North Central London
Integrated Care Board

NHS North Central London Integrated Care Board

Constitution

Version Control:

Version	Author	Amendments	Effective Date
1	Andrew Spicer, Head of Governance and Risk- North Central London Clinical Commissioning Group	Creation of the Constitution.	1st July 2022

TABLE OF CONTENTS

CONSTITUTION

1. NAME AND BACKGROUND

1.1 The name of this Integrated Care Board is NHS North Central London Integrated Care Board ('ICB').

1.2 NHS England has set out the following as the four core purposes of an Integrated Care System:

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

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

a) Improving the health of children and young people;
b) Supporting people to stay well and independent;
c) Acting sooner to help those with preventable conditions;
d) Supporting those with long-term conditions or mental health issues;
e) Caring for those with multiple needs as populations age;
f) Getting the best from collective resources so people get care as quickly as possible.

2. AREA COVERED BY THE INTEGRATED CARE BOARD

2.1 The area covered by the ICB is the geographical boundaries of the London Boroughs of Barnet, Camden, Enfield, Haringey and Islington.

3. STATUTORY FRAMEWORK

3.1 The ICB is established by order made by NHS England under powers in the 2006 Act.

3.2 The ICB 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.

3.3 The main powers and duties of the ICB 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).

3.4 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. The ICB is required to publish its constitution (section 14Z29). This constitution is published on the ICB's website: www.nclhealthandcare.org.uk

3.5 The ICB 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 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 the ICB 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 2009 and section 14Z32 of the 2006 Act);

b) Exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act);
c) Duties in relation 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);
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.

3.6 The ICB 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.

3.7 The performance assessment will assess how well the ICB 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 14Z44 (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).

3.8 NHS England has powers to obtain information from the ICB (section 14Z60 of the 2006 Act) and to intervene where it is satisfied that the ICB 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).

4. STATUS OF THIS CONSTITUTION

4.1 The ICB 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.

4.2 This document is the constitution of the ICB ('Constitution').

4.3 This Constitution must be reviewed and maintained in line with any agreements with, and requirements of, NHS England set out in writing at establishment.

4.4 Changes to this Constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

5. VARIATION OF THIS CONSTITUTION

5.1 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 the ICB 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 the ICB).

5.2 The procedure for proposal and agreement of variations to the Constitution is as follows:

a) Anyone may propose a variation or amendment to the Constitution;
b) Proposed variations or amendments to this Constitution must be submitted to the ICB's Governance and Risk Team for consideration;
c) The Executive Director of Corporate Affairs, in consultation with the ICB's Governance and Risk Team, may accept or reject any proposed variation or amendment to the Constitution at this Executive Director's absolute discretion and without creating any precedents for any further or future decisions;
d) The Executive Director of Corporate Affairs shall consult with the Governance and Risk Team, Chair and Chief Executive of the ICB Board and the Audit Committee Chair prior to any amendments or variations to the Constitution being submitted to the ICB Board for approval;
e) Prior to making an application to NHS England in accordance with section 5.1(a) above any proposed variations or amendments to the Constitution must be approved by the ICB Board. Any motion will be passed by a simple majority of those Board members voting;
f) Proposed amendments to this Constitution will not be implemented until an application to NHS England for variation has been approved.

6. RELATED DOCUMENTS

6.1 This Constitution is also supported by a number of documents which provide further details on how governance arrangements in the ICB will operate.

6.2 The following are appended to the Constitution and form part of it for the purpose of section 5 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 selection and appointment processes for the ICB Committees.

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

a) **The Scheme of Reservation and Delegation ('SORD')–** This sets out those decisions that are reserved to the ICB Board 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;

b) **Functions and Decision Map-** This is 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 ICB's financial affairs;

d) **The ICB Governance Handbook–** This brings together all of the ICB's corporate governance documents so it is easy for interested people to navigate. It includes:

- The above documents a) – c);
- 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 Integrated Care

Board, 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 of a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act;
- Corporate Governance and Risk Management policies including those set out at e) below;
- The up to date list of eligible providers of primary medical services under clause 15.1 below.

e) **Key policy documents-** including:

- Standards of Business Conduct Policy;
- Conflicts of interest policy and procedures;
- Speaking Up (Whistleblowing) Policy;
- Policy for public involvement and engagement.

7. MEMBERSHIP OF THE ICB

7.1 This section 7 of the Constitution describes the membership of the ICB. Further information about the criteria for the roles and how they are appointed is in sections 12 to 21 below.

7.2 Further information about the individuals who fulfil these roles can be found on the ICB's website: www.nclhealthandcare.org.uk

7.3 In accordance with paragraph 3 of Schedule 1B to the 2006 Act the membership of the ICB consists of:

a) A Chair;
b) A Chief Executive;
c) At least three Ordinary members.

7.4 The Ordinary Members must 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 sections 10, 11, 14, 15 and 16 below:

a) NHS trusts and foundation trusts who provide services within the ICB's area and are of a prescribed description;
b) The primary medical services (general practice) providers within the area of the ICB and are of a prescribed description;
c) 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.

7.5 The ICB has agreed to appoint an Ordinary Member from the UCL Health Alliance. This Ordinary Member is identified and appointed with the procedures set out in section 17 below. The Board has also agreed to appoint one additional Non-Executive Member.

7.6 While the Partner Members and the Ordinary Member from the UCL Health Alliance 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.

7.7 NHS England Policy requires the ICB to appoint the following additional Ordinary Members:

a) Three executive members as follows:

- Director of Finance;
- Medical Director;
- Director of Nursing;

b) At least two Non-Executive Members.

8. BOARD OF MEMBERS

8.1 The membership of the ICB shall meet as a unitary board and shall be collectively accountable for the performance of the ICB's functions. This Board of Members is referred to in this Constitution as the 'Board'. The Board is comprised solely of members of the ICB. Membership, eligibility, disqualification and removal from office as per sections 7, 8, 10, 11, and 22 of the Main Body of the Constitution and any terms of appointment refer to both membership of the ICB and membership of the Board.

8.2 The ICB has 5 Partner Members:

a) Two Partner Members- NHS Trusts and Foundation Trusts;
b) Two Partner Members- Providers of Primary Medical Services;
c) Partner Member- Local Authorities.

8.3 The ICB Board is therefore composed of the following 14 members:

a) Chair;
b) Chief Executive;
c) Two Partner Members- NHS Trusts and Foundation Trusts;
d) Two Partner Members- Providers of Primary Medical Services;
e) Partner Member- Local Authorities;
f) UCL Health Alliance Member;
g) Three Non-Executive Members;
h) Director of Finance;
i) Medical Director;
j) Director of Nursing.

8.4 The four executive members referred to in clauses 7.3, 7.7 and 8.3 above describe the required statutory roles rather than the specific job titles of officers holding those roles. For example, the ICB may call the Director of Finance the Chief Finance Officer. The Chief Finance Officer role would incorporate the mandated Director of Finance role.

8.5 The Board 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 to effectively carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcomings.

8.6 The Chair will exercise their function to approve the appointment of the ordinary members with a view to ensuring that at least one Ordinary Member will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness. This Ordinary Member shall be one of the Partner Members - NHS Trusts and Foundation Trusts and shall be a Chief Executive or an Executive Director of one or more of the NHS Trusts or Foundation Trusts within the ICB's area set out in clause 14.1.

9. PARTICIPANTS AND OBSERVERS AT BOARD MEETINGS

9.1 The Board shall invite other members of the ICB's executive management team, representatives from Public Health, Adult Social Care and Children's Social Care to attend all or part of its meetings at its absolute discretion as standing participants.

9.2 The standing participants referred to in section 9.1 above are non-voting.

9.3 The Board may invite or allow additional people to attend Board meetings, or part of meetings, as participants in order to assist it in its decision-making and in its discharge of its functions as it sees fit. Participants may present at Board meetings and contribute to relevant discussions but are not allowed to participate in any formal vote.

9.4 The Board may invite or allow people to attend meetings as observers. Observers may not present at Board meetings, contribute to any discussion or participate in any formal vote. Observers may ask questions and/or participate in one or more discussions at the invitation of the Chair.

9.5 The Board may call additional experts to attend meetings on a case by case basis to inform discussions.

10. ELIGIBILITY CRITERIA FOR BOARD MEMBERSHIP

10.1 Each member of the ICB 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.

11. DISQUALIFICATION CRITERIA FOR BOARD MEMBERSHIP

11.1 The following individuals are automatically disqualified from being a member of the ICB Board:

a) A Member of Parliament;

b) A person whose appointment as a Board member ('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;

c) A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted—

- in the United Kingdom of any offence, or
- 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;

d) A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, sections 56A to 56K of the Bankruptcy (Scotland) Act 1985 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings);

e) 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;

f) 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:

- 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; and/or
- That the person failed, without reasonable cause, to attend any meeting of that health service body for three successive meetings; and/or
- 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; and/or
- of misbehaviour, misconduct or failure to carry out the person's duties;

g) A health care professional (within the meaning of section 14N of the 2006 Act) 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—
   - The person's suspension from a register held by the regulatory body, where that suspension has not been terminated; and/or
   - The person's erasure from such a register, where the person has not been restored to the register; and/or
   - 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; and/or
   - 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.

h) A person who is subject to—
   - A disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002; and/or
   - An order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual);

i) 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;

j) A person who has at any time been removed, or is suspended, from the management or control of any body under—
   - 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); and/or
   - 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).

12. CHAIR

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

12.2 In addition to criteria specified at clause 10.1 above, this member must fulfil the following additional eligibility criteria:

a) The Chair will be independent.

12.3 Individuals will not be eligible if:

a) They hold a role in another health and care organisation within the ICB area;
b) Any of the disqualification criteria set out in section 11 above apply.

12.4 The term of office of the Chair will be three years and the total number of terms a Chair may serve is two terms, subject to the provisions of the Standing Orders.

13. CHIEF EXECUTIVE

13.1 The Chief Executive will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England.

13.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.

13.3 The Chief Executive must fulfil the following additional eligibility criteria:

a) Be an employee of the ICB 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.

13.4 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply;
b) Subject to clause 13.3(a), they hold any other employment or executive role.

