



### Integrated Care Board

<b>Title of paper</b>	Establishment of the Hampshire and Isle of Wight Integrated Care Board		
<b>Agenda item</b>	4	<b>Date of meeting</b>	1 July 2022
<b>Lead</b>	Lena Samuels, Chair Maggie Maclsaac, Chief Executive	<b>Clinical Sponsor</b>	N/A
<b>Author</b>	Liane Langdon, Programme Director		
<b>Purpose</b>	To enact the required decisions to establish the Integrated Care Board	<b>Link to strategic objective</b>	Not applicable – ICB establishment activity essential to all future objectives

<b>Executive Summary</b>	
<p>This paper provides the board with the full suite of decisions to be taken to complete the establishment of the Hampshire and Isle of Wight Integrated Care Board (ICB) including the adoption of governance documents, establishment of committees, adoption of key policies, appointment of special and lead roles for the ICB and enacting Committees in Common and Joint Committees. Through this process the board will establish the 1 July 2022 corporate governance arrangements for the new statutory body – the Hampshire and Isle of Wight ICB.</p>	
<b>Recommendations</b>	<p><b>The Board is asked to:</b></p> <ul style="list-style-type: none"> <li>a) <b>Receive the ICB Constitution and Standing Orders</b></li> <li>b) <b>Adopt the Memorandum of Understanding between NHS England and NHS Improvement and the ICB</b></li> <li>c) <b>To receive and incorporate the Delegation Agreement for Primary Care Services</b></li> <li>d) <b>To agree the Standing Financial Instructions</b></li> <li>e) <b>To agree the Scheme of Reservation and Delegation</b></li> <li>f) <b>To agree the Functions and Decisions Map</b></li> <li>g) <b>To establish the ICB Committees (Audit and Risk Committee, Integrated Assurance Committee, Remuneration Committee and Primary Care Committee), to appoint the Chair and to approve the terms of reference of each Committee</b></li> <li>h) <b>To adopt the Governance Handbook</b></li> <li>i) <b>To appoint memberships of Committees</b></li> <li>j) <b>To adopt the suite of key policies</b></li> <li>k) <b>To appoint to special/lead roles on the Board and for the ICB</b></li> <li>l) <b>To enact Committees in Common and agree associated principles</b></li> <li>m) <b>To enact the Integrated Care Partnership Joint Committee</b></li> <li>n) <b>To enact Place Partnership Boards</b></li> </ul>

<p><b>Please provide details of the risks associated with the subject of this paper (x-reference to the Board Assurance Framework)</b></p>	<p>The Memorandum of Understanding circulated with the papers is currently in draft awaiting the issue of the final template from NHS England (though no material changes are expected) and is awaiting feedback from NHS England and key stakeholders within the ICB to further refine the document. As such the Memorandum of Understanding may be updated for changes at the meeting or resubmitted at the next meeting of the Board on 13 July for final adoption.</p> <p>The Terms of Reference for Place Partnership Boards are to be considered at the first meeting of each Place Partnership Board and also need to be adopted by Local Authority Partners, once this process is concluded the Terms of Reference will be submitted to the Board for approval.</p> <p>The Terms of Reference for the Integrated Care Partnership are also to be considered by the other parties to the Joint Committee, any changes made as a result will be resubmitted to the next available meeting of the Board for consideration.</p> <p>Whilst key policies have been refreshed and updated for the ICB based on the work of the predecessor CCGs and further policies will be reviewed and submitted to the Board at future meetings.</p> <p>There are some policies, identified in the Policy Status Register (appendix 4jii), that are yet to be finalised and therefore pose a potential risk. In mitigating this risk, the ICB can be assured that the policies still to be reviewed are current and have previously been approved by the outgoing CCG Boards.</p> <p>A new Board Assurance Framework for the ICB is being developed.</p> <p>In recognition of the new governance arrangements, establishment of a unitary board and leadership of a new statutory organisation, a board development and review programme has been designed to support the effectiveness of the Board in governing the ICB.</p>
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<p><b>Regulatory and legal implications (e.g. NHSI segmentation ratings, CQC essential standards, competition law etc)</b></p>
<p>Compliance with the Health and Care Act and NHS England and NHS Improvement statutory guidance Policies and procedures provide a framework in which decisions can be made. Relevant policies comply with legislation and legal procedures outlined by DHSC, CQC, HSE and NHSE/I in health and supporting services.</p>
<p><b>Financial implications / impact (e.g. CIPs, revenue/capital, year-end forecast)</b></p>
<p>No financial implications</p>
<p><b>Specific communications and stakeholder/staff engagement implications</b></p>
<p>Policies relating to staff may be subject to consultation, for example some health and safety policies will need to go for staff consultation prior to formal approval.</p>
<p><b>Patient / staff implications (e.g. linked to NHS Constitution, equality and diversity)</b></p>
<p>The TUPE transfer of staff from Portsmouth CCG and Hampshire, Southampton and Isle of Wight CCG at the point of their dissolution has been concluded and all the requirements of the Employment Commitment have been met.</p>

