



**NHS Bedfordshire, Luton  
and Milton Keynes  
Integrated Care Board**

**CONSTITUTION**

## Document Control Sheet

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# 1 Introduction

## 1.1 Background / Foreword<sup>1</sup>

1.1.1 Integrated Care Systems (ICSs) are partnerships of health and care organisations that come together to plan and deliver joined up services, and to improve the health of people who live and work in their area. They exist to achieve four aims:

- 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.

1.1.2 An Integrated Care Board has the function of arranging the provision of those services in accordance with the Health and Care Act 2021. The Integrated Care Board and each responsible local authority whose area coincides with or falls wholly or partly within the Board's area must establish a joint committee known as an Integrated Care Partnership. The Partnership must prepare a strategy setting out how the assessed needs in relation to its area are to be met.

## 1.2 Name

1.2.1 The name of this Integrated Care Board is [NHS Bedfordshire, Luton and Milton Keynes Integrated Care Board<sup>2</sup>] ("the ICB").

## 1.3 Area Covered by the Integrated Care Board

1.3.1 The area covered by the ICB<sup>3</sup> is [Bedfordshire, Luton and Milton Keynes]<sup>4</sup>.

## 1.4 Statutory Framework

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

1.4.2 The ICB is a statutory body with the general function of arranging for the provision of services for the purposes of the health service in England and is an NHS body for the purposes of the 2006 Act.

1.4.3 The main powers and duties of the ICB to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to ICBs, as well as by regulations and directions (including, but not limited to, those made under the 2006 Act).<sup>5</sup>

1.4.4 In accordance with section 14Z25(5) of, and paragraph 1 of Schedule 1B to, the 2006 Act the ICB must have a Constitution, which must comply with the requirements set out in that Schedule. The ICB is required to publish its Constitution (section 14Z29). This Constitution is published at [Add web address].

- 1.4.5 The ICB must act in a way that is consistent with its statutory functions, both powers and duties. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to ICBs. Examples include, but are not limited to, the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to ICBs take the form of general statutory duties, which the ICB must comply with when exercising its functions. These duties include but are not limited to:
- a) Having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 1989 and section 14Z32 of the 2006 Act).
  - b) Exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act).
  - c) Duties in relation children including safeguarding, promoting welfare etc (including the Children Acts 1989 and 2004, and the Children and Families Act 2014).
  - d) Adult safeguarding and carers (the Care Act 2014).
  - e) Equality, including the public-sector equality duty (under the Equality Act 2010) and the duty as to health inequalities (section 14Z35); and
  - f) Information law, (for instance, data protection laws, such as the EU General Data Protection Regulation 2016/679 and Data Protection Act 2018, and the Freedom of Information Act 2000).
  - g) Provisions of the Civil Contingencies Act 2004.
- 1.4.6 The ICB is subject to an annual assessment of its performance by NHS England which is also required to publish a report containing a summary of the results of its assessment.
- 1.4.7 The performance assessment will assess how well the ICB has discharged its functions during that year and will, in particular, include an assessment of how well it has discharged its duties under:
- h) Section 14Z34 (improvement in quality of services).
  - i) Section 14Z35 (reducing inequalities).
  - j) Section 14Z38 (obtaining appropriate advice).
  - k) Section 14Z43 (duty to have regard to effect of decisions).
  - l) Section 14Z44 (public involvement and consultation).
  - m) Sections 223GB to 223N (financial duties), and
  - n) Section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).
- 1.4.8 NHS England has powers to obtain information from the ICB (section 14Z58 of the 2006 Act) and to intervene where it is satisfied that the ICB is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so (section 14Z59).

## 1.5 Status of this Constitution

- 1.5.1 The ICB was established on [1<sup>st</sup> April 2022] by [*name and reference of establishment order*], which made provision for its Constitution by reference to this document.
- 1.5.2 Changes to this Constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

## 1.6 Variation of this Constitution

- 1.6.1 In accordance with paragraph 14 of Schedule 1B to the 2006 Act this Constitution may be varied in accordance with the procedure set out in this paragraph. The Constitution can only be varied in two circumstances:
  - a) Where the ICB applies to NHS England in accordance with NHS England's published procedure<sup>6</sup> and that application is approved; and
  - b) Where NHS England varies the Constitution of its own initiative, (other than on application by the ICB).
- 1.6.2 The procedure for proposal and agreement of variations to the Constitution is as follows:<sup>7</sup>
  - a) *The Chief Executive may periodically propose amendments to the Constitution, which shall be considered and approved by the Board of the ICB.*
  - b) Proposed amendments to this Constitution will not be implemented until an application to NHS England for variation has been approved.

## 1.7 Related Documents

- 1.7.1 This Constitution is also supported by a number of documents which provide further details on how governance arrangements in the ICB will operate.
- 1.7.2 The following are appended to the Constitution and form part of it for the purpose of clause 1.6 and the ICB's legal duty to have a Constitution:
  - a) **Standing Orders** – which set out the arrangements and procedures to be used for meetings and the selection and appointment processes for the ICB Committees.

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

- a) **The Scheme of Reservation and Delegation (SoRD)<sup>8</sup>** – sets out those decisions that are reserved to the Board of the ICB and those decisions that have been delegated in accordance with the powers of the ICB and which must be agreed in accordance with and be consistent with the Constitution. The SoRD identifies where / who functions, and decisions have been delegated to.
- b) **Functions and Decision map<sup>9</sup>** – a high level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. The Functions and Decision map also includes decision making responsibilities that are delegated to the ICB (for example, from NHS England).
- c) **Standing Financial Instructions** – which set out the arrangements for managing the ICB's financial affairs.
- d) **The Governance Handbook<sup>10</sup>** – which includes:
  - Terms of Reference for all Committees and sub-Committees of the Board that exercise ICB functions<sup>11</sup>.
  - Delegation arrangements<sup>12</sup> for all instances where ICB functions are delegated, in accordance with section 65Z5 of the 2006 Act, to another ICB, NHS England, an NHS Trust, NHS Foundation Trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one or those organisations in accordance with section 65Z6 of the 2006 Act.
  - Terms of Reference of any joint committee of the ICB and another ICB, NHS England, an NHS Trust, NHS Foundation Trust, local authority, combined authority, or any other prescribed body; or to a joint committee of the ICB and one or those organisations in accordance with section 65Z6 of the 2006 Act.
  - [\[Add other key contents\]](#).
- e) **Key policy documents<sup>13</sup>** - including:
  - Standards of Business Conduct Policy.
  - Conflicts of Interest Policy and Procedures.
  - Policy for Public Involvement and Engagement.