14. TWO PARTNER MEMBERS- NHS TRUSTS AND FOUNDATION TRUSTS

14.1 These Partner Members are jointly nominated by the NHS trusts and/or FTs that provide services for the purposes of the health service within the ICB's area and meet the forward plan condition or (if the forward plan condition is not met) the level of services provided condition. The partners which may nominate these Partner Members are:

a) Barnet, Enfield and Haringey Mental Health NHS Trust;
b) Camden and Islington NHS Foundation Trust;
c) Central and North West London NHS Foundation Trust;
d) Central London Community Healthcare NHS Trust;
e) London Ambulance Service NHS Trust;
f) Great Ormond St Hospital for Children NHS Foundation Trust;
g) Moorfields Eye Hospital NHS Foundation Trust;
h) North Middlesex University Hospital NHS Trust;
i) Royal National Orthopaedic Hospital NHS Trust;
j) Tavistock and Portman NHS Foundation Trust;
k) The Royal Free London NHS Foundation Trust;
l) University College London Hospitals NHS Foundation Trust;
m) Whittington Health NHS Trust.

14.2 These members must fulfil the eligibility criteria set out at 10.1 above and also the following additional eligibility criteria:

a) Be a Chair, Chief Executive or another executive director of one or more of the NHS trusts or foundation trusts within the ICB's area.

14.3 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

14.4 These members will be appointed by an ICB appointments panel subject to the approval of the Chair. Where only one candidate has been jointly nominated in accordance with clause 14.5 below the appointments panel may consist of solely of the Chair and Chief Executive at their absolute discretion and without setting any precedents for the future membership of any appointments panel.

14.5 The appointments process shall be as follows:

a) Where all of the NHS Trusts and Foundation Trusts set out in clause 14.1 above have delegated their authority to jointly agree which candidates to nominate to the board of the UCL Health Alliance the appointments process is set out in clause 14.6 below;
b) Where one or more NHS Trusts and/or Foundation Trusts set out in clause 14.1 above have not delegated their authority to jointly agree which candidates to nominate to the board of the UCL Health Alliance the appointments process is set out in clause 14.7 below.

14.6 The appointment process will be as follows:

a) All of the NHS trusts and foundation trusts set out in clause 14.1 above have delegated their authority to jointly agree which candidates to nominate to the board of the UCL Health Alliance;
b) The board of the UCL Health Alliance shall agree which candidates to nominate, ensuring that any such candidates meet the requirements of the role based on a role specification produced by the ICB;
c) The board of the UCL Health Alliance will sign a letter addressed to the Chair of the ICB containing their list of nominated candidates and a statement confirming that the nominated candidates meet the requirements of the role. The letter will be sent to the Chair and Chief Executive of the ICB;
d) The ICB appointments panel referred to in clause 14.4 above shall consider the list. It shall undertake a shortlisting process and interview any shortlisted candidates;
e) If the ICB appointments panel considers at either the shortlisting or interview stage that none of the candidates nominated by the board of the UCL Health Alliance are suitable the nominated candidates shall be rejected and the nominations process will restart;
f) If the ICB appointments panel considers that at least one of the candidates has the skills, knowledge, experience and attributes required to fulfil the role and is therefore suitable it shall make a recommendation to the Chair of the ICB as to which candidate to appoint. The Chair of the ICB shall approve or not approve the recommendation at the Chair's absolute discretion and without creating a precedent for any further or future decisions;
g) If the Chair of the ICB approves the recommendation the recommended candidate shall be appointed. If the Chair of the ICB does not approve the recommendation the ICB appointments panel shall reconsider its recommendation and shall either recommend another suitable candidate to the Chair of the ICB or if there are no suitable candidates the candidates shall be rejected and the nominations process will restart.

14.7 In accordance with clause 14.5b) above the appointment process will be as follows:

a) The ICB or the UCL Health Alliance acting as the ICB's agent shall write to all of the NHS Trusts and Foundation Trusts referred to in clause 14.1 above inviting nominations. For the purposes of this clause 14.7 the ICB and/or the UCL Health Alliance acting as the ICB's agent are referred to as 'Agent';
b) Any of the NHS Trusts and Foundation Trusts listed in clause 14.1 above may nominate candidates who meet the requirements of the role based on a role specification produced by the ICB;
c) Each eligible organisation wishing to nominate a candidate shall send their nomination(s) to the Agent;

d) The Agent shall review the nomination(s) and confirm whether or not each nomination meets the minimum eligibility requirements of the role based on the role specification. Where potential candidates do not meet the minimum eligibility requirements the Agent shall discuss this with the nominating organisation. The nominating organisation may put forward representations as to why it believes the potential candidate(s) meet the minimum eligibility requirements of the role specification or it may withdraw the nomination. If the Agent and the nominating organisation are unable to agree on whether the potential candidate(s) meet the minimum eligibility requirements the decision shall be: a) referred to the ICB for determination where the Agent is the UCL Health Alliance; or b) taken by the ICB where the ICB is the Agent. Any decisions shall not set any precedents for further or future decisions;

e) The Agent shall compile a list ('List') of candidates which meet the minimum eligibility requirements of the role specification. The List shall also contain in a separate section a list of candidates who were put forward for nomination but do not meet the minimum eligibility requirements of the role specification. The List shall not contain the names of those candidates who do not meet the minimum eligibility requirements of the role specification where their nomination has been withdrawn;

f) The Agent shall send the List to all NHS Trusts and Foundation Trusts referred to in clause 14.1 above. These NHS Trusts and Foundation Trusts will be requested to confirm, by simple majority, whether they jointly agree to nominate the whole list of candidates who meet the minimum eligibility requirements of the role specification. Any failure to confirm within seven working days or any such other reasonable time specified by the Agent will be deemed to constitute agreement. If they agree the list will be put forward to the next stage of the nominations and appointment process set out in clause 14.7g) below. If they do not agree the nominations process will be re-run until joint agreement is reached on the nominations put forward following the process set out in this clause 14.7a) – f);

g) The ICB appointments panel referred to in clause 14.4 above shall consider the confirmed list of jointly nominated candidates. It shall undertake a shortlisting process and interview any shortlisted candidates;

h) If the ICB appointments panel considers at either the shortlisting or interview stage that none of the candidates nominated by the NHS Trusts and Foundation Trusts are suitable the nominated candidates shall be rejected and the nominations process will restart;

i) If the ICB appointments panel considers that at least one of the candidates has the skills, knowledge, experience and attributes required to fulfil the role and is therefore suitable it shall make a recommendation to the Chair of the ICB as to which candidate to appoint. The Chair of the ICB shall approve or not approve the recommendation at his or her absolute discretion and without creating a precedent for any further or future decisions;

j) If the Chair of the ICB approves the recommendation the recommended candidate shall be appointed. If the Chair of the ICB does not approve the recommendation the ICB appointments panel shall reconsider its recommendation and shall either recommend another suitable candidate to the Chair of the ICB or if there are no suitable candidates the candidates shall be rejected and the nominations process will restart.

14.8 The term of office for these Partner Members will be three years and the total number of terms they may serve is two terms, subject to the provisions of the Standing Orders.

15. TWO PARTNER MEMBERS - PROVIDERS OF PRIMARY MEDICAL SERVICES

15.1 These Partner Members are jointly nominated by providers of primary medical services for the purposes of the health service within the Integrated Care Board's area, 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.

15.2 The list of relevant providers of primary medical services for the purpose of clause 15.1 above is published as part of the Governance Handbook. The list will be kept up to date but does not form part of this Constitution.

15.3 These Partner Members as per clause 15.1 above must fulfil the eligibility criteria set out at 10.1 above and also the following additional eligibility criteria:

a) One Partner Member must be able to bring a sector perspective of the North of North Central London. One Partner Member must be able to bring a sector perspective of the South of North Central London. This is to ensure the ICB Board has a broad range of perspectives from Primary Care covering its entire geography.

15.4 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

15.5 These members will be appointed by an ICB appointments panel subject to the approval of the Chair. Where only one candidate has been jointly nominated in accordance with clause 15.6 below the appointments panel may consist of solely of the Chair and Chief Executive at their absolute discretion and without setting any precedents for the future membership of any appointments panel.

15.6 The appointments process shall be as follows:

a) Where all of the providers of primary medical services set out in clauses 15.1 and 15.2 above have delegated their authority to jointly agree which candidates to nominate to the board of the North Central London GP Provider Alliance ('GP Provider Alliance') the appointments process is set out in clause 15.7 below;
b) Where one or more of the providers of primary medical services set out in clauses 15.1 and 15.2 above have not delegated their authority to jointly agree which candidates to nominate to the board of the GP Provider Alliance the appointments process is set out in clause 15.8 below.

15.7In accordance with clause 15.6a) above the appointment process will be as follows:

a) All of the providers of primary medical services set out in clause 15.1 and 15.2 above have delegated their authority to jointly agree which candidates to nominate to the board of the GP Provider Alliance;
b) The board of the GP Provider Alliance shall agree which candidates to nominate, ensuring that any such candidates meet the requirements of the role based on a role specification produced by the ICB;
c) The board of the GP Provider Alliance will sign a letter addressed to the Chair of the ICB containing their list of nominated candidates and a statement confirming that the nominated candidates meet the requirements of the role. The letter will be sent to the Chair and Chief Executive of the ICB;
d) The ICB appointments panel referred to in clause 15.5 above shall consider the list. It shall undertake a shortlisting process and interview any shortlisted candidates;
e) If the ICB appointments panel considers at either the shortlisting or interview stage that none of the candidates nominated by the board of the GP Provider Alliance are suitable the nominated candidates shall be rejected and the nominations process will restart;
f) If the ICB appointments panel considers that at least one of the candidates has the skills, knowledge, experience and attributes required to fulfil the role and is therefore suitable it shall make a recommendation to the Chair of the ICB as to which candidate to appoint. The Chair of the ICB shall approve or not approve the recommendation at the Chair's absolute discretion and without creating a precedent for any further or future decisions;

g) If the Chair of the ICB approves the recommendation the recommended candidate shall be appointed. If the Chair of the ICB does not approve the recommendation the ICB appointments panel shall reconsider its recommendation and shall either recommend another suitable candidate to the Chair of the ICB or if there are no suitable candidates the candidates shall be rejected and the nominations process will restart.

