

**NHS North Central London
Integrated Care Board
Local Care Infrastructure Delivery Board
Terms of Reference**

1. Introduction

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

2. Purpose

- 2.1 The purpose of the Board is to provide oversight, leadership and Governance for the delivery of the ICB's Local Care (Primary and Integrated Care) Estates programme.
- 2.2 The board will take its strategic direction from the Strategy and Development Committee and will focus on implementation, programme and project delivery and risk management.

3. Role

- 3.1 The Board shall:
- a) Approve Primary and Integrated Care estates business cases in accordance with section 4.1 below;
 - b) Approve Primary and Integrated Care strategic estates investment pipeline, including evaluation criteria, with the involvement of Finance and Provider stakeholders;
 - c) Review the pipeline at least annually, to ensure it continues to reflect ICB priorities;
 - d) Oversee and ensure the strategic and operational delivery of the agreed priority Primary and Integrated Care estates pipeline, on time and budget. This programme will involve the reconfiguration of existing assets, investment into new facilities, and disposals. It will have a focus on enhancing the patient experience, access and health outcomes, reducing variation and tackling health inequalities;
 - e) Oversee and scrutinise the identification and securing of sources of capital or revenue funding, including the securing Section 106 and Community Infrastructure Levy funding, and build relationships with North Central London Local Authorities to promote estates development;
 - f) Scrutinise risks to estates development and support robust risk management in line with the ICB's Risk Management Strategy and Policy;
 - g) Align ICB strategy with that of the NHS London Estates and Infrastructure Board, London Estates Development Unit, London Primary Care Capital Panel and NHS England;
 - h) Communicate the need of estates within the ICB's response to the Fuller Stocktake, and ensure that the estate responds to the need of services.

4. Financial Approval Limits

- 4.1 The Board has no delegated financial approval limits. All decisions on approval to business cases or commitment to other expenditure made at Board meetings under section 3.1 above

shall be made by, and on the approval of, the ICB's Chief Finance Officer and the ICB's Executive Director of Place using their delegated financial limits. These are set out in the ICB's Standing Financial Instructions ('SFIs'). All financial approvals outside of these limits shall be made in accordance with the ICB's SFIs.

5. Membership

- 5.1 The Board shall comprise of the following voting members:
- a) ICB Executive Director of Place;
 - b) Chief Finance Officer;
 - c) ICB Director of Estates;
 - d) ICB Clinical Director, being the Clinical Estates Lead;
 - e) ICB Deputy Director of Estates;
 - f) One representative on behalf of the Community Providers;
 - g) One representative from NCL Councils;
 - h) One representative on behalf of Directors of Place;
 - i) ICB Director of Digital.
- 5.2 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.
- 5.3 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.
- 5.4 Voting members may nominate deputies to represent them in their absence.

6. Participants and Observers

- 6.1 The Board 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.
- 6.2 The Board 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.
- 6.3 The Board may call additional experts to attend meetings on a case by case basis to inform discussion.

7. Chair

- 7.1 The Board Chair shall be the Deputy Chief Clinical Officer. The Chair may nominate a deputy to represent them in their absence.

8. Voting

- 8.1 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 8.2 below.
- 8.2 Each voting member of the Board shall have one vote with resolutions passing by simple majority. In the event of a tied vote the Board Chair shall have the casting vote.

9. Quorum

- 9.1 The Board will be considered quorate when at least six voting members are present, which must include:
- a) The Chair;
 - b) One Finance representative;
 - c) One Estates representative;
 - d) One Provider representative; and,
 - e) One Commissioning representative.
- 9.2 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 Board to satisfy the quorum requirements.
- 9.3 If a meeting is not quorate the Board Chair may adjourn the meeting to permit the appointment or co-option of additional members if necessary.

10. Secretariat

- 10.1 The Secretariat to the Board shall be provided by NCL Estates Team.

