

Board meeting in public

Wednesday 01 April 2026



West and North London
Integrated Care Board

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| Report Title | ICB Governance | Date of report | 25 th March 2026 | Agenda Item | 2.3 |
| Lead Director / Manager | Sarah Morgan, Chief People Officer | Email / Tel | sarahlouise.morgan@nhs.net | | |
| Board Member Sponsor | Mike Bell, ICB Chair | | | | |
| Report Author | Andrew Spicer, Deputy Director of Governance, Risk and Legal Services | Email / Tel | andrew.spicer1@nhs.net | | |
| Recommendation | <p>The Board of Members is asked to APPROVE the:</p> <ul style="list-style-type: none"> • Scheme of Reservation and Delegation; • Functions and Decisions Map; • Terms of Reference for the Strategy Committee; • Terms of Reference for the Performance Committee; • Terms of Reference for the Audit Committee; • Terms of Reference for the Remuneration Committee; • Terms of Reference for the Primary Care and Medicines Optimisation Committee; • Terms of Reference for the Individual Funding Requests Panel; • Terms of Reference for the Individual Funding Requests Appeals Panel. • Adoption of the ICB policies listed in Appendix 10. | | | | |
| Name of Authorising Finance Lead | Not applicable. | Summary of Financial Implications | | | |
| | | The ICB's committees and governance documentation sets out the framework within which financial decisions are made and controlled. | | | |
| Report summary | <p>NHS West and North London Integrated Care Board ('ICB') is a statutory organisation that was formally established on 01 April 2026. To ensure the new ICB has a flexible but robust corporate governance framework in place which supports the organisation to properly oversee and discharge its statutory functions the Board of Members is asked to approve the following key documents and policies:</p> <p><u>Scheme of Reservation and Delegation</u></p> <p>Under the Constitution the Board of Members decides which of its powers, authorities and financial decision making are reserved to the Board of Members and which are delegated to its committees, sub-committees and to individuals. This is set out in the Scheme of Reservation and Delegation ('SORD').</p> <p>The SORD supports the ICB's smooth and effective operations and discharge of its statutory duties by ensuring that a robust but flexible governance structure is in place and that functions and decisions are appropriately delegated.</p> | | | | |

Functions and Decisions Map

Under the Constitution the ICB is required to have a Functions and Decisions Map ('Map') and publish it on the ICB's website. The Map sets out a high level overview of the ICB's governance structure, which includes its key functions and how the functions are exercised in accordance with the Scheme of Reservation and Delegation ('SORD'). The Map is not intended to duplicate or be a substitute for the SORD and therefore it refers the reader to the SORD for greater detail.

Board Committee Structure

It is proposed that the Board of Members establish 4 committees and 3 sub-committees. This paper requests the Board of Members to approve the Terms of Reference for its committees and sub-committees as follows:

Audit Committee

The purpose of this committee is to provide oversight and scrutiny of the effectiveness and robustness of the governance and assurance processes on which the Board of Members relies. This includes but is not limited to:

- a) Integrated governance, risk management, internal and external controls;
- b) Internal and external audit;
- c) Counter fraud arrangements; and
- d) Financial reporting.

Remuneration Committee

The purpose of this committee is to:

- a) Approve the remuneration and terms of service for Integrated Care Board members except for the Chair;
- b) Approve the remuneration and terms of service for Integrated Care Board 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 Integrated Care Board's staffing structures. These are delegated to the Integrated Care Board's Chief Executive.

Strategy Committee

The purpose of the Committee is to:

- a) Oversee and drive the formation of the ICB strategy and the on-going delivery of the ICB's approach to strategic commissioning and the development of a commissioning strategy that will deliver population health improvements and be in line with the 10 Year Health Plan;

- b) Ensure the commissioning construct is created to deliver Integrated Health Organisations ('IHOs'), Neighbourhoods and other new models of care;
- c) Approve the commissioning and de-commissioning of services, ensuring that these services are evidenced based, meet population need, deliver the required outcomes, cost effective and subject to appropriate review;
- d) Oversee the accompanying financial strategy (ensuring necessary linkage and alignment with the ICB's Performance Committee);
- e) Ensure resources are concentrated appropriately to address health inequalities and achieve the ICB's three strategic objectives of:
 - Knowing our population (segmentation, stratification and actuarial approach);
 - Developing our approach to strategic commissioning;
 - Delivering the Neighbourhood model;
- f) Oversee the development of West and North London ('WNL') system plans, the ICB's commissioning strategies and plans to ensure they:
 - Improve outcomes in population health and healthcare;
 - Tackle inequalities in outcomes, experience and access;
 - Enhance productivity and value for money;
 - Help the NHS support broader social and economic development;
- g) Provide assurance to the Board of Members that the ICB is discharging its statutory duties relating to strategic commissioning functions effectively in line with the Model ICB;
- h) Oversee the implications and market management outcomes from the commissioning strategy;
- i) Oversee the Primary Care and Medicines Optimisation Committee the Individual Funding Request ('IFR') Panel and the IFR Appeals Panel.

Performance Committee

The purpose of the Committee is to:

- a) Monitor and Evaluate Performance and Quality outcomes by:
 - Monitoring delivery against metrics;
 - Evaluating impact;
 - Addressing contract performance gaps;
 - Monitoring patient experience;
 - Oversee contracting and procurement.
- b) Oversee and monitor WNL ICB Finance by:
 - Overseeing robust financial plans, budgets and allocations that align with commissioning intentions;

- Providing oversight, detailed scrutiny, report on, approve or recommend changes to plans, budgets and allocations in line with the Scheme of Reservation & Delegation and Standing Financial Instructions.

Primary Care and Medicines Optimisation Committee

This is a sub-committee of the Strategy Committee. Its purpose is to:

- a) Provide oversight, scrutiny and decision making for primary medical services;
- b) Make decisions in relation to the commissioning and management of primary medical services contracts;
- c) Have oversight of quality and performance in primary medical services;
- d) Provide oversight and assurance of the primary care budget delegated from NHS England
- e) Provide oversight, assurance and decision making for medicines, ensuring:
 - Safe and clinically effective use of medicines;
 - Improved clinical outcomes;
 - Best value of medicines use;
 - The promotion of proper use of medicines;
 - Safe and consistent access to medicines in the context of care pathways which cross multiple providers;
- f) Oversee the development and implementation of the ICB's medicines management strategy and procedures;
- g) Oversee the arrangements for sponsorship and/or joint working with the pharmaceutical industry.

Individual Funding Requests Panel

This is a sub-committee of the Strategy Committee. Its purpose is to consider and make decisions on Individual Funding Requests ('IFR') applications.

Individual Funding Requests Appeals Panel

This is a sub-committee of the Strategy Committee. Its purpose is to consider Applicants' appeals against decisions made by the Individual Funding Requests Panel.

ICB Policies

A review of the policies of the previous ICBs was carried out to ensure that the new ICB had an effective suit of policies in place from day one. Those policies were subsequently reviewed and endorsed through the governance structures of

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| | <p>the previous ICBs to ensure they are fit for purpose and provide assurance to the new ICB Board.</p> <p>The list of these policies is contained in Appendix 10.</p> <p>There may be some policies which at the time of writing this report are going through the previous ICB's governance structures for endorsement but will not have been endorsed at the point the Board papers for the 1st April 2026 Board meeting was published. These additional policies will follow and may need to be approved separately via e-governance.</p> <p>Further, the ICB will be required to develop additional policies in due course. These will be presented to the appropriate forums for approval as per the Committee Terms of Reference and the SORD.</p> <p><u>Future Developments</u></p> <p>The current governance framework is being established to enable the ICB to operate effectively from establishment. However, a review of the ICB's committee and other governance arrangements will be undertaken over the following months to help develop the ICB as a strategic commissioner and support it in discharging its functions accordingly.</p> |
| Identified risks and risk management actions | <p>The ICB's corporate governance framework assists the ICB in managing key risks by ensuring there is strong oversight of the ICB's functions, appropriate delegation of decision making and robust organisational policies which staff must follow.</p> |
| Conflicts of interest | <p>Conflicts of interest are managed in accordance with national guidance, the principles set out in the ICB Constitution and in accordance with the Conflicts of Interest policies of the previous ICBs.</p> |
| Resource implications | <p>This report supports the effective and efficient use of resources by providing a robust but flexible governance framework.</p> |
| Engagement | <p>There was extensive engagement through the previous ICB governance structures on the Terms of Reference and Policies. There has also been extensive engagement on the SORD with Executive Directors, the ICB Chair and subject matter experts including the ICB's Governance, Risk and Legal Services Team, Directors of Finance and the Good Governance Institute, which supported in the creation of the SORD. The Functions and Decisions Map is a reflection of the governance arrangements and therefore engagement on this was from the extensive engagement on the other documents.</p> |
| Equality impact analysis | <p>This report has been written in accordance with the provisions of the Equality Act 2010. The proposed governance framework supports the ICB in addressing inequalities.</p> |
| Report history and key decisions | <p>Not applicable.</p> |
| Next steps | <p>If the documents are approved the next step is to publish them on the staff intranet and ICB website and to operationalise the committee and sub-committee meetings.</p> |

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Appendices

This report contains the following appendices:

- Appendix 1: Scheme of Reservation and Delegation;
- Appendix 2: Functions and Decisions Map;
- Appendix 3: Terms of Reference for the Strategy Committee;
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West and North London
Integrated Care Board

NHS West and North London Scheme of Reservation and Delegation (SoRD)

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|--------------------|-----------------------------------------------------------------------|
| Document Reference | SoRD |
| Version | 1.0 |
| Document Sponsor | Sarah Morgan, Chief People Officer |
| Document Lead | Andrew Spicer, Deputy Director of Governance, Risk and Legal Services |
| Approval | ██████████ |
| Issued on | 01 April 2026 |
| To be reviewed by | April 2027 |

NHS WEST AND NORTH LONDON
INTEGRATED CARE BOARD
SCHEME OF RESERVATION AND DELEGATION

1. SCHEME OF RESERVATION AND DELEGATION

- 1.1 The Scheme of Reservation and Delegation ('SORD') sets out those decisions that are reserved for the Board of Members as a whole and those decisions that have been delegated.
- 1.2 The Integrated Care Board (ICB) remains accountable for all of its functions including those it has delegated.
- 1.3 The SORD must be adhered to.
- 1.4 Where authority has been delegated to a committee or sub-committee of the Board of Members the authority is delegated to the committee or sub-committee that oversees the substantive function and/or any successor committee and does not refer to the working title of any individual committee.
- 1.5 The Board of Members may decide to reserve authorities to itself. These may only be exercised by the Board of Members unless the Board of Members agree otherwise.
- 1.6 Where authority is delegated to the Chief Executive the Chief Executive may decide to further delegate the authority.
- 1.7 Where authority is delegated to the Chief Finance Officer the Chief Finance Officer may decide to further delegate the authority.
- 1.8 The Governance, Risk and Legal Services Team shall be notified in writing where authority is delegated in accordance with clauses 1.5 to 1.7 above.
- 1.9 The delegations are set out below. In addition, the Delegated Financial Limits are set out in appendix 1

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
|----------------------------------------------------------|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|-------------------------|-----------------------------------|
| Constitution 5.2 (e) | Risk, Regulation and Governance | Changes to the ICB's Constitution | Yes | No | No | |
| Constitution 22.2 | Risk, Regulation and Governance | Changes to any terms of reference to Board Committees | Yes | No | No | |
| Constitution 27.2 | Risk, Regulation and Governance | Approve the ICB's Scheme of Reservation and Delegation (SORD) and any amendments to it | Yes | No | No | |
| Constitution 28.1 | Risk, Regulation and Governance | Approve the ICB Functions and Decisions Map | Yes | No | No | To be assured via Audit Committee |
| Constitution 29.6 | Risk, Regulation and Governance | Appoint members to Committees and Sub-Committees | No | No | ICB Chair | |
| Constitution 32.1, 32.2 | Risk, Regulation and Governance | Approve the ICB's Standing Financial Instructions (SFIs) | Yes | No | No | |
| Audit Committee ToR 3.1(b) | Risk, Regulation and Governance | Approval of corporate and information governance policies | No | Audit Committee | No | |
| 2006 NHS Act s.14Z30, Constitution 33.1, 33.3 35.1, 35.2 | Risk, Regulation and Governance | Ensure appropriate arrangements are in place with regard to registers of interests and the management of conflicts of interest | No | Audit Committee | No | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
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| Audit Committee ToR 11.4 | Risk, Regulation and Governance | Approve the ICB's Annual Report and Accounts | Yes | No | No | Board approval upon Audit Committee recommendation. Post Board approval the CFO to sign off the final accounts and CEO to sign off the final Annual Report and Accounts prior to submission to NHS England. |
| Audit Committee ToR 5.2 | Risk, Regulation and Governance | Approve the appointment of external auditors | No | Audit Committee | As advised by the Auditor Panel | In practice the Auditor Panel will usually be the Audit Committee |
| Audit Committee ToR 4.2. | Risk, Regulation and Governance | Approve the appointment of internal auditors | Yes | Audit Committee | As advised by the Auditor Panel | In practice the Auditor Panel will usually be the Audit Committee |
| Audit Committee ToR 4.1(b) | Risk, Regulation and Governance | Approve the annual internal audit plan and more detailed programme of work | No | Audit Committee | No | |
| Audit Committee ToR , 5.1(b) | Risk, Regulation and Governance | Approve the annual external audit plan and more detailed programme of work | No | Audit Committee | No | |
| Audit Committee ToR 8.1(b) | Risk, Regulation and Governance | Approve the ICB's counter fraud and security management arrangements | No | Audit Committee | No | |
| Audit Committee ToR 8.1(b) | Risk, Regulation and Governance | Approve annual counter fraud work plan | No | Audit Committee | No | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
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| Audit Committee ToR 8.1(b) | Risk, Regulation and Governance | Approve the counter fraud Annual Report and Self-Review Assessment | No | Audit Committee | No | |
| Audit Committee ToR 8.1(d) | Risk, Regulation and Governance | Ensure appropriate arrangements are in place with regard to the provision of a counter fraud service | No | No | Chief Finance Officer | |
| Audit Committee ToR 3.1. | Risk, Regulation and Governance | Approve the ICB's risk management arrangements- including risk appetite | Yes | No | No | |
| Standing Order 3.4 | Risk, Regulation and Governance | Determine the final view to be taken in the case of conflicting interpretations of the Standing Orders | No | No | ICB Chair | Supported by advice from the ICB Governance, Risk and Legal Services team |
| Standing Order 13.1 | Risk, Regulation and Governance | Exercise the powers which are reserved or delegated to the Board for an urgent decision | No | No | ICB Chair and Chief Executive acting together having consulted two other board members of which one shall be a NEM | |
| Standing Order 23.1 | Risk, Regulation and Governance | Approve the suspension of the ICB's Standing Orders | Yes | No | No | Refer to clause 23 of the Standing Orders outlining necessary requirements |
| Standing orders 26.1 | Risk, Regulation and Governance | Exercise or delegate those functions of the ICB which have not been retained as reserved by the Board or delegated to its Committees or to any other named individual set out in this document. | No | No | Chief Executive | |
| Standing Order 26.2 | Risk, Regulation and Governance | Authorise use of the ICB seal | No | No | Chief Executive or Chief Finance Officer and witnessed by a member of the Governance, Risk and Legal Services team | |

