

ICB Leadership Committee Terms of Reference

Version 1

**Better health
and wellbeing for all...**

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Version Control

Version	Board Approval Date	Author	Update comments
1	16 April 2026	Corporate Governance Team	First version of the terms of reference.
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Date of next review: 01 April 2027

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Integrated Care Board

ICB LEADERSHIP COMMITTEE – TERMS of REFERENCE

1. Constitution

The North East and North Cumbria Integrated Care Board (the ICB) was established by statute on 01 July 2022 and has subsequently been reorganised to become a strategic commissioner aligned to national policy set out in 2025 and 2026.

As a result, the Board of the ICB has resolved to establish the ICB Leadership Committee as a committee of the Board.

These terms of reference, which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.

2. Authority

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference.
- Commission any reports it deems necessary to help fulfil its obligations.
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice.
- Create task and finish sub-groups to take forward specific programmes of work as considered necessary by committee members. However, may not delegate any decisions to such groups.

For the avoidance of doubt, the Committee will comply with the ICB Standing Orders, Standing Financial Instructions (SFIs), and the Scheme of Reservation and Delegation (SoRD).

The Committee may establish any subcommittees without prior Board approval as stated in the Constitution and SoRD.

3. Purpose

The principal purpose of the ICB Leadership Committee is to support the Board by:

- Being operationally responsible for the delivery and execution of ICB business.

- Working in conjunction with the Strategic Commissioning Assurance Committee providing assurance to the Board on the delivery of ICB Strategic Commissioning functions.
- Establishing a coordinated commissioning approach for the commissioning and contract management of health services for the population covered by the ICB.
- Strategically commissioning services from providers in a way that delivers the plan and adheres to the responsibilities and authority of the ICB.

The Committee will operate under delegated authority as set out in the ICB SoRD to collaboratively oversee and make recommendations and/or decisions in line with its agreed level of delegation.

By focussing its efforts on the delivery of the ICB strategic commissioning plan, the Committee's role will be to increase the quality, improve outcomes and as well as making the most effective use of available resources.

The Committee will contribute to the overall delivery of ICB objectives by delivering its remit as set out in these terms of reference.

The Committee has no executive powers other than those delegated in the SoRD and specified in these terms of reference.

4. Membership and attendance

All members of committees and subcommittees that exercise ICB strategic commissioning functions will be approved by the ICB Chair. The ICB Chair will not approve an individual to such a committee or subcommittee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

4.1 Chair and Vice Chair

The Committee will be chaired by the Chief Executive Officer.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

The Vice Chair will be the Chief Medical Officer.

4.2 Membership (subject to Chair's approval as above)

- Chief Executive (Chair – voting)
- Chief Medical Officer (Vice Chair - voting)
- Chief Nursing Officer (voting)
- Chief Finance Officer (voting)
- Chief Corporate Officer (voting)
- Chief Operating Officer (voting)
- Interim Director of Workforce
- Deputy Chief Operating Officer
- Directors of Commissioning (x7)

- Director of System Resilience
- Director of Population Health Management
- Director of Medicines and Pharmacy
- Medical Directors (x4)
- Directors of Nursing (x3)
- Directors of Finance (x4)
- Director of Corporate Governance, Communications and Involvement
- Chief Clinical Information Officer
- Director of Policy and Stakeholder Affairs

4.3 Attendees

Only members of the Committee have the right to attend committee meetings, however all meetings of the Committee may also be attended by the appropriately nominated individuals who are not members of the Committee.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter.

4.4 Attendance

Where a member of the Committee is unable to attend a meeting, a nominated deputy may be agreed with the Chair. Once agreed, that person will have the same voting rights and responsibilities as the member.

Nominated deputies must be agreed with the Chair. Nominated deputies will have the same rights and responsibilities as the member who nominated them, and where applicable will form part of the quoracy.

5. Meetings Quoracy and Decisions

The Committee will meet in private.

The Committee will meet monthly and arrangements and notice for calling meetings are as set out in the Standing Orders. Additional meetings may take place as agreed by the Chair (or Vice Chair in his/her absence).

The Board or ICB Chair may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

5.1 Quorum

For a meeting to be quorate a minimum of 50% members with voting rights is required, and must include the following:

- Chair or Vice Chair
- Chief Finance Officer (or their nominated deputy)
- Chief Medical Officer or Chief Nursing Officer (or their nominated deputies)

In the event that the quorum cannot be achieved due to a member or members being disqualified from taking part in a vote or discussion due to a declared interest the Chair of the meeting will determine the action to be taken in accordance with the constitution.