15.8 In accordance with clause 15.6b) above the appointment process will be as follows:

a) The ICB or the GP Provider Alliance acting as the ICB's agent shall write to all of the providers of primary medical services referred to in clauses 15.1 and 15.2 above inviting nominations. For the purposes of this clause 15.8 the ICB and/or the GP Provider Alliance acting as the ICB's agent are referred to as 'Agent';
b) Any of the providers of primary medical services listed in clauses 15.1 and 15.2 above may nominate candidates who meet the requirements of the role based on a role specification produced by the ICB;
c) Each eligible organisation wishing to nominate a candidate shall send their nomination(s) to the Agent;
d) The Agent shall review the nomination(s) and confirm whether or not each nomination meets the minimum eligibility requirements of the role based on the role specification. Where potential candidates do not meet the minimum eligibility requirements the Agent shall discuss this with the nominating organisation. The nominating organisation may put forward representations as to why it believes the potential candidate(s) meets the minimum eligibility requirements of the role specification or it may withdraw the nomination. If the Agent and the nominating organisation are unable to agree on whether the potential candidate(s) meet the minimum eligibility criteria requirements the decision shall be: a) referred to the ICB for determination where the Agent is the GP Provider Alliance; or b) taken by the ICB where the ICB is the Agent. Any decisions shall not set any precedents for further or future decisions;
e) The Agent shall compile a list ('List') of candidates which meet the minimum eligibility requirements of the role specification. The List shall also contain in a separate section a list of candidates who were put forward for nomination but do not meet the minimum eligibility requirements of the role specification. The List shall not contain the names of those candidates who do not meet the minimum eligibility requirements of the role specification where their nomination has been withdrawn;
f) The Agent shall send the List to all providers of primary medical services referred to in clauses 15.1 and 15.2 above. These providers of primary medical services will be requested to confirm, by simple majority, whether they jointly agree to nominate the whole list of candidates who meet the requirements of the role specification. Any failure to confirm within seven working days or any such other reasonable time specified by the Agent will be deemed to constitute agreement. If they agree the list will be put forward to the next stage of the nominations and appointment process set out in clause 15.8g) below. If they do not agree the nominations process will be re-run until joint agreement is reached on the nominations put forward following the process set out in this clause 15.8a) – f);
g) The ICB appointments panel referred to in clause 15.5 above shall consider the confirmed list of jointly nominated candidates. It shall undertake a shortlisting process and interview any shortlisted candidates;
h) If the ICB appointments panel considers at either the shortlisting or interview stage that none of the candidates nominated by the providers of primary medical services are suitable the nominated candidates shall be rejected and the nominations process will restart;
i) If the ICB appointments panel considers that at least one of the candidates has the skills, knowledge, experience and attributes required to fulfil the role and is therefore suitable it shall make a recommendation to the Chair of the ICB as to which candidate to appoint. The Chair of the ICB shall approve or not approve the recommendation at

the Chair's absolute discretion and without creating a precedent for any further or future decisions;

j) If the Chair of the ICB approves the recommendation the recommended candidate shall be appointed. If the Chair of the ICB does not approve the recommendation the ICB appointments panel shall reconsider its recommendation and shall either recommend another suitable candidate to the Chair of the ICB or if there are no suitable candidates the candidates shall be rejected and the nominations process will restart.

15.9 The terms of office for these Partner Members will be three years and the total number of terms they may serve is two terms, subject to the provisions of the Standing Orders.

16. PARTNER MEMBER- LOCAL AUTHORITIES

16.1 This Partner Member is jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the Integrated Care Board's area. Those local authorities are:

a) Barnet London Borough Council;
b) Camden London Borough Council;
c) Enfield London Borough Council;
d) Haringey London Borough Council;
e) Islington London Borough Council.

16.2 This member will fulfil the eligibility criteria set out at 10.1 above. This member shall be an elected Councillor, Chief Executive or hold a relevant executive level role in one of the local authorities listed in clause 16.1 above.

16.3 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

16.4 This member will be appointed by an ICB appointments panel subject to the approval of the Chair. Where only one candidate has been jointly nominated in accordance with clause 16.5 below the appointments panel may consist of solely of the Chair and Chief Executive at their absolute discretion and without setting any precedents for the future membership of any appointments panel.

16.5 The appointment process will be as follows:

a) Any of the local authorities listed in clause 16.1 above may nominate candidates who meet the requirements of the role based on a role specification produced by the ICB. Those candidates that meet the minimum eligibility criteria shall be placed on a list. The local authorities shall jointly agree, by simple majority, the entire list of candidates that meet the minimum eligibility criteria;
b) If the local authorities are unable to agree on whether a potential candidate meets the minimum eligibility criteria the decision shall be referred to the ICB for determination. Any decisions shall not set any precedents for further or future decisions;
c) Once the list is jointly agreed these local authorities will jointly sign a letter addressed to the Chair of the ICB containing their list of nominated candidates and a statement confirming that the nominated candidates meet the requirements of the role. The letter will be sent to the Chair and Chief Executive of the ICB;
d) The ICB appointments panel referred to in clause 16.4 above shall consider the list. It shall undertake a shortlisting process and interview any shortlisted candidates;
e) If the ICB appointments panel considers at either the shortlisting or interview stage that none of the candidates nominated by the local authorities are suitable the nominated candidates shall be rejected and the nominations process will restart;

f) If the ICB appointments panel considers that at least one of the candidates has the skills, knowledge, experience and attributes required to fulfil the role and is therefore suitable it shall make a recommendation to the Chair of the ICB as to which candidate to appoint. The Chair of the ICB shall approve or not approve the recommendation at the Chair's absolute discretion and without creating a precedent for any further or future decisions;

g) If the Chair of the ICB approves the recommendation the recommended candidate shall be appointed. If the Chair of the ICB does not approve the recommendation the ICB appointments panel shall reconsider its recommendation and shall either recommend another suitable candidate to the Chair of the ICB or if there are no suitable candidates the candidates shall be rejected and the nominations process will restart.

16.6 The term of office for this Partner Member will be three years and the total number of terms they may serve is two terms, subject to the provisions of the Standing Orders.

17. UCL HEALTH ALLIANCE MEMBER

17.1 This member is nominated by the UCL Health Alliance.

17.2 This member must fulfil the eligibility criteria set out at 10.1 above and also the following additional eligibility criteria:

a) Be a Chair, non-executive director or an executive director of one or more of the NHS Trusts or FTs within the ICB's area or be a director, partner, employee, salaried or a sessional GP at one or more of the GP practices or GP federations within the ICB's area; and

b) Be a member of the board of the UCL Health Alliance.

17.3 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

17.4 These members will be appointed by an ICB appointments panel subject to the approval of the Chair. Where only one candidate has been nominated in accordance with clause 17.5 below the appointments panel may consist of solely of the Chair and Chief Executive at their absolute discretion and without setting any precedents for the future membership of any appointments panel.

17.5 The appointment process will be as follows:

a) The board of the UCL Health Alliance shall agree which candidates to nominate, ensuring that any such candidates meet the requirements of the role based on a role specification produced by the ICB;

b) The board of the UCL Health Alliance will sign a letter addressed to the Chair of the ICB containing their list of nominated candidates and a statement confirming that the nominated candidates meet the requirements of the role. The letter will be sent to the Chair and Chief Executive of the ICB;

c) The ICB appointments panel referred to in clause 17.4 above shall consider the list. It shall undertake a shortlisting process and interview any shortlisted candidates;

d) If the ICB appointments panel considers at either the shortlisting or interview stage that none of the candidates nominated by the board of the UCL Health Alliance are suitable the nominated candidates shall be rejected and the nominations process will restart;

e) If the ICB appointments panel considers that at least one of the candidates has the skills, knowledge, experience and attributes required to fulfil the role and is therefore suitable it shall make a recommendation to the Chair of the ICB as to which candidate to appoint. The Chair of the ICB shall approve or not approve the recommendation at

his or her absolute discretion and without creating a precedent for any further or future decisions;

f) If the Chair of the ICB approves the recommendation the recommended candidate shall be appointed. If the Chair of the ICB does not approve the recommendation the ICB appointments panel shall reconsider its recommendation and shall either recommend another suitable candidate to the Chair of the ICB or if there are no suitable candidates the candidates shall be rejected and the nominations process will restart.

17.6 The term of office for this Ordinary Member will be three years and the total number of terms they may serve is two terms, subject to the provisions of the Standing Orders.

18. MEDICAL DIRECTOR

18.1 This member will fulfil the eligibility criteria set out at 10.1 and also the following additional eligibility criteria:

a) Be an employee of the ICB 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.

18.2 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

18.3 This member will be appointed by the Chief Executive subject to the approval of the Chair.

19. DIRECTOR OF NURSING

19.1 This member will fulfil the eligibility criteria set out at 10.1 above and also the following additional eligibility criteria:

a) Be an employee of the ICB 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.

19.2 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

19.3 This member will be appointed by the Chief Executive subject to the approval of the Chair.

20. DIRECTOR OF FINANCE

20.1 This member will fulfil the eligibility criteria set out at 10.1 above and also the following additional eligibility criteria:

a) Be an employee of the ICB 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.

20.2 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply.

20.3 This member will be appointed by the Chief Executive subject to the approval of the Chair.

21. THREE NON-EXECUTIVE MEMBERS

21.1 The ICB will appoint three Non-Executive Members.

21.2 These members will be appointed by an ICB appointments panel subject to the approval of the Chair. The appointments panel shall include, as a minimum, at least three people as follows:

a) The Chair of the Board;
b) Two representatives from ICB partner organisations.

21.3 These members will fulfil the eligibility criteria set out at 10.1 above and also the following additional eligibility criteria:

a) Not be an employee of the ICB 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.

21.4 Individuals will not be eligible if:

a) Any of the disqualification criteria set out in section 11 above apply;
b) They hold a role in another health and care organisation within the ICB area.

21.5 The term of office for a Non-Executive Member will be three years and the total number of terms an individual may serve is two terms after which they will no longer be eligible for re-appointment, subject to the provisions of the Standing Orders.

21.6 Initial appointments may be for a shorter period at the ICB Chair's absolute discretion and without setting any precedents for any future decision in order to avoid all non-executive members retiring at once. Thereafter, new appointees will ordinarily retire on the date that the individual they replaced was due to retire in order to provide continuity.

21.7 Subject to satisfactory appraisal the Chair may approve the re-appointment of a Non-Executive Member for additional terms of office up to the maximum number of years permitted for their role as set out in clause 21.5 above.

22. BOARD MEMBERS: REMOVAL FROM OFFICE

22.1 Arrangements for the removal from office of Board members is subject to the term of appointment, and application of the relevant ICB policies and procedures.