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| N/A | Financial Resource Allocation | Approve arrangements for managing individual funding requests | No | No | Individual funding requests panel | |
| N/A | Financial Resource Allocation | Approve the ICB's financial plan | Yes | No | No | Detailed work on the financial allocation at Strategy Committee. Detailed work on the budget at Performance Committee. |
| N/A | Financial Resource Allocation | Approve investment decisions | No | Yes | Yes | Delegated as per Delegated Financial Limits in Appendix 1 |
| N/A | Financial Resource Allocation | Approve allocation of additional funds received in year over and above yearly ICB allocation, including passporting of funds | No | No | Chief Financial Officer | Delegated as per delegated financial limits in appendix 1 |
| N/A | Financial Resource Allocation | Approve the arrangements for discharging the ICB's statutory financial duties, including the ICB's corporate budgets | Yes | No | Chief Financial Officer | |
| N/A | Budgets | Approval of managers' budgets from within the limits set in the organisational budget | No | No | Chief Financial Officer | |
| N/A | ICB Administration and Effectiveness | Agree the vision and strategic objectives of the ICB | Yes | No | No | |

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| N/A | ICB Administration and Effectiveness | Approval of the arrangement for discharging the ICB's statutory duties as an employer | No | No | Chief Executive | |
| RC ToR 2.1, 3.1 | ICB Administration and Effectiveness | Approve the remuneration for ICB Board members except for the ICB Chair and NEMs | No | Remuneration Committee | No | |
| Constitution 41.5(b), RC ToR 2.1, 3.1(b), 3.1(l) | ICB Administration and Effectiveness | Approve remuneration and terms of service for all employees of the ICB at VSM level and above, clinical leads and officers | No | Remuneration Committee | No | |
| RC ToR 3.1(j) | ICB Administration and Effectiveness | Approve termination payments such as redundancy, early retirement and settlement agreements | No | Remuneration Committee | No | ICB approval of termination payments subject to appropriate NHS England and treasury approvals |
| Constitution 41.5(c), RC ToR 2.1, 3.1(a), | ICB Administration and Effectiveness | Determine the ICB pay policy for employees below the VSM level | No | Remuneration Committee | No | Must be supported by the Chief People Officer |
| N/A | ICB Administration and Effectiveness | Approval of the ICB operating structure | No | No | Chief Executive | |

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| Constitution 22.1 (a,b,c) | ICB Administration and Effectiveness | Approval of Board Committee Structure | Yes | No | No | |
| Constitution 39.2 | ICB Administration and Effectiveness | Approve operational arrangements for complying with the NHS Provider Selection Regime | No | No | Chief Executive | Procurement Policies to be approved by the Performance Committee. |
| Constitution 30.3 | System Partnership Working | Approval of the arrangements for any functions exercisable by the ICB to be exercised (through delegation) either 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) | Yes | No | No | |
| | System Partnership Working | Approval of delegation agreements | Yes | No | No | |
| | System Partnership Working | Approval of section 75 and section 76 agreements | No | Yes | Yes | Delegated as per Delegated Financial Limits in appendix 1 |
| Constitution 26.2, 26.3, 30 | Operations | Approval of the operational arrangements to support partnership, joint and/or delegated commissioning arrangements with other organisations | No | No | Chief Executive | |
| Constitution 26.2, 30.5 | Operations | Approval of the arrangements for partnership working with other organisations that do not require the formal delegation of functions | No | No | Chief Executive | |
| Constitution 30.5 | System Partnership Working | Approve governance arrangements to support collective accountability between partner organisations for whole-system delivery and performance | No | No | Chief Executive | |
| N/A | System Partnership Working | Approval of Memorandum's of Understanding with partner organisations | No | No | Delegated as per delegated financial limits in appendix 1 | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
|------------------------------------|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------|
| N/A | System Partnership Working | Letters of support for provider reconfigurations and capital programmes | No | No | Chief Executive and Chief Finance Officer | Chief Executive and Chief Finance Officer must be in agreement on action taken |
| Constitution 38.8 | Commissioning of Services | Approve the ICB's five-year delivery plan and other strategic plans that NHS England mandate must have Board approval | Yes | No | No | |
| N/A | Commissioning of Services | Approve the commissioning of Specialised Services (as delegated by NHSE) resources, and commissioning and contracting decisions in accordance with the plan approved by the ICB | No | Strategy Committee | No | |
| N/A | Commissioning of Services | Allocation of all other resources, and commissioning and contracting decisions in accordance with the plan approved by the ICB | No | No | Chief Executive | |
| N/A | Commissioning of Services | Commissioning of individualised care packages (Continuing Healthcare, Continuing Care, Complex Individualised Commissioning/ direct commissioning) in line with SFI's | No | No | Delegated as per delegated financial limits in appendix 1 | |
| N/A | Strategic Prioritisation and Delivery | Approve key system wide strategies and plans that support delivery of ICB's strategic aims and objectives (e.g. workforce strategy, engagement strategy) | Yes | No | No | |
| Constitution 42.2,42.3, 42.4, 42.6 | Strategic Prioritisation and Delivery | Approve patients, carers and the public engagement strategies | Yes | No | No | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
|-------------------------------------|-----------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-----------------------------------|-------------------------|-------------------------------------------------------------------|
| N/A | Strategy and Planning | Approval of system plans on behalf of the ICB | Yes | See further information/ comments | No | Delegated to the Board unless otherwise delegated to committee |
| N/A | Strategy and Planning | Approval of all other ICS strategies on behalf of the ICB unless otherwise delegated | Yes (except for statutory Integrated Care Strategy – approval is with the Integrated Care Partnership) | No | No | To be reviewed in line with the Health Bill amendments |
| Commissioning ToR 3.1(e) | Strategy and Planning | Approval of the ICB's commissioning plans | No | Strategy Committee | No | |
| N/A | People Services | Approval of all HR policies except for pay policies | No | No | Chief Executive | |
| N/A | People Services | Approval of staff recruitment processes and policies | No | No | Chief Executive | |
| N/A | People Services | Approval of the ICB's staff and operational structures | No | No | Chief Executive | |
| N/A | People Services | Approval of the recruitment of staff and clinical leads from within establishment | No | No | Chief Executive | |
| N/A | People Services | Approval of the recruitment of staff and clinical leads outside of the establishment | No | No | Chief Executive | Advised by the Chief People Officer |
| N/A | People Services | Approval of the arrangements for recruiting interim staff members | No | No | Chief Executive | Advised by the Chief People Officer in line with NHSE regulations |
| Constitution 13.1, 13.2, 22.3, 22.4 | People Services | Approval, appraisal and disciplinary arrangements for the Chief Executive | No | No | ICB Chair | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
|---------------------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------------------|
| Constitution 8.5 | People Services | Approval of the appointment of ICB members | No | No | ICB Chair | |
| N/A | People Services | Approve the arrangements for identifying and appointing the Chief Executive and Chief Finance Officer | No | No | ICB Chair | Advised by the Chief People Officer and in line with NHSE regulations |
| N/A | People Services | Approval the arrangements for ICB Board of Members succession planning | No | No | ICB Chair | Advised by the Chief People Officer and in line with NHSE regulations |
| Constitution 3.5, 3.5 (e) | Regulation and Control | Approval of the ICB Equality and Diversity Policies other than HR policies | No | No | Chief Executive | |
| N/A | Regulation and Control | Approval of annual equality reporting reports for Workforce Race Equality Standard; Workforce Disability Equality Standard; Gender Pay Gap | Yes | No | No | |
| Performance Committee ToR 3.1.6 | Regulation and Control | Approval of quality, safety, clinical effectiveness and financial policies | No | Performance Committee | No | |
| PCaM Committee ToR – Primary Care 3.1(b), 3.1(c), Medicines 3.1 (a) | Regulation and Control | Approval of primary care and medicines policies | No | Primary Care and Medicines Optimisation Committee | No | |
| PC ToR 3.1.6 | Regulation and Control | Approval of procurement policies | No | Performance Committee | No | |
| N/A | Regulation and Control | Approval of all policies not referenced in this Scheme of Reservation and Delegation | No | Delegated to the appropriate committee or sub-committee as per its Terms of Reference | No | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
|-------------------|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|-------------------------|------------------------------|
| N/A | Regulation and Control | Approval of the ICB's annual Information Governance Toolkit submission | No | No | SIRO | |
| Audit ToR 3.1 | Regulation and Control | Approval of a comprehensive system of internal control, including budgetary control, that underpins the effective, efficient and economic operation of the ICB | No | Audit Committee | No | |
| N/A | Risk Sharing | Approval of the ICB's arrangements for risk sharing and/or risk pooling with other organisations | No | Performance Committee | No | |
| N/A | Operations | Approval of the ICB's arrangements for business continuity and emergency planning | No | No | Chief Executive | |
| N/A | Operations | Approval of Legal Services policies | No | No | Chief Executive | |
| N/A | Operations | Approval of legal action including but not limited to litigation and settlement of claims | No | No | Chief Executive | |
| Constitution 38.4 | Operations | Approval of the ICB's arrangements for managing complaints | No | No | Chief Executive | |
| N/A | Operations | Approval of the ICB's arrangements for dealing with media and MP enquiries | No | No | Chief Executive | |
| N/A | Operations | Approval of the ICB's operational corporate Information Technology (IT) policies | No | No | Chief Executive | |

| Reference | Theme | Decision/Responsibility | Reserved to the Board | Delegated to Committee | Delegated to Individual | Further information/comments |
|------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-------------------------|------------------------------|
| N/A | Operations | Approval of the operational arrangements for handling and signing of Freedom of Information requests | No | No | Chief Executive | |
| N/A | Operations | Approval of planning submissions to NHS England | No | No | Chief Executive | |
| N/A | Operations | Approval of ICB's accommodation arrangements | No | No | Chief Executive | |
| N/A | Operations | Approval of all other operational arrangements | No | No | Chief Executive | |
| N/A | Better Care Fund | Approval of the arrangement for the Better Care Fund | No | Delegated as per delegated financial limits in appendix 1 | No | |
| N/A | Business Case | Approval of route to market | No | Delegated as per delegated financial limits in appendix 1 | No | |
| N/A | Business Case | Approval of Business Case Review Group terms of reference | No | No | Chief Executive | |
| PCaM Committee – 2.1(e), 3.1, 17.1, 17.2, 18.1, 18.2 | Primary Care and Medicines | Approval of the arrangements for discharging the ICB's statutory duties regarding primary care and medicines | No | Primary Care and Medicines Optimisation Committee | No | |

Appendix 1: Delegated Financial Limits (1)

The following pages set out the delegated financial limits for the ICB.

Budget Holders and Budget Managers are responsible for ensuring spend does not exceed budget. Prior approval must be sought from the CFO or Deputy CFO to exceed the delegated budget.

The principles that the ICB will follow are set out below:

- 1) **No PO, No Payment** – Without a Purchase Order (PO) payments can not be made to suppliers (unless agreed by CFO or Deputy CFO);
- 2) **No Contract , No PO** – In order to set up a PO, a contract or agreement must be in place;
- 3) **No Business Case, No Contract** – In order to contract for services, the ICB governance process requires a business case. When a contract ends and there is no option to extend, a business case is required.

In summary, the process that must be followed is as follows:

Business Case → Contract → Purchase Order (PO) → Payment

The business case process applies to all spend except for the ordering of small items of expenditure (less than £5,000).

To deviate from this process requires approval from the CFO or Deputy CFO. Please speak to your Finance lead with regards to any queries or if you want to request to deviate from the process.