In these circumstances, an alternative quoracy of one third of the non-conflicted members will apply.

5.2 Decision making and voting

Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus, however when this is not possible, the Chair may call a vote.

Only Chief Officers, excluding the Chief Clinical Information Officer, shall have the right to vote. Each eligible chief officer is permitted one vote, and a majority decision will be deemed conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication.

6. Responsibilities of the Committee

The Committees responsibilities are as follows:

6.1 Commissioning and Service Reconfiguration

- a) Ensuring and approving (in line with the SoRD) the delivery of strategies, delivery plans, commissioning intentions and work programmes including the:
 - Commissioning of Acute services for the NENC ICB population including core contracts and other independent sector (private) provision across the Board's commissioning portfolio
 - Commissioning of neighbourhood health / community services
 - Commissioning primary care services (consistent with delegation from NHS England)
 - Commissioning Mental Health, Learning Disabilities and Autism services and All Age Continuing Care
 - Commissioning any specialised services not commissioned by NHS England (NHSE) but recognising the need to work with NHSE in relation to the commissioning of specialised services.

- b) Developing and overseeing the work programmes that support the ICB commissioning plan, including areas of joint commissioning (making recommendations to the Board on their approval as required).
- c) Developing and overseeing the work programmes that support national and regional priorities, strategies and plans (making recommendations to the Board on their approval as required).
- d) Ensuring that commissioning activities promote the health and wellbeing of communities across North East and North Cumbria (NENC) as well as addressing health inequalities, and commissioning activities to ensure cost effective care is delivered.
- e) Ensuring the Committee is updated on pertinent issues/ areas of interest/ policy developments.
- f) Hold providers to account for the delivery of agreed outcomes and quality assurance, along with a focus on performance, transformation and contracting.
- g) Reviewing and making recommendations on the arrangements for coordinating supra commissioning arrangements with other ICBs or with local authorities, where appropriate.

6.2 Finance

- a) To manage the ICB financial plan and key financial targets, agreeing and monitoring performance against remedial actions as appropriate.
- b) To develop and oversee the delivery of the ICB efficiency programme.
- c) Review and approve any relevant investment proposals and significant commissioning decisions under delegated authority in accordance with the SoRD and SFIs (including financial delegations and limits).
- d) Developing a medium and long-term ICB financial plan which demonstrates ongoing value and recovery for approval by the Board.
- e) Approves ICB programme and administration costs subject to the SoRD and financial delegations and financial limits.

6.3 Planning

- a) Recommends the ICB's programme and administration budgets to the Board for approval.
- b) Recommends the ICB's capital plan to the Board for approval.
- c) Overseeing the development of system plans (with partner trusts) to meet the health and healthcare needs of the population within NENC, having regard to the integrated care strategy and place health and wellbeing strategies.

- d) Aligning and coordinating commissioning intentions particular to the local populations across NENC and in line with strategic priorities of the ICB.

6.4 Contract management and procurement

- a) Overseeing the ICB's process for provider contract development.
- b) Oversees the delivery of the ICB procurement plan
- c) To review, discuss, interpret, and coordinate all aspects of NHS contract guidance and deliver a planning and contracting process (by provider type) to ensure that all ICB contracts are signed in line with national deadlines.
- d) In conjunction with finance colleagues to produce ICB contract mandates by provider type for approval by ICB decision makers to gain authority to co-ordinate contract production.
- e) Approving arrangements for complying with the NHS Provider Selection Regime.
- f) Approving relevant programme contracts in line with agreed levels of delegation and approved budgets.
- g) In line with delegated authority review and approve procurement and evaluation strategies and recommended bidder reports.
- h) To discuss and agree variations to common contract approaches where applicable and document evidence as to reason for variation for escalation to ICB decision makers (dependent on contract type).
- i) Approving variations to programme contracts (subject to delegated financial limits).
- j) Approving or recommending to the Board for approval, contractual sanctions/penalties on providers via contractual mechanisms when considered appropriate and where required.
- k) Approving business cases and procurement contract awards in line with agreed levels of delegation and approved budgets.

6.5 Communications and Public Involvement

- a) Ensuring that strategic commissioning decisions are underpinned and informed through communications and involvement with partners across the ICS and at place to ensure the voice of local populations is heard and understood.
- b) Align public and key stakeholder engagement in the development and implementation of strategic commissioning strategies and plans as set out in the ICB's statutory duties for patient and public involvement, including the duty to consult where required.

6.6 Corporate

6.6.1 Risk Management

- a) Escalating any issues or risks for inclusion on the corporate risk register as necessary.
- b) To advise the Board of urgent or emerging strategic issues and risks and recommend an ICB response to the Board.
- c) Recommends to Board the approval of risk management strategy.

