

Item: 4c
Enclosure: 5



REPORT CLASSIFICATION	✓	CATEGORY OF PAPER	✓
Official	✓	Proposes specific action	✓
Official: Sensitive Commercial		Provides assurance	
Official: Sensitive Personal		For information only	

BOARD MEETING 1 JULY 2022	
Report Title:	Establishment of Board Committee Structure and Appointment of Committee Chairs
Purpose of report	
To seek approval from the Board to establish its committee structure and confirm the appointment of the committee chairs.	
Key points	
<p>As set out in section 4.6 of its Constitution, the ICB Board (the Board) may appoint committees and arrange for its functions to be exercised by such committees. Each committee may appoint sub-committees and arrange for the functions exercisable by the committee to be exercised by those sub-committees. All committees and sub-committees are listed in the Scheme of Reservation and Delegation.</p> <p>The Board remains accountable for all functions, including those that it has delegated to committees and sub-committees and therefore appropriate reporting and assurance arrangements need to be in place and documented in the terms of reference for each committee.</p> <p>The proposed committees of the Board are as follows:</p> <ul style="list-style-type: none"> • Audit Committee • Remuneration Committee • Executive Committee • Quality and Safety Committee • Finance, Performance and Investment Committee <p>All members of committees and sub-committees that exercise the ICB commissioning functions will be approved by the Chair.</p> <p>The Chair will not approve an individual to such a committee or sub-committee if they consider that the appointment could reasonably be regarded as undermining the independence of the</p>	

Item: 4c
Enclosure: 5

health service because of the candidate's involvement with the private healthcare sector or otherwise.

All members of committees and sub-committees are required to act in accordance with the ICB's Constitution, including the standing orders as well as the standing financial instructions and any other relevant ICB policy.

Detailed terms of reference have been developed for each of the committees set out above in line with NHS England templates, current national guidance, and local requirements. The terms of reference are covered in detail in a separate agenda item.

Risks and issues

If the Board does not have a clear committee structure or scheme of reservation and delegation, there is the risk that it would not be able to effectively exercise its duties as set out in the Health and Care Act 2022.

Assurances

Each committee has been identified to support the Board in the delivery of key functions and statutory duties. The chairing arrangements and membership of each committee have also been developed to ensure a level of independent scrutiny and challenge to provide assurance to the Board, along with specialist expertise in the delivery of any delegated functions.

Recommendation/Action Required

The Board is asked to approve the establishment of each of the following committees, along with the proposed chairing arrangements and membership:

- Audit
- Remuneration
- Executive
- Quality and Safety
- Finance, Performance and Investment

Sponsor/approving director	C Riley, Executive Director of Corporate Governance, Communications and Involvement
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Report author	D Cornell, Associate Director of Operations, South Tyneside
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Link to ICB corporate aims (please tick all that apply)

CA1: Improve outcomes in population health and healthcare	✓
CA2: tackle inequalities in outcomes, experience and access	✓
CA3: Enhance productivity and value for money	✓
CA4: Help the NHS support broader social and economic development	✓

Relevant legal/statutory issues

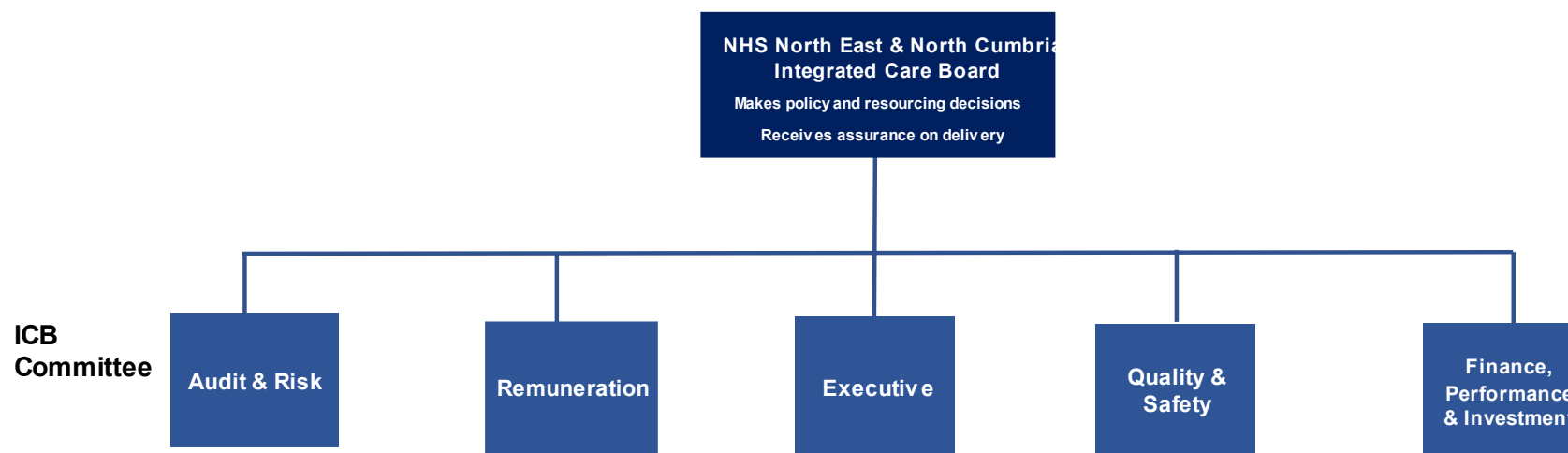
Health and Care Act 2022.

Any potential/actual conflicts of interest associated with the paper? (please tick)	Yes		No		N/A	✓
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Item: 4c
Enclosure: 5

If yes, please specify						
Equality analysis completed (please tick)	Yes		No		N/A	✓
If there is an expected impact on patient outcomes and/or experience, has a quality impact assessment been undertaken? (please tick)	Yes		No		N/A	✓
Key implications						
Are additional resources required?	None noted.					
Has there been/does there need to be appropriate clinical involvement?	Yes, as part of developing the ICB operating model.					
Has there been/does there need to be any patient and public involvement?	This will be part of the ICB operating model going forward.					
Has there been/does there need to be partner and/or other stakeholder engagement?	Yes, as part of developing the ICB operating model.					

ICB OPERATING MODEL – GOVERNANCE



Committee Chairing Arrangements

Committee	Chair	Vice-Chair	Other Membership	Other exemptions
Audit	Independent Non-Executive Member of the Board (Must not be a chair of any other committee and as far as possible not be a member of any other committee)	Independent Non-Executive member of the Board	Two other Independent Members (Do not need to be non-executive members of the Board)	Neither the Chair of the Board or ICB employees can be members of the Committee
Remuneration	Independent Non-Executive Member of the Board	Independent Non-Executive Member of the Board	One other independent Non-Executive Member of the Board	The Chair of the Audit Committee may not be a member of the Committee The Chair of the Board may be a member of the Committee but may not be appointed as the Chair or Vice Chair
Executive	Chief Executive	Executive Medical Director	All other Executive Directors	-
Quality and Safety	Independent Non-Executive Member of the Board	Independent Non-Executive Member of the Board	As set out in the terms of reference	The Chair cannot be the Audit Committee Chair or Vice Chair.
Finance, Performance and Investment	Independent Non-Executive Member of the Board	Independent Non-Executive Member of the Board	As set out in the terms of reference	The Chair of this Committee cannot also be the Audit Committee Chair