Appendix 1: Delegated Financial Limits (2)

| Delegated Matter | Delegated to | | | | | | | | | | | | | |
|--------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------|---------------------|----------------------------------------|----------------------|--------------------------------------|--------------------------------------|------------|-----------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------|-----------|
| | Budget Manager | Budget holder (Exec Director) | Deputy Director of Finance | Director of Finance | Deputy Chief Finance Officer | Chief People Officer | Chief Finance Officer | Chief Executive Officer | IFR Panel | Performance Committee | BCRG | Primary Care & Medicines Optimisation Committee | Strategic Commissioning Committee | Board |
| Business Case (Annual Value) (see note 3) | N/A | Up to £0.5m | N/A | N/A | N/A | N/A | Up to £10m | Up to £10m | N/A | N/A | Over £0.5m BCRG makes recommendation to approve to relevant officer / committee | Up to £10m (relating to non-delegated PC spend & unlimited for delegated PC spend) | £10m to £30m | Over £30m |
| Non-PSR Procurement | Up to £30,000 (1 quote) | £30,000 - £207,720 (minimum 3 quotes) | N/A | N/A | N/A | N/A | 30,000 - £207,720 (minimum 3 quotes) | 30,000 - £207,720 (minimum 3 quotes) | N/A | N/A | Approves route to market over £207,720 (via business case) | N/A | N/A | N/A |
| Contracts (Total Value of Contract / Contract Change) (see note 4) | Up to £1m | Up to £5m | N/A | N/A | Up to £50m (acting with Budget Holder) | N/A | Over £50m | Over £50m | N/A | N/A | N/A | N/A | N/A | N/A |
| Complex Care Packages | Weekly Cost Up to £10k | Weekly Cost over £10k (Exec Director or nominated deputy) | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Approve Singel Tender Waiver (must be reported to Audit Committee) | N/A | N/A | N/A | N/A | N/A | N/A | Up to £5m | Over £5m (plus sign off from CFO) | N/A | N/A | N/A | N/A | N/A | N/A |
| Authorisation of PO and Invoices | Up to £1m | Up to £10m | N/A | Up to £25m | Over £25m | N/A | Over £25m | Over £25m | N/A | N/A | N/A | N/A | N/A | N/A |
| Individual Funding Requests (IFR) | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | Up to £50k | N/A | N/A | N/A | Over £50k | N/A |
| Non- Contracted Activity (NCA) | Up to £20k | Up to £250k | N/A | N/A | Over £250k | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Income (Raise an Invoice) | Up to £1m | Over to £1m | N/A | Over to £1m | Over to £1m | N/A | Over to £1m | Over £1m | N/A | N/A | N/A | N/A | N/A | N/A |

Appendix 1: Delegated Financial Limits (4)

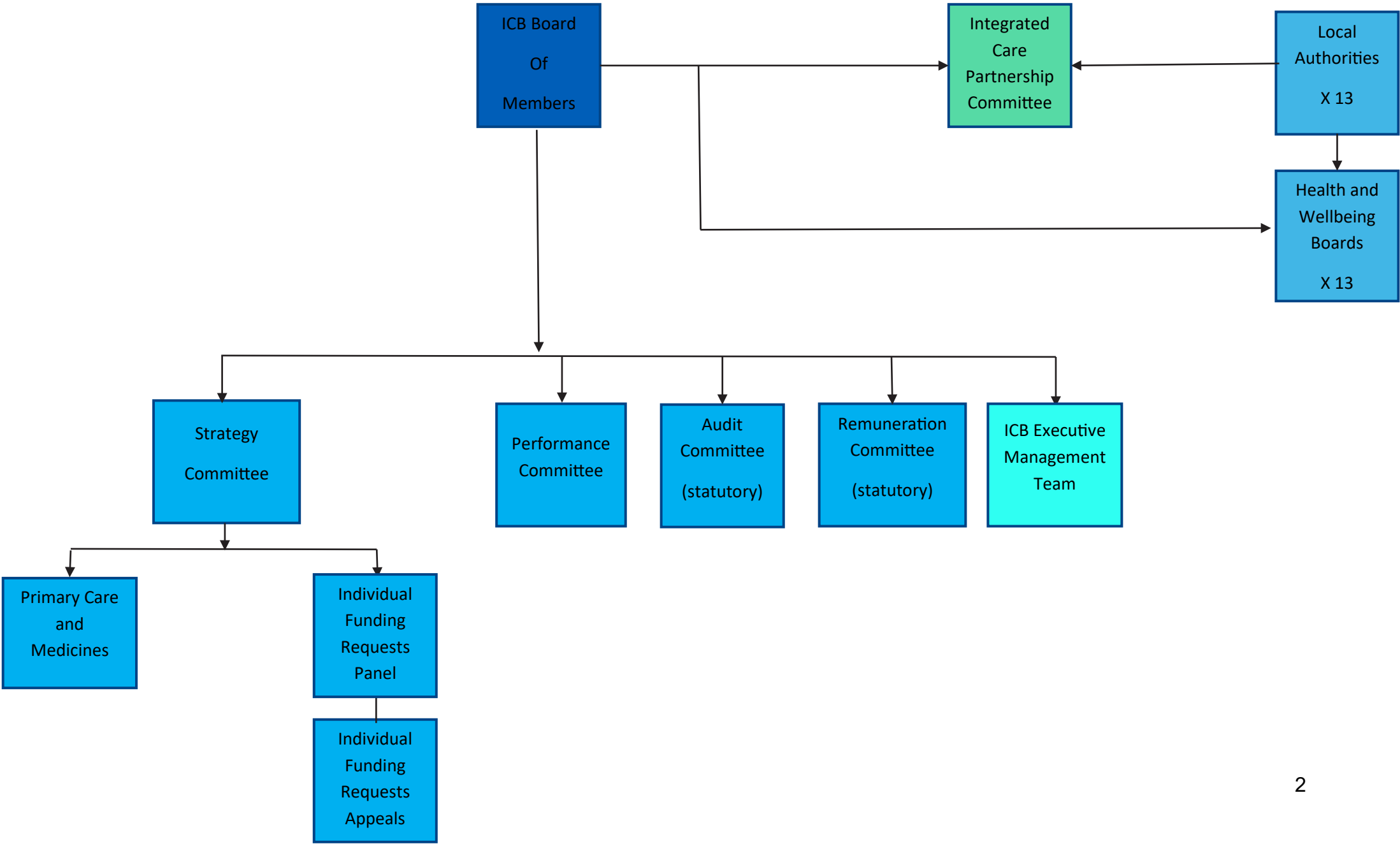
Notes

1. Values apply to revenue and capital decisions.
2. Values are exclusive of VAT.
3. All business cases over £0.5m need to be endorsed by BCRG before sign off by the appropriate Officer / Committee unless agreed by the CFO or CEO. Procurement route/ route to market under PSR is approved within the business case.
4. Contracting matters include the award of a contract (including signature), any variation to contracts, entering a Memorandum of Understanding (MOU) and contract over-performance in respect of cost and volume contracts. All changes must be within budget. Contract variations where a contract has expired and an implied contract is in place as per business case rules.
5. Approval of contractual uplift outside contractual terms is with CFO.
6. Approval of early termination of contracts by Executive Director plus CFO having consulted with Executive Team.
7. Passthrough funding approved by CFO.
8. Journals posted by a member of the finance team need to be authorised by a senior member of the finance team (Band 8A or above).
9. Allocation of W&NL of funding that is not ICB specific approved by CFO and CEO.
10. Ordering of goods and services within agreed budget authorised by Budget Holder / Budget Manager.
11. Payment schedules authorised by budget holder in line with agreed budget.
12. CFO has delegated approval in relation to schemes approved by the Board as part of the capital programme. This includes granting and termination of leases subject to procurement and business case process.
13. Temporary staff including bank, agency and other interim staff members- approved as per the Establishment Control Process.
14. Decommissioning discussions will follow the same limits as set out for business case approvals.



**NHS West and North London
Integrated Care Board
Functions & Decisions Map**

ICB Governance Structure



Key Functions

A high level overview of the governance structure is set out below. For greater detail of the Integrated Care Board's key functions and how they are exercised please see the Scheme of Reservation and Delegation, which is published on our website.

Board of Members

The Integrated Care Board ('ICB') has a Board of Members which has overall accountability and responsibility for the discharge of the ICB's functions (including all statutory requirements of the Integrated Care Board). The Board of Members will take an active role in decision making and oversight, meeting regularly to enact business.

The Board of Members sets the culture of the organisation, taking a supportive approach to subsidiarity and working with Borough Partnerships to develop our collective approach and learn what works best in different settings in order to deliver improved health outcomes for North Central London residents and patients.

Audit Committee

The purpose of this committee is to provide oversight and scrutiny of the effectiveness and robustness of the governance and assurance processes on which the Board of Members relies. This includes but is not limited to:

- a) Integrated governance, risk management, internal and external controls;
- b) Internal and external audit;
- c) Counter fraud arrangements; and
- d) Financial reporting.

Remuneration Committee

The purpose of this committee is to:

- a) Approve the remuneration and terms of service for Integrated Care Board members except for the Chair;
- b) Approve the remuneration and terms of service for Integrated Care Board 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 Integrated Care Board's staffing structures. These are delegated to the Integrated Care Board's Chief Executive.

Strategy Committee

The purpose of the Committee is to:

- a) Oversee and drive the formation of the ICB strategy and the on-going delivery of the ICB's approach to strategic commissioning and the development of a commissioning strategy that will deliver population health improvements and be in line with the 10 Year Health Plan;
- b) Ensure the commissioning construct is created to deliver Integrated Health Organisations ('IHOs'), Neighbourhoods and other new models of care;
- c) Approve the commissioning and de-commissioning of services, ensuring that these services are evidenced based, meet population need, deliver the required outcomes, cost effective and subject to appropriate review;
- d) Oversee the accompanying financial strategy (ensuring necessary linkage and alignment with the ICB's Performance Committee);

- e) Ensure resources are concentrated appropriately to address health inequalities and achieve the ICB's three strategic objectives of:
 - Knowing our population (segmentation, stratification and actuarial approach);
 - Developing our approach to strategic commissioning;
 - Delivering the Neighbourhood model;
- f) Oversee the development of West and North London ('WNL') system plans, the ICB's commissioning strategies and plans to ensure they:
 - Improve outcomes in population health and healthcare;
 - Tackle inequalities in outcomes, experience and access;
 - Enhance productivity and value for money;
 - Help the NHS support broader social and economic development;
- g) Provide assurance to the Board of Members that the ICB is discharging its statutory duties relating to strategic commissioning functions effectively in line with the Model ICB;
- h) Oversee the implications and market management outcomes from the commissioning strategy;
- i) Oversee the Primary Care and Medicines Optimisation Committee the Individual Funding Request ('IFR') Panel and the IFR Appeals Panel.

Primary Care and Medicines Optimisation Committee

This is a sub-committee of the Strategy Committee. Its purpose is to:

- a) Provide oversight, scrutiny and decision making for primary medical services;
- b) Make decisions in relation to the commissioning and management of primary medical services contracts;
- c) Have oversight of quality and performance in primary medical services;
- d) Provide oversight and assurance of the primary care budget delegated from NHS England
- e) Provide oversight, assurance and decision making for medicines, ensuring:
 - Safe and clinically effective use of medicines;
 - Improved clinical outcomes;
 - Best value of medicines use;
 - The promotion of proper use of medicines;
 - Safe and consistent access to medicines in the context of care pathways which cross multiple providers;
- f) Oversee the development and implementation of the ICB's medicines management strategy and procedures;
- g) Oversee the arrangements for sponsorship and/or joint working with the pharmaceutical industry.

Individual Funding Requests Panel

This is a sub-committee of the Strategy Committee. Its purpose is to consider and make decisions on Individual Funding Requests ('IFR') applications.

Individual Funding Requests Appeals Panel

This is a sub-committee of the Strategy Committee. Its purpose is to consider Applicants' appeals against decisions made by the Individual Funding Requests Panel.

Performance Committee

The purpose of the Committee is to:

- a) Monitor and Evaluate Performance and Quality outcomes by:
 - Monitoring delivery against metrics;

- Evaluating impact;
 - Addressing contract performance gaps;
 - Monitoring patient experience;
 - Oversee contracting and procurement.
- b) Oversee and monitor WNL ICB Finance by:
- Overseeing robust financial plans, budgets and allocations that align with commissioning intentions;
 - Providing oversight, detailed scrutiny, report on, approve or recommend changes to plans, budgets and allocations in line with the Scheme of Reservation & Delegation and Standing Financial Instructions.

ICB Executive Management Team

The Executive Management Team provides executive leadership to the Integrated Care Board, ensuring the effective management and running of the organisation. The Executive Management Team have delegated decision making authorities in line with the Integrated Care Board's governance framework.

Integrated Care Partnership Committee

This joint committee is the Integrated Care Partnership committee. It is a statutory joint committee between the Integrated Care Board and the Local Authorities in West and North London. Its role is to develop the Integrated Care Strategy for West and North London and to facilitate joint action to improve health and care services and to influence the wider determinants of health and broader social and economic development.

APPENDIX 3

NHS West and North London Integrated Care Board Strategy Committee Terms of Reference

1. Introduction

- 1.1 The Strategy Committee ('Committee') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a committee of the ICB's Board of Members.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

2. Purpose

- 2.1 The purpose of the Committee is to:
 - a) Oversee and drive the formation of the ICB strategy and the on-going delivery of the ICB's approach to strategic commissioning and the development of a commissioning strategy that will deliver population health improvements and be in line with the 10 Year Health Plan;
 - b) Ensure the commissioning construct is created to deliver Integrated Health Organisations ('IHOs'), Neighbourhoods and other new models of care;
 - c) Approve the commissioning and de-commissioning of services, ensuring that these services are evidenced based, meet population need, deliver the required outcomes, cost effective and subject to appropriate review;
 - d) Oversee the accompanying financial strategy (ensuring necessary linkage and alignment with the ICB's Performance Committee);
 - e) Ensure resources are concentrated appropriately to address health inequalities and achieve the ICB's three strategic objectives of:
 - Knowing our population (segmentation, stratification and actuarial approach);
 - Developing our approach to strategic commissioning;
 - Delivering the Neighbourhood model;
 - f) Oversee the development of West and North London ('WNL') system plans, the ICB's commissioning strategies and plans to ensure they:
 - Improve outcomes in population health and healthcare;
 - Tackle inequalities in outcomes, experience and access;
 - Enhance productivity and value for money;
 - Help the NHS support broader social and economic development;
 - g) Provide assurance to the Board of Members that the ICB is discharging its statutory duties relating to strategic commissioning functions effectively in line with the Model ICB;
 - h) Oversee the implications and market management outcomes from the commissioning strategy;
 - i) Oversee the Primary Care and Medicines Optimisation Committee the Individual Funding Request ('IFR') Panel and the IFR Appeals Panel.

