



**North East and  
North Cumbria**

# **NHS North East and North Cumbria Integrated Care Board**

## **CONSTITUTION**

<b>Version</b>	<b>Date Approved by the ICB</b>	<b>Effective date</b>
V1.0	N/A	July 1 <sup>st</sup> 2022
V2.0	N/A	November 23 <sup>rd</sup> 2023
V3.0	N/A	August 1 <sup>st</sup> 2024
V4.0	N/A	October 1 <sup>st</sup> 2024
V5.0	N/A	March 25 <sup>th</sup> 2025
V6.0	N/A	April 14 <sup>th</sup> 2026

## Contents

<b>1. Introduction</b> .....	<b>6</b>
1.1 Background/foreword.....	6
1.2 Name.....	8
1.3 Area covered by the Integrated Care Board.....	8
1.4 Statutory framework.....	9
1.5 Status of this Constitution.....	11
1.6 Variation of this Constitution.....	11
1.7 Related documents.....	11
<b>2. Composition of the Board of the ICB</b> .....	<b>14</b>
2.1 Background.....	14
2.2 Board membership.....	15
2.3 Regular participants and observers at Board meetings.....	16
<b>3. Appointments process for the Board</b> .....	<b>18</b>
3.1 Eligibility criteria for Board membership.....	18
3.2 Disqualification criteria for Board membership.....	18
3.3 Chair.....	20
3.4 Deputy Chair and Senior Non-Executive Member.....	20
3.5 Chief Executive.....	21
3.6 Partner Member – NHS trusts and foundation trusts.....	21
3.7 Partner Member – providers of primary medical services.....	24
3.8 Partner Member – local authorities.....	26
3.9 Chief Medical Officer.....	29
3.10 Chief Nurse and AHP Officer.....	29
3.11 Chief Finance Officer.....	30
3.12 Non-Executive Members.....	30
3.13 Other Board Members.....	32

3.14	Board Members: Removal from Office .....	32
3.15	Terms of appointment of Board Members .....	33
3.16	Review of Board Size and Composition .....	34
<b>4.</b>	<b>Arrangements for the exercise of our functions .....</b>	<b>35</b>
4.1	Good governance .....	35
4.2	General .....	35
4.3	Authority to act .....	36
4.4	Scheme of Reservation and Delegation .....	36
4.5	Functions and Decision Map .....	37
4.6	Committees and Subcommittees .....	37
4.7	Delegations made under section 65Z5 of the 2006 Act .....	39
<b>5.</b>	<b>Procedures for making decisions .....</b>	<b>41</b>
5.1	Standing Orders .....	41
5.2	Standing Financial Instructions .....	41
<b>6.</b>	<b>Arrangements for conflict of interest management and standards of business conduct .....</b>	<b>42</b>
6.1	Conflicts of Interest .....	42
6.2	Principles .....	43
6.3	Declaring and registering interests .....	43
6.4	Standards of business conduct .....	44
<b>7.</b>	<b>Arrangements for ensuring Accountability and Transparency .....</b>	<b>46</b>
7.2	Principles .....	46
7.3	Meetings and publications .....	46
7.4	Scrutiny and decision-making .....	48
7.5	Annual Report .....	48
<b>8.</b>	<b>Arrangements for Determining the Terms and Conditions of Employees..</b>	<b>50</b>
<b>9.</b>	<b>Arrangements for Public Involvement .....</b>	<b>52</b>

<b>Appendix 1: Definitions of terms used in this Constitution .....</b>	<b>54</b>
<b>Appendix 2: Standing Orders.....</b>	<b>56</b>
1. Introduction .....	56
2. Amendment and review .....	56
3. Interpretation, application and compliance.....	56
4. Meetings of the Integrated Care Board .....	57
5. Suspension of Standing Orders .....	62
6. Use of seal and authorisation of documents .....	63

# 1. Introduction

## 1.1 Background/foreword

NHS England has set out the following as the four core purposes of Integrated Care Systems (ICSs):

- a) Improve outcomes in population health and healthcare
- b) Tackle inequalities in outcomes, experience and access
- c) Enhance productivity and value for money
- d) Help the NHS support broader social and economic development.

The ICB will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

- Improving the health of children and young people
- Supporting people to stay well and independent
- Acting sooner to help those with preventable conditions
- Supporting those with long-term conditions or mental health issues
- Caring for those with multiple needs as populations age
- Getting the best from collective resources so people get care as quickly as possible.

NHS North East and North Cumbria Integrated Care Board (the ICB) is the statutory decision-making body of the North East and North Cumbria Integrated Care System (ICS). The ICB is responsible for the commissioning of health services and the effective stewardship of NHS spending for all people who live in the North East and North Cumbria.

We are one of the largest ICS in the country, with a population of 3 million people spread across large conurbations and some of the most rural and isolated parts of England. Our ICS covers 14 locality areas and all of these places are rightly proud of their history and are ambitious for their future so we are determined to play our part in improving the health of all our communities, ensuring the health and care services they receive are of the highest quality, and contributing to their development.

The North East and North Cumbria has much to be proud of with some of the most accessible primary care services and best performing emergency care in the country. We are known for innovation with a track record of ground-breaking surgery, pioneering new treatments and research programmes, world-class facilities and national centres of excellence. We have also made huge progress to improve the health of our communities in some key areas such as stroke, heart attacks, the prevalence of smoking in adults and teenage pregnancies.

However, overall public health in our region is still amongst the worst in the country and we face some of the starkest health inequalities. Our ambition is to change that. We want our ICB to be the leading system in England for people in terms of their experience of care and their outcomes of care. We don't just want to add years to people's lives and life expectancy, we also want to improve our population's quality of life from birth through to living well and ageing well.

In consultation with local partners, the ICB have produced a five-year plan (updated annually) for how NHS services will be delivered to meet local needs. In developing this plan and carrying out our work, the ICB must have regard to the Integrated Care Strategy set by our Integrated Care Partnership (ICP) – a statutory committee of the ICB and the fourteen local authorities in the North East and North Cumbria – which in turn will be informed by the joint health and wellbeing strategies published by each of the Health and Wellbeing Boards in our area.