6.6.2 System Control

- a) Supporting the Chief Executive to prepare the SoRD, Operating Framework and Operating Structure.
- b) To ensure the ICB fulfils the functions, duties and responsibilities set out in the ICB's Constitution.
- c) Establishing a comprehensive system of internal control across the ICB.
- d) To ensure the effective operational management of the ICB in accordance with organisational policies and procedures.
- e) To advise the Board of urgent or emerging strategic issues and risks and recommend an ICB response to the Board.
- f) Develops the Organisational Development (OD) Plan and oversees the delivery of the OD Plan.
- g) Managing the ICB's own performance and associated risks.

6.6.3 People

- a) Implementing the people priorities including delivery of the ICB People and Culture Plan.
- b) ICB workforce planning and sustainability.
- c) Approving the arrangements for staff recruitment, retention, and development
- d) To advise the Board on compliance with its statutory duties relating to people and employment legislation and to provide the Board performance reports of KPIs relating to people and employment.
- e) Workforce Race Equality Standard disclosure.
- f) Preparing a code of conduct for staff for approval by the Board.

6.6.4 Research

- a) To advise the Board on compliance with its statutory duties relating to section 14Z40 (duty in respect of research).

6.6.5 Policies

- a) Approving and implementing all ICB corporate and commissioning policies, including the human resources policies and complaints policy.
- b) Approving and implementing the ICB's information governance policies including handling Freedom of Information requests, data subject access requests and ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data
- c) Approving corporate policies not specifically stated elsewhere (excluding clinical policies).

6.6.6 Strategy (to recommend to Board for approval)

- a) Development, and implementation, of a system-wide strategy and action on data and digital, subject to approval of the strategy by the Board.
- b) Development, and implementation, of a Communications and Engagement Strategy for approval by the Board.
- c) Developing and implementing the Equalities and Diversity Strategy for approval by the Board.
- d) Developing and implementing an Equality, Diversity and inclusion Action Plan.
- e) Development of other ICB strategies, not specifically delegated to other committees, for approval by the Board.

6.6.7 Legal and Litigation

- a) Determining arrangements for securing legal advice, where necessary.
- b) Approving and implementing the arrangements for action on litigation against or on behalf of the ICB.

6.6.8 Health and Safety

- a) Approving arrangements to ensure the ICB has an integrated approach to the management standards of health and safety and an appropriate strategy and policies in place.

6.6.9 Estates

- a) Approving the arrangements to ensure the ICB has an integrated approach to the management of ICB estates and has an appropriate strategy and policies in place.
- b) Ensuring delivery of the ICB's estates strategy.

6.6.10 Emergency Planning Resilience and Response (EPRR)

- a) Approving and implementing the ICB's arrangements for planning, responding to and leading recovery from EPRR incidents.
- b) Ensure NHS and partner organisations are joined up at times of greatest need, including taking on incident coordination responsibilities as delegated by NHS England.

6.2.11 Quality assurance

- a) Adhering to ICB's process for quality assurance and linking with the ICB Quality and Safety Committee, escalate any areas of concern to ensure the quality and safety of commissioned services and that quality and safety are central to all the Committee's functions.

6.2.12 Other duties

- a) Any other operational matter as determined by the Chair and subject to the SoRD, approved budgets and SFIs (including financial delegations and limits).

7. **Behaviours and Conduct**

7.1 **ICB values**

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

7.2 **Conflicts of interest**

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to the NHS guidance on managing conflicts of interest and the ICB Standards of Business Conduct and Declarations of Interest Policy.

Conflicts of interest must be declared and recorded at the start of each meeting. A register of interests is maintained by the ICB with a Committee extract considered prior to and during each meeting. If a conflict of interest arises, the Chair may require the affected member to withdraw at the relevant point.

7.3 **Equality and diversity**

Members must demonstrably consider the equality and diversity implications of decisions they make.

8. Accountability and Reporting

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The Committee will submit to the Board a decision and assurance report, summarising key decisions and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The confirmed minutes of meetings shall be formally recorded and submitted to the Board, in private or public as appropriate.

9. Secretariat and Administration

The Committee shall be supported with a secretariat function which will ensure that:

- i) The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- ii) Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- iii) Any additional conflicts of interest are recorded.
- iv) Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept and taken forward between meetings.
- v) The Chair is supported to prepare and deliver reports to the Board.
- vi) Confirmed minutes and areas of escalation from agreed subcommittees are reported to each meeting.

10. Review

The Committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.