22.2 With the exception of the Chair and Executive Directors (which for the avoidance of doubt includes the Chief Executive), ICB Board members shall be removed from office, after following a fair process, 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 three ICB Board meetings in a row without the permission of the Chair;
c) A motion of no confidence is passed by a simple majority of ICB Board members. The simple majority must include the Chair of the Board or the Deputy Chair if the Chair is unable to participate in any vote due to a conflict of interest;
d) If their behaviour, conduct and/or professionalism:
    - Falls below the standard required for the role;
    - Brings the ICB and/or the ICB Board into disrepute;

- Is dishonest, an abuse of position, professional misconduct or grossly negligent;

e) If for some other substantial reason their position has become untenable.

22.3 The Executive Director members of the ICB Board 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 their employment with the ICB is terminated.

22.4 For Executive Director Members of the ICB Board they shall only be removed upon the outcome of the ICB's HR disciplinary process where appropriate. Grounds for triggering the ICB's disciplinary process may include:

a) If they fail to attend three ICB Board meetings in a row without the permission of the Chair;

b) In the event of performance concerns a motion of no confidence is passed by a simple majority of ICB Board members. The simple majority must include the Chair of the Board or the Deputy Chair if the Chair is unable to participate in any vote due to a conflict of interest;

c) If their behaviour, conduct and/or professionalism:

- Falls below the standard required for the role;
- Brings the ICB and/or the ICB Board into disrepute;
- Is dishonest, an abuse of position, professional misconduct or grossly negligent;

d) If for some other substantial reason their position has become untenable.

22.5 Members may be suspended pending the outcome of an investigation into whether any of the matters in 22.2, 22.3 and/or 22.4 above apply.

22.6 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.

22.7 The Chair of the ICB may be removed by NHS England, subject to the approval of the Secretary of State.

22.8 If NHS England is satisfied that the ICB 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:

a) Terminate the appointment of the ICB's Chief Executive; and

b) Direct the Chair of the ICB as to which individual to appoint as a replacement and on what terms.

23. TERMS OF APPOINTMENT OF BOARD MEMBERS

23.1 With the exception of the Chair of the ICB arrangements for remuneration and any allowances will be agreed by the Remuneration Committee in line with the ICB remuneration policy, any other relevant policies published on the ICB's website and any guidance issued by NHS England or other relevant body. It is a principle that no one shall decide their own pay and therefore the Remuneration Committee will be constituted accordingly.

23.2 Remuneration for the Chair of the ICB will be set by NHS England.

23.3 Other terms of appointment for Board members will be determined by the Remuneration Committee.

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

24. GOOD GOVERNANCE

24.1 The ICB 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.

24.2 The ICB has agreed a code of conduct and behaviours which sets 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 code of conduct and behaviours is published in the Governance Handbook.

25. GENERAL

25.1 The ICB 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;
f) Respond to reports and recommendations made by local Healthwatch organisations within the ICB area.

25.2 The ICB will develop and implement the necessary systems and processes to comply with (a)-(f) above, documenting them as necessary in this Constitution, its Governance Handbook and/or other relevant policies and procedures as appropriate.

26. AUTHORITY TO ACT

26.1 The ICB 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 the ICB.

26.2 Under section 65Z5 of the 2006 Act, the ICB 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 the ICB and other body 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, the ICB 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.

26.3 Where arrangements are made under section 65Z5 or section 75 of the 2006 Act the Board must authorise the arrangement, which must be described as appropriate in the SORD.

27. SCHEME OF RESERVATION AND DELEGATION

27.1 The ICB has agreed a Scheme of Reservation and Delegation ('SORD') which is published in full on the ICB's website.

27.2 Only the Board may agree the SORD and amendments to the SORD may only be approved by the Board.

27.3 The SORD sets out:

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

27.4 The ICB 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.

28. FUNCTIONS AND DECISIONS MAP

28.1 The ICB 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.

28.2 The Functions and Decision Map is published on the ICB's website.

28.3 The Functions and Decisions Map includes:

a) Key functions reserved to the Board of the ICB;
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;
d) Functions delegated to the ICB (for example, from NHS England).

29. COMMITTEES AND SUB-COMMITTEES

29.1 The ICB 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 at the Board's absolute discretion.

29.2 All Committees and Sub-Committees are listed in the SORD.

29.3 Each Committee and Sub-Committee established by the ICB operates under Terms of Reference agreed by the Board. All Terms of Reference are published in the Governance Handbook.

29.4 The Board 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) Discharge their functions effectively and from within their delegated authorities;
b) Provide reports to the Board as required.

29.5 Any Committee or Sub-Committee established in accordance with this section 29 may consist of, or include, persons who are not ICB Members or employees.

29.6 All members of Committees and Sub-Committees that exercise the ICB's commissioning functions 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.

29.7 All members of Committees and Sub-Committees are required to act in accordance with this Constitution, including the Standing Orders as well as the SFIs and any other relevant ICB policy.

29.8 The following Committees will be maintained:

a) **Audit Committee:** This committee is accountable to the Board 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 (other than the 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 for matters relating to remuneration, fees and other allowances (including pension schemes) and terms of service for a) Board members (other than the Chair of the ICB), b) ICB officers, c) clinical leads and d) employees at the Very Senior Manager level. It also sets the employee pay policy for employees below the Very Senior Manager level.

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

29.9 The terms of reference for each of the above Committees are published in the Governance Handbook.

29.10 The Board 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 Governance Handbook.

30. DELEGATIONS MADE UNDER SECTION 65Z5 OF THE 2006 ACT

30.1 As per 26.2 above the ICB 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).

30.2 All delegations made under these arrangements are set out in the ICB SORD and included in the Functions and Decision Map.

30.3 Each delegation made under section 65Z5 of the 2006 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.

30.4 The Board 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 Governance Handbook.

30.5 In addition to any formal joint working mechanisms, the ICB may enter into strategic or other transformation discussions with its partner organisations on an informal basis.

31. STANDING ORDERS

31.1 The ICB has agreed a set of Standing Orders which describe the processes that are employed to undertake its business. They include procedures for:

a) Conducting the business of the ICB;
b) The procedures to be followed during meetings; and
c) The process to delegate functions.

31.2 The Standing Orders apply to all Committees and Sub-Committees of the ICB unless specified otherwise in in Standing Orders or in terms of reference which have been agreed by the Board.

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

32. STANDING FINANCIAL INSTRUCTONS

32.1 The ICB has agreed a set of Standing Financial Instructions ('SFIs') which include the delegated limits of financial authority set out in the SORD.

32.2 A copy of the SFIs is published in the Governance Handbook on the ICB's website.

33. CONFLICTS OF INTEREST

33.1 As required by section 14Z30 of the 2006 Act, the ICB 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.

33.2 The ICB has agreed policies and procedures for the identification and management of conflicts of interest which are published on the ICB's website.

33.3 All Board, Committee and Sub-Committee members, officers and employees of the ICB, 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 the ICB.

33.4 All delegation arrangements made by the ICB 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.

33.5 Where an individual, including any individual directly involved with the business or decision-making of the ICB 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.

33.6 The ICB has appointed the Audit Committee Chair to be the Conflicts of Interest Guardian. In collaboration with the ICB's governance lead, their role is to:

a) Act as a conduit for members of the public, healthcare professionals and wider Integrated Care System partners 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;
e) Provide advice on minimising the risks of conflicts of interest.

34. PRINICPLES FOR CONFLICT OF INTEREST MANAGEMENT

34.1 In discharging its functions the ICB will abide by the following principles:

a) Decision making will be geared towards meeting the statutory duties of the ICB at all times including the triple aim;
b) Any individual involved in decisions relating to ICB functions must be acting clearly in the interests of the ICB and of the public, rather than furthering any direct or indirect financial, personal, professional or organisational interests;
c) ICBs have been created to give statutory NHS providers, local authorities and general practice providers of primary medical service nominees a role in decision making. These individuals will be expected to act in accordance with principles a) and b) above. Whilst it should not automatically be assumed that they are personally or professionally conflicted just by virtue of being an employee, director, partner or otherwise holding a position with one of these organisations the possibility of actual and perceived conflicts of interest arising will remain. For all decisions ICBs will need to carefully consider whether an individual's role in another organisation could result in actual or perceived conflicts of interest and whether or not that outweighs the value of the knowledge they bring to the decision making process;
d) The personal and professional interests of all ICB Board Members, ICB committee members and ICB staff who are involved in decision making need to be declared, recorded and managed appropriately;
e) Declarations of Interest must be made as soon as practicable after the person becomes aware of the conflict or potential conflict and, in any event, within 28 days of the person becoming aware. This includes being clear and specific about the nature of any interest and about the nature of any conflict that may arise regarding a particular decision and/or item under consideration;
f) All Declarations of Interest will be recorded. If an interest is declared but there is no risk of a conflict arising then no further action need be taken. However, if a material interest is declared it should be considered to what extent this material interest affects the balance of the discussion and decision-making process. In doing so the ICB should ensure actual and potential conflicts of interest do not, and do not appear, to affect the integrity of the ICB's decision making processes;
g) The ICB shall consider the composition of its decision-making forums and will clearly distinguish between those individuals who will a) be involved in formal decision making and b) those whose input informs decisions. The ICB shall consider the perspective individuals bring and the value they add to both items under discussion and decision making. This includes the ability to shape the ICB's understanding of how best to meet patients' needs and deliver care for the ICB's population;
h) Actions to mitigate any conflicts of interest shall be proportionate and will seek to preserve the spirit of collective decision making wherever possible. Any mitigating actions shall take into account a range of factors which may include but is not limited to:

- The perception of any conflicts of interest;
- How a decision may be received if an individual with an actual or a perceived conflict of interest is involved in making the decision;
- The risks and benefits of having a particular individual involved in making the decision;

i) Options in relation to mitigation may include, but is not limited to:
   - Including a conflicted person in the discussion but not in decision making;
   - Excluding a conflicted person from both the discussion and the decision making;
   - Including a conflicted person in the discussion and decision making where there is a clear benefit to them being included in both. Including a conflicted person in the actual decision making shall be done after careful consideration of the risks and with proper mitigations in place. The rationale for inclusion shall also be properly documented and included in minutes;
   - Excluding a conflicted individual and securing technical or local expertise from an alternative, unconflicted source;

j) The way conflicts of interest are declared and managed shall contribute to a culture of transparency about how decisions are made. The minutes or record of meetings shall include declarations of any actual or perceived conflicts of interest, how the conflict of interest shall be mitigated together with the rationale and how the conflict of interest was managed;

k) Conflicts of interest shall be managed in accordance with NHS England guidance including for the provider selection regime and for joint working and delegation arrangements. For the provider selection regime this includes the situation where decisions are being taken as part of a formal competitive procurement of services with any individual who is associated with an organisation that has a vested interest in the procurement recusing themselves from the process.