As a system we recognise that there are significant benefits in working together at scale and that local plans need to be complemented with a common vision and shared strategy for the North East and North Cumbria as a whole, so that we strive to deliver the very best healthcare, accelerate innovation and ensure the NHS – as a network of 'anchor institutions' in each of our communities – plays its part in the wider economic development of our region.

However, this constitution and its supporting documents also creates the framework for the ICB to work closely alongside our 14 places to ensure that we meet the diverse needs of our citizens and communities. These place-based partnerships, overseen by health and wellbeing Boards, and including councils, health and care providers, the voluntary community and social enterprise sector and Healthwatch, are key to achieving the ambitious improvements we want to see.

The ICB is committed to meaningful conversations with the communities it serves and highly values the feedback that people share with us. We recognise too that effective approaches to equality, diversity and inclusion leads to improved health delivery and greater staff and patient experiences of the NHS. We want to ensure that everyone working and learning in our ICS can develop and thrive in an inclusive environment that embraces diversity helping us to tackle health inequalities through a whole systems approach.

Effective public involvement, particularly with those with lived experience and who are seldom heard, ensures that we make the right decisions together about our health and care services, and that is why we have included as participants on our Board both the ICS Healthwatch Network and the ICS Voluntary Sector Partnership to ensure that the voice of our citizens, service-users and communities of interest are at the heart of our health and care system. These conversations will be a key part of our journey over the months and years ahead.

This document – our constitution – sets out how we will organise ourselves to meet these ambitions to provide the best health and care, ensuring that our decisions are always taken in the interest of the patients and populations that we are proud to serve.

## **1.2 Name**

1.2.1 The name of this Integrated Care Board is NHS North East and North Cumbria Integrated Care Board ('the ICB').

## **1.3 Area covered by the Integrated Care Board**

1.3.1 The area covered by the ICB comprises the following fourteen unitary councils:

- County Durham
- Cumberland (excluding the following Lower Layer Super Output Areas (LSOAs): E01019283, E01019289, E01019290, E01019293, E01019298, and E01019299)
- Darlington
- Gateshead
- Hartlepool
- Middlesbrough
- Newcastle upon Tyne
- North Tyneside
- Northumberland

- Redcar and Cleveland
- South Tyneside
- Stockton-on-Tees
- Sunderland
- Plus Part of Westmorland and Furness (the former Eden District Council area) LSOAs: E01019305, E01019306, E01019307, E01019308, E01019309, E01019310, E01019311, E01019312, E01019313, E01019314, E01019315, E01019316, E01019317, E01019318, E01019319, E01019320, E01019321, E01019322, E01019323, E01019324, E01019325, E01019326, E01019327, E01019328, E01019329, E01019330, E01019331, E01019332, E01019333, E01019334, E01019335, E01019336, E01019337, E01019338, E01019339, E01019340.

## 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).
- 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 <https://northeastnorthcumbria.nhs.uk/about-us/corporate-information/governance/>
- 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 2009 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)
- f) Information law (for instance, data protection laws, such as the UK 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:

- a) Section 14Z34 (improvement in quality of services)
- b) Section 14Z35 (reducing inequalities)
- c) Section 14Z38 (obtaining appropriate advice)
- d) Section 14Z40 (duty in respect of research)
- e) Section 14Z43 (duty to have regard to effect of decisions)
- f) Section 14Z45 (public involvement and consultation)
- g) Sections 223GB to 223N (financial duties)
- h) 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 14Z60 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 14Z61).

## **1.5 Status of this Constitution**

1.5.1 The ICB was established on 1 July 2022 by The Integrated Care Boards (Establishment Order) 2022, 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 15 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 and that application is approved
- 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:

- a) The Chair and/or Chief Executive may periodically propose amendments to the Constitution, which shall be submitted to the Board for approval. Agreed proposed changes will then be submitted to NHS England for approval.
- 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 that 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 processes to appoint the ICB committees.

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

- a) **Scheme of Reservation and Delegation (SoRD)** – 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, or to whom, functions and decisions have been delegated to.
- b) **Functions and Decision Map** – 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 (eg from NHS England).
- c) **Standing Financial Instructions** – which set out the arrangements for managing the ICB's financial affairs.
- d) **The ICB Governance Handbook** – this brings together all the ICB's governance documents so it is easy for interested people to navigate. It includes:
  - The above documents a) – c)
  - Terms of reference for all Committees and subcommittees of the Board that exercise ICB functions
  - Delegation arrangements 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 of 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
- The up-to-date list of eligible providers of primary medical services under clause 3.7.2
- Committee structure
- Remuneration guidance

e) **Key policy documents**, which should also be included in the governance handbook or linked to it – including:

- Standards of Business Conduct and Declarations of Interest Policy
- Communities and People Involvement and Engagement Strategy for the North East and North Cumbria.

## 2. Composition of the Board of the ICB

### 2.1 Background

- 2.1.1 This part of the Constitution describes the membership of the ICB. Further information about the criteria for the roles and how they are appointed is in Section 3.
- 2.1.2 Further information about the individuals who fulfil these roles can be found on our website at [Home | North East and North Cumbria ICB](#)
- 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 membership of the ICB (the Board) shall meet as a unitary Board and shall be collectively accountable for the performance of the ICB’s functions.
- 2.1.5 NHS England Policy requires the ICB to appoint the following additional Ordinary Members:
- a) Three Executive Members, namely:
    - Director of Finance
    - Medical Director
    - Director of Nursing
  - b) At least two independent Non-Executive Members.
- 2.1.6 The ordinary members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as Partner Members) are nominated by the following, and appointed in accordance with the procedures set out in Section 3 below:
- a) NHS trusts and foundation trusts that provide services within the ICB’s area and are of a prescribed description

- b) The primary medical services providers (general practice) within the area of the ICB and are of a prescribed description.
- c) The local authorities that are responsible for providing social care and 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.