3. Role

- 3.1 The Committee will:
 - a) Ensure that decisions are made in the best interests of our population;

- b) Oversee the development and implementation of the ICB's strategic approach to commissioning and associated strategies - which support delivery of the wider long-term objectives aligned to NHS policy direction/guidance;
- c) Ensure service improvement and commissioning plans reduce the impact of inequalities;
- d) Approve the ICB's commissioning policies (other than Individual Funding Requests and Primary Care);
- e) Approve the ICB's annual plan and/or key national plan submissions to regulators as required;
- f) Approve the commissioning and decommissioning of healthcare services for our population, including service reconfigurations;
- g) Approve business cases in line with delegated financial limits and make recommendations to Board where appropriate;
- h) Oversee market management implications, recognising changes in provider landscape;
- i) Oversight of key population health and health inequality metrics and associated links to strategies and priorities;
- j) Oversee the development of collaborative, joint and/or delegated commissioning arrangements to support population health and inequalities improvements across West and North London;
- k) Oversee and approve the ICB's approach to a) Digital and b) Estates strategic developments, ensuring they align with the strategic objectives of the ICB, the 10 Year Health Plan and the Model ICB;
- l) Approve service specifications and commissioning/decommissioning decisions;
- m) Identify and ensure the delivery of strategic redesign work streams, including clinical input to these;
- n) Monitor and review the effectiveness and the implementation of development or service improvement strategies, plans and redesign work streams;
- o) Oversight of the annual contracting round;
- p) Ensure that investments are affordable, value for money, sustainable and are underpinned by a robust and deliverable efficiency plans, where appropriate;
- q) Ensure place alignment with system-wide priorities and objectives;
- r) Ensure that service development decisions reflect the ICB's patient and public and equality and diversity strategies;
- s) Review performance issues that require a service improvement decision, service development and/or contract action and make decisions, provide advice and guidance or make recommendations to the Board of Members as appropriate;
- t) Consider and act upon the strategic commissioning implications of any issues referred by the Board of Members or any of its committees or sub-committees;
- u) Determine arrangements to enable patients to make informed choices (for example, through the provision of relevant and timely information and where appropriate the development of personal budgets and care plans);
- v) Provide assurance to the Board of Members that significant service development and improvement risks are being properly managed and agree remedial actions where necessary;
- w) Make recommendations to the Board of Members and/or any of its committees as appropriate;
- x) Consider Individual Funding Requests ('IFR') applications where the value exceeds the IFR Panel's financial authority limits (this is currently set at £50,000 per year per case);
- y) Consider any matter referred from the Primary Care and Medicines Optimisation Committee.

4. Membership

4.1 The Committee shall comprise of the following voting members:

- a) Three Non-Executive Members, one of whom will be the Chair;
- b) Three Partner Members;
- c) Chief Executive Officer;
- d) Chief Finance Officer;
- e) Chief Nursing Officer;
- f) Chief Medical Officer;
- g) Chief Strategy Officer;
- h) Chief People Officer;
- i) Chief Transformation Officer.

4.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.

4.3 In accordance with the ICB's Constitution all voting members of the Committee must be approved by the ICB's Chair.

4.4 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.

4.5 Voting members may nominate deputies to represent them in their absence.

5. Participants and Observers

5.1 The Committee may invite people to attend Committee meetings as standing participants.

5.2 Participants at Committee meetings are non-voting.

5.3 The roles in the list of standing participants describe the substantive roles and any equivalent successor roles and not the individual title or titles.

5.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.

5.5 Standing participants may nominate deputies to represent them in their absence.

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

5.7 The Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.

5.8 The Committee may call additional experts to attend meetings on a case by case basis to inform discussion.

6. Chair

6.1 The Committee Chair shall be a Non-Executive Member. The Chair may nominate a deputy to represent them in their absence.

7. Voting

7.1 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. This includes

working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 7.2 below.

7.2 Each voting member of the Committee shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Committee Chair shall have the casting vote.

8. Quorum

8.1 The Committee will be considered quorate when at least five members are present which must include:

- a) The Committee Chair;
- b) Chief Executive or Chief Finance Officer;
- c) Chief Medical Officer or Chief Nursing Officer;
- d) Chief Transformation Officer or Chief Strategy Officer.

8.2 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 onto the Committee to satisfy the quorum requirements.

8.3 If a meeting is not quorate the Committee Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

9. Secretariat

9.1 The Secretariat to the Committee shall be provided by the Governance, Risk and Legal Services Team.

10. Frequency of Committee Meetings

10.1 Committee meetings will be held four times per year but may hold additional meetings as and when necessary. The Committee Chair may call additional meetings or cancel meetings as necessary.

11. Notice of Meetings

11.1 Notice of a Committee meeting shall be sent to all Committee members no less than 7 days in advance of the meeting.

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

12. Agendas and Circulation of Papers

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

12.2 Before each Committee meeting the papers of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.

12.3 If a Committee member wishes to include an item on the agenda they must notify the Committee Chair via the Secretariat no later than 7 days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Committee Chair.

13. Minutes of Meetings

13.1 The minutes of the proceedings of a meeting shall be prepared by NCL ICB Governance, Risk

and Legal Services Team and submitted for agreement at the following meeting.

14. Authority

14.1 The Committee is accountable to the Board of Members and will operate as one of its committees. The Committee must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.

14.2 The Committee is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Committee's Terms of Reference.

15. Reporting Responsibilities

15.1 The Committee will report to the Board of Members on all matters within its duties and responsibilities.

15.2 The Committee may make recommendations to the Board of Members it considers appropriate on any area within its remit.

16. Delegated Authority

16.1 The Committee may agree to delegate its authority to a Committee member or members to make decisions on the Committee's behalf outside of a Committee meeting at its absolute discretion on a case by case basis.

17. Virtual Meetings and Decision Making

17.1 Committee meetings may be held in person or virtually.

17.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

18. Sub-Committees

18.1 The Committee has three sub-committees with delegated functions and authorities which are:

- a) Primary Care and Medicines Optimisation Committee;
- b) The Individual Funding Requests Panel;
- c) The Individual Funding Requests Appeals Panel.

18.2 The Committee may appoint additional sub-committees to advise the Committee and assist it in carrying out its duties. The Committee may not delegate any of its functions, powers or decision making authority to any of its additional sub-committees.

19. Conflicts of Interest

19.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

19.2 The Committee shall have a Conflicts of Interest Register that will be presented as a standing item on the Committee's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Committee's agenda.

20. Gifts and Hospitality

20.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.

20.2 The Committee shall have a Gifts and Hospitality Register and Committee members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Committee's agenda.

21. Standards of Business Conduct

21.1 Committee members and any attendees 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) Conflicts of Interest and Standards of Business Conduct Policy;
- f) The Counter Fraud, Bribery and Corruption Policy;
- g) Any additional regulations or codes of practice relevant to the Committee.

21.2 The Committee will have access to sufficient resources to carry out its duties and Committee members will be provided with appropriate and timely training.

22. Review of Terms of Reference

22.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions and the wider experience of the ICB.

22.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the Board of Members.

Date approved by the Board of Members:

Date of next review:

**Schedule 1
List of Members**

The voting members of the Committee are:

| Position | Name |
|----------------------------------------|------|
| Non-Executive Member (Committee Chair) | |
| Non-Executive Member | |
| Non-Executive Member | |
| Partner Member | |
| Partner Member | |
| Partner Member | |
| Chief Executive Officer | |
| Chief Finance Officer | |
| Chief Nursing Officer | |
| Chief Medical Officer | |
| Chief Strategy Officer | |
| Chief People Officer | |
| Chief Transformation Officer | |

Committee Chair:

| Position | Name |
|----------------------|------|
| Non-Executive Member | |

The standing participants are:

| Position | Name |
|----------|------|
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APPENDIX 4

NHS West and North London Integrated Care Board Performance Committee Terms of Reference

1. Introduction

- 1.1 The Performance Committee ('Committee') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a committee of the ICB's Board of Members.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

2. Purpose

- 2.1 The purpose of the Committee is to:
 - a) Monitor and Evaluate Performance and Quality outcomes by:
 - Monitoring delivery against metrics;
 - Evaluating impact;
 - Addressing contract performance gaps;
 - Monitoring patient experience;
 - Oversee contracting and procurement.
 - b) Oversee and monitor WNL ICB Finance by:
 - Overseeing robust financial plans, budgets and allocations that align with commissioning intentions;
 - Providing oversight, detailed scrutiny, report on, approve or recommend changes to plans, budgets and allocations in line with the Scheme of Reservation & Delegation and Standing Financial Instructions.

3. Role

- 3.1 The Committee will:
 - a) Oversee the ICB's approach to contracting, ensuring that contracts contain the right KPIs to achieve the service objectives, are monitored against performance, are appropriately evaluated and contain appropriate reward mechanisms to incentivise good performance and punitive mechanisms to disincentivise poor performance;
 - b) Ensure that performance evaluation outcomes are reflected in the ICB's commissioning and decommissioning decisions and ensuring strategic alignment on this with the Strategy Committee;
 - c) Oversee the ICB's approach to procurement, ensuring the ICB has a robust procurement framework in place which protects the ICB from successful legal challenge;
 - d) Oversee and monitor the ICB's approach to quality, safety, clinical effectiveness and patient experience, ensuring the ICB delivers its key statutory requirements;
 - e) Ensure that the ICB's vision for quality care underpins the ICB's approach as a strategic commissioner and oversee the development of the ICB's quality strategy;

- f) Ensure that quality, patient safety and patient experience are at the core of the ICB's approach to commissioning and oversee the development and embedding of a culture within the ICB which supports this approach;
- g) Approve contracting, procurement, quality, safety, clinical effectiveness and patient experience policies.

Financial management framework

- h) Set and oversee the ICB's financial management framework and ensure performance is monitored against it;
- i) Oversee development of financial information systems and processes to support financial planning and management;
- j) Ensure financial decision-making incorporates quality and inequalities considerations;

Resource allocation

- k) Scrutinise and oversee the ICB budget and make recommendations to the Board;
- l) Oversee approaches to resource distribution through the ICB's commissioning and de-commissioning aligned to strategic commissioning intentions;
- m) Consider major investment or disinvestment proposals linked to service change or efficiency schemes.

National framework

- n) Advise the Board on changes to NHS and non-NHS funding regimes and how available funding can deliver best outcomes;
- o) Oversee national-level ICB financial submissions and ensure preparatory work meets national planning timelines;

Financial monitoring information

- p) Oversee development of the ICB's financial reporting framework and ensure it supports sound decision-making;
- q) Oversee development of financial modelling for priority areas and the medium- to long-term financial plan;
- r) Ensure information is available for managing financial risks, issues and opportunities;
- s) Monitor financial and estates-related risks.

Financial Oversight & monitoring

- t) Oversee delivery of the ICB's financial targets and monitor performance against national and local financial metrics;
- u) Agree key outcomes used to assess delivery of the financial strategy;
- v) Report to the Board on financial performance and highlight key service issues relevant to financial assessments;

Policies

- w) Approve the ICB's finance policies.

Capital

- x) Gain assurance that the ICB's estates plan is reflected within financial plans.

4. Membership

4.1 The Committee shall comprise of the following voting members:

- a) Two Non-Executive Members;
- b) Chief Executive Officer;
- c) Chief Finance Officer;
- d) Chief Transformation Officer;
- e) Chief Nursing Officer or Chief Medical Officer.

- 4.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 4.3 In accordance with the ICB's Constitution all voting members of the Committee must be approved by the ICB's Chair.
- 4.4 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 4.5 Voting members may nominate deputies to represent them in their absence.

5. Participants and Observers

- 5.1 The Committee may invite people to attend Committee meetings as standing participants.
- 5.2 Participants at Committee meetings are non-voting.
- 5.3 The roles in the list of standing participants describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 5.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 5.5 Standing participants may nominate deputies to represent them in their absence.
- 5.6 The Committee may invite or allow additional people to attend meetings as participants. Participants may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.
- 5.7 The Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.
- 5.8 The Committee may call additional experts to attend meetings on a case by case basis to inform discussion.

6. Chair

- 6.1 The Committee Chair shall be a Non-Executive Member. The Chair may nominate a deputy to represent them in their absence.

7. Voting

- 7.1 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. This includes working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 7.2 below.
- 7.2 Each voting member of the Committee shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Committee Chair shall have the casting vote.

8. Quorum

- 8.1 The Committee will be considered quorate when at least three voting members are present which must include a Non-Executive Member.
- 8.2 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 onto the Committee to satisfy the quorum requirements.
- 8.3 If a meeting is not quorate the Committee Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

9. Secretariat

- 9.1 The Secretariat to the Committee shall be provided by the Governance, Risk and Legal Services Team.