## 2 Composition of The Board of the ICB

- 2.1.1 This part of the Constitution describes the membership of the Integrated Care Board. Further information about the criteria for the roles and how they are appointed is in [section xxx](#).
- 2.1.2 Further information about the individuals who fulfil these roles can be found on our website [\[add link\]](#).<sup>14</sup>
- 2.1.3 In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this Constitution as “the Board” and members of the ICB are referred to as “Board Members”) consists of:
- a) a Chair,
  - b) a Chief Executive,
  - c) at least three Ordinary members.
- 2.1.4 The Ordinary<sup>15</sup> Members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as Partner Members) are identified and appointed in accordance with the procedures set out in Section 3 below:
- NHS Trusts and foundation trusts who provide services within the ICB’s area and are of a prescribed description.
  - The primary medical services (general practice) providers within the area of the ICB and are of a prescribed description.
  - The local authorities whose area coincides with or includes the whole or any part of the ICB’s area.

While the Partner Members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the Board, they are not to act as delegates of those sectors.

- 2.1.5 The ICB has [\[9\]](#)<sup>16</sup> Partner Members.
- 2.1.6 As per NHS England Policy<sup>17</sup>, the ICB has appointed the following additional Ordinary Members [and may appoint a fourth independent Non-Executive member](#):
- a) Three executive members, namely:
    - Director of Finance.
    - Medical Director.
    - Director of Nursing.
  - b) [Three](#)<sup>18</sup> independent Non-Executive members.

2.1.7 The ICB has also appointed the following further Ordinary Members to the Board:<sup>19</sup>

- a) List locally agreed additional members

## 2.2 Regular Participants and Observers at Board Meetings<sup>20</sup>

2.2.1 The Board may invite specified individuals to be Participants or Observers at its meetings to inform its decision-making and the discharge of its functions as it sees fit.

2.2.2 Participants<sup>21</sup> will receive advanced copies of the notice, agenda, and papers for Board meetings. They may be invited to attend any or all the Board meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair to ask questions and address the meeting but may not vote.

- a) Directors of Public Health.
- b) Associate Non-Executive Directors.
- c) ICB Executive / Associate Directors.<sup>22</sup>

2.2.3 Observers<sup>23</sup> will receive advanced copies of the notice, agenda, and papers for Board meetings. They may be invited to attend any or all the Board meetings, or part(s) of a meeting by the Chair. Any such person may not address the meeting and may not vote.

## 3 Appointments Process for the Board

### 3.1 Eligibility Criteria for Board Membership:

3.1.1 Each member of the ICB must:

- a) Comply with the criteria of the “fit and proper person test”.<sup>24</sup>
- b) Be willing to uphold the Seven Principles of Public Life (known as the Nolan Principles).
- c) Fulfil the requirements relating to relevant experience, knowledge, skills and attributes set out in a role specification.
- d) All individuals appointed to roles on the Board are responsible for familiarising themselves with the eligibility and ineligibility requirements, confirming their eligibility prior to appointment and immediately notifying the Chair of the ICB of a change of circumstances that may render them no longer eligible.

### 3.2 Disqualification Criteria for Board Membership<sup>25</sup>

3.2.1 A Member of Parliament, or member of the London Assembly.

3.2.2 A member of a local authority in England and Wales or of an equivalent body in Scotland or Northern Ireland.

3.2.3 A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted:

- a) In the United Kingdom of any offence, or
- b) Outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part, and, in either case, the outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.

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

3.2.5 A person who, has been dismissed within the period of five years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any Health Service Body.

3.2.6 A person whose term of appointment as the chair, a member, a director or a governor of a health service body, has been terminated on the grounds:

- a) That it was not in the interests of, or conducive to the good management of, the health service body or of the health service that the person should continue to hold that office.
- b) That the person failed, without reasonable cause, to attend any meeting of that health service body for three successive meetings.
- c) That the person failed to declare a pecuniary interest or withdraw from consideration of any matter in respect of which that person had a pecuniary interest, or
- d) Of misbehaviour, misconduct or failure to carry out the person's duties.

3.2.7 A health care professional (within the meaning of section 14N of the 2006 Act) or other professional person who has at any time been subject to an investigation or proceedings, by any body which regulates or licenses the profession concerned ("the regulatory body"), in connection with the person's fitness to practise or any alleged fraud, the outcome of which was:

- a) The person's suspension from a register held by the regulatory body, where that suspension has not been terminated.
- b) The person's erasure from such a register, where the person has not been restored to the register.
- c) A decision by the regulatory body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded, or
- d) A decision by the regulatory body which had the effect of imposing conditions on the person's practice of the profession in question, where those conditions have not been lifted.

3.2.8 A person who is subject to:

- a) A disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or
- b) An order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual).

3.2.9 A person who has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person was responsible, to which the person was privy, or which the person by their conduct contributed to or facilitated.

3.2.10 A person who has at any time been removed, or is suspended, from the management or control of any Body under:

- a) Section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990(f) (powers of the Court of Session to deal with the management of charities), or
- b) Section 34(5) or of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session to deal with the management of charities).

### 3.3 Chair<sup>26</sup>

3.3.1 The ICB Chair<sup>27</sup> is to be appointed by NHS England, with the approval of the Secretary of State for Health and Social Care.

3.3.2 In addition to criteria specified at 3.1, this member must fulfil the following additional eligibility criteria:

- a) The Chair will be independent.
- b) Add any local criteria

3.3.3 In addition to criteria specified in 3.2, individuals will not be eligible if:

- a) They hold a role in another health and care organisation within the ICB area.
- b) Any of the disqualification criteria set out in 3.2 apply.
- c) Xxx

3.3.4 The term of office for the Chair will be 3 years and the total number of terms a Chair may serve is <sup>28</sup> 3 terms.

### 3.4 Chief Executive

3.4.1 The Chief Executive will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England.<sup>29</sup>

3.4.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.<sup>30</sup>

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

- a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act.
- b) Specify any further local criteria<sup>31</sup>

3.4.4 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) Subject to clause 3.4.3(a), they hold any other employment or executive role.