11. Frequency of Board Meetings

- 11.1 Board meetings will be held every two months but may hold additional meetings as and when necessary. The Board Chair may call additional meetings or cancel meetings as necessary.

12. Notice of Meetings

- 12.1 Notice of a Board meeting shall be sent to all Board members no fewer than 7 days in advance of the meeting.
- 12.2 The meeting shall contain the date, time and location of the meeting.

13. Agendas and Circulation of Papers

- 13.1 Before each Board meeting an agenda setting out the business of the meeting will be sent to every Board member no fewer than 7 days in advance of the meeting.
- 13.2 Before each Board meeting the papers of the meeting will be sent to every Board member no fewer than 7 days in advance of the meeting.
- 13.3 If a Board member wishes to include an item on the agenda they must notify the Board 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 Board Chair.

14. Minutes of Meetings

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

15. Authority

- 15.1 The Board is accountable to the Strategy and Development Committee. The Board 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.

16. Reporting Responsibilities

- 16.1 The Board will report to the Strategy and Development Committee and Primary Care Contracting Committee, as appropriate, on all matters within its duties and responsibilities.
- 16.2 The Board may make recommendations to the Strategy and Development Committee and Primary Care Contracting Committee, as appropriate, it considers appropriate on any area within its remit.

17. Delegated Authority

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

18. Virtual Meetings and Decision Making

- 18.1 Board meetings may be held in person or virtually.
- 18.2 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.

19. Sub-Boards

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

20. Conflicts of Interest

- 20.1 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.
- 20.2 The Board shall have a Conflicts of Interest Register that will be presented as a standing item on the Board's agenda. In addition, an opportunity to declare any new or relevant declarations of interest will be listed as a standing item on the Board's agenda

21. Gifts and Hospitality

- 21.1 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.
- 21.2 The Board shall have a Gifts and Hospitality Register and Board members will have an opportunity to declare any new or relevant declarations of relevant gifts and hospitality as a standing item on the Board's agenda.

22. Standards of Business Conduct

- 22.1 Board members and any attendees or observers must maintain the highest standards of personal conduct and in this regard must comply with:
 - 22.1.1 The law of England and Wales;
 - 22.1.2 The NHS Constitution;

- 22.1.3 The Nolan Principles;
- 22.1.4 The standards of behaviour set out in the ICB's Constitution;
- 22.1.5 The Standards of Business Conduct Policy;
- 22.1.6 The Conflicts of Interest Policy
- 22.1.7 The Counter Fraud, Bribery and Corruption Policy,
- 22.1.8 Any additional regulations or codes of practice relevant to the Board.

23. Review of Terms of Reference

- 23.1 These Terms of Reference will be reviewed from time to time, reflecting the experience of the Board in fulfilling its functions and the wider experience of the ICB.
- 23.2 These Terms of Reference will be formally reviewed annually. These Terms of Reference may be varied or amended by the Strategy and Development Committee.

Date Approved by Board of Members: 7 May 2024.

Date of Next Review: 8 May 2025.

**Schedule 1
List of Members**

The voting members of the Board are:

Position	Name
ICB C Clinical Director	James Avery
ICB Executive Director of Place	Sarah McDonnell-Davies
ICB Chief Finance Officer	Bimal Patel
ICB Director of Estates	Nicola Theron
ICB Director of Primary Care	Sarah McIlwaine
ICB Director of Communities	Sarah D'Souza
ICB Director of Digital	James Tyler
ICB Deputy Director of Estates	Diane Macdonald
ICB Directors of Place	
Community Providers representatives	
NCL Councils representative	Nick Cummings, Assistant Director of Corporate Asset Management

Board Chair:

Position	Name
Deputy Chief Clinical Officer	Michelle Johnson

Participants

Position	Name
ICB Borough Estates Leads	
NHSE Estates Delivery Lead	Karla Damba
ICB Director of Primary Care Finance	Sarah Rothenberg