35. DECLARING AND REGISTERING INTERESTS

35.1 The ICB maintains registers of the interests of:
   a) Members of the ICB;
   b) Members of the Board's Committees and Sub-Committees;
   c) Officers of the ICB including Clinical Leads;
   d) Its employees.

35.2 In accordance with section 14Z30(2) of the 2006 Act registers of interest are published on the ICB's website.

35.3 All relevant persons as per 33.3 and 33.5 above must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB's commissioning functions.

35.4 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.

35.5 All relevant declarations will be entered in the registers as per 35.1 above.

35.6 The ICB will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually.

35.7 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.

35.8 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.

36. STANDARDS OF BUSINESS CONDUCT

36.1 Board members, employees, Committee and Sub-Committee members of the ICB 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);
c) Comply with the ICB Standards of Business Conduct Policy, and any requirements set out in the policy for managing conflicts of interest.

36.2 Individuals contracted to work on behalf of the ICB 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.

37. ACCOUNTABLILITY AND TRANSPARENCY

37.1 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 11(2) of Schedule 1B to the 2006 Act.

38. MEETINGS AND PUBLICATIONS

38.1 ICB Board meetings and Committees or Sub-Committees composed entirely of Board members or which include all Board members will be held in public except:

a) Where a resolution is agreed to exclude the public on the grounds that it is believed to not be in the public interest in accordance with section 17 of the Standing Orders;
b) The Audit Committee and the Remuneration Committee shall not be held in public.

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

38.3 Annual accounts will be externally audited and published.

38.4 A clear complaints process will be published.

38.5 The ICB 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.

38.6 Information will be provided to NHS England as required.

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

a) Conflicts of interest policy and procedures;
b) Registers of interests;
c) Key policies.

38.8 The ICB 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 the ICB proposes to discharge its duties under:

a) Section 14Z34 to 14Z45 (general duties of integrated care boards);
b) Sections 223GB and 223N (financial duties).

38.9 The plan referred to in section 38.8 above shall also include proposed steps to implement the North Central London joint local health and wellbeing strategy.

39. SCRUTINY AND DECISION MAKING

39.1 At least three Non-Executive members will be appointed to the Board including the Chair. All of the Board and Committee members will comply with the Nolan Principles of Public Life and meet the criteria described in the Fit and Proper Person Test.

39.2 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.

39.3 The ICB will comply with the requirements of the NHS Provider Selection Regime including complying with existing procurement rules until the provider selection regime comes into effect.

39.4 The ICB will comply with local authority health overview and scrutiny requirements.

40. ANNUAL REPORT

40.1 The ICB will publish an annual report in accordance with any guidance published by NHS England which shall:

a) Set out how the ICB has discharged its functions and fulfilled its duties in the previous financial year and in particular explain how it has discharged its duties under sections: 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 sections:
    - 14Z52 (forward plan); and
    - 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 the Board has taken to implement any joint 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.

41. ARRANGEMENTS FOR DETERMINING THE TERMS AND CONDITIONS OF EMPLOYEES

41.1 The ICB may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.

41.2 The Board has established a Remuneration Committee which is chaired by a Non-Executive member other than the Chair or Audit Chair.

41.3 The membership of the Remuneration Committee is determined by the Board. 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) Authorising the Remuneration Committee to obtain at the ICB's expense outside legal or other professional advice on any matter within the Remuneration Committee's Terms of Reference;
b) Members of the Governance and/or HR teams attending Remuneration Committee meetings to advise as appropriate.

41.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board.

41.5 The main purpose of the Remuneration Committee is to:

a) Approve the remuneration and terms of service for ICB Board members except for the Chair;
b) Approve the remuneration and terms of service for ICB officers, clinical leads and employees at the Very Senior Manager level;
c) Set the pay policy for employees below the Very Senior Manager level. For the avoidance of doubt the Remuneration Committee does not approve employee pay below the Very Senior Manager level or the ICB's staffing structures. These are delegated to the ICB's Chief Executive.

41.6 The duties of the Remuneration Committee are set out in its Terms of Reference. The Terms of Reference agreed by the Board are published in the Governance Handbook on the ICB's website.

41.7 The ICB may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

42. ARRANGEMENTS FOR PUBLIC INVOLVEMENT

42.1 In line with section 14Z45(2) of the 2006 Act the ICB 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 Integrated Care Board;
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; and
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.

42.2 In line with section 14Z54 of the 2006 Act the ICB has made the following arrangements to consult its population on its system plan:

a) The development of communication and engagement strategies and plans as appropriate;
b) The establishment of appropriate forums and channels of communication to effectively engage with the ICB's population;
c) The establishment of a Communications and Engagement Team;
d) The development of local principles to support the national principles developed by NHS England for working with people and communities;

e) The development of a transparent and open approach which considers and appropriately utilises feedback to shape our plan.

42.3 The ICB 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.

42.4 In addition the ICB will develop a strategy for working with our communities which will include local engagement principles. These local engagement principles will build upon the ten principles set out in clause 42.4 above.

42.5 The principles set out in clauses 42.3 and 42.4 above will be used when developing and maintaining arrangements for engaging with people and communities.

42.6 These arrangements, include:

a) Establishing a partnership forum which oversees resident engagement and involvement in the Integrated Care System;
b) Ensuring that the patient and resident voice is heard at a strategic level and that engagement insight is used to inform decision making and improve services;
c) Ensuring there is appropriate representation from key partners in engagement forums;
d) Establishing policies which supports the ICB's approach to community engagement, co-production, community power and placing local communities and their voices at the heart of the ICB's plans.

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
Board	The Board of Members comprising solely of members of the ICB as set out in sections 7 and 8 of the Main Body of the Constitution.
Area	The geographical area that the ICB has responsibility for, as defined in section 2 of this Constitution
Committee	A committee created and appointed by the ICB Board.
Executive Director	A member of the ICB's Executive Management Team.
Sub-Committee	A committee created and appointed by and reporting to a Committee.
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.
Partner Member	Some of the Ordinary Members will also be Partner Members. Partner Members bring knowledge and a perspective from their sectors and are and appointed in accordance with the procedures set out in sections 14, 15 and 16 respectively of the Main Body of the Constitution having been nominated by the following: • 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.
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 the Integrated Care Board, local government and providers of health and care services, including the voluntary, community 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.
Main Body of the Constitution	The Constitution excluding all Appendices.

Ordinary Member	The Board of the ICB will have a Chair and a Chief Executive plus other members. All other members of the ICB, excluding the Chair and Chief Executive, are referred to as Ordinary Members.
Health Service Body	Health service body as defined by section 9(4) of the NHS Act 2006 or (b) NHS Foundation Trusts.

APPENDIX 2
STANDING ORDERS

TABLE OF CONTENTS

1. INTRODUCTION

1.1 These Standing Orders ('Standing Orders') regulate the proceedings of the NHS North Central London Integrated Care Board ('ICB') so that the ICB can fulfil its obligations as set out largely in the 2006 Act (as amended). They form part of the ICB's Constitution and should be read in conjunction with the Constitution.

2. AMENDMENT AND REVIEW

2.1 The Standing Orders are effective from 1st July 2022.

2.2 The Standing Orders will be reviewed every three years or sooner if required.

2.3 The Standing Orders form part of the ICB's Constitution and therefore any changes or amendments to the Standing Orders must be approved by both the ICB Board and NHS England prior to implementation.

2.4 Any changes or amendments to the Standing Orders will be made as per section 5 of the Constitution.

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 of the Constitution.

3.2 These Standing Orders apply to the Board of the ICB. The Terms of Reference for Committees and Sub-Committees shall set out how the proceedings of these Committees and Sub-Committees are regulated.

3.3 All members of the ICB Board, members of Committees and Sub-Committees, office holders and all employees should be aware of the Standing Orders, Scheme of Reservation and Delegation, and Standing Financial Instructions 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 and/or the Scheme of Reservation and Delegation and/or the Standing Financial Instructions, the Chair supported by advice from the Governance and Risk Team, will provide a settled view which shall be final.

3.5 All members of the ICB Board, its Committees, Sub-Committees, office holders and all employees have a duty to disclose and report any non-compliance with the Standing Orders, Scheme of Reservation and Delegation and/or the Standing Financial Instructions to the Governance and Risk Team as soon as possible.

3.6 If, for any reason, the Standing Orders and/or the Scheme of Reservation and Delegation and/or the Standing Financial Instructions are not complied with, full details of the non-compliance, any justification for non-compliance, the circumstances around the non-compliance and steps taken to ensure future compliance shall be reported to the next formal meeting of the Audit Committee and, where required, to the ICB Board for action and/or ratification.

3.7 Conflicts of interest shall be dealt with in accordance with sections 33 to 36 of the Main Body of the Constitution and sections 19 and 20 of the Standing Orders. Fraud and bribery shall be dealt with in accordance with the anti-fraud and bribery policy. The anti-fraud and bribery policy is available on the ICB's website in the Governance Handbook and on the staff intranet.

4. FREQUENCY OF ICB BOARD MEETINGS

4.1 Meetings of the ICB Board shall be held at regular intervals at such times and places as the ICB may determine.

4.2 In normal circumstances each member of the ICB Board will be given not less than 10 calendar days' 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 7 days' notice in writing;

b) Not less than five members of the ICB Board, which must include at least one Non-Executive Member, may request the Chair to convene a meeting by notice in writing. The notice must specify the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within 7 calendar days of such a request being presented the ICB 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 ICB 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.

4.3 The meeting notice shall contain the date, time and location of the meeting.

4.4 Where ICB Board meetings are to be held in public the date, times and location of the meetings will be published on the ICB's website and be posted at the ICB's office at least 3 clear days before the meeting is due to take place or, if the meeting is convened at shorter notice, then as soon as is reasonably practicable.

5. ICB BOARD MEETING AGENDAS AND PAPERS

5.1 Before each ICB Board meeting an agenda setting out the business of the meeting will be sent to every ICB Board member no less than 7 calendar days in advance of the meeting.

