

# Transition Committee Terms of Reference

**Version 1**

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

**Version Control**

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## **Integrated Care Board**

### **TRANSITION COMMITTEE – TERMS of REFERENCE**

#### **1. Constitution**

The North East and North Cumbria Integrated Care Board (NENC ICB) was established by statute on 1<sup>st</sup> July 2022.

The Board of the NENC ICB has resolved to establish the Transition Committee as a Committee of the Board.

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

#### **2. Authority**

The Committee is authorised by the Board to:

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

For the avoidance of doubt, the Committee will comply with the ICB Standing Orders, Standing Financial Instructions, and the SoRD.

The Committee may establish any subcommittees without prior Board approval as stated in the Constitution and Scheme of Reservation and Delegation.

### **3. Purpose**

The principal purpose of the Transition Committee is to oversee and scrutinise arrangements for the transition of the ICB into its future operating model, in line with national guidance, and support the Board by:

- Overseeing the establishment of robust programme management arrangements to deliver ICB transition requirements within the prescribed timeframe.
- Overseeing the development of a fit for purpose ICB operating model. This will include ensuring that the proposed new model:
  - Is designed to effectively deliver revised ICB functions and responsibilities, in line with the Model ICB and Strategic Commissioning Framework, based on a robust 'make, buy, share' assessment across relevant geographies.
  - Delivers required efficiencies and is affordable within the financial allocation for the ICB.
  - Is developed considering the feedback from the workforce of the ICB, as appropriate.
- Overseeing the development and implementation of fair and transparent exit and workforce change processes for ICB staff, in line with national guidance and local policy requirements, working in conjunction with the ICB's Remuneration and Executive Committees as appropriate. This will include oversight of appropriate training and development and health and wellbeing initiatives for ICB staff to ensure they are well supported throughout the transition process.
- Overseeing the establishment of effective governance arrangements to support the period of transition the new ICB operating model, and to ensure its ongoing effectiveness.
- Overseeing the delivery of timely, open, and transparent staff and stakeholder communications throughout the transition process.
- Overseeing the identification and management of risks relating to the transition process and future ICB operating model.

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

### **4. Membership and attendance**

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

#### **4.1 Chair and Vice Chair**

The Board will appoint a Non-Executive Member to be Chair of the Committee.

In the event of the Chair being unable to attend all or part of the meeting, a replacement from within the Committee's Non-Executive membership will be nominated to deputise for that meeting. In the event a Non-Executive is not in attendance, the meeting may be chaired by the Senior Responsible Officer for the transition.

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

- Non-Executive Member (Chair)
- Non-Executive Member (Vice Chair)
- Partner Member, Primary Care Services
- Partner Member, Foundation Trust
- Partner Member, Local Authority (Public Health)
- Chief Executive Officer
- Chief Corporate Services Officer
- Chief Delivery Officer
- Chief Finance Officer
- Chief Medical Officer
- Chief Nursing and AHP Officer
- Chief Strategy Officer
- Chief People Officer

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

When determining the membership of the Committee, consideration will be given to diversity and equality.

#### **4.3 Attendees**

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

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

#### **4.4 Attendance**

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

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a nominated alternative may be agreed in advance with the Chair (or Vice Chair in his/her absence).

## **5. Meetings Quoracy and Decisions**

The Committee will meet in private.

The Committee will initially meet on a fortnightly basis, in line with the pace of change requirements. The required frequency of meetings will be kept under review and adjusted as appropriate as the transition period progresses. Additional meetings may take place as agreed by the Chair (or Vice Chair in his/her absence).

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

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

### **5.1 Quorum**

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

- Chair or Vice Chair or Chief Strategy Officer (or their nominated deputies)
- Chief Executive Officer or Chief Finance Officer (or their nominated deputies)
- Chief Medical Officer or Chief Nurse and AHP Officer (or their nominated deputies).

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

### **5.2 Decision making and voting**

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

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

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

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

## **6. Behaviours and Conduct**

## **6.1 ICB values**

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

## **6.2 Conflicts of interest**

In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to the NHS guidance on managing conflicts of interest.

Conflicts of interest must be declared and recorded at the start of each meeting and a register of interests must be maintained. If a conflict of interest arises the Chair of the Committee will determine how declared interests should be managed, which is likely to involve one the following actions:

- a) Requiring the conflicted individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Joint Committee's decision-making arrangements.
- b) Allowing the conflicted individual to participate in the discussion, but not the decision-making process.
- c) Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Joint Committee's decision-making arrangements and where there is a clear benefit to the conflicted individual being included in both.
- d) Excluding the conflicted individual and securing technical or local expertise from an alternative, unconflicted source.

## **6.3 Equality and diversity**

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

## **7. Accountability and Reporting**

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

The Committee will submit to the Board a decision and assurance report following each Committee meeting, summarising key decisions and any specific areas of concern that warrant immediate Board attention.

The Committee is directly accountable to the ICB. The minutes of meetings shall be formally recorded and submitted to the Board, in private or public as appropriate.

Any items of specific concern, or which require Board approval, will be the subject of a separate report.



## **8. Secretariat and Administration**

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

- i) The agenda and papers are prepared and distributed having been agreed by the Chair or with the support of the relevant executive lead. Papers will be distributed in accordance with the Standing Orders where possible recognising the pace of change and frequency of meetings.
- ii) Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- iii) Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary.
- iv) Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept.
- v) The Chair is supported to prepare and deliver reports to the Board.
- vi) The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- vii) Action points are taken forward between meetings and progress against those actions is monitored.

## **9. Review of Terms of Reference**

Due to the focus of the Committee's work and the nature of emerging guidance, these terms of reference will be kept under review on an ongoing basis to ensure continued fitness for purpose.

Any proposed amendments to the terms of reference will be submitted to the Board for approval.