## **2.2 Board membership**

2.2.1 The ICB has four Partner Members:

- a) One Partner Member – NHS Trusts and Foundation Trusts
- b) One Partner Member – Primary medical services
- c) Two Partner Members – Local Authorities (children and adults services).

2.2.2 The ICB has also appointed the following further Ordinary Members to the Board:

- a) In addition to the statutory minimum of two Non-Executive Members, a further two are added in order to take account of the geographical size and complexity of the ICS area and the need for independent leadership of key committees.
- b) In addition to the statutory minimum executive roles (Medical Director, Director of Nursing, Director of Finance – which in our ICB will be called the Chief Medical Officer, Chief Nursing Officer, and Chief Finance Officer), there will be two member director roles on the Board. The precise portfolios of these roles will be at the discretion of the Chair and Chief Executive. These will be:

- One Chief Operating Officer
- One Chief Corporate Officer

2.2.3 The Board is therefore composed of the following members:

- a) Chair
- b) Chief Executive
- c) One Partner Member - NHS Trusts and Foundation Trusts
- d) One Partner Member- Primary medical services

- e) Two Partner Member(s) - Local Authorities
- f) Four Non-Executive Members (one of which, but not the Audit Committee Chair, will be appointed Deputy Chair; and one of whom, who may be the Deputy Chair or the Audit Committee Chair, will be appointed the Senior Non-executive Member)
- g) One Chief Finance Officer
- h) One Chief Medical Officer
- i) One Chief Nursing Officer
- j) One Chief Operating Officer
- k) One Chief Corporate Officer

Other Board-level Director roles of the ICB (attending as participants rather than voting members) will be at the discretion of the Chair and Chief Executive.

2.2.4 The Chair will exercise their function to approve the appointment of the Ordinary Members with a view to ensuring that at least one of the Ordinary Members or Partner Board Members will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

2.2.5 The Board will keep under review the skills, knowledge and experience that it considers necessary for members of the Board to possess (when taken together) for the Board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.

## **2.3 Regular participants and observers at Board meetings**

2.3.1 The Board may invite specified individuals to be Participants or Observers at some of its meetings (or parts of its meetings) in order to inform its decision-making and the discharge of its functions as it sees fit. Participants will receive advanced copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of 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.

2.3.2 Participants may include:

- a) ICB directors with specific portfolio areas.

- b) Representative from North East and North Cumbria ICS Healthwatch Network (subject to the selection and appointment process as set out in section 3 for partners members).
- c) An Associate Non-Executive Member
- d) Any other person identified by the Chair.

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

2.3.4 Participants and/or observers may be asked to leave the meeting by the Chair in the event that the Board passes a resolution to exclude the public as per the standing orders.

## 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'
- b) Be committed to upholding 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.

### 3.2 Disqualification criteria for Board membership

3.2.1 A Member of Parliament.

3.2.2 A person whose appointment as a Board member ('the candidate') is considered by the person making the appointment as one that 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.

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 UK of any offence, or
- b) Outside the UK of an offence which, if committed in any part of the UK, would constitute a criminal offence in that part, and, in either case, the final 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, Part 13 of the Bankruptcy (Scotland) Act 2016, 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 healthcare professional, meaning an individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002, or other professional person who has at any time been subject to an investigation or proceedings, by any body that regulates or licenses the profession concerned ('the regulatory body'), in connection with the person's fitness to practise or any alleged fraud, the final 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 that 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 that had the effect of imposing conditions on the person's practise 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 to 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**

3.3.1 The ICB Chair 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) Any other criteria as may be set out in any NHS England guidance.

3.3.3 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.

3.3.4 The term of office for the Chair will be a maximum of three years and the total number of terms a Chair may serve is three terms.

### **3.4 Deputy Chair and Senior Non-Executive Member**

3.4.1 The Deputy Chair is to be appointed from amongst the Non-Executive Members by the Board subject to the approval of the Chair.

3.4.2 No individual shall hold the position of Chair of the Audit Committee and Deputy Chair at the same time.

3.4.3 The Senior Non-Executive Member is to be appointed from amongst the non-executive members by the board subject to the approval of the Chair.

### **3.5 Chief Executive**

3.5.1 The Chief Executive will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England.

3.5.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.

3.5.3 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 19(4)(b) of Schedule 1B to the 2006 Act
- b) Meets the Person Specification for the role.
- c) No further local criteria proposed.
- d) Any other criteria as may be set out in any NHS England guidance.

3.5.4 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Subject to clause 3.5.3(a), they hold any other employment or executive role.

### **3.6 Partner Member – NHS trusts and foundation trusts**

3.6.1 This Partner Member is jointly nominated by the NHS trusts and/or Foundation Trusts which provide services for the purposes of the health service within the ICB's area and meet the forward plan condition or (if the forward plan condition is not met) the 19 Level of Services Provided Condition. Those NHS trusts and/or foundation trusts are:

- a) County Durham and Darlington NHS Foundation Trust
- b) Cumbria, Northumberland and Tyne and Wear NHS Foundation Trust
- c) Gateshead Health NHS Foundation Trust
- d) Newcastle upon Tyne Hospitals NHS Foundation Trust

- e) North Cumbria Integrated Care NHS Foundation Trust
- f) North East Ambulance Service NHS Foundation Trust
- g) North Tees and Hartlepool NHS Foundation Trust
- h) North West Ambulance Service
- i) Northumbria Healthcare NHS Foundation Trust
- j) South Tees Hospitals NHS Foundation Trust
- k) South Tyneside and Sunderland NHS Foundation Trust
- l) Tees, Esk and Wear Valleys NHS Foundation Trust

3.6.2 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
- b) Fulfil any other criteria as may be set out in NHS England guidance.
- c) Declare themselves willing to serve as a full member of a unitary Board, inter alia responsible for stewardship of NHS funds and be bound by individual and collective accountability for decisions even where these may be unpopular or attract criticism.
- d) Agree that they will bring knowledge and perspective from their sector but not be delegates or carry agreed mandates from any part of that sector.

3.6.3 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Any other exclusion criteria set out in NHS England guidance applies.
- c) They cannot provide unequivocal assurances in relation to the criteria in 3.6.2 c) or d).