- c) Specify any further local exclusions

### 3.5 Partner Member(s) - NHS Trusts and Foundation Trusts<sup>32</sup>

3.5.1 This Partner Member *description to be inserted in accordance with the regulations*<sup>33</sup>: [DN: regulations not yet available]

- a) (List Trusts).

3.5.2 This member must fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- a) Be an Executive Director of one of the NHS Trusts or Foundation Trusts within the ICB's area.<sup>34</sup> [DN: usually CEO]
- b) Specify any other criteria as may be set out in any NHS England guidance.
- c) Specify any other criteria agreed locally by the ICB.

3.5.3 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) Add any exclusion criteria set out in NHS England guidance.
- c) Add any locally determined exclusion criteria.

3.5.4 This member will be appointed by<sup>35</sup> the Nomination Panel subject to the approval of the Chair.

3.5.5 The appointment process will be as follows<sup>36</sup>:

- a) The role will be described in a role description and have an accompanying specification that describes the skills, knowledge, experience and attributes required to fulfil the role.
- b) All appointments will follow the process set out in 3.15.

3.5.6 The term of office<sup>37</sup> for this Partner Member will be 3 years and the total number of terms they may serve is 3 terms.

### 3.6 Partner Member(s) - Providers of Primary Medical Services

3.6.1 This Partner Member is *description to be inserted in accordance with the regulations*].

3.6.2 This member must fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

- a) Specify any other criteria set out by NHS England's guidance
- b) Specify any other criteria agreed locally by the ICB<sup>38</sup> [DN: add providers in BLMK area]

3.6.3 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) Add any criteria set out in NHS E guidance
- c) Add any locally determined criteria

3.6.4 This member will be appointed by<sup>39</sup> the Nomination Panel subject to the approval of the Chair.

3.6.5 The appointment process will be as follows<sup>40</sup>:

- a) The role will be described in a role description and have an accompanying specification that describes the skills, knowledge, experience and attributes required to fulfil the role.
- b) All appointments will follow the process set out in 3.15.

3.6.6 The term of office<sup>41</sup> for this Partner Member will be 3 years and the total number of terms they may serve is 3 terms.

### 3.7 Partner Member(s) - local authorities

3.7.1 This Partner Member *description to be inserted in accordance with the regulations* from the local authorities whose areas coincide with, or include the whole or any part of, the ICB's area. Those local authorities are:

- a) Bedford Borough Council.
- b) Central Bedfordshire Council.
- c) Luton Borough Council.
- d) Milton Keynes Council.

3.7.2 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

- a) Be the Chief Executive or relevant Executive level role of one of the bodies listed at 3.7.1.
- b) Specify any other criteria set out by NHS England's guidance
- c) Specify any other criteria agreed locally by the ICB

3.7.3 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) [Add any locally determined criteria
- c) and any criteria set out in NHS E guidance]

3.7.4 This member will be appointed by<sup>42</sup> the Nomination Panel subject to the approval of the Chair

3.7.5 The appointment process will be as follows<sup>43</sup>:

- a) The role will be described in a role description and have an accompanying specification that describes the skills, knowledge, experience and attributes required to fulfil the role.
- b) All appointments will follow the process set out in 3.15.

3.7.6 The term of office<sup>44</sup> for this Partner Member will be 3 years and the total number of terms they may serve is 3 terms.

### 3.8 Medical Director<sup>45</sup>

3.8.1 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

- a) Be an employee of the ICB<sup>46</sup> or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act.
- b) Be a registered Medical Practitioner.
- c) Specify any other criteria set out by NHS England's guidance
- d) Specify any other criteria agreed locally by the ICB

3.8.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) Add any locally determined criteria
- c) and any criteria set out in NHS E guidance

3.8.3 This member will be appointed by<sup>47</sup> the Nomination Panel subject to the approval of the Chair.

### 3.9 Director of Nursing<sup>48</sup>

3.9.1 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

- a) Be an employee<sup>49</sup> of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act.
- b) Be a registered Nurse or Midwife.
- c) Specify any other criteria set out by NHS England's guidance
- d) Specify any other criteria agreed locally by the ICB

3.9.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) Add any locally determined criteria
- c) and any criteria set out in NHS E guidance

3.9.3 This member will be appointed by<sup>50</sup> the Nomination Panel subject to the approval of the Chair.

### **3.10 Director of Finance<sup>51</sup>**

3.10.1 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

- a) Be an employee of the ICB<sup>52</sup> or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act.
- b) Specify any other criteria set out by NHS England's guidance
- c) Specify any other criteria agreed locally by the ICB

3.10.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) [Add any locally determined criteria
- c) and any criteria set out in NHS E guidance]

3.10.3 This member will be appointed by<sup>53</sup> the Nomination Panel subject to the approval of the Chair.

### **3.11 <sup>54</sup>Independent Non-Executive Members<sup>55</sup>**

3.11.1 The ICB will appoint independent Non-Executive members.

3.11.2 These members will be appointed by<sup>56</sup> the Nomination Panel subject to the approval of the Chair.

3.11.3 These members will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

- a) Not be an employee of the ICB or a person seconded to the ICB.
- b) Not hold a role in another health and care organisation in the Integrated Care System area.
- c) One shall have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Audit Committee.
- d) Another should have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Remuneration Committee.

- e) Specify any other criteria set out by NHS England's guidance
- f) Specify any other criteria agreed locally by the ICB<sup>57</sup>

3.11.4 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply.
- b) They hold a role in another health and care organisation within the ICB area.
- c) add any locally determined criteria
- d) and any criteria set out in NHS E guidance

3.11.5 The term of office for an independent Non-Executive member will be 3 years and the total number of terms an individual may serve is 3<sup>58</sup> terms. After which they will no longer be eligible for re-appointment.

### **3.12 Other Board Members<sup>61</sup>**

3.12.1 Local completion of all details for **any / all other** members is required.

### **3.13 Board Members: Removal from Office**

3.13.1 Arrangements for the removal from office of Board members is subject to any terms set out in contracts for service or contracts of employment, and application of the relevant policies and procedures.