5.2 If an ICB Board member or any other person wishes to include an item on the agenda they must notify the Chair via the Secretariat no later than 9 calendar days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the ICB Board Chair but any request to add an item to the agenda must not be unreasonably refused.

5.3 Before each ICB Board meeting the papers of the meeting will be sent to every ICB Board member no less than 7 calendar days in advance of the meeting. Any papers received after this date will only be accepted by exception at the ICB Board Chair's absolute discretion. If the ICB Board Chair agrees that these late papers may be distributed they will be either:

a) Sent to ICB Board members electronically before or at the meeting to which the papers relate; and/or

b) Be provided with a physical copy of the papers before or at the meeting to which the papers relate.

5.4 ICB Board meeting papers will be published on the ICB's website and be available for inspection at the ICB's office at least 3 clear days in advance of the meeting to which they relate or, if the meeting is convened at shorter notice, then at the time it is convened. The agenda and/or papers may exclude, if thought fit, any item that is to be addressed in any meeting and/or part of a meeting that is not likely to be open to the public.

6 LACK OF SERVICE

6.1 Lack of service by the ICB of any of the following documents and/or lack of service within the required time limits shall not affect the validity of an ICB Board meeting as long as the ICB has acted in good faith:

a) Notice of ICB Board meetings under section 4 above;
b) Agendas under section 5 above;
c) Papers under section 5 above.

7. CHAIR OF A MEETING

7.1 The Chair of the ICB shall preside over meetings of the ICB Board.

7.2 If the Chair is absent, or is disqualified from participating due to a conflict of interest, the Deputy Chair shall chair the meeting.

7.3 If both the Chair and the Deputy Chair are unable to participate in a meeting or part of a meeting due to absence or a conflict of interest a Non-Executive Member shall chair the meeting.

7.4 The ICB Board shall appoint a Chair to all Committee and Sub-Committees that it has established. The appointed Committee or Sub-Committee Chair will preside over the relevant meetings. Terms of Reference for Committees and Sub-Committees will specify arrangements for occasions when the appointed Chair is absent.

8. MEMBERS OF THE ICB BOARD

8.1 Membership of the ICB Board is set out in sections 7 and 8 of the Main Body of the Constitution as follows:

a) Chair;
b) Chief Executive;
c) Two Non-Executive Members;
d) Two Partner Member- NHS Trusts and Foundation Trusts;
e) Two Partner Member- Providers of Primary Medical Services;
f) Partner Member- Local Authorities;
g) UCL Health Alliance Member;
h) Medical Director;
i) Finance Director;
j) Director of Nursing.

8.2 Each of the officer members of the ICB Board listed at 8.1 b), h), i) and j) above may nominate a deputy to represent them in their absence and make decisions on their behalf. The Chair and the Governance and Risk Team must be informed of any such deputisation.

8.3 Each of the other Ordinary Members of the ICB Board listed at 8.1 a), c), d), e), f) and g) above may nominate a deputy to represent them in their absence and make decisions on their behalf. The Chair and the Governance and Risk Team must be informed of any such deputisation. The deputy must:

a) Be a fit and proper person; and
b) Have sufficient knowledge, skills and expertise to properly carry out the role; and
c) Meet the eligibility requirements for membership of the ICB set out in sections 10 and 11 of the Main Body of the Constitution; and
d) Be a named individual who has been approved by the Chair and Audit Committee Chair as being a suitable deputy.

8.4 ICB Board members who are unable to attend an ICB Board meeting howsoever caused may vote on decisions by proxy by completing a proxy voting form. The proxy voting form must be received by the ICB Board Chair prior to the ICB Board meeting to which it relates. The Governance and Risk Team shall establish and maintain the proxy voting form.

9. PARTICIPANTS AND OBSERVERS

9.1 As per section 9 of the Main Body of the Constitution the ICB Board may call additional experts to attend meetings on a case by case basis to inform discussions.

9.2 The ICB Board may invite or allow additional people to attend ICB Board meetings as participants. Participants may present at ICB Board meetings and contribute to relevant discussions but are not allowed to participate in any formal vote.

9.3 The ICB Board may invite or allow people to attend meetings as observers. Observers may not present at ICB Board meetings, contribute to any discussion or participate in any formal vote. Observers may ask questions and/or participate in one or more discussions at the invitation of the Chair.

10. QUORUM

10.1 The quorum for ICB Board meetings is 6 members which must include:

a) The Chair or Deputy Chair if the Chair is not present or unable to participate due to a conflict of interest;
b) The Chief Executive or the Director of Finance;
c) The Medical Director or the Director of Nursing;
d) At least one Non-Executive Member;
e) At least one Partner Member or the UCL Health Alliance Member.

10.2 For the sake of clarity:

a) No person can act in more than one capacity when determining the quorum with the exception of a Non-Executive Member if they are acting in the capacity of Deputy Chair and the Chair is not present;
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.

10.3 If an ICB Board meeting is not quorate the ICB Board members present may discuss items of business but no decisions may be taken until such a time that the meeting is quorate.

10.4 If any representative is conflicted on a particular item of business they will not count towards the quorum for that item of business. If this renders a meeting or part of a meeting inquorate a non-conflicted person may be temporarily appointed or co-opted to satisfy the quorum requirements. If a meeting is not quorate the Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary. However, for all Partner Members, Non-Executive Members and the UCL Health Alliance Member the person temporarily appointed or co-opted to satisfy the quorum requirements must a) be a person who satisfies the requirements of section 8.3 above, and b) the Chair must give approval for the person to be temporarily appointed or co-opted.

10.5 In the circumstances where a quorum cannot be obtained in accordance with clauses 10.1 or 10.4 above due to the management of conflicts of interest the quorum shall be five non-conflicted ICB Board members.

10.6 In addition to the provisions contained in clauses 10.1, 10.4 and 10.5 above where it would be more appropriate and/or to better manage conflicts of interest the ICB Board may at its absolute discretion require one of its Committees or Sub-Committees to consider an item or items of business and make decisions on its behalf.

11. MINUTES

11.1 The minutes of the proceedings of a meeting shall be prepared and submitted for agreement at the next meeting. Once the minutes have been approved they shall be signed by the person presiding at the meeting.

11.2 The minutes as a minimum shall state all ICB members and participants present at the meeting, a summary of discussions held and/or decisions taken for each agenda item and how conflicts of interest were managed in accordance with the provisions of the conflicts of interest policy.

11.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.

11.4 Where providing a record of a meeting held in public, the minutes shall be made available to the public.

12. BOARD DECISION MAKING

12.1 The ICB 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 though difficult issues where appropriate.

12.2 Generally it is expected that decisions of the ICB 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 who are present at the meeting will be eligible to cast one vote each;
b) Absent members may vote by proxy in accordance with clause 8.4 above. 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 participants and/or observers (as detailed within section 9 of the Main Body 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 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, will be recorded in the minutes of the meeting.

12.3 Notwithstanding the provisions of clause 12.2 above if all four Executive Members of the ICB Board, or 100% of the non-conflicted Executive Members if any are unable to vote on a resolution due to any conflicts of interest, vote against a resolution it shall not pass. The matter shall be remitted back to the ICB Board for further consideration as appropriate.

12.4 Where helpful the ICB Board may draw on third party support to assist them in resolving any disputes such as peer review or support from NHS England.

13. ICB BOARD URGENT DECISIONS UNDER CHAIR'S ACTION

13.1 For urgent decisions and extraordinary circumstances it is generally expected that the ICB Board will meet virtually. However, where this is not possible the decision-making powers reserved to the ICB Board under the Scheme of Reservation and Delegation may be exercised by the Chair and the Chief Executive acting together outside of an ICB Board meeting where a decision is of such importance or urgency that it cannot wait until the next ICB Board meeting or appropriate ICB Board committee or Sub-Committee meeting. The power shall only be exercised by the Chair and the Chief Executive after having consulted at least two other members of the ICB Board including at least one Non-Executive Member.

13.2 Any decision made under clause 13.1 above shall be reported at the next formal meeting of the ICB Board.

14. QUESTIONS FROM THE PUBLIC, PETITIONS AND DEPUTATIONS

14.1 The ICB Board may receive questions from the public at its absolute discretion in line with the ICB's protocol for public questions which is available on the ICB's website. The Corporate Affairs Directorate shall establish and maintain this protocol.

14.2 The ICB Board may receive, at its absolute discretion, petitions and/or deputations from members of the public or interested parties to make the ICB Board aware of a particular concern or concerns they have.

14.3 Any petition and/or deputations should be sent to the ICB Board Secretariat who will pass it to the Chair for consideration.

14.4 Any petitions and/or deputations must be received by the Secretariat at least three working days before an ICB Board meeting is due to take place to be eligible to be heard at that ICB Board meeting. However, where it is not possible to comply with this deadline due to the papers of the meeting being published late or due to a public holiday the deputations must be submitted within a reasonable time.

14.5 Any petitions and/or deputations not received within this time will not be eligible to be heard at that ICB Board meeting. However, on a strictly case by case basis there may be times where it would be highly beneficial to the ICB's business to waive this requirement due to the relevance or content of the petition and/or deputation. In these circumstances the Chair may do so on a case by case basis and without setting any precedents of future or further waivers.

14.6 Any petitions and/or deputations must take the form of a written request together with a statement setting out what the petition and/or deputation is about. If any petition and/or deputation fails to set out this information it will be rejected.

14.7 Any petitions and/or deputations which are not relevant to the business under consideration by the ICB Board at its meeting will be rejected.

14.8 The Chair may accept or reject any relevant and properly completed petitions and/or deputations on a strictly case by case basis at the Chair's absolute discretion and without setting any precedents for future or further decisions.

14.9 If a request is agreed the interested party and/or parties will be invited to an ICB Board meeting where the ICB Board will consider the deputation.

14.10 The Chair may decide how much time to allocate to any petitions and/or deputations at the Chair's absolute discretion on a case by case basis and without setting any precedents for future or further decisions on time allocated for petitions and/or deputations.

14.11 Nothing in this section 14 shall limit, prohibit or otherwise restrict the ICB Board's powers contained in section 17 (meetings held in public) or 18 (confidentiality) of these Standing Orders.

15. VIRTUAL ATTENDANCE AT MEETINGS

15.1 The ICB Board and its committees and sub-committees may meet virtually using telephone, video and other electronic means when necessary, unless the terms of reference prohibit this.