3.6.4 This member will be appointed by the ICB Chair, supported by an Appointments Panel. Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process to increase diversity on the Board. The appointment process will include both nomination and selection elements.

3.6.5 The appointment process will be as follows:

- a) Joint Nomination:

- When a vacancy arises, each eligible organisation listed at 3.6.1 will be invited to make nominations
- Eligible organisations may nominate individuals from their own organisation or another organisation
- All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within 10 working days being deemed to constitute agreement. If they do agree, the list will be put forward to step b) below. If they don't, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.

b) Assessment, selection and appointment subject to approval of the Chair under c):

- The full list of nominees will be considered by a panel convened by the Chief Executive or ICB Chair.
- The panel will assess the suitability of the nominees against the requirements of the role and will include ensuring that equality, diversity and inclusion is taken into account at each stage of the selection and appointment process to increase diversity on the Board. We will also look to ensure a breadth of perspectives from across our whole ICS geography.
- The role requirements will be published before the nomination process is initiated and will confirm that nominees meet the requirements set out in clause 3.6.2 and 3.6.3
- In the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.

c) Chair's approval:

- The Chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

3.6.6 The term of office for these Partner Members will be four years and the total number of terms they may serve is two terms but at the end of each term of office, the sector will be asked if there are alternative nominations for this role. Should there be more eligible nominations than positions available, then the appointments process will be followed. If no additional nominations are received

and the incumbent postholder remains eligible in line with the criteria outlined at 3.1 and 3.6.2, then they will be considered for reappointment to the role.

3.6.7 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid all terms of office expiring at the same time

### **3.7 Partner Member – providers of primary medical services**

3.7.1 This Partner Member is jointly nominated by providers of primary medical services for the purposes of the health service within the Integrated Care Board's area, and that are primary medical services contract holders responsible for the provision of essential services, within core hours to a list of registered persons for whom the ICB has core responsibility.

3.7.2 The list of relevant providers of primary medical services for this purpose is published as part of the Governance Handbook. The list will be kept up to date but does not form part of this constitution.

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

- a) Be a provider of primary medical services within the ICB's area.
- b) Fulfil any other criteria as may be set out in NHS England guidance.
- c) Declare themselves willing to serve as a full member of a unitary Board, inter alia responsible for stewardship of NHS funds and be bound by individual and collective accountability for decisions even where these may be unpopular or attract criticism.
- d) Agree that they will bring knowledge and perspective from their sector but not be delegates or carry agreed mandates from any part of that sector.

3.7.4 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Any other exclusion criteria set out in NHSE guidance apply.
- c) They cannot provide unequivocal assurances in relation to the criteria in 3.7.3 c) or d).

3.7.5 This member will be appointed by the ICB Chair, supported by an Appointments Panel.

3.7.6 The appointment process will be as follows:

a) Joint Nomination:

- When a vacancy arises, each eligible organisation described at 3.7.1 and listed in the Governance Handbook will be invited to make nominations
- Eligible organisations may nominate individuals from their own organisation or another organisation
- All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within ten working days being deemed to constitute agreement. If they do agree, the list will be put forward to step b) below. If they don't, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.

b) Assessment, selection and appointment subject to approval of the Chair under c):

- The full list of nominees will be considered by a panel convened by the Chief Executive or ICB Chair
- The panel will assess the suitability of the nominees against the requirements of the role and will include ensuring that equality, diversity and inclusion is taken into account at each stage of the selection and appointment process to increase diversity on the Board. We will also look to ensure a breadth of perspectives from across our whole ICS geography.
- The role requirements will be published before the nomination process is initiated and will confirm that nominees meet the requirements set out in clause 3.7.3 and 3.7.4
- In the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.

c) Chair's approval:

- The Chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

- 3.7.7 The term of office for this Partner Member will be four years and the total number of terms they may service is two terms but at the end of each term of office, the sector will be asked if there are alternative nominations for this role. Should there be more eligible nominations than positions available, then the appointments process will be followed. If no additional nominations are received and the incumbent postholder remains eligible in line with 3.1 and 3.7.3 above, then they will be considered for reappointment to the role.
- 3.7.8 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid all terms of office expiring at the same time.

### **3.8 Partner Member(s) – local authorities**

3.8.1 These Partner Members are jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the ICB's area. Those local authorities are:

- a) Cumberland Council
- b) Darlington Borough Council
- c) Durham County Council
- d) Furness & Westmorland Council
- e) Gateshead Council
- f) Hartlepool Borough Council
- g) Middlesbrough Council
- h) Newcastle upon Tyne City Council
- i) North Tyneside Council
- j) Northumberland County Council
- k) Redcar & Cleveland Borough Council
- l) South Tyneside Council
- m) Stockton-on-Tees Borough Council
- n) Sunderland City Council

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

- a) Fulfil any other criteria as may be set out in NHS England guidance.
- b) Declare themselves willing to serve as a full member of a unitary Board, inter alia responsible for stewardship of NHS funds and be

bound by individual and collective accountability for decisions even where these may be unpopular or attract criticism.

- c) Agree that they will bring knowledge and perspective from their sectors but not be delegates or carry agreed mandates from any part of that sector.
- d) Both members must fulfil a leadership role as either a director of children services or a director of adult services of one of the bodies listed in section 3.8.1.

### 3.8.3 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Any other exclusion criteria set out in NHSE guidance applies.
- c) They cannot provide unequivocal assurances in relation to the criteria in 3.8.2 b) or c).

### 3.8.4 These members will be appointed by the ICB Chair, supported by an Appointments Panel.

### 3.8.5 The appointment process will be as follows:

a) Partner members will be nominated jointly by their respective sector in line with the requirements of the Act and related Guidance.

b) Nominated individuals who meet the criteria outlined at 3.1 and 3.8.2 will complete an application process against a published role specification.

c) Selection and appointment processes will be designed to take account of equality, diversity and inclusion at each stage of the process to increase diversity on the Board. We will also look to ensure a breadth of perspectives from across our whole ICS geography, with members that bring expertise from key professional backgrounds including adults' services, children's services, and public health.