3.13.2 Except for the Chair Board members shall be removed from office if any of the following occurs:

- a) If they no longer fulfil the requirements of their role or become ineligible for their role as set out in this Constitution, regulations or guidance.
- b) <sup>62</sup>Members of the ICB and its Committees shall vacate their office if any of the following occurs:
  - a) If they fail to attend a minimum of 75% of the meetings to which they are invited unless agreed with the Chair in extenuating circumstances.
  - b) If they are deemed to not meet the expected standards of performance at their annual appraisal.
  - c) If they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the ICB and is likely to bring the organisation into disrepute. This includes but it is not limited to dishonesty; misrepresentation (either knowingly or fraudulently); defamation of any member of the ICB (being slander or libel); abuse of position; non-declaration of a known conflict of interest; seeking to manipulate a decision of the ICB in a manner that would ultimately be in favour of that member whether financially or otherwise.
  - d) Are deemed to have failed to uphold the Nolan Principles of Public Life.

- e) Are subject to disciplinary proceedings by a regulator or professional body.
- c) Members may be suspended pending the outcome of an investigation including, for example, if they are suspended or under investigation by a regulator or professional body.

3.13.3 Executive Directors (including the Chief Executive) will cease to be Board members if their employment in their specified role ceases, regardless of the reason for termination of the employment.

3.13.4 The Chair of the ICB may be removed by NHS England, subject to the approval of the Secretary of State for Health and Social Care.

3.13.5 If NHS England is satisfied that the ICB is failing or has failed to discharge any of its functions or that there is a significant risk that the ICB will fail to do so, it may:

- a) Terminate the appointment of the ICB's Chief Executive; and
- b) Direct the Chair of the ICB as to which individual to appoint as a replacement and on what terms.

### 3.14 Terms of Appointment of Board Members

3.14.1 Except for the Chair, Non-Executive members and Chief Executive, arrangements for remuneration<sup>63</sup> and any allowances will be agreed by the Remuneration Committee in line with the ICB remuneration policy and any other relevant policies published [say where] and any guidance issued by NHS England or other relevant body. Remuneration for Chairs, Non-Executives and Chief Executives will be set by NHS England.

3.14.2 Other terms of appointment will be determined by the Remuneration Committee.

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

### 3.15 Appointment Process

3.15.1 Application and Initial Assessment:

- a) A Nomination Panel shall issue an invitation for expressions of interest in the advertised roles.
- b) Individuals who complete an expression of interest shall be assessed against:
  - i) How they have met the minimum full range of competencies (skills, knowledge, experience and attributes) detailed in the role description.
  - ii) Any conflicts of interests they may have if they became a Board Member that would exclude them from eligibility.

- c) The assessment shall be undertaken by the Nomination Panel made up of:
  - i) The Chief Executive or any Executive Director they nominate to undertake this task.
  - ii) The ICB Chair.
  - iii) A Non-Executive Member.
  - iv) A Patient Representative.
  - v) Where required, a representative from NHS England (to be determined by NHS England).
- d) The Panel shall decide which of the applicants will progress to the interview stage.

### 3.15.2 Interview and Formal Assessment:

- a) The Nomination Panel shall arrange a process to interview candidates that have successfully passed the initial assessment process. This will at a minimum include a structured interview to draw out how the perspective of the individual will contribute to Board discussions.
- b) The Panel shall ask candidates to undertake a formal assessment of their skills, aptitudes or any other factor important to successfully undertaking the role.
- c) Only applicants assessed to have demonstrated the minimum full range of competencies set out in the role description will be put forward for appointment.
- d) Initial appointments may be for a shorter period<sup>59</sup> to avoid all Board members retiring at once. Thereafter, new appointees will ordinarily retire on the date that the individual they replaced was due to retire to provide continuity. **[DN: originally 3.11.6 amended]**
- e) The Chair will have the authority to make the final decision.

### 3.15.3 End of Term and Tenure

- a) Subject to<sup>60</sup> satisfactory appraisal the Chair may approve the re-appointment of relevant Board members up to the maximum number of terms permitted for their role. **[DN: originally 3.11.7 amended]**

### 3.15.4 Notice period:

- a) Executive members' notice period is defined in their contract of employment.
- b) For all other members, a three-month notice period is required to be given in writing to the Chair and vice-versa.

## 4 Arrangements for the Exercise of our Functions

### 4.1 Good Governance

4.1.1 The ICB will **always** observe generally accepted principles of good governance. This includes the Nolan Principles of Public Life and any governance guidance issued by NHS England.

4.1.2 The ICB has agreed a code of conduct and behaviours<sup>64</sup> which sets out the expected behaviours that members of the Board and its Committees will uphold whilst undertaking ICB business. It also includes a set of principles that will guide decision making in the ICB. The ICB Standards of Business Conduct and behaviours is published here [\[insert link\]](#).

### 4.2 General

4.2.1 The ICB will:

- a) Comply with all relevant laws including but not limited to the 2006 Act and the duties prescribed within it and any relevant regulations.
- b) Comply with directions issued by the Secretary of State for Health and Social Care.
- c) Comply with directions issued by NHS England.
- d) Have regard to statutory guidance including that issued by NHS England; and
- e) Take account, as appropriate, of other documents, advice and guidance issued by relevant authorities, including that issued by NHS England.
- f) Respond to reports and recommendations made by local Healthwatch organisations within the ICB area.

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

### 4.3 Authority to Act

4.3.1 The ICB is accountable for exercising its statutory functions and may grant authority to act on its behalf to:

- a) Any of its members or employees.
- b) A committee or sub-committee of the ICB.

4.3.2 Under section 65Z5 of the 2006 Act, the ICB may arrange with another ICB, an NHS Trust, NHS Foundation Trust, NHS England, a local authority, combined authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that other body or for the functions of that other body to be exercised by or jointly with the ICB.

Where the ICB and other body enters such arrangements, they may also arrange for the functions in question to be exercised by a joint committee of theirs and / or for the establishment of a pooled fund to fund those functions (section 65Z6). In addition, under section 75 of the 2006 Act, the ICB may enter partnership arrangements with a local authority under which the local authority exercises specified ICB functions or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund.

- 4.3.3 Where arrangements are made under section 65Z5 or section 75 of the 2006 Act the Board must authorise the arrangement, which must be described as appropriate in the Scheme of Reservation and Delegation.