10. Frequency of Committee Meetings

- 10.1 Committee meetings will be held quarterly but may hold additional meetings as and when necessary. The Committee Chair may call additional meetings or cancel meetings as necessary.

11. Notice of Meetings

- 11.1 Notice of a Committee meeting shall be sent to all Committee members no less than 7 days in advance of the meeting.
- 11.2 The meeting shall contain the date, time and location of the meeting.

12. Agendas and Circulation of Papers

- 12.1 Before each Committee meeting an agenda setting out the business of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.
- 12.2 Before each Committee meeting the papers of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.
- 12.3 If a Committee member wishes to include an item on the agenda they must notify the Committee Chair via the Secretariat no later than 7 days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Committee Chair.

13. Minutes of Meetings

- 13.1 The minutes of the proceedings of a meeting shall be prepared by the Chief People Officer Directorate and submitted for agreement at the following meeting.

14. Authority

- 14.1 The Committee is accountable to the Board of Members and will operate as one of its committees. The Committee must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.
- 14.2 The Committee is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Committee's Terms of Reference.

15. Reporting Responsibilities

15.1 The Committee will report to the Board of Members on all matters within its duties and responsibilities.

15.2 The Committee may make recommendations to the Board of Members it considers appropriate on any area within its remit.

16. Delegated Authority

16.1 The Committee may agree to delegate its authority to a Committee member or members to make decisions on the Committee's behalf outside of a Committee meeting at its absolute discretion on a case by case basis.

17. Virtual Meetings and Decision Making

17.1 Committee meetings may be held in person or virtually.

17.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

18. Sub-Committees

18.1 The Committee may appoint sub-committees to advise the Committee and assist it in carrying out its duties. The Committee may not delegate any of its functions, powers or decision making authority to a sub-committee.

19. Conflicts of Interest

19.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

19.2 The Committee shall have a Conflicts of Interest Register that will be presented as a standing item on the Committee's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Committee's agenda

20. Gifts and Hospitality

20.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.

20.2 The Committee shall have a Gifts and Hospitality Register and Committee members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Committee's agenda

21. Standards of Business Conduct

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

21.1.1 The law of England and Wales;

21.1.2 The NHS Constitution;

- 21.1.3 The Nolan Principles;
- 21.1.4 The standards of behaviour set out in the ICB's Constitution;
- 21.1.5 Conflicts of Interest and Standards of Business Conduct Policy;
- 21.1.6 The Counter Fraud, Bribery and Corruption Policy,
- 21.1.7 Any additional regulations or codes of practice relevant to the Committee.

21.2 The Committee will have access to sufficient resources to carry out its duties and Committee members will be provided with appropriate and timely training.

22. Review of Terms of Reference

22.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions and the wider experience of the ICB.

22.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the Board of Members.

Date Approved by Board of Members:

Date of Next Review:

**Schedule 1
List of Members**

The voting members of the Committee are:

| Position | Name |
|----------------------------------------------|-------------|
| Non-Executive Member | |
| Non-Executive Member | |
| Chief Executive Officer | |
| Chief Finance Officer | |
| Chief Transformation Officer | |
| Chief Nursing Officer/Chief Medical Officer. | |

Committee Chair:

| Position | Name |
|-----------------|-------------|
| | |

The standing participants are:

| Position | Name |
|-----------------|-------------|
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APPENDIX 5

NHS West and North London Integrated Care Board Audit Committee Terms of Reference

1. Introduction

- 1.1 The Audit Committee ('Committee') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a committee of the ICB's Board of Members.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

2. Purpose

- 2.1 The purpose of the Committee is to carry out the duties listed in sections 3 to 12 below.

3. Integrated Governance, Risk Management and Internal Control

- 3.1 The Committee will:
 - a) Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the ICB's activities that support the achievement of the organisational objectives and priorities;
 - b) Approve the ICB's risk management framework, corporate governance and information governance policies;
 - c) Seek assurance on the operation of the control environment, corporate governance framework, risk management framework. This includes for risk management reviewing the overall completeness of, and confidence in, the sources of assurance;
 - d) Review the adequacy and effectiveness of:
 - All risk and control related disclosure statements (in particular the annual governance statement), together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances;
 - The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
 - The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications;
 - The policies and procedures for all work related to counter fraud and security as required by NHS Counter Fraud Authority;
 - The policies and procedures for managing conflicts of interest;
 - The policies and procedures for managing gifts and hospitality;
 - e) Ensure that financial systems and governance are established which facilitate compliance with Department of Health and Social Care's Group Accounting Manual;
 - f) Ensure that the ICB acts consistently with the principles and guidance in HM Treasury's 'Managing Public Money';
 - g) Identify opportunities to improve governance, risk management and internal control processes across the ICB.

- 3.2 In carrying out this work the Committee will primarily utilise the work of internal audit, external audit, counter fraud and other assurance functions, but it will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with an indication of their effectiveness.
- 3.3 These will be evidenced through the Committee's use of an effective assurance framework to guide its work and the audit and assurance functions that report to it. As part of its integrated approach the Committee will have effective relationships with other key ICB Board of Member committees so that it underpins processes and linkages. However, these other committees must not usurp the Committee's role.

4. Internal Audit

- 4.1 The Committee shall ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards 2013 and provides appropriate independent assurance to the Committee, Chief Executive and ICB Board of Members. This will be achieved by:
- a) Supporting the provision of the internal audit service and the costs involved;
 - b) Reviewing and approving the audit strategy, annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
 - c) Considering the major findings of internal audit work (and management's response), and ensuring co-ordination between the internal and external auditors to optimise the use of audit resources;
 - d) Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation;
 - e) Monitoring the effectiveness of internal audit and carrying out an annual review.
- 4.2 The Committee shall approve the appointment of the ICB's internal auditors.

5. External Audit

- 5.1 The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:
- a) Supporting the appointment and performance of the external auditors;
 - b) Discussing and agreeing with the external auditors before the audit commences the nature and scope of the audit as set out in the annual plan;
 - c) Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact of the audit fee;
 - d) Reviewing all external audit reports, including the report to those charged with governance (before its submission to the Board of Members as appropriate) and any work undertaken outside of the annual audit plan, together with the appropriateness of management responses;
 - e) Ensuring that there is in place a clear policy for the engagement of external auditors when supplying non-audit services.
- 5.2 The Committee shall approve the appointment of the ICB's external auditors.

6. Information Governance

- 6.1 The Committee shall:

- a) Receive regular updates on Information Governance ('IG') compliance (including uptake & completion of data security training), data breaches and any related issues and risks;
- b) Review the annual Senior Information Risk Owner ('SIRO') report and the submission for the Data Security & Protection Toolkit audit;
- c) Provide assurance to the Board of Members that there is an effective framework in place for the management of risks associated with Information Governance.

7. Other Assurance Functions

- 7.1 The Committee shall review the findings of other significant assurance functions, both internal and external to the ICB, and consider the implications for the governance of the ICB.
- 7.2 These will include, but will not be limited to, any reviews by Department of Health arm's length bodies or regulators/inspectors (for example, the Care Quality Commission, NHS Litigation Authority etc) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges, accreditation bodies etc).
- 7.3 In addition, where required the Committee will review the work of other committees within the ICB, whose work can provide relevant assurance to the Committee's own areas of responsibility.

8. Counter Fraud

- 8.1 The Committee shall satisfy itself that the ICB has adequate arrangements in place for counter fraud and security that meet NHS Counter Fraud Authority's standards and shall review the outcomes of work in these areas. This will be achieved by:
 - a) Considering the provision of the counter fraud service and the costs involved;
 - b) Reviewing and approving the counter fraud strategy, annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the needs of the organisation;
 - c) Considering the major findings of internal audit work and management's response;
 - d) Ensuring that the counter fraud function is adequately resourced and has appropriate standing within the organisation;
 - e) Monitoring the effectiveness of counter fraud and carrying out an annual review.
- 8.2 The Committee shall approve the appointment of the ICB's local counter fraud and security specialists.

9. Emergency Preparedness, Response and Recovery ('EPRR')

- 9.1 The Committee shall satisfy itself that the ICB has appropriate arrangements in place for EPRR and review the adequacy and effectiveness of its EPRR framework and approach.

10. Management

- 10.1 The Committee shall request and review reports, evidence and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 10.2 The Committee may also request specific reports from individual functions within the organisation.

11. Financial Reporting

11.1 The Committee shall monitor the integrity of the financial statements of its organisation and any formal announcements relating to its financial performance.

11.2 The Committee should ensure that the systems for financial reporting to the Board of Members, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

11.3 The Committee shall review the annual report and financial statements focussing particularly on:

- a) The wording in the annual governance statement and other disclosures relevant to the terms of reference of the Committee;
- b) Changes in, and compliance with, accounting policies, practices and estimation techniques;
- c) Unadjusted misstatements in the financial statements;
- d) Significant judgments in preparation of the financial statements;
- e) Significant adjustments resulting from the audit;
- f) Letters of representation;
- g) Explanations for significant variances;
- h) Ease of understanding of the contents for patients and the public.

11.4 The Committee may recommend approval of the Annual Report and Accounts to the Board of Members.

12. Whistleblowing

12.1 The Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

13. Reporting

13.1 The Committee shall report to the Board of Members on how it discharges its responsibilities;

13.2 The minutes of the Committee's meetings shall be formally recorded by the Secretariat and submitted to the Board of Members as required. The Committee Chair shall draw to the attention of the Board of Members any issues that require disclosure to the full Board of Members, or require executive action.

13.3 The Committee will report to the Board of Members at least annually on its work in support of the annual governance statement, specifically commenting on:

- a) The fitness for purpose of the assurance framework;
- b) The completeness and 'embeddedness' of risk management in the organisation;
- c) The integration of governance arrangements;
- d) The appropriateness of evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning business;
- e) The robustness of the processes behind the quality accounts.

13.4 The annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered in relation to the financial statements and how they were addressed.

14. Membership

14.1 The Committee shall comprise of the following voting members:

- a) Three Non-Executive Members, one of whom shall be the Chair.

- 14.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 14.3 In accordance with the ICB's Constitution all voting members of the Committee must be approved by the ICB's Chair.
- 14.4 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 14.5 Voting members may nominate deputies to represent them in their absence.

15. Participants and Observers

- 15.1 The following people shall attend Committee meetings as standing participants:
- a) Chief Finance Officer;
 - b) Chief People Officer;
 - c) Internal Auditors;
 - d) External Auditors;
 - e) Counter Fraud.
- 15.2 Participants at Committee meetings are non-voting.
- 15.3 The roles referred to in the list of standing participants above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 15.4 The Chief Executive will be invited to attend an audit committee meeting at least once per year to discuss the process for assurance that supports the annual governance statement and the annual report and accounts. The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 15.5 Standing participants may nominate deputies to represent them in their absence.
- 15.6 The Committee may invite or allow additional people to attend meetings as participants. Participants may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.
- 15.7 The Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.
- 15.8 The Committee may call additional experts to attend meetings on a case by case basis to inform discussion.

16. Chair

- 16.1 The Committee Chair shall be the Non-Executive Member who is the Audit Committee Chair. The Chair may nominate a deputy to represent them in their absence.

17. Voting

- 17.1 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. This includes

working though difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 17.2 below.

17.2 Each voting member of the Committee shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Committee Chair shall have the casting vote.

18. Quorum

18.1 The Committee will be considered quorate when at least 3 voting members are present.

18.2 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 onto the Committee to satisfy the quorum requirements.

18.3 If a meeting is not quorate the Committee Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

19. Secretariat

19.1 The Secretariat to the Committee shall be provided by the Governance, Risk and Legal Services Team.

20. Frequency of Committee Meetings

20.1 Committee meetings will be held 5 times a year but may hold additional meetings as and when necessary. The Committee Chair may call additional meetings or cancel meetings as necessary.

21. Notice of Meetings

21.1 Notice of a Committee meeting shall be sent to all Committee members no less than 7 days in advance of the meeting.

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

22. Agendas and Circulation of Papers

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

22.2 Before each Committee meeting the papers of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.

22.3 If a Committee member wishes to include an item on the agenda they must notify the Committee Chair via the Secretariat no later than 7 days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Committee Chair.

23. Minutes of Meetings

23.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted for agreement at the following meeting.

24. Authority

- 24.1 The Committee is accountable to the Board of Members and will operate as one of its committees. The Committee must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.
- 24.2 The Committee is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Committee's Terms of Reference. They are authorised to seek any information they require from any employees or officers and all employees and officers are directed to co-operate with any request made in this regard.
- 24.3 The Committee is authorised by the Board of Members to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if they consider this necessary.
- 24.4 The Committee may meet privately with the internal and external auditors at their absolute discretion.
- 24.5 The Head of Internal Audit, representatives of external audit and counter fraud specialists have a right of access to the Committee Chair.

25. Reporting Responsibilities

- 25.1 The Committee will report to the Board of Members on all matters within its duties and responsibilities.
- 25.2 The Committee may make recommendations to the Board of Members it considers appropriate on any area within its remit.

26. Delegated Authority

- 26.1 The Committee may agree to delegate its authority to a Committee member or members to make decisions on the Committee's behalf outside of a Committee meeting at its absolute discretion on a case by case basis.

27. Virtual Meetings and Decision Making

- 27.1 Committee meetings may be held in person or virtually.
- 27.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

28. Sub-Committees

- 28.1 The Committee may appoint sub-committees to advise the Committee and assist it in carrying out its duties. The Committee may not delegate any of its functions, powers or decision making authority to a sub-committee.

29. Conflicts of Interest

- 29.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

29.2 The Committee shall have a Conflicts of Interest Register that will be presented as a standing item on the Committee's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Committee's agenda

30. Gifts and Hospitality

30.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.