### 3.8.6

#### a) Joint Nomination:

- When a vacancy arises, each eligible organisation listed at 3.8.1 will be invited to make nominations

- Eligible organisations may nominate individuals from their own organisation or another organisation.
  - All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within 10 working days being deemed to constitute agreement. If they do agree, the list will be put forward to step b) below. If they don't, the nomination process will be re-run until majority acceptance is reached on the nominations put forward.
- b) Assessment, selection and appointment subject to approval of the Chair under c):
- The full list of nominees will be considered by a panel convened by the Chief Executive
  - The panel will assess the suitability of the nominees against the requirements of the role and will include ensuring that equality, diversity and inclusion is taken into account at each stage of the selection and appointment process to increase diversity on the Board. The role requirements will be published before the nomination process is initiated and will confirm that nominees meet the requirements set out in clause 3.8.2 and 3.8.3
  - In the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.
- c) Chair's approval:
- the Chair will determine whether to approve the appointment of the most suitable nominees as identified under b).

3.8.7 The term of office for these Partner Members will be up to four years. Their service will be limited to two terms but at the end of each term of office, the sector will be asked if there are alternative nominations for this role. Should there be more eligible nominations than positions available, then the appointments process will be followed. If no additional nominations are received and the incumbent postholder remains eligible in line with 3.1 and 3.8.2 above, then they will be considered for reappointment to the role.

3.8.8 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid all terms of office expiring at the same time.

### **3.9 Chief Medical Officer**

3.9.1 This member will fulfil the eligibility criteria set out at 3.1 and also 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 19(4)(b) of Schedule 1B to the 2006 Act
- b) Be a registered Medical Practitioner

3.9.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) And any other exclusion criteria set out in nhs england guidance applies.

3.9.3 This member will be appointed by the Chief Executive supported by an Appointments Panel headed by the Chair or Non-Executive Member of the Board and the recommended appointment will be subject to the approval of the Chair. Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process.

### **3.10 Chief Nursing Officer**

3.10.1 This member will fulfil the eligibility criteria set out at 3.1 and also 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 19(4)(b) of Schedule 1B to the 2006 Act
- b) Be a registered Nurse
- c) Any other criteria set out by NHS England's guidance

3.10.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Any other exclusion criteria set out in nhs england guidance applies.

3.10.3 This member will be appointed by the Chief Executive supported by an Appointments Panel headed by the Chair or Non-Executive Member of the Board and the recommended appointment will be subject to the approval of the

Chair. Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process.

### **3.11 Chief Finance Officer**

3.11.1 This member will fulfil the eligibility criteria set out at 3.1 and also 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 19(4)(b) of Schedule 1B to the 2006 Act
- b) Full membership of a recognised professional Chartered Accountancy Body
- c) Any other criteria set out by NHS England's guidance

3.11.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Any other exclusion criteria set out in nhs england guidance applies.

3.11.3 This member will be appointed by the Chief Executive supported by an Appointments Panel headed by the Chair or Non-Executive Member of the Board and the recommended appointment will be subject to the approval of the Chair. Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process.

### **3.12 Non-Executive Members**

3.12.1 The ICB will appoint four Non-Executive Members.

3.12.2 These members will be appointed by the ICB Chair, supported by an Appointments Panel.

3.12.3 The appointments will be made following an openly advertised application. A panel will be established and chaired by the ICB Chair to assess the applications and interview suitable applicants. Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process to increase diversity on the Board.

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

- a) Not be employee of the ICB or a person seconded to the ICB
- b) Not hold a role in another health and care organisation in the ICS 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) One to undertake the role of Senior Independent Non-Executive Member.
- f) Will be living in, or have a connection to, the area covered by the ICB (as described at 1.3.1).
- g) Any other criteria set out by NHS England.

3.12.5 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) Any additional criteria set out in NHS England guidance applies.
- d) Any additional criteria proposed by the ICB applies.

3.12.6 The term of office for a Non-Executive Member will be three years and the total number of terms an individual may serve is three terms, after which they will no longer be eligible for re-appointment.

3.12.7 Initial appointments may be for a shorter period to avoid all Non-executive 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.

3.12.8 Subject to satisfactory appraisal and the support of the Chief Executive, the Chair may approve the re-appointment of a Non-Executive Member up to the maximum number of terms permitted for their role.

### **3.13 Other Board Members**

3.13.1 Additional Board members will fulfil the eligibility criteria set out at 3.1 and also 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 19(4)(b) of Schedule 1B to the 2006 Act.
- b) Any other criteria set out by NHS England's guidance.

3.13.2 Individuals will not be eligible if:

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Any other exclusion criteria set out in NHS England guidance applies.

3.13.3 Additional Executive Board Members (listed at 2.2.2(b)) will be appointed by the Chief Executive supported by an Appointments Panel headed by the Chair or Non-Executive Member of the Board and the recommended appointment will be subject to the approval of the Chair. Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process.

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

3.14.1 Arrangements for the removal from office of Executive Members of the Board is subject to the term of appointment, and application of the relevant ICB policies and procedures.

3.14.2 With the exception of the Chair, Board members shall be removed from office if any of the following occur:

- 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) Fail to attend 50% of the ICB meetings (unless there are extenuating circumstances). This is at the Chair's discretion.
- c) If they are deemed to not meet the expected standards of performance at their annual appraisal.
- d) 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 ICB 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: gross misconduct.

- e) Are deemed to have failed to uphold the Nolan Principles of Public Life.
- f) Persistently fail to conform to the principles of a unitary Board.
- g) Are subject to disciplinary proceedings by a regulator or professional body that has resulted in 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 had the effect of imposing conditions on the person's practice, where those conditions have not been lifted.

3.14.3 Members may be suspended pending the outcome of an investigation into whether any of the matters in 3.14.2 apply.

3.14.4 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.

3.14.5 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.

3.14.6 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.

### **3.15 Terms of appointment of Board Members**

3.15.1 With the exception of the Chair and Non-Executive Members, arrangements for remuneration and any allowances will be agreed by the Remuneration Committee in line with the ICB remuneration policy and any other relevant policies published in the Governance Handbook on the ICB's website and any guidance issued by NHS England or other relevant body.

