total:
- at least one NED or system Partner\*
- at least one Clinical Member\*
- at least two ICB Directors (or their nominated deputies).

*\*If regular members are not able to attend, they should make arrangements for a representative to attend and act on their behalf.*

### 4.3 Decision-making and voting

Decisions should be taken in accordance with the financial delegation of the Executive Directors and directors present, in line with the NHS C&M Scheme of Reservation & Delegation.

The Committee will usually make decisions by consensus. Where this is not possible, the Chair may call a vote.

Only voting members, as identified in the "Membership" section of these terms of reference, may cast a vote.

A person attending a meeting as a representative of a Committee member shall have the same right to vote as the Committee member they are representing.

In accordance with paragraph 6, no member (or representative) with a conflict of interest in an item of business will be allowed to vote on that item.

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

### 4.4 Frequency

The Committee will meet in private.

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

The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

### 4.5 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;
- records of members' appointments and renewal dates are retained, and the Board is prompted to renew membership and identify new members where necessary;
- good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- the Chair is supported to prepare and deliver reports to the Board;
- the Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- action points are taken forward between meetings.

### 4.6 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.

The Committee will submit copies of its minutes and a report to the ICB following each of its meetings. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

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

## 5. Behaviours and Conduct

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

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

All members shall comply with the ICB's Managing Conflicts of Interest Policy at all times. In accordance with the ICBs' policy on managing conflicts of interest, Committee members should:

- inform the chair of any interests they hold which relate to the business of the Committee.
- inform the chair of any previously agreed treatment of the potential conflict / conflict of interest.
- abide by the chair's ruling on the treatment of conflicts / potential conflicts of interest in relation to ongoing involvement in the work of the Committee.
- inform the chair of any conflicts / potential conflicts of interest in any item of business to be discussed at a meeting. This should be done in advance of the meeting wherever possible.
- declare conflicts / potential conflicts of interest in any item of business to be discussed at a meeting under the standing "declaration of interest" item.
- abide by the chair's decision on appropriate treatment of a conflicts / potential conflict of interest in any business to be discussed at a meeting.

As well as complying with requirements around declaring and managing potential conflicts of interest, Committee members should:

- comply with the ICBs' policies on standards of business conduct which include upholding the Nolan Principles of Public Life
- attend meetings, having read all papers beforehand
- arrange an appropriate deputy to attend on their behalf, if necessary
- act as 'champions', disseminating information and good practice as appropriate
- comply with the ICBs' administrative arrangements to support the Committee around identifying agenda items for discussion, the submission of reports etc.

### Equality diversity and inclusion

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

## 6. Review

The Committee will review its effectiveness at least annually

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