#### **4.4 Scheme of Reservation and Delegation**

- 4.4.1 The ICB has agreed a Scheme of Reservation and Delegation (SoRD) which is published in full [\[add where\]](#).
- 4.4.2 Only the Board may agree the SoRD and amendments to the SoRD may only be approved by the Board.
- 4.4.3 The SoRD sets out:
- a) Those functions that are reserved to the Board.
  - b) Those functions that have been delegated to an individual or to Committees and sub-Committees.
  - c) Those functions delegated to another Body or to be exercised jointly with another body, under section 65Z5 and 65Z6 of the 2006 Act
- 4.4.4 The ICB remains accountable for **all** its functions, including those that it has delegated. All those with delegated authority are accountable to the Board for the exercise of their delegated functions.

#### **4.5 Functions and Decision Map**

- 4.5.1 The ICB has prepared a Functions and Decision Map which sets out at a high level its key functions and how it exercises them in accordance with the SoRD.
- 4.5.2 The Functions and Decision Map is published [\[add web address\]](#). The map includes:
- a) Key functions reserved to the Board of the ICB.
  - b) Commissioning functions delegated to Committees and individuals.
  - c) Commissioning functions delegated under section 65Z5 and 65Z6 of the 2006 Act to be exercised by, or with, another ICB, an NHS Trust, NHS Foundation Trust, local authority, combined authority or any other prescribed body.
  - d) Functions delegated to the ICB (for example, from NHS England).

## 4.6 Committees and Sub-Committees<sup>65</sup>

- 4.6.1 The ICB may appoint Committees and arrange for its functions to be exercised by such Committees. Each committee may appoint sub-Committees and arrange for the functions exercisable by the committee to be exercised by those sub-Committees.
- 4.6.2 All Committees and sub-Committees are listed in the SoRD.
- 4.6.3 Each committee and sub-committee established by the ICB operates under Terms of Reference and membership **agreed by the Board<sup>66</sup>**. All Terms of Reference **relating to Committees and sub-Committees established by the Board** are published in **the Governance Handbook**.
- 4.6.4 The Board remains accountable for all functions, including those that it has delegated to Committees and sub-Committees and therefore, appropriate reporting and assurance arrangements are in place and documented in Terms of Reference. All Committees and sub-Committees that fulfil delegated functions of the ICB, will be required to:
- a) **Provide a written report to every Board meeting. At each meeting of the Board, the Chair of the Committee will present a short report in writing which highlights key matters.**
  - b) **A committee Chair may also request an Executive lead attend the Audit Committee to discuss significant risks or matters of issue arising from internal audit reports in greater detail.** <sup>67</sup>
- 4.6.5 Any Committee or sub-Committee established in accordance with clause 4.6 may consist of, or include persons who are not ICB Members or employees.
- 4.6.6 All members of Committees and sub-Committees are required to act in accordance with this Constitution, including the Standing Orders as well at the SFIs and any other relevant ICB policy.
- 4.6.7 The following Committees will be maintained:
- a) **Audit Committee<sup>68</sup>**: This Committee is accountable to the Board and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit. The Audit Committee will be chaired by an independent Non-Executive member (other than the Chair of the ICB) who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters.
  - b) **Remuneration Committee<sup>69</sup>**: This Committee is accountable to the Board for matters relating to remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the ICB.

The Remuneration Committee will be chaired by an independent Non-Executive member other than the Chair or the Chair of Audit Committee.

4.6.8 The Terms of Reference for each of the above Committees are published in the Governance Handbook<sup>70</sup>.

4.6.9 The Board has also established a number of other Committees to assist it with the discharge of its functions. These Committees are set out in the SoRD and further information about these Committees, including Terms of Reference, are published<sup>71</sup> in the Governance Handbook.

#### **4.7 Delegations made under section 65Z5 of the 2006 Act**

4.7.1 As per 4.3.2 The ICB may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other relevant bodies (another ICB, NHS England, an NHS Trust, NHS Foundation Trust, local authority, combined authority or any other prescribed body).

4.7.2 All delegations made under these arrangements are set out in the ICB Scheme of Reservation and Delegation and included in the Functions and Decision Map.

4.7.3 Each delegation made under section 65Z5 of the Act will be set out in a delegation arrangement which sets out the terms of the delegation<sup>72</sup>. This may, for joint arrangements, include establishing and maintaining a pooled fund. The power to approve delegation arrangements made under this provision will be reserved to the Board.

4.7.4 The Board remains accountable for all the ICB's functions, including those that it has delegated and therefore, appropriate reporting and assurance mechanisms are in place as part of agreeing terms of a delegation and these are detailed in the delegation arrangements, summaries of which will be published [specify where- probably the Governance Handbook]

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

## 5 Procedures for Making Decisions<sup>73</sup>

### 5.1 Standing Orders

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

- Conducting the business of the ICB.
- The procedures to be followed during meetings; and
- The process to delegate functions.

5.1.2 The Standing Orders apply to all Committees and sub-Committees of the ICB unless specified otherwise in Terms of Reference which have been agreed by the Board.

5.1.3 A full copy of the Standing Orders<sup>74</sup> is included in Appendix 2 and form part of this Constitution.

### 5.2 Standing Financial Instructions

5.2.1 The ICB has agreed a set of **Standing Financial Instructions** (SFIs) which include the delegated limits of financial authority set out in the SoRD.

5.2.2 A copy of the SFIs **will be** published [**specify where**].

## 6 Arrangements for Conflict of Interest Management and Standards of Business Conduct

### 6.1 Conflicts of Interest<sup>75</sup> [DN: subject to change in line with NHS England guidance<sup>76</sup>]

- 6.1.1 As required by section 14Z30 of the 2006 Act, the ICB has made arrangements to manage any actual and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without being unduly influenced by external or private interest and do not, (and do not risk appearing to) affect the integrity of the ICB's decision-making processes.
- 6.1.2 The ICB has agreed policies and procedures for the identification and management of conflicts of interest [which are published on the website].<sup>77</sup>
- 6.1.3 All Board, Committee and sub-Committee members, and employees of the ICB, will comply with the ICB policy on conflicts of interest in line with their terms of office and / or employment. This will include but not be limited to declaring all interests on a register that will be maintained by the ICB.
- 6.1.4 All delegation arrangements made by the ICB under Section 65Z5 of the 2006 Act will include a requirement for transparent identification and management of interests and any potential conflicts in accordance with suitable policies and procedures comparable with those of the ICB.
- 6.1.5 Where an individual, including any individual directly involved with the business or decision-making of the ICB and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this Constitution, and the Arrangements for Conflict of Interest Management and Standards of Business Conduct Policy and Procedures.<sup>78</sup>
- 6.1.6 The ICB has appointed the Audit Chair to be the Conflicts of Interest Guardian<sup>79</sup>. In collaboration with the ICB's Governance lead, their role is to:
- a) Act as a conduit for members of the public and members of the ICB who have any concerns with regards to conflicts of interest.
  - b) Be a safe point of contact for employees or workers to raise any concerns in relation to conflicts of interest.
  - c) Support the rigorous application of conflict of interest principles and policies.
  - d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation.
  - e) Provide advice on minimising the risks of conflicts of interest.