3.15.2 Remuneration for Chairs will be set by NHS England.

3.15.3 Remuneration for Non-Executive Members will be set by a Panel which will include the Chair and Chief Executive.

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

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

### **3.16 Review of Board Size and Composition**

3.16.1 An annual review of the Board size and composition will be carried out to ensure that it is fit for purpose in meeting good governance standards. Any necessary changes will be proposed thereafter.

## 4. Arrangements for the exercise of our functions

### 4.1 Good governance

- 4.1.1 The ICB will, at all times, observe generally accepted principles of good governance. This includes the Seven Principles of Public Life (the Nolan Principles) and any governance guidance issued by NHS England.
- 4.1.2 The ICB's Standards of Business Conduct and Declarations of Interest Policy sets out the expected behaviours that members of the Board and its committees will uphold and guide decision making whilst undertaking ICB business. It also includes a set of principles that will guide decision making in the ICB. This Policy is published in the Governance Handbook and is available on the Website at [Home | North East and North Cumbria ICB](#)

### 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
  - 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)–f) 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 subcommittee 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 SoRD.

### **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 as part of the Governance Handbook at [Home | North East and North Cumbria ICB](#)

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 subcommittees

- 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 of 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 that 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 in the Governance Handbook at [Home | North East and North Cumbria ICB](#)

4.5.3 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 (eg from NHS England).

## **4.6 Committees and Subcommittees**

4.6.1 The ICB may appoint committees and arrange for its functions to be exercised by such committees. Each committee may appoint subcommittees and arrange for the functions exercisable by the committee to be exercised by those subcommittees.

4.6.2 All committees and subcommittees are listed in the SoRD.

4.6.3 Each committee established by the ICB operates under terms of reference agreed by the Board. In the event of the establishment of a subcommittee the terms of reference will be approved by the Parent Committee. All terms of reference 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 subcommittees and, therefore, appropriate

reporting and assurance arrangements are in place and documented in the terms of reference. All committees and subcommittees that fulfil delegated functions of the ICB, will be required to:

- a) Submit to the ICB Board a decision and assurance report and confirmed minutes following each committee meeting, summarising key decisions. In the case of subcommittees, these will be submitted to their Parent Committee as required.
- b) Comply with agreed internal audit findings and committee effectiveness reviews.
- c) Demonstrably consider the equality and diversity implications of decisions they make and consider whether any new resource allocation achieves positive change around inclusion, equality and diversity.
- d) Members will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

4.6.5 Any committee or subcommittee 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 subcommittees that exercise the ICB commissioning functions will be approved by the Chair. The 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.

4.6.7 All members of committees and subcommittees are required to act in accordance with this constitution, including the Standing Orders as well as the Standing Financial Instructions and any other relevant ICB policy.

4.6.8 The following committees will be maintained:

- a) **Audit Committee:** 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 a Non-Executive Member (other than the Chair and Deputy 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:** 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 a Non-Executive Member other than the Chair or the Chair of Audit Committee.

4.6.9 The terms of reference for each of the above committees are published in the Governance Handbook.

4.6.10 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 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 that sets out the terms of the delegation. 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 in 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

### 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
- The process to delegate functions.

5.1.2 The Standing Orders apply to all committees and subcommittees of the ICB unless specified otherwise in the terms of reference that have been agreed by the Board.

5.1.3 A full copy of the Standing Orders 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 is published in the Governance Handbook.

## 6. Arrangements for conflict of interest management and standards of business conduct

### 6.1 Conflicts of Interest

- 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. These are contained within the Standards of Business Conduct and Declarations of Interest Policy which is published on the website.
- 6.1.3 All Board, committee and subcommittee 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 The ICB will, as a minimum publish the registers of conflicts of interest for all Board Members and a separate gifts and hospitality register in line with the Standards of Business Conduct and Declarations of Interest Policy at least annually on the ICB website and make them available at our headquarters upon request.
- 6.1.5 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.
- 6.1.6 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 that 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, the Conflicts of Interest Policy and the Standards of Business Conduct Policy.

6.1.7 The ICB has appointed the Audit Chair to be the Conflicts of Interest Guardian. 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 partnership 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 judgement 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**

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

- a) Safeguard system-led commissioning, whilst ensuring objective investment decisions;
- b) Act in a way that demonstrates that they are acting fairly and transparently and in the best interests of their patients and ICB population;
- c) Act in a way that upholds confidence and trust in the NHS and system partners;
- d) Recognition that the ICB requires a diversity of perspectives in order for it to make good decisions; therefore interests will be managed sensibly and proportionately in line with NHSE Guidance and the ICB's Standards of Business Conduct and Declarations of Interest Policy.
- e) Decision making will be made with a regard to the Triple Aim: considering the effects of the decisions on: the health and wellbeing of the people of England; the quality of services provided or arranged by both the ICB and other relevant bodies and the sustainable and efficient use of resources by the ICB and other relevant bodies.

## **6.3 Declaring and registering interests**

6.3.1 The ICB maintains registers of the interests of:

- a) Members of the ICB
- b) Members of the Board's committees and subcommittees
- c) Its employees.

6.3.2 In accordance with section 14Z30(2) of the 2006 Act, registers of interest for Board members are published on the ICB website and are available on request from the ICB.

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 (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 historical 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 historical interests are retained by the ICB for the specified timeframe and details who 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 subcommittee 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 Standards of Business Conduct and Declarations of Interest Policy.

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 Standards of Business Conduct and Declarations of Interest Policy.

## 7. Arrangements for ensuring Accountability and Transparency

**7.1** 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 12(2) of Schedule 1B to the 2006 Act.

### **7.2 Principles**

7.2.1 Create an organisational culture that encourages and enables transparency and involvement.

7.2.2 Be inclusive and proactive in resolving barriers to effective involvement and participation.

7.2.3 Make clear the purpose of involvement and the extent to which people can expect their views to influence development of local health services.