30.2 The Committee shall have a Gifts and Hospitality Register and Committee members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Committee's agenda

31. Standards of Business Conduct

31.1 Committee members and any attendees 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) Conflicts of Interest and Standards of Business Conduct Policy;
- f) The Counter Fraud, Bribery and Corruption Policy,
- g) Any additional regulations or codes of practice relevant to the Committee.

31.2 The Committee will have access to sufficient resources to carry out its duties and Committee members will be provided with appropriate and timely training.

32. Review of Terms of Reference

32.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions and the wider experience of the ICB.

32.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the Board of Members.

Date Approved by Board of Members:

Date of Next Review:

**Schedule 1
List of Members**

The voting members of the Committee are:

| Position | Name |
|-----------------|-------------|
| | |
| | |
| | |

Committee Chair:

| Position | Name |
|-----------------|-------------|
| | |

The standing participants are:

| Position | Name |
|-----------------|-------------|
| | |
| | |
| | |

APPENDIX 6

NHS West and North London Integrated Care Board Remuneration Committee Terms of Reference

1. Introduction

- 1.1 The Remuneration Committee ('Committee') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a committee of the ICB's Board of Members.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

2. Purpose

- 2.1 The purpose of the 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 office holders, clinical leads and employees at the Very Senior Manager level;
 - c) Set pay policies for staff. 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.

3. Role

- 3.1 The Committee will:
 - a) Approve ICB pay policies;
 - b) Approve the remuneration and terms of service for ICB Board members (except for the Chair), ICB office holders, clinical leads and employees at the Very Senior Manager level. This includes pension rights and any compensation payments;
 - c) Ensure arrangements for remuneration and any allowances agreed by the Remuneration Committee are in line with the ICB pay policies, any other relevant ICB policies and any guidance issued by NHS England or other relevant body;
 - d) Review the appropriateness and relevance of the remuneration policy including the taking into account all factors which are deemed necessary including relevant legal and regulatory requirements, NHS England guidance and NHS terms and conditions of service;
 - e) Obtain reliable and up to date information about remuneration in comparable organisations in terms of scale and complexity. To assist the Committee with this obligation the Committee shall have full authority to appoint remuneration consultants and to commission, purchase and/or obtain any reports, surveys or information which it deems necessary at the expense of the ICB but within any budgetary restraints imposed by the Board of Members;
 - f) Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultant or consultants who advise the Committee;
 - g) Approve payments for additional responsibilities and provisions for other benefits for ICB Members, office holders, clinical leads and employees at the Very Senior Manager level;

- h) Approve and monitor the level and structure of remuneration packages for ICB members (excluding the Chair), officers and clinical leads;
- i) Ensure that contractual terms of termination and any payments made are fair to the ICB and to the individual, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- j) Approve termination and/or compensation payments;
- k) Approve the policy for authorising claims for expenses by the ICB members, officers and clinical leads;
- l) Approve allowances under any pension scheme the ICB may establish as an alternative to the NHS Pension Scheme;
- m) Approve the provision of other contractual and/or non-contractual benefits outside of national agreement and approved local HR policies where this is necessary including but not limited to lease cars, season ticket loans, recruitment and retention payments;
- n) Work and liaise as necessary with the Board of Members, all other ICB committees and sub-committees;
- o) Declare the relationship between the remuneration of the highest paid director in the ICB and the median remuneration of the ICB's workforce in its annual report in line with the Hutton Fair Pay Review.

4. Membership

- 4.1 The Committee shall comprise of the following voting members:
 - a) Three Non- Executive Members.
- 4.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 4.3 In accordance with the ICB's Constitution all voting members of the Committee must be approved by the ICB's Chair.
- 4.4 It is a principle of the Committee that no one will decide or vote on their own remuneration. Therefore when the Committee is undertaking its role in relation to Non-Executive Members the voting membership of the Committee shall comprise the following:
 - a) The Chair of the ICB;
 - b) Two Members of the Board who are not Executive Directors or Non-Executive Members.
- 4.5 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 4.6 Voting members may nominate deputies to represent them in their absence.

5. Participants and Observers

- 5.1 The following people shall attend Committee meetings as standing participants:
 - a) Chief People Officer.
- 5.2 Participants at Committee meetings are non-voting.
- 5.3 The roles referred to in the list of standing participants above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 5.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.

- 5.5 Standing participants may nominate deputies to represent them in their absence.
- 5.6 The Committee may invite or allow additional people to attend meetings as participants. Participants may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.
- 5.7 The Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.
- 5.8 The Committee may call additional experts to attend meetings on a case by case basis to inform discussion.

6. Chair

- 6.1 The Committee Chair shall be a Non-Executive Member. The Chair may nominate a deputy to represent them in their absence.
- 6.2 It is a principle of the Committee that no one will decide or vote on their own remuneration.
- 6.3 When the Committee is undertaking its role in relation to Non-Executive Members the voting Committee members may appoint one of the members to be the Chair. The Chair may nominate a deputy to represent them in their absence.
- 6.4 Notwithstanding the provisions of section 6.3 above the ICB Chair is prohibited from being the Chair of the Remuneration Committee as per section 29.8(b) of the ICB's Constitution.

7. Voting

- 7.1 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. This includes working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 7.2 below.
- 7.2 Each voting member of the Committee shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Committee Chair shall have the casting vote.

8. Quorum

- 8.1 The Committee will be considered quorate when at least 2 voting members are present.
- 8.2 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 onto the Committee to satisfy the quorum requirements.
- 8.3 If a meeting is not quorate the Committee Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

9. Secretariat

- 9.1 The Secretariat to the Committee shall be provided by the Chief People Officer Directorate.

10. Frequency of Committee Meetings

10.1 Committee meetings will be held as required but may hold additional meetings as and when necessary. The Committee Chair may call additional meetings or cancel meetings as necessary.

11. Notice of Meetings

11.1 Notice of a Committee meeting shall be sent to all Committee members no less than 7 days in advance of the meeting.

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

12. Agendas and Circulation of Papers

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

12.2 Before each Committee meeting the papers of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.

12.3 If a Committee member wishes to include an item on the agenda they must notify the Committee Chair via the Secretariat no later than 7 days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Committee Chair.

13. Minutes of Meetings

13.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted for agreement at the following meeting.

14. Authority

14.1 The Committee is accountable to the Board of Members and will operate as one of its committees. The Committee must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.

14.2 The Committee is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Committee's Terms of Reference.

15. Reporting Responsibilities

15.1 The Committee will report to the Board of Members on all matters within its duties and responsibilities.

15.2 The Committee may make recommendations to the Board of Members it considers appropriate on any area within its remit.

16. Delegated Authority

16.1 The Committee may agree to delegate its authority to a Committee member or members to make decisions on the Committee's behalf outside of a Committee meeting at its absolute discretion on a case by case basis.

17. Virtual Meetings and Decision Making

17.1 Committee meetings may be held in person or virtually.

17.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

18. Sub-Committees

18.1 The Committee may appoint sub-committees to advise the Committee and assist it in carrying out its duties. The Committee may not delegate any of its functions, powers or decision making authority to a sub-committee.

19. Conflicts of Interest

19.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

19.2 The Committee shall have a Conflicts of Interest Register that will be presented as a standing item on the Committee's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Committee's agenda.

20. Gifts and Hospitality

20.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.

20.2 The Committee shall have a Gifts and Hospitality Register and Committee members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Committee's agenda

21. Standards of Business Conduct

21.1 Committee members and any attendees 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) Conflicts of Interest and Standards of Business Conduct Policy;
- f) The Counter Fraud, Bribery and Corruption Policy;
- g) Any additional regulations or codes of practice relevant to the Committee.

21.2 The Committee will have access to sufficient resources to carry out its duties and Committee members will be provided with appropriate and timely training.

22. Review of Terms of Reference

22.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions and the wider experience of the ICB.

22.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the Board of Members.

Date Approved by the Board of Members: TBC

Date of Next Review: TBC

**Schedule 1
List of Members**

The voting members of the Committee are:

| Position | Name |
|-----------------------|-------------|
| Non- Executive Member | |
| Non- Executive Member | |
| Non- Executive Member | |

Committee Chair:

| Position | Name |
|-----------------------|-------------|
| Non- Executive Member | |

The voting members of the Committee when the Committee is undertaking its role in relation to Non-Executive Members:

| Position | Name |
|------------------------------------------------------|-------------|
| The Chair of the ICB; | |
| Member of the Board who is not an Executive Director | |
| Member of the Board who is not an Executive Director | |

Committee Chair when the Committee is undertaking its role in relation to Non-Executive Members:

| Position | Name |
|----------------------|-------------|
| The Chair of the ICB | |

The standing participants are:

| Position | Name |
|----------------------|-------------|
| Chief People Officer | |

APPENDIX 7

NHS West and North London Integrated Care Board Primary Care and Medicines Optimisation Committee Terms of Reference

1. Introduction

- 1.1 The Primary Care and Medicines Optimisation Committee ('Committee') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a sub-committee of the ICB Strategy Committee.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee.

2. Purpose

- 2.1 The purpose of the Committee is to:
- a) Provide oversight, scrutiny and decision making for primary medical services;
 - b) Make decisions in relation to the commissioning and management of primary medical services contracts;
 - c) Have oversight of quality and performance in primary medical services;
 - d) Provide oversight and assurance of the primary care budget delegated from NHS England
 - e) Provide oversight, assurance and decision making for medicines, ensuring:
 - Safe and clinically effective use of medicines;
 - Improved clinical outcomes;
 - Best value of medicines use;
 - The promotion of proper use of medicines;
 - Safe and consistent access to medicines in the context of care pathways which cross multiple providers;
 - f) Oversee the development and implementation of the ICB's medicines management strategy and procedures;
 - h) Oversee the arrangements for sponsorship and/or joint working with the pharmaceutical industry.

3. Role

- 3.1 The Committee will:

Primary Care

- a) Make decisions for the commissioning and management of Primary Medical Services Contracts, including but not limited to the following activities:
 - Decisions in relation to GP core contracts and directed enhanced services;
 - Decisions in relation to Local Enhanced Services;
 - Decisions in relation to the establishment of GP practices (including branch surgeries) and closure of GP practices;
 - Decisions in relation to access to primary care including enhanced access;
 - Decisions about 'discretionary' payments permissible under Guidelines;
 - Management of delegated primary care funds;
 - Decisions about commissioning for out of area registered patients;
 - Approval of practice mergers;

- Planning primary medical care services in the area, including carrying out needs assessments and monitoring of list size changes;
 - Ensuring the ICB and providers of primary medical services uphold the duty to engage Undertaking reviews of primary medical care services;
 - Ensure there is appropriate oversight of primary care procurements;
 - Decisions in relation to the management of poor performance, which –without limitation – include, use of remedial and breach notices and application of wider contract terms and , decisions and liaison with NHSE and the CQC where the CQC has reported non-compliance with standards (excluding any decisions in relation to the performers list which remains with NHSE);
 - Application of the Premises Cost Directions in the planning, approval and funding of primary care estate;
 - Approve the elements of ICB estates schemes that pertain to primary care rent, rates or patient access;
 - Coordinating a consistent approach to the commissioning of primary care services aligned to the primary care strategy and ICB Population Health and Inequalities Improvement Strategy; and
 - Such other ancillary activities that are necessary in order to exercise the Delegated Functions.
- b) Give due regard to the Primary Medical Care Policy and Guidance Manual, Delegation Agreements with NHS England and ICB commissioning policies and frameworks;
- c) Shape and set ICB commissioning policies and frameworks for primary care contracts;
- e) Oversee and approve primary care workforce plans including those that pertain to national primary care contracts including but not limited to minimum staffing numbers and the Additional Roles Reimbursement Scheme ('ARRS');
- f) Oversee and approve Digital plans that pertain or have implications for primary care access service models. This may include but is not limited to online consultation models.
- g) Receive information on and give due regard to Primary Care strategy and policy set at a national and local level.

Medicines

- a) Oversee and monitor the ICB's approach to medicines including its medicines management strategy, assurance frameworks, policies and procedures and ensure compliance with national requirements, the NHSE Constitution and best practice;
- b) Ensure the ICB meets its constitutional requirements for medicines;
- c) Approve the commissioning and decommissioning of medicines;
- d) Monitor prescribing spend and efficiencies, inform and provide advice to the ICB on budget pressures, budget setting and financial forward planning in relation to medicines and prescribing;
- e) Identify cost improvement opportunities and form solutions to enable CIP initiatives to be successful;
- f) Approve ICB medicines policies, prescribing guidelines, clinical pathways and any other information, including information for patients, involving medicines;
- g) Consider and make recommendations on the introduction and impact of new medicines
- h) Review and make decisions on sponsorship and/or joint working with the pharmaceutical industry as per the ICB's Sponsorship and Joint Working with the Pharmaceutical Industry Policy.

4. Membership

4.1 The Committee shall comprise of the following voting members:

- a) Two Non-Executive Members;
- b) Chief People Officer;
- c) Chief Medical Officer;

- d) Chief Nursing Officer;
- e) Chief Pharmacist;
- f) Chief Transformation Officer.

- 4.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 4.3 In accordance with the ICB's Constitution all voting members of the Committee must be approved by the ICB's Chair.
- 4.4 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 4.5 Voting members may nominate deputies to represent them in their absence.

5. Participants and Observers

- 5.1 The Committee may invite people to attend Committee meetings as standing participants.
- 5.2 Participants at Committee meetings are non-voting.
- 5.3 The roles in the list of standing participants describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 5.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 5.5 Standing participants may nominate deputies to represent them in their absence.
- 5.6 The Committee may invite or allow additional people to attend meetings as participants. Participants may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.
- 5.7 The Committee may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.
- 5.8 The Committee may call additional experts to attend meetings on a case by case basis to inform discussion.