## 6.2 Principles<sup>80</sup>

6.2.1 In discharging our functions, the ICB will abide by the following principles:

- a) All applicants for any position within the ICB (as either a worker under a contract for service arrangement or an employee) will be required as part of the recruitment process to declare any relevant interests.
- b) When an individual change's role or responsibility within the ICB, any change to the individual's interests should be declared immediately or within 28 days at the latest, indicating the date the change took effect.
- c) Whenever an individual's circumstances change in a way that affects the ICB or sets up a new business or relationship, a further declaration may need to be made to reflect the change in circumstances. This could involve a conflict of interest ceasing to exist or a new one materialising.
- d) All individuals are required to declare their interests in relation to any items on meeting Agendas. For meetings of the Board or its Committees individuals are required to declare those interests in advance.

## 6.3 Declaring and Registering Interests

6.3.1 The ICB maintains registers<sup>81</sup> of the interests of:

- a) Members of the ICB.
- b) Members of the Board's Committees and sub-Committees.
- c) Its employees and workers.

6.3.2 In accordance with section 14Z30(2) of the 2006 Act registers of interest are published on the ICB website [add where].<sup>82</sup>

6.3.3 All relevant persons as per 6.1.3 and 6.1.5 must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB's commissioning functions.

6.3.4 Declarations should be made as soon as reasonably practicable after the person becomes aware of the conflict or potential conflict and in any event within 28 days. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.

6.3.5 All declarations will be entered in the registers as per 6.3.1

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

- 6.3.7 Interests<sup>83</sup> (including gifts and hospitality) of decision-making staff will remain on the public register for a minimum of six months. In addition, the ICB will retain a record of historic interests and offers / receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The ICB's published register of interests states that historic interests are retained by the ICB for the specified timeframe and details of whom to contact to submit a request for this information.
- 6.3.8 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the ICB policy to ensure transparency and that any potential for conflicts of interest are well-managed.

#### **6.4 Standards of Business Conduct**

- 6.4.1 Board members, employees, Committee and sub-Committee members of the ICB will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:
- a) Act in good faith and in the interests of the ICB.
  - b) Follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles).
  - c) Comply with the ICB's [Arrangements for Conflict of Interest Management and Standards of Business Conduct Policy and Procedures](#).
- 6.4.2 Individuals contracted to work on behalf of the ICB or otherwise providing services or facilities to the ICB will be made aware of their obligation to declare conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the ICB's [Arrangements for Conflict of Interest Management and Standards of Business Conduct Policy and Procedures](#).

## 7 Arrangements for ensuring Accountability and Transparency

7.1.1 The ICB will demonstrate its accountability to local people, stakeholders and NHS England in a number of ways, including by upholding the requirement for transparency in accordance with paragraph 11(2) of Schedule 1B to the 2006 Act.

### 7.2 Principles<sup>84</sup>

7.2.1 Add local principles

### 7.3 Meetings and publications

7.3.1 Board and Committee meetings will be held in public except where a resolution is agreed to exclude the public on the grounds that it is believed to not be in the public interest.

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

7.3.3 Annual accounts will be externally audited and published.

7.3.4 A clear complaints process will be published.

7.3.5 The ICB will comply with the Freedom of Information Act 2000 and with the Information Commissioner's Office requirements regarding the publication of information relating to the ICB.

7.3.6 Information will be provided to NHS England as required.

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

- Conflicts of Interest Policy and procedures.
- Registers of interests.<sup>85</sup>
- Key policies
- add further documents.

7.3.8 The ICB will publish, with our partner NHS Trusts and NHS Foundation Trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years. The plan will explain how the ICB proposes to discharge its duties under:

- Section 14Z34 (improvement in quality of services),
- Section 14Z35 (reducing inequalities),
- Section 14Z43 (have regard to effect of decisions)
- Section 14Z44 (public involvement and consultation), and
- Sections 223H and 223J (financial duties).

And

- a) proposed steps to implement the XXX joint local health and wellbeing strategy(s)<sup>86</sup>

## 7.4 Scrutiny and Decision Making

- 7.4.1 At least three independent Non-Executive members will be appointed to the Board including the Chair; and all of the Board and committee members will comply with the Nolan Principles of Public Life and meet the criteria described in the Fit and Proper Person Test.
- 7.4.2 Healthcare services will be arranged in a transparent way, and decisions around who provides services will be made in the best interests of patients, taxpayers and the population, in line with the rules set out in the NHS Provider Selection Regime.
- 7.4.3 The ICB will comply with the requirements of the NHS Provider Selection Regime including: **[DN: Director of Contracting]**
  - a) Add local arrangements to describe<sup>87</sup>.
- 7.4.4 The ICB will comply with local authority health overview and scrutiny requirements.

## 7.5 Annual Report

- 7.5.1 The ICB will publish an Annual Report in accordance with any guidance published by NHS England and which sets out how it has discharged its functions and fulfilled its duties in the previous financial year and in particular how it has discharged its duties under sections:
  - a) 14Z34 (improvement in quality of services).
  - b) 14Z35 (reducing inequalities).
  - c) 14z43 (have regard to the effect of decisions), and
  - d) 14Z44 (public involvement and consultation).
- 7.5.2 The Annual Report will also review the extent to which the ICB has exercised its functions in accordance with the plans published under section:
  - a) 14Z50 (Integrated Care System plan), and
  - b) 14Z54 (capital resource use plan).
- 7.5.3 Review any steps the Board has taken to implement any joint health and wellbeing strategy to which it was required to have regard under section 116B(1) of the Local Government and Public Involvement in Health Act 2007.