7.2.4 Recognise the importance of providing feedback to people who have made their views known.

7.2.5 Work in partnership with other agencies.

7.2.6 Build upon best practice and be open to innovative and proven approaches from within and out with the NHS.

7.2.7 Provide support and training to staff to equip them for this role.

7.2.8 Provide information that is clear and easy to understand, free of jargon and in plain language.

### **7.3 Meetings and publications**

7.3.1 Board meetings, and committees composed entirely of Board members or that include all Board members, will be held in public except where a resolution is agreed to exclude the public on the grounds that it is believed not to 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 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:
- a) Standards of Business Conduct and Declarations of Interest Policy
  - b) Registers of interests
  - c) Key policies
  - d) Functions and Decision Map
  - e) Scheme of Reservation and Delegation
  - f) Standing Financial Instructions
  - g) Committee Structure
  - h) Remuneration Guidance
  - i) Delegation Agreement Summaries
- 7.3.8 The ICB will publish, with its 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 “Joint Forward Plan”). The plan will, in particular:
- a) describe the health services for which the ICB proposes to make arrangements in the exercise of its functions
  - b) explain how the ICB proposes to discharge its duties under sections 14Z34 to 14Z45 (general duties of integrated care boards) and sections 223GB and 223N (financial duties)
  - c) set out any steps that the ICB proposes to take to implement the joint local health and wellbeing strategies for the population covered by the ICB
  - d) set out any steps that the ICB proposes to take to address the particular needs of children and young persons under the age of 25

- e) set out any steps that the ICB proposes to take to address the particular needs of victims of abuse (including domestic abuse and sexual abuse, whether of children or adults).

## **7.4 Scrutiny and decision-making**

- 7.4.1 At least three Non-Executive Members will be appointed to the Board, including the Chair; and all the Board and committee members will comply with the Seven Principles of Public Life (the Nolan Principles) 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 ensuring that there are decision-making structures within the ICB that will allow for decisions around arranging healthcare services to be made in line with the NHS Provider Selection Regime.
- 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 that sets out how it has discharged its functions and fulfilled its duties in the previous financial year. An annual report must in particular:
  - a) Explain how the ICB has discharged its duties under section 14Z34 to 14Z45 and 14Z49 (general duties of integrated care Boards)
  - b) Review the extent to which the ICB has exercised its functions in accordance with the plans published under section 14Z52 (forward plan) and section 14Z56 (capital resource use plan)
  - c) Review the extent to which the ICB has exercised its functions consistently with NHS England's views set out in the latest statement published under

section 13SA(1) (views about how functions relating to inequalities information should be exercised), and

- d) Review any steps that the ICB has taken to implement any joint local 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** The ICB may appoint employees, pay them remuneration and allowances as it determines, and appoint staff on such terms and conditions as it determines.
- 8.2** The Board has established a Remuneration Committee, which is chaired by a Non-Executive Member other than the Chair or Audit Chair.
- 8.3** 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) Ensuring that HR advisers are in attendance as appropriate.
  - b) Other officers, employees or advisors may be invited to attend all or part of meetings of the committee to provide advice or support particular discussion as appropriate.
  - c) Receiving benchmarking information where available and appropriate.
- 8.4** The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board.
- 8.5** The main purpose of the Remuneration Committee is to exercise the functions of the ICB regarding remuneration included in paragraphs 18 to 20 of Schedule 1B to the 2006 Act. The terms of reference agreed by the Board are published in the Governance Handbook on the ICB's website.
- 8.6** The duties of the Remuneration Committee include the following (full details are set out in the Committee's terms of reference):

**a) For the Chief Executive, Directors and other Very Senior Managers:**

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions and cars;
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

**b) For all staff:**

- Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);
- Oversee contractual arrangements;
- Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

c) Oversee the arrangements for the performance review for directors/senior managers;

b) Receive assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and Proper Person Regulation (FPPR).

**8.7** 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** In line with section 14Z45(2) of the 2006 Act, the ICB has made arrangements to secure that individuals to whom services that 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 ICB
  - b) The development and consideration of proposals by the ICB 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
  - c) Decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.
- 9.2** In line with section 14Z54 of the 2006 Act, the ICB has made the following arrangements to consult its population on its system plan:
- a) The ICB will engage or consult, as appropriate, with its population on its system plan and will have regard to NHS Guidance on consultation and engagement and the ICB's Communities and People Involvement and Engagement Strategy for the North East and North Cumbria. This will include the involvement of each relevant Health and Wellbeing Board.
  - b) The ten principles set out by NHS England, and described at section 9.3 will apply
- 9.3** The ICB has adopted the 10 principles set out by NHS England for working with people and communities:
- a) Put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS
  - 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 having the desired effect

- d) Build relationships with excluded groups – especially those affected by inequalities
- e) Work with Healthwatch and the voluntary, community and social enterprise sector (VCSE) 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 ICS – networks, relationships, activity in local places.

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

**9.5** These arrangements include:

- a) The Communities and People Involvement and Engagement Strategy for the North East and North Cumbria.
- b) Ensuring sufficient resources and training are available to support effective engagement.
- c) Arranging system-wide or place-based public events.
- d) Non-Executive Board Members with a specific role to seek assurance on the ICB's arrangements for discharging its duties in relation to patient and public involvement

## Appendix 1: Definitions of terms used in this Constitution

<b>2006 Act</b>	National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022.
<b>ICB Board</b>	Members of the ICB.
<b>Area</b>	The geographical area that the ICB has responsibility for, as defined in part 2 of this Constitution.
<b>Committee</b>	A committee created and appointed by the ICB Board. Where a committee has established subcommittees, this is known/referred to as a Parent Committee.
<b>Subcommittee</b>	A subcommittee created and appointed by and reporting to a committee.
<b>Chief Nursing Officer</b>	Fulfils the role of the Director of Nursing as required in the Act
<b>Chief Finance Officer</b>	Fulfils the role of the Director of Finance as required in the Act.
<b>Integrated Care Partnership</b>	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.
<b>Place-based partnership</b>	Place-based partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community. They involve the ICB, local government, and providers of health and care services, including the VCSE sector, people and communities, as well as primary care provider leadership, represented by Primary Care Network Clinical Directors or other relevant primary care leaders.
<b>Ordinary Member</b>	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.
<b>Partner Members</b>	Some of the Ordinary Members will also be Partner Members. Partner Members bring knowledge and a perspective from their sectors and are appointed in accordance with the procedures set out in section 3 having been nominated by the following: <ul style="list-style-type: none"> <li>• NHS trusts and foundation trusts that provide services within the ICB's area and are of a prescribed description</li> </ul>