6. Chair

- 6.1 The Committee shall be co-chaired by a Non-Executive Member and the Chief Transformation Officer. The Chair may nominate a deputy to represent them in their absence.

7. Voting

- 7.1 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. This includes working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 7.2 below.
- 7.2 Each voting member of the Committee shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Committee Chair shall have the casting vote.

8. Quorum

- 8.1 The Committee will be considered quorate when at least the following voting members are present:
- a) The Chairs or their nominated deputies;
 - b) A Clinician; and
 - c) An Executive Director.
- 8.2 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 onto the Committee to satisfy the quorum requirements.
- 8.3 If a meeting is not quorate the Committee Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

9. Secretariat

- 9.1 The Secretariat to the Committee shall be provided by the Governance, Risk and Legal Services Team.

10. Frequency of Committee Meetings

- 10.1 Committee meetings will be held bi-monthly but may hold additional meetings as and when necessary. The Committee Chair may call additional meetings or cancel meetings as necessary.

11. Notice of Meetings

- 11.1 Notice of a Committee meeting shall be sent to all Committee members no less than 7 days in advance of the meeting.
- 11.2 The meeting shall contain the date, time and location of the meeting.

12. Agendas and Circulation of Papers

- 12.1 Before each Committee meeting an agenda setting out the business of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.
- 12.2 Before each Committee meeting the papers of the meeting will be sent to every Committee member no less than 7 days in advance of the meeting.
- 12.3 If a Committee member wishes to include an item on the agenda they must notify the Committee Chair via the Secretariat no later than 7 days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Committee Chair.

13. Minutes of Meetings

- 13.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted for agreement at the following meeting.

14. Authority

- 14.1 The Committee is accountable to the ICB Strategy Committee and will operate as one of its sub-committees. The Committee must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.
- 14.2 The Board of Members has delegated decision making authority for Primary Care and Medicines Optimisation to Executive Directors and the Committee as per Schedule 2.
- 14.3 The Committee is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Committee's Terms of Reference.

15. Reporting Responsibilities

- 15.1 The Committee will report to ICB Strategy Committee on all matters within its duties and responsibilities.
- 15.2 The Committee may make recommendations to the ICB Board of Members, the Strategy Committee and/or any other committee it considers appropriate on any area within its remit.

16. Delegated Authority

- 16.1 The Committee may agree to delegate its authority to a Committee member or members to make decisions on the Committee's behalf outside of a Committee meeting at its absolute discretion on a case by case basis.

17. Virtual Meetings and Decision Making

- 17.1 Committee meetings may be held in person or virtually.
- 17.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.
- 17.3 Except as set out in Schedule 2, in addition to the general authority set out in clause 17.2 above, due to the nature of the committee's work the Committee recognises that some urgent and immediate decisions may need to be made outside of Committee meetings and that the use of the protocol for virtual decision making is not appropriate. The Committee may therefore delegate urgent and immediate decisions that need to be made outside of Committee timescales in accordance with clauses 17.4 – 17.5 and 17.8 below.
- 17.4 Urgent decisions requiring a response within 24 hours will be made collectively by the following people or their nominated deputies:
- a) The Committee Chairs;
 - b) A non-conflicted clinician.
- 17.5 Immediate decisions requiring a response within 2 weeks will be made at a Committee meeting where practicable or by the protocol for virtual decision making. Where this is not practicable the following people or their nominated deputies will collectively make the decision:
- a) The Committee Chairs;
 - b) A non-conflicted clinician.
- 17.6 Due to the nature of the Committee's work the Committee recognises that the following non-contentious, low risk, decisions may be made outside of Committee meetings by those listed in clause 17.7 below:

- a) Requests to add or remove a partner;
- b) Requests for individuals to be added or removed from PMS contracts;
- c) Retirement of a partner and adding of a new partner;
- d) Partnership changes- 24 hour retirement;
- e) Requests for contract novation where there is no change of provider;
- f) Requests to increase a catchment area;
- g) Increases in practice boundaries;
- h) Requests for GP practices to change which Primary Care Network they are part of;
- i) List closures for a period of up to 6 months;
- j) Caretaking contract extensions where the extension is permitted under the contract and so is not a new procurement or award of contract;
- k) Requests for GP practice reimbursement of Stamp Duty Land Tax ('SDLT') and/or legal fees where the request has been submitted after a decision on the premises has already been taken);
- l) Increases in rent following district valuer rent reviews;
- m) Increased in rent to the value of £50k per annum.

17.7 The following people or their nominated deputies may collectively make the non-contentious, low risk decisions set out in clause 17.6 above:

- a) The Committee Co-Chairs;
- b) A non-conflicted clinician.

17.8 Decisions made outside of Committee meetings will be reported to the Committee at the next Committee meeting. This may be in a public or private part of the meeting depending on the nature of the business and the decision(s) made.

18. Sub-Committees

18.1 The Committee may not appoint sub-committees but may appoint working groups to advise the Committee and assist it in carrying out its duties. The Committee may not delegate any of its functions, powers or decision-making authority to a sub-committee or working group.

19. Conflicts of Interest

19.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

19.2 The Committee shall have a Conflicts of Interest Register that will be presented as a standing item on the Committee's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Committee's agenda

20. Gifts and Hospitality

20.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.

20.2 The Committee shall have a Gifts and Hospitality Register and Committee members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Committee's agenda

21. Standards of Business Conduct

- 21.1 Committee members and any attendees 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) Conflicts of Interest and Standards of Business Conduct Policy;
 - f) The Counter Fraud, Bribery and Corruption Policy;
 - g) Any additional regulations or codes of practice relevant to the Committee.
- 21.2 The Committee will have access to sufficient resources to carry out its duties and Committee members will be provided with appropriate and timely training.

22. Review of Terms of Reference

- 22.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions and the wider experience of the ICB.
- 22.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the ICB's Board of Members.

Date approved by the Board of Members:

Date of next review:

Schedule 2

Primary Care and Medicines Delegated Authorities

Background

The Primary Care and Medicines Optimisation Committee is a subcommittee of the Strategy Committee. Its role is to oversee and provide scrutiny of the ICB's Primary Care and Medicines Functions. Whilst financial decision making must be in line with the Delegated Financial Limits set out in Appendix 1 of the ICB's Scheme of Reservation and Delegation, some primary care and medicines decisions have been reserved to the Strategy Committee, some retained by the Primary Care and Medicines Optimisation Committee and some decisions delegated to Executive Directors are follows:

EXECUTIVE DIRECTORS

Decision making on the following has been delegated to the Chief Transformation Officer and the Chief Medical Officer for approval outside of Committee meetings as these are routine, simple, low risk or non-contentious:

Primary Care

- Contract renewals (all types) and minor variations (where these are non-contentious and/or no change in provider);
- Partnership changes, list adjustments, simple Primary Care Network ('PCN') membership changes;
- Pass through funding and arrangements to manage risk / exit;
- Routine estates approvals (incl. rent reviews within threshold);
- Low-value financial approvals (within the Delegated Financial Limits set out in the Scheme of Reservation and Delegation);
- Implementation of agreed policies/pathways;
- Disputes, risks and escalations from boroughs.

Medicines

- Sign-off of low-risk policy, formulary updates and pathway changes that have been through an agreed clinical governance processes and fall within defined risk and financial thresholds.

Primary Care and Medicines:

- Quality and performance – Operating Plan, performance reports against national and local metrics for Board, National budgetary grip and control.

The above named Executive Directors may further delegate these duties to Directors within their teams to carry these out on their behalf.

PRIMARY CARE AND MEDICINES OPTIMISATION COMMITTEE

Decision making on the following has been delegated to the Primary Care and Medicines Optimisation Committee for approval as these are operational and tactical decisions with moderate risk and/or impact:

Primary care

- Practice mergers, relocations, boundary changes;
- APMS procurements contract awards (within thresholds);
- Reprourement decisions core contracts (within thresholds);
- PCN configuration changes (non-strategic);
- Contract sanctions, remedial actions, performance interventions (including breaches arising from CQC inspections);

- Contract reviews (all types) and more significant variations (within budget envelope);
- Estates decisions at practice level (within thresholds);
- Contentious or high risk matters with repercussions that are constrained to the practice/PCN/borough(s);
- Provider failure/market intervention with repercussions that are constrained to the practice/PCN/borough(s) (e.g. emergency APMS);
- Quality and performance oversight – oversight of performance against key national and local metrics, performance over time against plan, analysis of trends and significant variation, analysis of patient experience and complaints.

Medicines

- Approval of Medicines policies, prescribing guidelines, formulary decisions;
- Reprourement decisions for community pharmacy/ies;
- Pathway changes primarily impacting primary care / prescribing;
- Introduction of new medicines (non-high-cost/system).

Primary Care and Medicines

- Oversight, scrutiny and strategic decision-making for all Primary Care and Medicines Optimisation;
- Anything novel or contentious, likely to attract media, professional or public interest;
- Complex pathway redesigns (primarily Primary Care-led within delegated limits and thresholds);
- Higher risk/cost policies;
- Primary care/ Prescribing- efficiency, CIP programmes (within threshold and £delegated limit)
- Changes to access or delivery models (including changes to use of digital systems, workforce etc following SME input);
- Oversight of impact and Value for Money ('VfM') by borough/key contracts;
- Oversight of performance against budget.

STRATEGY COMMITTEE

The following decision making has not been delegated to the Primary Care and Medicines Optimisation Committee and instead the Primary Care and Medicines Optimisation Committee will make recommendations for approval to the Strategic Commissioning Committee as these are high-risk, high-cost, or have a system-wide impact:

- Major or high risk reproUREMENTS;
- New enhanced services/enhanced commissioning programme affecting all boroughs;
- Significant investment in line with committee £financial thresholds;
- Contentious or high risk matters / cases with repercussions or legal risk, reputational or political sensitivity that go beyond the borough;
- Changes to the configuration of the Primary Care provider market;
- Changes to associated contracting models;
- Major pathway redesign (cross-sector, high financial impact);
- Large-scale financial recovery/ CIP programmes;
- Provider failure/market intervention with repercussions that are wider than a borough;
- Oversight of overall impact and VfM.

APPENDIX 8

NHS West and North London Integrated Care Board Individual Funding Request Panel Terms of Reference

1. Introduction

- 1.1 The Individual Funding Requests Panel ('Panel') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a sub-committee of the Strategy Committee.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Panel.

2. Purpose

- 2.1 The purpose of the Panel is to consider and make decisions on Individual Funding Requests ('IFR') applications.

3. Role

- 3.1 The Panel will:
 - a) Make decisions on individual funding requests applications;
 - b) Properly consider and follow the ICB's IFR Policy when determining the outcome of individual funding requests applications;
 - c) Remit decisions for individual funding requests over the panel's financial authority limits to the appropriate decision makers;
 - d) Act within its delegated authorities from the Board of Members;
 - e) Have due regard to any relevant quality and safety issues which may arise as agreed by panel members.

4. Financial Authority Limits

- 4.1 The Panel has the authority to approve IFR requests up to a maximum value of £50,000 (fifty thousand pounds) per year per case. The Panel may not approve IFR applications that exceed this limit.
- 4.2 The Panel may consider IFR applications which have a greater financial value than the delegated financial authority limits set out in section 4.1 above but does not have the power to approve them. The Panel's decision making powers are set out in section 6 below.

5. Duty as to Affordability and to Meet Financial Control Total

- 5.1 The Panel has a duty to ensure the IFRs it approves are affordable and will not cause the ICB to breach its financial control total.

6. Decisions

- 6.1 The Panel may make the following decisions on IFRs that are within their delegated financial authority limits:
 - a) To reject the application;

- b) To reject the application due to insufficient information;
- c) To defer decision on the application pending further information;
- d) To approve the application without conditions;
- e) To approve the application with conditions.

6.2 The Panel may make the following decisions on IFRs that are in excess of their delegated financial authority limits:

- a) To reject the application;
- b) To reject the application due to insufficient information;
- c) To defer decision on the application pending further information;
- d) To recommend the application for approval without conditions;
- e) To recommend the application for approval with conditions.

6.3 If IFR is outside of the Panel's delegated financial authority limits the decision on whether to approve or reject an application shall be made by the Strategy Committee.

7. Membership

7.1 The Panel shall comprise of the following voting members:

- a) An Independent Member;
- b) Three clinicians;
- c) Commissioning representative;
- d) Medicines Management Representative.

7.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.

7.3 In accordance with the ICB's Constitution all voting members of the Panel must be approved by the ICB's Chair.

7.4 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.

7.5 Voting members may nominate deputies to represent them in their absence.

8. Participants and Observers

8.1 The following people shall attend Panel meetings as standing participants:

- a) An IFR Specialist.

8.2 Participants at Panel meetings are non-voting.

8.3 The roles referred to in the list of standing participants above describe the substantive roles and any equivalent successor roles and not the individual title or titles.

8.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.

8.5 Standing participants may nominate deputies to represent them in their absence.

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

8.7 The Panel may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.

8.8 The Panel may call additional experts to attend meetings on a case by case basis to inform discussion.

9. Chair

9.1 The Panel Chair shall be the Independent Member or a clinician. The Chair may nominate a deputy to represent them in their absence.

10. Voting

10.1 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. This includes working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 10.2 below.

10.2 Each voting member of the Panel shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Panel Chair shall have the casting vote.

11. Quorum

11.1 The Panel will be considered quorate when at least three voting members are present which must include:

- a) Chair;
- b) A clinician or where the Chair is a clinician an Independent Member;
- c) An officer.