## 8 Arrangements for Determining the Terms and Conditions of Employees

- 8.1.1 The ICB may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.
- 8.1.2 The Board has established a Remuneration Committee<sup>88</sup> which is chaired by a Non-Executive member other than the Chair or Audit Chair.
- 8.1.3 The membership of the Remuneration Committee is determined by the Board. No employees may be a member of the Remuneration Committee, but the Board ensures that the Remuneration Committee has access to appropriate advice by:
- a) The Executive with responsibility for organisational development and workforce, and the Governance lead will attend as regular participants.
- 8.1.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board.
- 8.1.5 The main purpose of the Remuneration Committee is to exercise the functions of the ICB relating to paragraphs 17 to 19 of Schedule 1B to the 2006 Act. The Terms of Reference agreed by the Board are published [say where]. The duties of the Remuneration Committee include<sup>89</sup>:
- a) Make recommendations to the Board about remuneration, fees and allowances for employees of the ICB and people who provide services to the ICB. For the avoidance of doubt, this includes:
    - a) All employees regardless of the use or otherwise, of various pay frameworks, seniority or role.
    - b) People who fulfil clinical roles (such as clinical leads) who are neither employees nor on the Board.
    - c) The process or framework for agreeing rates for self-employed contractors.
    - d) All components of remuneration (including any performance-related elements and other benefits, such as lease cars).
    - e) Termination payments (including redundancy and severance payments) and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.
  - b) Make recommendations to the Board about allowances payable under pension schemes established by the ICB for its employees.
- 8.1.6 The ICB may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

## 9 Arrangements for Public Involvement

9.1.1 In line with section 14Z44(2) of the 2006 Act the ICB has made arrangements to secure that individuals to whom services which are, or are to be, provided pursuant to arrangements made by the ICB in the exercise of its functions, and their carers and representatives, are involved (whether by being consulted or provided with information or in other ways) in:

- a) The planning of the commissioning arrangements by the Integrated Care Board.
- b) The development and consideration of proposals by the ICB.
- c) For changes in the commissioning arrangements where the implementation of the proposals would have an impact on the manner in which the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them, and
- d) Decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.

9.1.2 In line with section 14Z52 of the 2006 Act the ICB has made the following arrangements to consult its population on its system plan:

**[DN: Director of Communication and Engagement]**

- a) **Add local arrangements**

9.1.3 The ICB has adopted the ten principles set out by NHS England for working with people and communities<sup>90</sup>.

- a) Put the voices of people and communities at the centre of decision-making and governance, at every level of the Integrated Care System.
- b) Start engagement early when developing plans and feed back to people and communities how it has influenced activities and decisions.
- c) Understand your community's needs, experience and aspirations for health and care, using engagement to find out if change is working.
- d) Build relationships with excluded groups – especially those affected by inequalities.
- e) Work with Healthwatch and the voluntary, community and social enterprise sector as key partners.
- f) Provide clear and accessible public information about vision, plans and progress to build understanding and trust.
- g) Use community development approaches that empower people and communities, making connections to social action.
- h) Use co-production, insight and engagement to achieve accountable health and care services.

- i) Co-produce and redesign services and tackle system priorities in partnership with people and communities.
- j) Learn from what works and build on the assets of all partners in the Integrated Care System – networks, relationships, activity in local places.

9.1.4 In addition, the ICB has agreed the following:<sup>91</sup>

9.1.5 These principles will be used when developing and maintaining arrangements for engaging with people and communities.

9.1.6 These arrangements, include<sup>92</sup>:

- a) ICB to specify other local arrangements<sup>93</sup>

## Appendix 1: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022
Integrated Care Board	Members of the Integrated Care Board (ICB)
Area	The geographical area that the ICB has responsibility for, as defined in part 2 of this Constitution
Committee	A committee created and appointed by the ICB Board.
Sub-Committee	A committee created and appointed by and reporting to a committee.
Integrated Care Partnership	The joint committee for the ICB's area established by the ICB and each responsible local authority whose area coincides with or falls wholly or partly within the ICB's area.
Place-Based Partnership	Place-based partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community. They involve the Integrated Care Board, local government and providers of health and care services, including the voluntary, community and social enterprise sector, people and communities, as well as primary care provider leadership, represented by Primary Care Network clinical directors or other relevant primary care leaders.
Ordinary Member	The Board of the ICB will have a Chair and a Chief Executive plus other members. All other members of the Board are referred to as Ordinary Members.
Health Service Body	Health service body as defined by section 9(4) of the NHS Act 2006 or (b) NHS Foundation Trusts.
	ICBs should add local definitions as required and should always include any local terms that refer to legally prescribed roles or functions.

## Appendix 2: Standing Orders

### 1. Introduction<sup>94</sup>

- 1.1 These Standing Orders have been drawn up to regulate the proceedings of [NHS Bedfordshire, Luton and Milton Keynes Integrated Care Board](#) (the ICB) so that the ICB can fulfil its obligations as set out largely in the 2006 Act (as amended). They form part of the ICB's Constitution.<sup>95</sup>

### 2. Amendment and review

- 2.1 The Standing Orders are effective from [1<sup>st</sup> April 2022](#).<sup>96</sup>
- 2.2 Standing Orders will be reviewed on an annual basis or sooner if required.
- 2.3 Amendments to these Standing Orders will be made as per [\[section 1.6\]](#).
- 2.4 All changes to these Standing Orders will require an application to NHS England for variation to the ICB Constitution and will not be implemented until the Constitution has been approved.

### 3. Interpretation, application and compliance

- 3.1 Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the ICB Constitution and as per the definitions in Appendix 1.
- 3.2 These Standing Orders apply to all meetings of the Board, including its Committees and sub-Committees unless otherwise stated. All references to Board are inclusive of Committees and sub-Committees unless otherwise stated.
- 3.3 All members of the Board, members of Committees and sub-Committees and all employees, should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.
- 3.4 In the case of conflicting interpretation of the Standing Orders, the Chair, supported with advice from [\[the Governance lead,\]](#) will provide a settled view which shall be final.
- 3.5 All members of the Board, its Committees and sub-Committees and all employees have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.
- 3.6 If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification and the Audit Committee for review.

## 4. Meetings of the Integrated Care Board

### 4.1 Calling Board Meetings<sup>97</sup>

4.1.1 Meetings of the Board of the ICB shall be held at regular intervals<sup>98</sup> at such times and places<sup>99</sup> as the ICB may determine.