## **Equality and quality impact assessment**

Assessment undertaken by the predecessor CCGs for the staff TUPE transfer

All our policies aim to adhere to the main aims of the Equality Act 2010:

- eliminate discrimination, harassment and victimisation
- advance equality of opportunity
- foster good relations

## **Data protection impact assessment**

A DPIA has been undertaken on all policies where it is considered that processing data is likely to result in a high risk to individuals

## **Previous considerations by the Board**

N/A

## **Background papers / supporting information**

Suite of appendices pertaining to the establishment provided:

4a NHS Hampshire and Isle of Wight Constitution – Standing Orders to be found at page 50

4bi Memorandum of Understanding – in draft subject to feedback from NHS England and NHS Improvement

4bii NHS Oversight Framework 202223 – provided in the Reading Room (not included with meeting papers)

4c Delegation Agreement for Primary Care Services

4d-h Governance Handbook – supporting items within the paper as below –

- d) Standing Financial Instructions to be found at page 77
- e) Scheme of Reservation and Delegation to be found at page 57
- f) Functions and Decisions map to be found at page 9
- g) Terms of Reference for ICB Committees
  - i. Audit and Risk Committee to be found at page 12
  - ii. Remuneration Committee to be found at page 24
  - iii. Integrated Assurance Committee to be found at page 31
  - iv. Primary Care Committee to be found at page 40

h) Governance Handbook in its entirety

4ji Suite of Policies – provided in the Reading Room (not included with meeting papers)

4jii Policy Status Register

4ki ICB Information Governance Structure

4kii Caldicott Guardian Role Outline

4kiii Senior Information Risk Officer Role Outline

4li Pharmacy, Optometry and Dentistry Terms of Reference

4lii Single Virtual Contact Centre Terms of Reference

4m Integrated Care Partnership Principles of Operation and Initial Terms of Reference

# **Establishment of the Hampshire and Isle of Wight Integrated Care Board**

## **Executive Summary:**

This paper provides the board with the full suite of decisions to be taken to complete the establishment of the Hampshire and Isle of Wight Integrated Care Board (ICB) including the adoption of governance documents, establishment of committees, adoption of key policies, appointment of special and lead roles for the ICB and enacting Committees in Common and Joint Committees. Through this process the board will establish the 1 July 2022 corporate governance arrangements for the new statutory body – the Hampshire and Isle of Wight ICB.

## **The Board is asked to:**

- a) Receive the ICB Constitution and Standing Orders

The ICB constitution has been approved by NHS England and published on the NHS England website after being developed by the CCGs as directed by the NHS England ICB design guidance. The Safe Transfer Programme Board (of the two CCGs) oversaw this responsibility to ensure that appropriate engagement with stakeholders had taken place, and the ICS Establishment Programme Board commended the content to the CCGs as fit for purpose for the ICB.

*Supported by Appendix 4a NHS Hampshire and Isle of Wight Constitution – Standing Orders to be found at page 50*

- b) Adopt the Memorandum of Understanding between NHS England and NHS Improvement and the ICB

The Memorandum of Understanding between NHS England and the ICB is intended to describe the assurance of the System Oversight Framework, participation of the ICB in regional governance and assurance structures and how the ICB will work with NHS England and NHS Improvement to initiate and manage escalations and interventions when required.

The Memorandum of Understanding has been drafted with the principle that no content should be unfamiliar or designed specifically for the operation of regional structures, but rather as an illustration of arrangements already established and operational within the ICS now being adopted by the ICB, or those designed by the ICB and partners and in readiness for the operation of the ICB (for example, place-based developments). In this way we can be confident that participation in regional governance and assurance processes is embedded within our ways of working and ICB governance and assurance.

The Memorandum of Understanding is currently in draft form awaiting receipt of the final model document from NHS England, and the draft is currently awaiting feedback from key stakeholders and NHS England. The final version (with highlighted and documented changes) may be resubmitted to the Board as a tabled paper on 1 July, or to a subsequent meeting.

*Supported by Appendix 4b Memorandum of Understanding*

- c) To receive and incorporate the Delegation Agreement for Primary Care Services

The Delegation Agreement for Primary Care Services has been approved and signed by NHS England and awaits the signature of the ICB Chief Executive once confirmed by the Board.