11.2 Notwithstanding section 11.1 above, for drugs cases the Medicines Management Representative must be present

11.3 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 onto the Panel to satisfy the quorum requirements.

11.4 If a meeting is not quorate the Panel Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

12. Secretariat

12.1 The Secretariat to the Panel shall be provided by the Chief Nursing Officer's Directorate.

13. Frequency of Panel Meetings

13.1 Panel meetings will be scheduled as needed to ensure timely decision making. The Panel Chair may call additional meetings or cancel meetings as necessary.

14. Notice of Meetings

14.1 Notice of a Panel meeting shall be sent to all Panel members no less than 5 working days in advance of the meeting.

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

15. Agendas and Circulation of Papers

- 15.1 Before each Panel meeting an agenda setting out the business of the meeting will be sent to every Panel member no less than 5 working days in advance of the meeting.
- 15.2 Before each Panel meeting the papers of the meeting will be sent to every Panel member no less than 5 working days in advance of the meeting.
- 15.3 If a Panel member wishes to include an item on the agenda they must notify the Panel Chair via the Secretariat no later than 5 working days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Panel Chair.

16. Minutes of Meetings

- 16.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted for agreement within 5 working days of the meeting.

17. Authority

- 17.1 The Panel is accountable to the Strategy Committee and will operate as one of its sub-committees. The Panel must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.
- 17.2 The Panel is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Panel's Terms of Reference.

18. Reporting Responsibilities

- 18.1 The Panel will report to the Strategy Committee on all matters within its duties and responsibilities.
- 18.2 The Panel may make recommendations to the Board of Members, Strategy Committee and/or any other committee it considers appropriate on any area within its remit.

19. Delegated Authority

- 19.1 The Panel may agree to delegate its authority to a Panel member or members to make decisions on the Panel's behalf outside of a Panel meeting at its absolute discretion on a case by case basis.

20. Virtual Meetings and Decision Making

- 20.1 Panel meetings may be held in person or virtually.
- 20.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

21. Sub-Committees

- 21.1 The Panel may not appoint sub-committees. The Panel may not delegate any of its functions, powers or decision making authority to a sub-committee.

22. Conflicts of Interest

- 22.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and

Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

22.2 The Panel shall have a Conflicts of Interest Register that will be presented as a standing item on the Panel's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Panel's agenda

23. Gifts and Hospitality

23.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.

23.2 The Panel shall have a Gifts and Hospitality Register and Panel members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Panel's agenda

24. Standards of Business Conduct

24.1 Panel members and any attendees 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) The Standards of Business Conduct Policy;
- f) The Conflicts of Interest Policy;
- g) The Counter Fraud, Bribery and Corruption Policy;
- h) Any additional regulations or codes of practice relevant to the Panel.

24.2 The Panel will have access to sufficient resources to carry out its duties and Panel members will be provided with appropriate and timely training.

25. Review of Terms of Reference

25.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Panel in fulfilling its functions and the wider experience of the ICB.

25.2 These Terms of Reference will be formally reviewed every two years. These Terms of Reference may be varied or amended by the Board of Members.

Date Approved by Board of Members: .

Date of Next Review: .

**Schedule 1
List of Members**

The voting members of the Panel are:

| Position | Name |
|-------------------------------------|-------------|
| Independent Member | |
| Clinician | |
| Clinician | |
| Clinician | |
| Commissioning Representative | |
| Medicines Management Representative | |

Panel Chair:

| Position | Name |
|-----------------|-------------|
| Clinician | |

The standing participants are:

| Position | Name |
|-----------------|-------------|
| IFR Specialist | |

APPENDIX 9

NHS West and North London Integrated Care Board Individual Funding Request Appeals Panel Terms of Reference

1. Introduction

- 1.1 The Individual Funding Requests Appeals Panel ('Appeals Panel') is established in accordance with the Constitution of NHS West and North London Integrated Care Board ('ICB'). It is a sub-committee of the Strategy Committee.
- 1.2 These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Appeals Panel.

2. Purpose

- 2.1 The purpose of the Appeals Panel is to consider Applicants' appeals against decisions made by the Individual Funding Requests Panel ('Panel').

3. Role

- 3.1 The Appeals Panel will:
 - a) Consider and decide on appeals against decisions taken by the Panel;
 - b) Give proper consideration to appeals when determining the outcome;
 - c) Act within the delegated authority from the Board of Members;
 - d) Follow the Individual Funding Requests ('IFR') Policy.
- 3.2 The role of the appeals process is not to consider the clinical merits of the case but whether due process has been followed in the IFR decision-making process.

4. Financial Authority Limits

- 4.1 The Appeals Panel has no authority to approve IFR requests.

5. Duty as to Affordability and to Meet Financial Control Total

- 5.1 The Appeals Panel has no authority to approve IFR requests.

6. Decisions

- 6.1 The Appeals Panel may make the following decisions:
 - a) To reject the appeal;
 - b) To defer decision on the appeal pending further information;
 - c) To approve the appeal and remit the decision on the individual funding request to the Panel without conditions.
- 6.2 The Appeals Panel may approve appeals where the Panel:
 - a) Has acted beyond its lawful powers;
 - b) Reached a decision that no other reasonable ICB could have reached;
 - c) Acted unfairly;
 - d) Failed to follow proper procedures;
 - e) Placed undue weight on irrelevant matters and this made a material difference to the

- IFR decision;
- f) Breached the patient's human rights;
- g) Breached the Equality Act 2010.

7. Membership

- 7.1 The Appeals Panel shall comprise of the following voting members:
 - a) An Independent Member;
 - b) Two clinicians;
 - c) Governance, Risk and Legal Services Team representative.
- 7.2 The roles referred to in the list of voting members above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 7.3 In accordance with the ICB's Constitution all voting members of the Appeals Panel must be approved by the ICB's Chair.
- 7.4 The list of voting members is set out in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 7.5 Voting members may nominate deputies to represent them in their absence.

8. Participants and Observers

- 8.1 The following people shall attend Appeals Panel meetings as standing participants:
 - a) An IFR Specialist.
- 8.2 Participants at Appeals Panel meetings are non-voting.
- 8.3 The roles referred to in the list of standing participants above describe the substantive roles and any equivalent successor roles and not the individual title or titles.
- 8.4 The list of standing participants is contained in Schedule 1. Schedule 1 does not form part of the Terms of Reference and may be amended without the need to formally amend these Terms of Reference.
- 8.5 Standing participants may nominate deputies to represent them in their absence.
- 8.6 The Appeals Panel may invite or allow additional people to attend meetings as participants. Participants may present at meetings and contribute to the relevant discussions but are not allowed to participate in any formal vote.
- 8.7 The Appeals Panel may invite or allow people to attend meetings as observers. Observers may not present at meetings, contribute to any discussion or participate in any formal vote.
- 8.8 The Appeals Panel may call additional experts to attend meetings on a case by case basis to inform discussion.

9. Chair

- 9.1 The Appeals Panel Chair shall be the Independent Member or a clinician. The Chair may nominate a deputy to represent them in their absence.

10. Voting

10.1 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. This includes working through difficult issues where appropriate. If it is not possible to achieve unanimity a vote will be required. Voting shall be as per clause 10.2 below.

10.2 Each voting member of the Appeals Panel shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Appeals Panel Chair shall have the casting vote.

11. Quorum

11.1 The Appeals Panel will be considered quorate when at least three voting members are present which must include:

- a) Chair;
- b) A clinician or where the Chair is a clinician an Independent Member;
- c) A representative from the Governance, Risk and Legal Services Team.

11.2 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 onto the Appeals Panel to satisfy the quorum requirements.

11.3 If a meeting is not quorate the Appeals Panel Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

12. Secretariat

12.1 The Secretariat to the Appeals Panel shall be provided by the Chief Nursing Officer's Directorate.

13. Frequency of Appeals Panel Meetings

13.1 Appeals Panel meetings will be held as and when necessary.

14. Notice of Meetings

14.1 Notice of an Appeals Panel meeting shall be sent to all Appeals Panel members no less than 5 working days in advance of the meeting.

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

15. Agendas and Circulation of Papers

15.1 Before each Appeals Panel meeting an agenda setting out the business of the meeting will be sent to every Appeals Panel member no less than 5 working days in advance of the meeting.

15.2 Before each Appeals Panel meeting the papers of the meeting will be sent to every Appeals Panel member no less than 5 working days in advance of the meeting.

15.3 If an Appeals Panel member wishes to include an item on the agenda they must notify the Appeals Panel Chair via the Secretariat no later than 5 working days prior to the meeting. The decision as to whether to include the agenda item is at the absolute discretion of the Appeals Panel Chair.

16. Minutes of Meetings

16.1 The minutes of the proceedings of a meeting shall be prepared by the Secretariat and submitted to the Appeals Panel members for agreement no later than 5 working days after the meeting.

17. Authority

17.1 The Appeals Panel is accountable to the Strategy Committee and will operate as one of its sub-committees. The Appeals Panel must act within the remit of these terms of reference and has no executive powers other than those specifically set out in these terms of reference.

17.2 The Appeals Panel is authorised by the Board of Members to obtain at the ICB's expense outside legal or other professional advice on any matters within the Appeals Panel's Terms of Reference.

18. Reporting Responsibilities

18.1 The Appeals Panel will report to the Strategy Committee on all matters within its duties and responsibilities.

18.2 The Appeals Panel may make recommendations to the Board of Members, Strategy Committee and/or any other committee it considers appropriate on any area within its remit.

19. Delegated Authority

19.1 The Appeals Panel may agree to delegate its authority to an Appeals Panel member or members to make decisions on the Appeals Panel's behalf outside of an Appeals Panel meeting at its absolute discretion on a case by case basis.

20. Virtual Meetings and Decision Making

20.1 Appeals Panel meetings may be held in person or virtually.

20.2 There are circumstances where time-critical decisions need to be made and it is not possible and/or reasonably practicable and/or a good use of resources to hold a physical meeting (either in person or virtually) in sufficient time. In these circumstances decisions may be made virtually using the protocol for virtual decision making.

21. Sub-Committees

21.1 The Appeals Panel may not appoint sub-committees. The Appeals Panel may not delegate any of its functions, powers or decision making authority to a sub-committee.

22. Conflicts of Interest

22.1 Conflicts of Interest shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy and NHS England statutory guidance for managing conflicts of interest.

22.2 The Appeals Panel shall have a Conflicts of Interest Register that will be presented as a standing item on the Appeals Panel's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Appeals Panel's agenda.

23. Gifts and Hospitality

- 23.1 Gifts and Hospitality shall be dealt with in accordance with the Conflicts of Interest and Standards of Business Conduct Policy, and NHS England statutory guidance for managing conflicts of interest.
- 23.2 The Appeals Panel shall have a Gifts and Hospitality Register and Appeals Panel members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Appeals Panel's agenda

24. Standards of Business Conduct

- 24.1 Appeals Panel members and any attendees 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) The Standards of Business Conduct Policy;
 - f) The Conflicts of Interest Policy;
 - g) The Counter Fraud, Bribery and Corruption Policy;
 - h) Any additional regulations or codes of practice relevant to the Appeals Panel.
- 24.2 The Appeals Panel will have access to sufficient resources to carry out its duties and Appeals Panel members will be provided with appropriate and timely training at least every two years.

25. Review of Terms of Reference

- 25.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Appeals Panel in fulfilling its functions and the wider experience of the ICB.
- 25.2 These Terms of Reference will be formally reviewed every two years. These Terms of Reference may be varied or amended by the Board of Members.

Date Approved by Board of Members: .

Date of Next Review:

Schedule 1 List of Members

The voting members of the Appeals Panel are:

| Position | Name |
|------------------------------------------------------------|------|
| Independent Member | |
| Clinician | |
| Clinician | |
| Governance, Risk and Legal Services Team Representative | |

Appeals Panel Chair:

| Position | Name |
|--------------------|------|
| Independent member | |

The standing participants are:

| Position | Name |
|----------------|------|
| IFR Specialist | |

APPENDIX 10- List of ICB Policies

| Policy Name | Approved? |
|-------------------------------------------------------------------------------------------|------------------|
| Acupuncture | Yes |
| Benign Skin Lesions | Yes |
| Chalazia | Yes |
| Change Management Policy | Yes |
| Complementary and Alternative Therapies | Yes |
| Cosmetic Treatment Policy | Yes |
| Counter Fraud, Bribery, and Corruption Policy | Yes |
| Data Subject Access Request Policy | Yes |
| Dilatation and Curettage (D&C) | Yes |
| Freedom of Information Policy | Yes |
| Freedom to Speak up and Whistleblowing Policy | Yes |
| Fusion surgery for mechanical axial low back pain | Yes |
| Ganglions | Yes |
| Grommets in children | Yes |
| Haemorrhoidectomy | Yes |
| Health & Safety Policy | Yes |
| Hip Replacement (Total) | Yes |
| Hysterectomy for Menorrhagia | Yes |
| Information Governance Incident, Information Security, and Cyber Security Incident Policy | Yes |
| Injections for isolated lower back pain without sciatica | Yes |
| Laser Hair Removal | Yes |
| On Call Policy | Yes |
| Pay Protection Policy | Yes |
| Penile circumcision | Yes |
| Shoulder Decompression Surgery | Yes |
| Snoring surgery (in the absence of obstructive sleep apnoea) | Yes |
| Standards of Business Conduct and Conflict of Interest Policy | Yes |
| Surgery for Chronic Rhinosinusitis | Yes |
| Surgery for Hallux Valgus (Bunions) | Yes |
| Tonsillectomy | Yes |
| Trigger Finger / Tenosynovitis Surgery | Yes |
| Uterovaginal Prolapse | Yes |