4.1.2 In normal circumstances, each member of the Board will be given not less than **one month's** notice in writing of any meeting to be held. However:

- a) The Chair may call a meeting at any time by giving not less than **14 calendar days'** notice in writing.
- b) **One third** of the members of the Board may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within **seven calendar days** of such a request being presented, the Board members signing the requisition may call a meeting by giving not less than **14 calendar days'** notice in writing to all members of the Board specifying the matters to be considered at the meeting.
- c) In emergency situations the Chair may call a meeting with **two<sup>100</sup> days'** notice by setting out the reason for the urgency and the decision to be taken.

4.1.3 A public notice of the time and place of the meeting and how to access the meeting shall be given by posting it at the offices of the ICB body and electronically at least three clear days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.

4.1.4 The agenda and papers for meetings will be published electronically in advance of the meeting excluding, if thought fit, any item likely to be addressed in part of a meeting is not likely to be open to the public.

### 4.2 Chair of a meeting

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

4.2.2 If the Chair is absent or is disqualified from participating by a conflict of interest **[the Deputy Chair shall preside].<sup>101</sup>**

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

### **4.3 Agenda, supporting papers and business to be transacted**

- 4.3.1 The agenda for each meeting will be drawn up and agreed by the Chair<sup>102</sup> of the meeting.
- 4.3.2 Except where the emergency provisions apply, supporting papers for all items must be submitted at least **seven calendar days** before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Board at least **five calendar days** before the meeting.
- 4.3.3 Agendas and papers for meetings open to the public, including details about meeting dates, times and venues, will be published on the ICB's website at [\[insert link\]](#).

### **4.4 Petitions**

- 4.4.1 Where a petition has been received by the ICB it shall be included as an item for the agenda of the next meeting of the Board.

### **4.5 Nominated Deputies<sup>103</sup>**

- 4.5.1 The **members** may **not** nominate a deputy to attend a meeting of the Board that they are unable to attend **to speak and vote on their behalf**.

### **4.6 Virtual attendance at meetings<sup>104</sup>**

- 4.6.1 **The Board of the ICB and its Committees and sub-Committees may meet virtually using telephone, video and other electronic means when necessary, unless the Terms of Reference prohibit this.**

### **4.7 Quorum<sup>105</sup>**

- 4.7.1 The quorum for meetings of the Board will be **[50%] of its members**, including:
  - a) **Either the Chief Executive or the Director of Finance.**
  - b) **Either the Medical Director or the Director of Nursing.**
  - c) **At least one independent member.**
  - d) **At least one Partner Member.**
- 4.7.2 For the sake of clarity:
  - a) No person can act in more than one capacity when determining the quorum.
  - b) An individual who has been disqualified from participating in a discussion on any matter and / or from voting on any motion by reason of a declaration of a conflict of interest, shall no longer count towards the quorum.

4.7.3 For all Committees and sub-Committees, the details of the quorum for these meetings and status of deputies are set out in the appropriate Terms of Reference.

## 4.8 Vacancies

4.8.1 In the event of vacancy or defect in appointment the following temporary arrangement for quorum will apply:

- a) Vacant roles will not be included in the total number.

## 4.9 Decision making

4.9.1 The ICB has agreed to use a collective model of decision-making that seeks to find consensus between system partners and make decisions based on unanimity as the norm, including working through difficult issues where appropriate.

4.9.2 Generally it is expected that decisions of the ICB will be reached by consensus. Should this not be possible then a vote will be required. The process for voting, which should be considered a last resort, is set out below:

- a) All members of the Board who are present at the meeting will be eligible to cast one vote each.
- b) In no circumstances may an absent member vote by proxy<sup>106</sup>. Absence is defined as being absent at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
- c) For the sake of clarity, any additional Participants and Observers<sup>107</sup> (as detailed within paragraph 5.6. of the Constitution) will not have voting rights.
- d) A resolution will be passed if more votes are cast for the resolution than against it.
- e) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- f) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

### Disputes

4.9.3 If consensus cannot be reached, the chair may make decisions on behalf of the Board where there is disagreement. Where necessary Boards may draw on third party support such as peer review or mediation by NHS England and NHS Improvement.

## Urgent decisions

- 4.9.4 In the case urgent decisions and extraordinary circumstances, every attempt will be made for the Board to meet virtually. Where this is not possible the following will apply.
- 4.9.5 The powers which are reserved or delegated to the Board, may for an urgent decision be exercised by the Chair and Chief Executive (or relevant lead director in the case of Committees)<sup>108</sup> subject to every effort having been made to consult with as many members as possible in the given circumstances.
- 4.9.6 The exercise of such powers shall be reported to the next formal meeting of the Board for formal ratification and the Audit Committee for oversight.

## **4.10 Minutes**

- 4.10.1 The names and roles of all members present shall be recorded in the minutes of the meetings.
- 4.10.2 The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.
- 4.10.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.
- 4.10.4 Where providing a record of a meeting held in public, the minutes shall be made available to the public.

## **4.11 Admission of public and the press**

- 4.11.1 In accordance with Public Bodies (Admission to Meetings) Act 1960 all meetings of the ICB at which public functions are exercised will be open to the public.
- 4.11.2 The Board may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.
- 4.11.3 The person presiding over the meeting shall give such directions as he / she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Governing Body's business shall be conducted without interruption and disruption.

4.11.4 As permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time, the public may be excluded from a meeting to suppress or prevent disorderly conduct or behaviour.

4.11.5 Matters to be dealt with by a meeting following the exclusion of representatives of the press, and other members of the public shall be confidential to the members of the Board.

## 1. Suspension of Standing Orders

5.1 In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these Standing Orders may be suspended by the Chair in discussion with **at least 2** other members,

5.2 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

5.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committee for review of the reasonableness of the decision to suspend Standing Orders.

## 2. Use of seal and authorisation of documents.

6.1 The ICB has use of a seal for executing documents where necessary. The following individuals or officers are authorised to authenticate its use by their signature:

- a) The Chief Executive.
- b) The Chair of the ICB.
- c) The Director of Finance.

6.2 The following individuals are authorised to execute a document on behalf of the ICB by their signature:

- a) The Chief Executive.
- b) The Chair of the ICB.
- c) The Director of Finance.
- d) The Medical Director.
- e) The Director of Nursing.

**[DN: any other VSMs?]**