The Delegation Agreement has been developed through the Safe Transfer Programme Pharmacy, Optometry and Dentistry Delegation workstream who have worked with colleagues across the region to develop the governance and operational models to support the addition of the full range of primary care services to the primary medical services delegations previously held by the predecessor CCGs.

This process has included risk assessment and mitigation for operational and financial components (with associated Memorandum of Understanding with NHS England) and assessment of readiness to operate by NHS England.

*Supported by Appendix 4c Delegation Agreement for Primary Care Services*

- d) To agree the Standing Financial Instructions

The Standing Financial Instructions have been prepared in alignment with the national templates and guidance, assured by the Audit and Risk Committees of the two CCGs and overseen by the Safe Transfer Programme Board. The Standing Financial Instructions are included within the Governance Handbook which has also been approved by NHS England through the Readiness to Operate Assessment process.

*Supported by Appendix 4d-h Governance Handbook – Standing Financial Instructions to be found at page 77*

- e) To agree the Scheme of Reservation and Delegation

The Scheme of Reservation and Delegation has been prepared in alignment with the financial scheme for delegation of budgets, the proposed place-based arrangements, additional delegations relating to primary care services, and learning from the CCGs. The scheme has been reviewed and assured by the Audit and Risk Committees of the CCGs and overseen by the Safe Transfer Programme Board. The Scheme of Reservation and Delegation is included

within the Governance Handbook which has also been approved by NHS England through the Readiness to Operate Assessment process.

The Scheme of Reservation and Delegation will be updated and resubmitted to the Board at its meeting on 13 July to reflect the detailed delegations described in Appendix 4c Delegation of Primary Care Services and the associated contract notices which are to be published upon enactment of the delegation agreement.

*Supported by Appendix 4d-h Governance Handbook – Scheme of Reservation and Delegation to be found at page 57*

f) To agree the Functions and Decisions Map

The Functions and Decisions Map has been prepared in alignment with the ICS design and principles for operation. The Functions and Decisions Map has been reviewed and assured by the Audit and Risk Committees of the CCGs and overseen by the Safe Transfer Programme Board. The Functions and Decisions Map is included within the Governance Handbook which has also been approved by NHS England through the Readiness to Operate Assessment process.

*Supported by Appendix 4d-h Governance Handbook – Functions and Decisions Map to be found at page 9*

g) To establish the ICB Committees (Audit and Risk Committee, Integrated Assurance Committee, Remuneration Committee and Primary Care Committee), to appoint the Chair and to approve the terms of reference of each Committee

i. Audit and Risk Committee

The Audit and Risk Committee is a statutory committee of the ICB which must be chaired by a Non Executive Director of the Board.

Appointment: Martin Spencer, Non Executive Director to the Chair of the Audit and Risk Committee.

The Terms of Reference of the Audit and Risk Committee are included within the Governance Handbook which has been approved by NHS England through the Readiness to Operate Assessment Process.

*Supported by Appendix 4d-h Governance Handbook – Audit and Risk Committee Terms of Reference to be found at page 12*

ii. Remuneration Committee

The Remuneration Committee is a statutory committee of the

ICB which must be chaired by a Non Executive Director of the Board.

Appointment: John Denham, Non Executive Director to the Chair of the Remuneration Committee.

The Terms of Reference of the Remuneration Committee are included within the Governance Handbook which has been approved by NHS England through the Readiness to Operate Assessment Process.

*Supported by Appendix 4d-h Governance Handbook – Remuneration Committee Terms of Reference to be found at page 24*

iii. Integrated Assurance Committee

The Integrated Assurance Committee is a committee of the ICB, to be chaired by a Non Executive Director of the Board

Appointment: Julie Pearce, Non Executive Director to the Chair of the Integrated Assurance Committee.

The Terms of Reference of the Integrated Assurance Committee are included within the Governance Handbook which has been approved by NHS England through the Readiness to Operate Assessment Process.

*Supported by Appendix 4d-h Governance Handbook – Integrated Assurance Committee Terms of Reference to be found at page 31*

iv. Primary Care Committee

The Primary Care Committee is a committee of the ICB to be chaired by a Non Executive Director or Associate Non Executive Director of the Board.

Appointment: Dr Mojgan Sani, Associate Non Executive Director to the Chair of the Primary Care Committee.

The Terms of Reference of the Primary Care Committee are included within the Governance Handbook which has been approved by NHS England through the Readiness to Operate Assessment Process.

