

<b>Meeting name:</b>	WY ICB Board
<b>Agenda item no.</b>	16
<b>Meeting date:</b>	24 September 2024
<b>Report title:</b>	ICB Constitution (including Standing Orders)
<b>Report presented by:</b>	Laura Ellis, Director of Corporate Affairs
<b>Report approved by:</b>	Laura Ellis, Director of Corporate Affairs
<b>Report prepared by:</b>	Alison Horsfield, Governance Manager

<b>Purpose and Action</b>			
Assurance <input checked="" type="checkbox"/>	Decision <input type="checkbox"/> (approve/recommend/ support/ratify)	Action <input type="checkbox"/> (review/consider/comment/ discuss/escalate)	Information <input checked="" type="checkbox"/>
<b>Previous considerations:</b>			
Audit Committee – 4 September 2024			
<b>Executive summary and points for discussion:</b>			
<p>The ICB constitution sets out clear principles, values, processes and standards which govern how the ICB operates. It establishes a framework which allows us to develop and adapt our detailed arrangements over time to deliver our mission and meet the needs of our communities.</p> <p>On 1 July 2022, the Board noted the ICB’s Constitution and Standing Orders (which had been approved by NHS England and Improvement on 1 June 2022), and a number of minor changes were agreed in November 2022, May 2023, and March 2024.</p> <p>The ICB Constitution and supporting documentation such as the schemes of delegation and the Standing Financial Instructions are kept under ongoing review. A small number of changes have been identified as a result of technical changes from the new model constitution published by NHS England on 12 July 2024, and in summary include:</p> <ul style="list-style-type: none"> <li>• clarifications on role of senior non-executive manager, audit chair, and vice-chair</li> <li>• tenure for non-executive members 3 terms of 3 years, with rigorous review after 6 years</li> <li>• updating the reference to procurement rules to take account of the Provider Selection Regime and the Procurement Act 2023</li> <li>• removing the clauses related to the establishment of the ICB</li> <li>• a small number of cross-references to other legislation</li> </ul> <p>The Audit Committee has been consulted on the proposed changes prior to the ICB Board, and is supportive of the amendments. The Board is asked to approve the changes and support an application to NHS England for variation of the Constitution.</p>			
<b>Which purpose(s) of an Integrated Care System does this report align with?</b>			
<input checked="" type="checkbox"/> Improve healthcare outcomes for residents in their system <input checked="" type="checkbox"/> Tackle inequalities in access, experience and outcomes			

<input checked="" type="checkbox"/> Enhance productivity and value for money <input checked="" type="checkbox"/> Support broader social and economic development
<b>Recommendation(s)</b>
The WY ICB Board is asked to <b>APPROVE</b> the proposed changes to the ICB Constitution for submission to NHS England.
<b>Does the report provide assurance or mitigate any of the strategic threats or significant risks on the Corporate Risk Register or Board Assurance Framework? If yes, please detail which:</b>
There are no risks associated with this report.
<b>Appendices</b>
None
<b>Acronyms and Abbreviations explained</b>
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### What are the implications for?

<b>Residents and Communities</b>	The constitution sets out our commitment to meet the health needs of our residents and communities.
<b>Quality and Safety</b>	The constitution is designed to ensure that people have access to high quality, safe services.
<b>Equality, Diversity and Inclusion</b>	Section 4.6.4 i – the Board and committees must consider the equality and diversity implications of all decisions.
<b>Finances and Use of Resources</b>	None identified
<b>Regulation and Legal Requirements</b>	The constitution complies with legal requirements.
<b>Conflicts of Interest</b>	Section 6 – Conflicts of interest.
<b>Data Protection</b>	Section 1.4.5 f – Information law
<b>Transformation and Innovation</b>	The constitution is designed to support our ambitions for transformation and innovation.
<b>Environmental and Climate Change</b>	The constitution is designed to support our sustainability ambitions.
<b>Future Decisions and Policy Making</b>	None identified.
<b>Citizen and Stakeholder Engagement</b>	Section 9 sets out our approach.  There was extensive engagement on the constitution prior to original approval. The proposed changes follow internal governance review and do not require further engagement.

## 1. Introduction

- 1.1 The ICB constitution sets out clear principles, values, processes and standards which govern how the ICB operates. It establishes a framework which allows us to develop and adapt our detailed arrangements over time to deliver our mission and meet the needs of our communities.
- 1.2 On 1 July 2022, the Board noted the ICB’s Constitution (which had been approved by NHS England and Improvement on 1 June 2022) and subsequently made a number of minor changes in November 2022, May 2023, and March 2024.
- 1.3 The Constitution and supporting documentation are kept under ongoing review. A small number of changes have been identified as a result of technical changes from the new model constitution published on the 12 July 2024, and in summary include:
- clarifications on role of senior non-executive manager, audit chair, and vice-chair
  - tenure for non-executive members 3 terms of 3 years, with rigorous review after 6 years
  - updating the reference to procurement rules to take account of the Provider Selection Regime and the Procurement Act 2023
  - removing the clauses related to the establishment of the ICB
  - a small number of cross-references to other legislation

## 2. Proposed changes – Constitution

- 2.1 The full Constitution can be viewed at [ICB Constitution](#), it is not appended in full to the report, in order to minimise the volume of papers; references to the appropriate sections are set out below for ease of reference.
- 2.2 The proposed amendments are set out in the table below:

Page	Section	Amendment
16	2.2.3 (f)	Insertion of additional wording: <b>“(one of which, but not the Audit Committee Chair, will be appointed as Vice Chair; and one of which, who may be the Vice Chair or Audit Committee Chair, will be appointed the Senior Non-executive member)”</b>  The purpose of the amendment of section is to permit appointment of a Vice Chair and a Senior Non-executive member from the pool of Non-executive members.
18	3.1.1b	Replacement of the word ‘willing’ with ‘ <b>committed</b> ’ in respect of upholding the Nolan Principles.
20	3.3.4	Amendment of section to reflect Chair’s term of office and

Page	Section	Amendment
		<p>maximum terms that can be served.</p> <p>“The term of office for the Chair will be a <b>maximum of 3</b> years and the total number of terms a Chair may serve is 3 terms.”</p>
20	3.4	<p>Insertion of new section 3.4 (and subsequent renumbering of following sections. New section sets out criteria for appointment of Vice Chair and Senior Non-Executive Member.</p> <p><b>“3.4 Vice Chair and Senior Non-executive Member</b></p> <p><b>3.4.1 The Vice Chair is to be appointed from amongst the non-executive members by the board subject to the approval of the Chair.</b></p> <p><b>3.4.2 No individual shall hold the position of Chair of the Audit Committee and Vice Chair at the same time.</b></p> <p><b>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.”</b></p>
40	3.21	<p>Deletion of section relating to the appointment of ordinary members at establishment of ICBs. The section is no longer required.</p>
46	4.6.8 (a)	<p>Amendment of section to reflect that the Audit Committee cannot be chaired by the Vice Chair:</p> <p>“The Audit Committee will be chaired by a non-executive member (other than the Chair <b>and the Vice Chair</b> of the ICB) who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters.”</p>
53	7.2.8 (a – e)	<p>Insertion of section to take into account the Joint Forward Plan:</p> <p>“The ICB will publish, with our 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 (<b>the ‘Joint Forward Plan’</b>). The plan will, in particular</p> <p><b>a) describe the health services for which the ICB proposes to make arrangements in the exercise of its functions</b></p> <p><b>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)</b></p> <p><b>c) set out any steps that the ICB proposes to take proposed steps to implement the Bradford District</b></p>

Page	Section	Amendment
		<p>and Craven, Calderdale, Kirklees, Leeds, North Yorkshire and Wakefield local health and wellbeing strategy(ies).</p> <p>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.</p> <p>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).</p>
53	7.3.2	<p>Amendment of section to reflect the enactment and implementation of the Provider Selection Regime and the Procurement Act 2023:</p> <p>“Healthcare <b>and non-healthcare</b> 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 <b>and the Procurement Act 2023.</b>”</p>
53	7.3.3	<p>Amendment of section to reflect the enactment and implementation of the Provider Selection Regime and the Procurement Act 2023:</p> <p>“The ICB will comply with the requirements of the NHS Provider Selection Regime <b>and the Procurement Act 2023. including:-</b></p> <p><del>a) — complying with existing procurement rules until the provider selection regime comes into effect.</del></p>
<b>Appendix One Definitions</b>		
60	-	<p>Insertion of Definition of ‘Joint Forward Plan Condition’:</p> <p>“The ‘Forward Plan Condition’ as described in the <b>Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.</b>”</p>
60	-	<p>Insertion of Definition of ‘Level of Services Provided Condition’:</p> <p>“The ‘Level of Services Provided Condition’ as described in the <b>(Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.</b>”</p>
<b>Appendix Two Standing Orders</b>		
63	4.2.2	<p>Split of paragraph into two new paragraphs (and subsequent renumbering of future sections) to permit the appointment of the Vice Chair to act in the Chair’s stead at meetings:</p> <p><b>“4.2.2 If the Chair is absent or is disqualified from participating by a conflict of interest, the Vice Chair</b></p>

Page	Section	Amendment
		shall preside over meetings in the Chair's stead.”  “4.2.3 If both the Chair and the Vice Chair are absent or disqualified from participating by a conflict of interest, the assembled members to appoint a non-executive member (but not the Audit Committee Chair) temporary Vice Chair, for the purpose of chairing the meeting.”
65	4.7.1 (a)	Amendments from 'Deputy Chair' to ' <b>Vice Chair</b> '.
65	4.7.2 (c)	Insertion of section confirming that a nominated deputy will count towards the quorum in meetings of the board:  “A nominated deputy permitted in accordance with standing order 4.5 will count towards quorum for meetings of the board.”

### 3. Process for amending the ICB Constitution

- 3.1 The procedure for proposal and agreement of variations to the ICB Constitution is that the Chair and/or Chief Executive may periodically propose amendments to the Constitution, which are submitted to the Board for approval.
- 3.2 If the changes are deemed material, there would be an engagement process with partners in the ICB. In this instance, the changes are not deemed material and this has not been necessary. Examples of material changes would be changes to the membership of the Board or to decision-making procedures.
- 3.3 Proposed changes are then submitted to NHS England for approval – the amendments cannot be implemented until an application to NHS England for variation has been approved.

### 4. Next Steps

Following approval by the Board, an application for variation will be submitted to NHS England. Once approved by NHS England, the constitution will be updated and published on the ICB's website.

### 5. Recommendations

The WY ICB Board is asked to **APPROVE** proposed changes to the ICB Constitution for submission to NHS England.