16. VIRTUAL DECISION MAKING OUTSIDE OF FORMAL MEETINGS

16.1 There are circumstances where time-critical decisions need to be made by the ICB Board or by one or more of its committees and/or sub-committees and it is not possible and/or reasonably practicable and/or a good use of resources to hold a meeting in sufficient time either in person or as per section 15 above. In these circumstances decisions may be made virtually outside of formal meetings.

16.2 The Governance and Risk Team shall establish and maintain a protocol for virtual decision making which sets out the process by which ICB Board, its committees and/or sub-committees decisions are made virtually. This protocol will be published on the ICB's website and on the intranet.

16.3 All decisions made under this section 16 shall be reported to the next formal meeting of the ICB Board, Committee or Sub-Committee to which the decision pertains.

17. MEETINGS HELD IN PUBLIC

17.1 In accordance with Public Bodies (Admission to Meetings) Act 1960 all ICB Board meetings and Committees or Sub-Committees composed a) entirely of Board members or b) which include all Board members, at which public functions are exercised, will be open to the public unless the ICB Board or the relevant Committee or Sub-Committee resolves to exclude the public from a meeting. In which case the meeting, in whole or part, may be held in private. The ICB may also exclude participants and observers. For the purposes of this section 17 references to the ICB Board include references to its Committees and Sub-Committees.

17.2 Attendees, observers, the press and the public may be excluded from all or part of a meeting at the ICB Board's absolute discretion whenever publicity would be prejudicial to the public interest by reason of:

a) The confidential nature of the business to be transacted; or
b) The matter is commercially sensitive; or
c) The matter being discussed is part of an on-going investigation; or
d) Other special reason stated in the resolution and arising from the nature of that business or of the proceedings; or
e) Any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time; or
f) To suppress or prevent disorderly conduct or behaviour as permitted by section 1(8) of the Public Bodies (Admission to Meetings) Act 1960.

17.3 It may be necessary for a person other than a member of the ICB Board to be present at a private ICB Board meeting to provide the ICB Board with advice and/or knowledge and/or

expertise. The ICB Board may allow this at its absolute discretion without affecting the validity of any resolution determined in accordance with clauses 17.1 and 17.2 above.

17.4 The ICB Board may allow any person or persons to attend a private ICB Board meeting at its absolute discretion without affecting the validity of any resolution determined in accordance with clauses 17.1 and 17.2 above.

17.5 For the avoidance of doubt ICB Board meetings are meetings held in public. They are not public meetings.

17.6 The person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the ICB Board's business shall be conducted without interruption and disruption.

17.7 The person presiding over the meeting may exclude any individual and/or member of the public from a meeting if they interfere with the proper conduct of that meeting.

17.8 As set out in clause 38.1 of the Main Body of the Constitution the Audit Committee and the Remuneration Committee shall not be held in public.

17.9 Nothing in this section 17 shall limit or restrict the ICB's ability to hold any of its meetings in public at its absolute discretion and without setting any precedents for any further or future meetings.

18. CONFIDENTIALITY

18.1 ICB Board members shall respect confidentiality requirements as set out in these Standing Orders.

18.2 ICB Board meetings may in whole or in part be held in private as per section 17 above. Any papers relating to these agenda items will also be excluded from the public domain. For any meeting or any part of a meeting held in private all members and/or participants and/or observers must treat the contents of the meeting and any relevant papers as strictly private and confidential.

18.3 Decisions of the ICB Board will be published except when decisions have been made in private in accordance with section 17 above.

19. CONFLICTS OF INTEREST

19.1 Conflicts of Interest shall be dealt with in accordance with sections 33 to 36 of the Main Body of the Constitution, the ICB's conflicts of interest policy and NHS England guidance for managing conflicts of interest.

19.2 The ICB Board shall have a Declarations of Interest Register that will be presented as a standing item on each ICB Board meeting agenda.

19.3 ICB Board members must recuse themselves on a case by case basis where it is deemed by the person presiding over the meeting acting reasonably that their inclusion is a conflicts of interest which cannot be appropriately managed and therefore negatively affects the integrity of the ICB's decision making processes

20. GIFTS, HOSPITALITY AND SPONSORSHIP

20.1 Gifts, hospitality and sponsorship shall be dealt with in accordance with sections 33 to 36 of the Main Body of the Constitution, the ICB's conflicts of interest policy and NHS England guidance for managing conflicts of interest.

20.2 The ICB shall have a Gifts, Hospitality and Sponsorship Register. Declarations of Gifts, Hospitality and Sponsorship shall be a standing item on each ICB Board meeting agenda.

21. STANDARDS OF BUSINESS CONDUCT

21.1 ICB Board members and any participants or observers must maintain the highest standards of personal conduct and in this regard must comply with:

a) The law of England and Wales;
b) The NHS Constitution;
c) The Nolan Principles;
d) The standards of behaviour set out in the ICB's Constitution;
e) Any additional regulations or codes of practice relevant to the ICB Board;
f) The ICB's governance policies.

22. ICB BOARD COMMITTEES AND DELEGATION

22.1 In accordance with sections 26, 29 and 30 of the Main Body of the Constitution the ICB Board has the express authority and at its absolute discretion to:

a) Establish, disestablish, dissolve, change, amend and/or merge any existing ICB Board Committee or Sub-Committee;
b) Establish any new ICB Board Committee or Sub-Committee;
c) Set, amend or change the remit and/or purpose of any ICB Board Committee or Sub-Committee save as set out by law.

22.2 The ICB Board shall approve the Terms of Reference for its Committees and/or Sub-Committees. Terms of Reference shall comply with the law.

22.3 ICB Board Committees and/or Sub-Committees may consist of or include persons who are ICB Board members, office holders and/or employees of the ICB and/or may consist of or include persons other than ICB Board members, office holders and/or employees of the ICB save as set out by law. The ICB Board has absolute discretion as to who is eligible to vote at Committee and Sub-Committee meetings.

22.4 The ICB Board may delegate its authority to act on its behalf to:

a) Any member of the ICB Board;
b) A Committee or Sub-Committee of the ICB Board;
c) Individual directors of the ICB. This may include directors who are not Executive Directors and directors who are jointly appointed with one of more Local Authorities and/or one or more statutory NHS providers;
d) Any of the ICB's employees.

22.5 In accordance with section 30 of the Main Body of the Constitution the ICB Board may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other relevant bodies:

a) Another Integrated Care Board;
b) NHS England;
c) NHS trust;
d) NHS foundation trust;
e) Local Authority;

f) Combined authority;
g) Any other prescribed body.

22.6 Any arrangement pursuant to clause 22.5 above shall comply with the requirements of section 30 of the Main Body of the Constitution.

23 SUSPENSION OF THE STANDING ORDERS

23.1 The ICB Board may suspend these Standing Orders or any provision or part contained therein at any meeting of the ICB Board provided that:

a) A majority of ICB Board members who are eligible to vote are in agreement. The majority must include the Chair of the ICB Board unless the Chair is unable to participate in any vote due to a conflict of interest; and
b) The suspension does not contravene English law or any direction made by the Secretary of State for Health and Social Care or by NHS England; and
c) The suspension is reasonable in the circumstances and proportionate to the aim to be achieved.

23.2 A decision to suspend the Standing Orders or any provision or part contained therein together with the reasons for doing so shall be recorded in the minutes of the meeting.

23.3 The Audit Committee shall review the reasonableness of the decision to suspend these Standing Orders or any provision or part contained therein. For the avoidance of doubt, this may be done virtually as per sections 15 and 16 above.

23.4 Clauses 3.5, 3.6 and 3.7 of these Standing Orders may not be suspended at any time or at all either in whole or in part.

23.5 Due to the need to manage conflicts of interest robustly, the quorum for suspension of the Standing Orders shall be as set out in section 10 above.

24. ANNUAL GENERAL MEETING

24.1 The ICB shall hold an Annual General Meeting ('AGM') in public in each financial year.

24.2 The notice of the AGM, agenda and any related papers will be published on the ICB's website, and be available for inspection at the ICB's office at least twenty working days before the AGM.

24.3 The meeting notice shall contain the date, time and location of the meeting.

24.4 For the AGM to be quorate the ICB Board must be quorate in accordance with section 10 above.

24.5 The Annual Report and Accounts shall be presented at the AGM.

24.6 The Chair of the Audit Committee and the Chair of the Remuneration Committee should be available at the AGM.

24.7 General requests for specific items of business to be discussed at the AGM and/or formal motions to be discussed and voted on must be made to the ICB Board Chair via the Secretariat. It is at the absolute discretion of the ICB Board Chair whether an item of business and/or a motion is discussed and voted on at an AGM on a case by case basis and without setting any precedents for any further or future decisions

24.8 Anyone seeking to move, amend or withdraw a motion on or after the twentieth working day before the AGM may only do so on the agreement of the ICB Board Chair. Any decisions taken by the Chair is made at their absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions. If any motions are moved, amended or withdrawn the revision shall be published on the ICB's website and be available for inspection at the ICB's office.

24.9 Motions at AGMs pass by a simple majority of ICB Board members voting at the AGM. In the event of a tied decision the Chair of the ICB shall have the casting vote.

25. CORPORATE TRUSTEE AND CHARITABLE FUNDS

25.1 The ICB may act as a corporate trustee.

25.2 The functions and powers exercised by the ICB as a corporate trustee are exercised separately and distinctly from those functions and powers the ICB exercises on behalf of itself.

25.3 The ICB may hold charitable funds as a trustee. If the ICB holds any charitable funds as a trustee it is accountable for those funds to the Charity Commission.

26. CORPORATE SEAL

26.1 The ICB shall have a seal for executing documents where necessary.

26.2 Use of the seal must be approved by the Chief Executive or the statutory Director of Finance and the sealing of any document must witnessed by a member of the Governance and Risk Team.

26.3 The seal will be stored in a safe location by the Governance and Risk Team.

27. KEY GOVERNANCE ROLES ON THE ICB BOARD

27.1 Sections 28 to 34 below set out key roles on the ICB Board which must be appointed to.

28. DEPUTY CHAIR

28.1 The Chair of the ICB shall appoint a Non-Executive Member of the ICB Board to be the Deputy Chair. The role of the Deputy Chair is to preside over meetings of the ICB Board where the Chair is unable to participate in a meeting or part of a meeting due to absence or a conflict of interest.