*Supported by Appendix 4d-h Governance Handbook – Primary Care Committee Terms of Reference to be found at page 40*

h) To adopt the Governance Handbook

The Governance Handbook, taken in partnership with the ICB Constitution describes the governance of the Hampshire and Isle of Wight ICB. The

handbook has been prepared to reflect the ICB design and principles for operation and governance including:

- **Outcome focus:** We will focus on improving outcomes for people in Hampshire & Isle of Wight, improving services, health & wellbeing, supporting people to live more independent lives and reducing health inequalities.
- **Collaboration:** Collaboration between partners, both within a place and at scale, is essential to address health inequalities, sustain joined-up, efficient and effective services and enhance productivity. We will 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. We will operate a collective model of accountability, where partners hold each other mutually accountable for their shared and individual organisational contributions to shared objectives.
- **Subsidiarity:** Decisions taken closer to, and in consultation with, the communities they affect are likely to lead to better outcomes. We will ensure local partnership arrangements are respected and supported, and have appropriate resource, capacity and autonomy to address community priorities.
- **Leadership:** We will draw on the experience and expertise of professional, clinical, political and community leaders and promote strong clinical and professional system leadership.
- **Learning and innovation:** We will create a learning system, sharing evidence and insight across Hampshire & Isle of Wight, crossing organisational and professional boundaries. Enabled by common digital capabilities and coordinated flows of data, we will identify the best way to improve the health and wellbeing of the population.

In designing our governance we considered four aspects to ensure that it supports assurance and enables the ICB to achieve its objectives:

- Assurance
- Decision taking
- Freedom to Act and Decision Making
- Accountability and Responsibility

The Governance Handbook has been approved by NHS England through the Readiness to Operate Assessment Process.

*Supported by Appendix 4d-h Governance Handbook*

- i) To appoint memberships of Committees

In addition to the specific memberships of committees as described in the adopted terms of reference and the Chairs appointed under item g) above, the

Board is asked to appoint the following Board members to Committees of the Board.

- i. Audit and Risk Committee
  - Julie Pearce, Non Executive Director – Vice Chair
  - NHS Provider Partner Member (Acute) – member
  - Local Authority Partner Member (Leadership) - member
- ii. Remuneration Committee
  - Dr Mojgan Rani, Associate Non Executive Director – Vice Chair
  - Julie Pearce, Non Executive Director – member
- iii. Integrated Assurance Committee
  - John Denham, Non Executive Director – Vice Chair
  - Local Authority Partner Member (Public Health) – member
- iv. Primary Care Committee
  - Martin Spencer, Non Executive Director – Vice Chair
  - Primary Care Partner Member (GP) – member
  - Primary Care Partner Member (Primary Care) - member

j) To adopt the suite of key policies

The attached Policy Status Register (Appendix 4jii) identifies a number of policies that the legacy CCGs have put in place and adopted in readiness for the ICB. Some have appropriately been re-written or rebadged for the new ICB and some are in transition.

The process for reviewing policies varies according to the type of policy, some are 1 year and some up to 3 years. Currently all are being reviewed as part of the transfer from CCG to ICB. However, not all have been completed in time for the inaugural ICB Board.

The Policy Status Register (Appendix 4jii) lists all policies and is a summary of current status. Those shown as Green / Light Green are ready for adoption / ratification (Appendix 4ji available in the Reading Room, and to be published on the ICB website once adopted) as they are fully rebadged, some are just awaiting the final versions from the Human Resources team.

There are some policies, identified in the spreadsheet, that are yet to be finalised and therefore pose a potential risk to the ICB. In mitigating this risk, the ICB can be assured that the policies still to be reviewed are current and have previously been adopted by the legacy CCG Boards but have not been reviewed through the lens of the ICB.

The Policy Approval Group will continue to meet and review policies and the ICB will get further submissions of reviewed policies at future meetings.

*Supported by Appendix 4ji Suite of Policies (to be found in the Reading Room) and Appendix 4jii Policy Status Register*

k) To appoint to special/lead roles on the Board and for the ICB

The Board is required to appoint to specific governance and guardian roles and to agree the information governance structure for the organisation.

- Information Governance Structure  
The information governance structure and associated role descriptions reflect the responsibilities and relationship between key roles in the ICB and the supporting infrastructure for robust information governance within the organisation.  
*Supported by Appendix 4ki ICB Information Governance Structure*
- Chief Nursing Officer, Caldicott Guardian  
*Supported by Appendix 4kii Caldicott Guardian Role Outline*
- Chief Finance Officer, Senior Information Risk Officer  
*Supported by Appendix 4kiii Senior Information Risk Officer Role Outline*
- Head of Business Services, Data Protection Officer
- Chief of Staff, Data Protection Officer (in reserve)
- Steve Cummins, Governance Manager, Freedom to Speak Up Guardian

The Board chooses to appoint the following additional roles.