	<ul style="list-style-type: none"> <li>• the primary medical services providers within the area of the ICB and are of a prescribed description</li> <li>• the local authorities that are responsible for providing social care and whose areas coincide with or include the whole or any part of the ICB's area.</li> </ul>
<b>Primary medical services</b>	General practice, primary care networks (PCNs)
<b>Primary Medical Services Partner Members</b>	At least one member jointly nominated by the eligible providers of primary medical services.
<b>Health Service Body</b>	Health Service Body as defined by (a) section 9(4) of the NHS Act 2006 or (b) NHS foundation trusts.
<b>Health Care Professional</b>	An individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002.
<b>Forward Plan Condition</b>	The 'Forward Plan Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.
<b>Level of Services Provided Condition</b>	The 'Level of Services Provided Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.

# Appendix 2: Standing Orders

## 1. Introduction

- 1.1. These Standing Orders have been drawn up to regulate the proceedings of the NHS North East and North Cumbria Integrated Care Board 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.

## 2. Amendment and review

- 2.1. The Standing Orders are effective from 1 July 2022.
- 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 Clause 1.6 of the Constitution.
- 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 subcommittees unless otherwise stated. All references to Board are inclusive of committees and subcommittees unless otherwise stated.
- 3.3. All members of the Board, members of committees and subcommittees 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 Chief Corporate Services Officer will provide a settled view, which shall be final.

- 3.5. All members of the Board, its committees and subcommittees 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**

- 4.1.1. Meetings of the Board of the ICB shall be held at regular intervals at such times and places 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 24 hours 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 meetings to be held in public 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 to be held in public will be published electronically in advance of the meeting, excluding, if thought fit, any item likely to be addressed in part of a meeting that 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 over meetings in the Chair's stead.
- 4.2.3. If both the Chair and Deputy Chair are absent or disqualified from participating by a conflict, the ICB Chair will nominate a deputy, which will normally be the Senior Independent Non-Executive Member. If the nominated deputy is not present at a meeting, then the assembled members may appoint a deputy from the remaining Non-Executive Members.
- 4.2.4. The Board shall appoint a Chair to all committees and subcommittees that it has established (for subcommittees, parent committees will approve the chair). The appointed committee or subcommittee Chair will preside over the relevant meeting. Terms of reference for committees and subcommittees 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 of the meeting.
- 4.3.2. Except where the emergency provisions apply, supporting papers for all items must be submitted at least ten 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

[Home | North East and North Cumbria ICB](#)

## **4.4. Petitions**

- 4.4.1. Where a valid petition has been received by the ICB it shall be managed in accordance with the ICB Policy as published in the Governance Handbook.

## **4.5. Nominated Deputies**

4.5.1. With the permission of the person presiding over the meeting, the Executive Directors and the Partner Members of the Board may nominate a deputy to attend a meeting of the Board that they are unable to attend. The deputy may, speak and vote on their behalf.

4.5.2. The decision of the person presiding over the meeting regarding authorisation of nominated deputies is final.

## **4.6. Virtual attendance at meetings**

4.6.1. The Board of the ICB and its committees and subcommittees may meet virtually using telephone, video and other electronic means when necessary, unless the terms of reference prohibit this.

## **4.7. Quorum**

4.7.1. The quorum for meetings of the Board will be 50% of the members, including:

- a) Chair or Deputy Chair (or Non-Executive Member presiding over the meeting as in 4.2.2)
- b) Either the Chief Executive or the Chief Finance Officer
- c) Either the Chief Medical Officer or the Chief Nursing Officer
- d) At least one Non-Executive Member
- e) 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.
- c) A nominated deputy permitted in accordance with standing order 4.5 will count towards quorum for meetings of the board.

4.7.3. For all committees and subcommittees, the details of the quorum for these meetings and status of deputies are set out in the appropriate terms of reference.

- 4.7.4. 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. This must include at least one Non-Executive Member and the Chief Executive or Chief Finance Officer and one other member of the Board.

## **4.8. Vacancies and defects in appointments**

- 4.8.1. The validity of any act of the ICB is not affected by any vacancy among members or by any defect in the appointment of any member.
- 4.8.2. In the event of vacancy or defect in appointment the following temporary arrangement for quorum will apply:
- Where temporary arrangements have been put in place to fill the vacancy or defect, then this individual will count towards the quoracy, including if they are temporarily acting in the roles of those members specifically listed in quoracy requirements (eg. Chief Nursing Officer or Chief Finance Officer);
  - Where temporary arrangements have not been put in place, a reduced quoracy will be proposed to the Board by the Chair and Chief Executive in conjunction with the Chair of the Audit Committee.

## **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. 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 (as detailed within paragraph 2.3. 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. Where helpful, the Board may draw on third-party support to assist them in resolving any disputes, such as peer review or support from NHS England.

### Urgent decisions

4.9.4. In the case of 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 that 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), 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 the public and press**

- 4.11.1. In accordance with Public Bodies (Admission to Meetings) Act 1960, all meetings of the Board and all meetings of committees that are comprised of entirely Board members or all Board members 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 they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Boards 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.

### **5. 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 the Standing Orders may be suspended by the Chair in discussion with at least two other members,

- 5.2. A decision to suspend the 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 the Standing Orders.

## **6. Use of seal and authorisation of documents**

- 6.1 The ICB may have a seal for executing documents where necessary. The seal will be kept securely in a locked facility. The following are authorised to authenticate its use by their signature:

- The Chief Executive
- The Chair of the ICB
- The Chief Finance Officer

-- Ends --