28.2 The Chair shall appoint the Deputy Chair in accordance with the following process:

a) The Chair shall invite expression of interest in the Deputy Chair role from the Non-Executive Members;
b) If only one expression of interest is received the Chair shall appoint that Non-Executive Member as the Deputy Chair;
c) If more than one expression of interest is received the Chair and Chief Executive shall interview those Non-Executive Members to determine the most suitable candidate;
d) The Chair shall appoint the most suitable candidate to be the Deputy Chair.

29. CALDICOTT GUARDIAN

29.1 The ICB Board shall appoint a Caldicott Guardian. The Caldicott Guardian is responsible for protecting the confidentiality of people's health and care information and making sure it is used properly.

29.2 The Caldicott Guardian shall perform their role in accordance with national guidance.

30. CONFLICTS OF INTEREST GUARDIAN

30.1 The Audit Committee Chair shall be the Conflicts of Interest Guardian in accordance with clause 33.6 of the Main Body of the Constitution.

30.2 The Conflicts of Interest Guardian should undertake the following in collaboration with the ICB's governance lead:

a) Act as a conduit for members of the public, healthcare professionals and wider Integrated Care System partners who have any concerns with regards to conflicts of interest;
b) Be a safe point of contact for employees or workers of the ICB 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 ICB Board members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
e) Provide advice on minimising the risks of conflicts of interest.

30.3 The Conflicts of Interest Guardian shall perform their role in accordance with national guidance.

31. SENIOR INFORMATION RISK OWNER

31.1 The ICB Board shall appoint a Senior Information Risk Owner ('SIRO') who shall be an executive ICB Board member or another senior manager as appropriate. The SIRO shall provide the Chief Executive with assurance that information risk is being managed appropriately and effectively across the organisation.

32. FREEDOM TO SPEAK UP GUARDIAN

32.1 The ICB Board shall have one or more Freedom To Speak Up Guardians whose role it is to help protect patient safety and the quality of care, improve the experience of workers and improve learning and improvement by ensuring that workers are supported in speaking up, barriers to speaking up are addressed, a positive culture of speaking up is fostered and issues raised are used as opportunities for learning and improvement.

32.2 The Chief Executive shall appoint the Freedom To Speak Up Guardian who shall be a director.

33. SENIOR INDEPENDENT NON-EXECUTIVE MEMBER

33.1 The ICB Board shall appoint an ICB Board Member to be the Senior Independent Non-Executive Member ('SINEM'). The SINEM shall provide a sounding board for the Chair and serve as an intermediary for the other ICB Board members. Led by the SINEM the non-officer members of the ICB Board should meet without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary.

33.2 The SINEM shall not be the Audit Committee Chair.

34. WELLBEING GUARDIAN

34.1 The ICB Board shall have a Wellbeing Guardian whose role it is to provide independent challenge to the senior leadership team to ensure the ICB has a culture of wellbeing for all employees embedded throughout the organisation, putting the health and wellbeing of its staff front and centre. The Wellbeing Guardian also champions equality, diversity and inclusion to ensure all voices are represented and heard across the organisation and within the ICB Board.

34.2 The Chair shall appoint the Wellbeing Guardian.

35. INTERIM ICB BOARD MEMBERS

35.1 Where a vacancy arises on the ICB Board due to an ICB Board member ceasing to hold office before the expiry of their term of office howsoever caused the ICB Board has the option to appoint an interim ICB Board member to fill the vacant position to hold office on a temporary basis.

35.2 Any interim ICB Board member appointed in accordance with this section 35 shall only be able to hold office as an interim ICB Board member for a period of 6 months after which they will cease to hold office as an interim ICB Board member.

35.3 Any interim ICB Board member must leave office immediately if a permanent ICB Board member fills the vacancy occupied by the interim ICB Board member and the term of office for the permanent ICB Board member has started. However, the Chair of the ICB Board may agree a period of grace of up to 1 month to allow for a meaningful handover.

35.4 Any interim ICB Board member that fills the vacant position of Partner member or the UCL Health Alliance Member must pass a selection panel interview and thereafter have their interim appointment approved by the Chair of the ICB Board.

35.5 If the interim ICB Board member is to fill a vacant Partner Member- NHS Trusts and Foundation Trusts position or the UCL Health Alliance Member position the selection panel must consist of:

a) A Chief Executive or other Executive Director from an NHS Trust or Foundation Trust in North Central London; and
b) The Chair of the ICB Board or a Non-Executive Member of the ICB Board; and
c) An Executive Director member of the ICB Board.

35.6 If the interim ICB Board member is to fill a vacant Partner Member- Providers of Primary Medical Services position the selection panel must consist of:

a) A GP with demonstrable primary care leadership experience; and
b) The Chair of the ICB Board or a Non-Executive Member of the ICB Board; and
c) An Executive Director member of the ICB Board.

35.7 If the interim ICB Board member is to fill a vacant Partner Member- Local Authorities position the selection panel must consist of:

a) A Chief Executive of a Local Authority or a person in a relevant executive level Local Authority role from a Local Authority in North Central London; and
b) The Chair of the ICB Board or a Non-Executive Member of the ICB Board; and
c) An Executive Director member of the ICB Board.

35.8 If the interim ICB Board member is to fill any vacant position on the ICB Board except for those set out in sections 35.5, 35.6 and 35.7 above the selection panel must consist of:

a) A Partner Member of the ICB Board; and

b) The Chair of the ICB Board or a Non-Executive Member of the ICB Board; and
c) An Executive Director member of the ICB Board.

35.9 The interim ICB Board member must be eligible to hold office in the position they are to be appointed to.

35.10 The interim ICB Board member will take office on such a date and time as set by the Chair of the ICB Board.

35.11 The appointment of an interim ICB Board member must be recorded in the minutes of the ICB Board meeting immediately following their appointment. The appointment together with the reasons for the appointment must be reported at the next Audit Committee meeting immediately following the appointment.

35.12 No more than two interim ICB Board members may hold office at the same time.

35.13 The period that an interim ICB Board member holds office shall not count towards their maximum number of terms of office or maximum number of years in office.

36. FLEXIBILITY OF LENGTH OF ICB BOARD TERMS OF OFFICE

36.1 The term of office for the Chair, Non-Executive Members, UCL Health Alliance Member and Partner Members of the ICB Board is three years. However, the ICB recognises that the NHS is a system that is constantly transforming and from time to time it may be necessary to have shorter terms of office for some or all ICB Board roles to meet the needs of the ICB's business. Where an ICB Board role is vacant or is due to be vacant the vacancy may be filled with the post holder holding office for a term of less than three years. It will be for the Chair of the ICB Board (or the Deputy Chair if the Chair of the ICB Board is conflicted) and the Chief Executive to jointly decide how long the term of office shall be for.

36.2 If the post holder holds office for a period of less than three years in accordance with clause 36.1 above they should not be placed at a disadvantage in terms of the overall number of terms they can potentially serve. In this instance the post holder is not prohibited from serving for more than two terms of office but is subject to a maximum total of 7 years in office.

37. EXTENSION TO TERMS OF OFFICE DUE TO SPECIAL CIRCUMSTANCES

37.1 The Chair of the ICB Board may agree to extend the term of office of any ICB Board member by up to one year where there are special circumstances. This power may only be used once per ICB Board member and overrides any limit on the maximum number of years an ICB Board member may hold office contained in the Main Body of the Constitution and/or these Standing Orders except as set out in clause 37.4 below.

37.2 The special circumstances referred to in clause 37.1 above are as follows:
a) Where the extension is necessary to provide continuity at a time of significant organisational change or transformation; or
b) Where the extension is necessary to provide continuity for a critical piece of work; or
c) Where the extension is necessary to give time to put into place an alternative ICB Board member.

37.3 Prior to the proposal to extend a term of office being presented to the Chair of the ICB Board the Audit Committee shall review the reasonableness of the request and whether or not at least one of the special circumstances are met. If at least one of the special circumstances is not met the proposal to extend the term of office may not be put to the Chair of the ICB Board.

37.4 The power contained in this section 37 may not be used to extend the Chair of the ICB Board and/or Non-Executive Member terms of office beyond a maximum of 9 years. This is to retain their independence in line with the provisions of the UK Corporate Governance Code.

37.5 Before exercising the power contained in section 37.1 above to extend the term of office of a Partner Member, the organisations that jointly nominate that Partner Member must jointly agree by simple majority that the Partner Member's nomination remains valid.

38. RESET OF TERMS OF OFFICE

38.1 Subject to the provisions of the Standing Orders the Chair, each Non-Executive Member, the UCL Health Alliance Member and each Partner Member on the ICB Board may only hold office for two terms totalling a maximum of six years as set out in sections 12, 14, 15, 16 and 17 of the Main Body of the Constitution. This time limit is referred to as the 'Maximum Period'. The Maximum Period is personal to each individual holding these roles. Notwithstanding the time limits set out in sections 12, 14, 15, 16 and 17 of the Main Body of the Constitution each individual's Maximum Period resets after the individual has not held office on the ICB for a period of three years.

38.2 For the Chair of the ICB Board and Non-Executive Members clause 38.1 above is subject to an absolute maximum limit of 9 years in office in total. This is to preserve their independence in line with the provisions of the UK Corporate Governance Code.

39. VACANCIES AND DEFECTS IN APPOINTMENTS

39.1 The validity of any act of the ICB is not affected by any vacancy among ICB Board Members or by any defects in the appointment of any ICB Board Member.

40. SPECIFIC ARRANGEMENTS FOR APPOINTMENT OF ORDINARY MEMBERS MADE AT ESTABLISHMENT

40.1 Individuals may be identified as "designate ordinary members" prior to the ICB being established.

40.2 Relevant nomination procedures for ordinary members who are Partner Members in advance of the establishment of the ICB are deemed to be valid as long as they are undertaken in full and in accordance with the provisions of sections 14, 15 and 16 of the Main Body of the Constitution.

40.3 Any appointment and assessment process undertaken in advance of establishment of the ICB to identify other designate ordinary members should follow, as far as possible, the process set out in the relevant sections of the Main Body of the Constitution. However, a modified process agreed by the Chair will be considered valid.

40.4 Once the ICB has been established and before the first ICB Board meeting a committee consisting of the Chair and Chief Executive will appoint the ordinary members including the Partner Members who are expected to be all individuals who have been identified as designate appointees pre-ICB establishment. The Chair will approve these appointments.

40.5 For the avoidance of doubt, this section 40 is only valid in relation to the appointments of the initial ordinary members and all appointments post establishment will be made in accordance with the relevant sections of the Main Body of the Constitution.