- Conflict of Interest Guardian
- Freedom to Speak Up Champion (board member)
- Equality, Diversity and Inclusion Guardian
- Wellbeing Guardian

Conversations between the Chair and the proposed post holders are in progress at the point of publication of the board papers and the proposed appointees will be confirmed by the Chair in the meeting.

l) To enact Committees in Common and agree associated principles

When enacting Committees in Common the Board is asked to agree an approach in principle where the identified representative to the committee for Hampshire and Isle of Wight ICB is supported by either a committee of the Board or another delivery oversight structure (e.g. Transformation Programme Board) which itself reports to a committee of the board and is led by a member of the ICS Executive Team (executive board member) such that the governance and decision taking is linked to established ICB delivery, governance and assurance structures.

The supporting committee/board/other structure should both ensure the incorporation and alignment of decisions taken to wider ICB priorities and processes, but also provide support, and, on limited occasions, direction, to the representative to enable them to resolve contentious issues, for example, conflicting calls on resources held at regional level by local teams within the ICB that have not been resolved through local processes.

- Pharmacy, Optometry and Dentistry Committee in Common

The Delegation Agreement for Primary Care Services has been approved and signed by NHS England and awaits the signature of the ICB Chief Executive once confirmed by the Board as described at section c).

As part of the delegation of Pharmacy, Optometry and Dentistry a governance and operational model had been developed to enable the six Integrated Care Boards across the South East Region to work together through a hub arrangement with governance through a Committee in Common.

Provision has been made in the Primary Care Committee Terms of Reference (section i) iv) to support the Hampshire and Isle of Wight ICB representative in their decision taking at the Committee in Common.

The agreed governance for the effective operation of the hub model includes a Committee in Common for which the Terms of Reference are provided.

This process has included risk assessment and mitigation for operational and financial components (with associated Memorandum of Understanding with NHS England) and assessment of readiness to operate by NHS England.

*Supported by Appendix 4li Pharmacy, Optometry and Dentistry Terms of Reference*

- Single Virtual Contact Centre (SVCC) Committee in Common

The ICBs across the South East Region have established a Committee in Common to support the programme to deliver a Single Virtual Contact Centre to accelerate the mobilisation of the centre by 30 June 2022 (previously planned for September 2022) to support the region in addressing performance challenges with the NHS 111 service.

Provision will be made in the Transformation Programme Board Terms of Reference (reporting to the Integrated Assurance Committee) to support the Hampshire and Isle of Wight ICB representative in their decision taking at the Committee in Common.

The committee has been in operation through the CCGs and is now to be adopted by the ICB for the continuation of the work.

*Supported by Appendix 4lii Single Virtual Contact Centre Terms of Reference*

m) To enact the Integrated Care Partnership Joint Committee

As part of the establishment of our Integrated Care System the ICB, in partnership with Hampshire County Council, Southampton City Council, Portsmouth City Council and Isle of Wight Council, is asked to enact the establishment of the Hampshire and Isle of Wight Integrated Care Partnership to develop the health and care strategy for Hampshire and Isle of Wight.

The Principles of Operation and Initial Terms of Reference for the Integrated Care Partnership are presented here in draft and are currently being refined with the parties to the Joint Committee. Once refined the Principles of Operation and Initial Terms of Reference are also to be considered at the inaugural meeting of the Integrated Care Partnership during July. Any changes made as a result will be resubmitted to the next available meeting of the Board for consideration.

*Supported by Appendix 4m Integrated Care Partnership Principles of Operation and Initial Terms of Reference*

n) To enact Place Partnership Boards

To enable the operation of delegated arrangements in our Place Partnership Boards the Board is asked to enact the arrangements and associated delegation, awaiting the preparation of refreshed Terms of Reference in each Place between the ICB place team and their partner Local Authority.

The Terms of Reference for Place Partnership Boards are to be considered at the first meeting of each Place Partnership Board and also need to be adopted by Local Authority Partners, once this process is concluded the Terms of Reference will be submitted to the Board for approval.

Each of the Health and Care Joint Arrangements for Places is establishing Terms of Reference, has drafted priorities for 2022/23 to be ratified/agreed in July 2022, and has agreed their form of operation which in turn informs the governance for the partnership for 2022/23.

- Hampshire Place Partnership Board – consultative committee
- Southampton Place Partnership Board – joint committee
- Portsmouth Place Partnership Board – committee of a statutory body
- Isle of Wight Place Partnership Board – consultative committee