

**NHS North Central London
Integrated Care Board
Procurement Oversight Group
Terms of Reference**

1. Introduction

- 1.1 The Procurement Oversight Group ('Committee') is established in accordance with the Constitution of NHS North Central 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) Be a non-conflicted forum which provides oversight and scrutiny of key procurements undertaken by the ICB and ensure that the correct procurement regime is complied with, properly evidenced, is transparent, and that conflicts of interest are appropriately managed;
 - b) Oversee the organisational transition to the NHS Provider Selection Regime and its implementation;
 - c) Provide assurance to the Board of Members and other committees and sub-committees as appropriate that conflicts of interest are properly managed throughout the development of the business case, the approval process and that the procurement routes for services are appropriate;
 - d) Ensure that procurement processes are proportionate to the cost and complexity of the services to be procured;
 - e) Provide approval to proceed to procurement for approved business cases;
 - f) Approve service models where these have been remitted to the Procurement Oversight Group by the Board of Members or one of its committees or sub-committees;
 - g) Have oversight of any procurement where the contract value is £500,000 (five hundred thousand pounds) or greater across the life of the contract and/or any other procurement where the Board of Members and/or any of its commissioning committees request oversight by the Procurement Oversight Group;
 - h) Ensure procured contracts are being managed effectively once awarded and that lessons learned are implemented.

3. Role

- 3.1 The Committee shall:
- a) Ensure the ICB is operating under the correct procurement regime that is legally in force in England at the time;
 - b) Until the NHS Provider Selection regime is in place the ICB is required to act in accordance with the National Health Service (Procurement, Patient Choice and Competition) (No.2 Regulations 2013) and the Public Contracts Regulations 2015. This includes but is not limited to:
 - Ensuring that services are commissioned free of bias and that procurement decisions are defensible from scrutiny and challenge;
 - Ensuring that robust tender documentation, clear evaluation criteria, and an appropriate evaluation panel with non-conflicted subject matter experts is in place;

- Ensuring robust scrutiny of the process, documented evidence and final award documentation to ensure that the decision made aligns to both the process included in the tender documentation and to the original business case;
 - Review ICB business case proposals to ensure procurement implications have been tested prior to the business case decision and to agree the most appropriate procurement route to market;
 - Ensuring conflicts of interest are managed appropriately throughout the commissioning cycle;
- c) Oversee the organisational transition to the NHS Provider Selection Regime and its implementation;
 - d) Ensure that when the NHS Provider Selection Regime comes into force that procurement decisions are taken appropriately, there is a sound rationale for which process is followed and decisions and rationale are properly evidenced in line with the law and NHS England guidance;
 - e) Ensure that procurements are transparent, fair and proportionate;
 - f) Ensure that conflicts of interest are managed appropriately throughout the commissioning cycle, the development of business cases and when making decisions under the NHS Provider Selection Regime;
 - g) Ensure that there is a clear procurement process in place that follows best practice and is proportionate to the complexity and cost;
 - h) Provide oversight where procurements under the NHS Provider Selection Regime are abandoned or where a procurement is returning to an earlier stage;
 - i) Consider lessons learned reviews and ensure that there are suitable systems, processes and action plans in place to address issues arising from the reviews. This includes during the procurement and contracting process and where procurements have been stopped or failed;
 - j) Provide approval to proceed to procurement for approved business cases;
 - k) Approve service models where these have been remitted to the Committee by the Board of Members or one of its committees or sub-committees;
 - l) Provide oversight of compliance with the ICB's Procurement Policy. The Procurement Policy can be found in the ICB's Governance Handbook here: <https://nclhealthandcare.org.uk/icb/north-central-london-integrated-care-board/governance-handbook/> ;
 - m) Approve the ICB's procurement policy and procedures;
 - n) Receive Procurement Representation Panel outcomes, advice, recommendations and lessons learned;
 - o) Approve the Terms of Reference for the Procurement Representation Panel;
 - p) Scrutinise awarded contracts where there are concerns about the operational, financial or performance aspects and establish the appropriate procurement and/or contract approach the ICB should implement to deal with these issues;
 - q) Oversee the ICB's approach to delivering the Procurement Target Operating Model (or its successor) including as part of a wider Integrated Care System;
 - r) Ensure the ICB has a robust procurement savings plan and oversee its delivery;
 - s) Provide oversight and scrutiny of procurement risks;
 - t) Provide advice, guidance and recommendations on any area within its remit to the Board of Members and/or any of its committees or sub-committees as appropriate;
 - u) Oversee the Register of Procurement Decisions and ensure that Single Tender Waivers are included.

4. Membership

- 4.1 The Committee shall comprise of the following voting members:
 - a) Chief Finance Officer;
 - b) Chief Strategy and Population Health Officer;

- c) Executive Director of Corporate Affairs;
- d) Director of Quality.

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 following people shall attend Committee meetings as standing participants:

- a) A procurement specialist;
- b) Assistant Director of Governance, Risk and Legal Services.

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 the Chief Finance 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 (or their deputies) are present:

- a) The Chair;
- b) A Clinician; and,
- c) An Executive Director other than the Chair.

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 Corporate Affairs Directorate.

10. Frequency of Committee Meetings

10.1 Committee meetings will be held 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 Corporate Affairs 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 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 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) 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 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: 7th November 2023

Date of Next Review: 6th November 2024

Schedule 1
List of Members

The voting members of the Committee are:

Position	Name
Chief Finance Officer	
Executive Director of Corporate Affairs	
Chief Strategy and Population Health Officer	
Director of Quality	

Committee Chair:

Position	Name
Chief Finance Officer	

The standing participants are:

Position	Name
Procurement specialist	
Assistant Director of Governance, Risk and Legal Services	