

NHS West Yorkshire Integrated Care Board

Transformation Committee

Terms of Reference

Version control

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Responsible Officer:	Director of Strategy and Partnerships
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Change history

Version number	Changes applied	By	Date
0.1	Initial draft	Hayden Ridsdale	11/02/2022
0.2	Amends in line with template ToR	Stephen Gregg, Governance Lead	09/03/2022
0.3	Amends	Ian Holmes, Director of Strategy and Partnerships designate	27/04/2022
0.4	Amendments following consideration by WY Partnership Board on 7/06/22 review by Ian Holmes, James Thomas Medical Director designate	Stephen Gregg	15/06/22
1.0		Approved by the Board	01.07.22
2.0	Addition of REN representative as an attendee	Approved by the Board	15.11.22
2.1	End of year governance review	Ian Holmes	09.08.23
3.0	Approved by ICB Board		19.09.23
3.1	Changes to membership and reflecting co-chair arrangements	Laura Ellis	07.11.23
4.0	Approved by ICB Board (under urgent decision process)		07.11.23
4.1	End of year review following self-assessment survey	Arunangsu Chatterjee, Chair / Ian Holmes, Director of Strategy and Partnerships	16.04.24
5.0	Annual review following end of year effectiveness self-assessment	Approved by Board	25.06.2024

1. Introduction

- 1.1 The Transformation Committee ('the Committee') is established as a committee of the ICB Board, in accordance with the ICB's Constitution, Standing Orders and Scheme of Reservation and Delegation.
- 1.2 These terms of reference, which must be published on the ICB website, set out the remit, responsibilities, membership and reporting arrangements of this Committee and may only be changed with the approval of the ICB Board. The Committee has no executive powers, other than those specifically delegated in these terms of reference.
- 1.3 The ICB is part of the West Yorkshire Integrated Care System, which has four core purposes:
- improving population health and healthcare;
 - tackling unequal outcomes and access;
 - enhancing productivity and value for money; and
 - helping the NHS to support broader social and economic development.
- 1.4 The ICS has identified a set of guiding principles that shape everything we do:
- We will be ambitious for the people we serve and the staff we employ.
 - The West Yorkshire partnership belongs to its citizens and to commissioners and providers, councils and NHS. We will build constructive relationships with communities, groups and organisations to tackle the wide range of issues which have an impact on health inequalities and people's health and wellbeing.
 - We will do the work once – duplication of systems, processes and work should be avoided as wasteful and potential source of conflict.
 - We will undertake shared analysis of problems and issues as the basis of taking action.
 - We will apply subsidiarity principles in all that we do – with work taking place at the appropriate level and as near to local as possible.
- 1.5 The ICS has committed to behave consistently as leaders and colleagues in ways which model and promote our shared values:
- We are leaders of our organisation, our place and of West Yorkshire.
 - We support each other and work collaboratively.
 - We act with honesty and integrity, and trust each other to do the same.
 - We challenge constructively when we need to.
 - We assume good intentions; and
 - We will implement our shared priorities and decisions, holding each other mutually accountable for delivery.

2. Purpose, role and responsibilities

2.1 The Committee will support the ICB in delivering its strategic objectives and the following statutory functions:

- I. Improving the quality of services (Health and Care Bill 2021, Section 14Z34)
- II. Reducing inequalities in service provision and access (Health and Care Bill 2021, Section 14Z35)
- III. Promoting innovation in service provision (Health and Care Bill 2021, Section 14Z39)

2.2 The role of the Committee is principally to lead system transformation, including the development and adoption of service redesign and best clinical practice across West Yorkshire. It will take efficient and effective decisions about the commissioning of services, clinical pathways, clinical standards, medicines and service specifications on behalf of the ICB, on matters which satisfy the three tests for system working.

2.3 Its responsibilities are to:

- I. Take decisions that align with and uphold the values of the ICB, providing high quality, sustainable and inclusive services for the diverse population of West Yorkshire
- II. Agree West Yorkshire commissioning policies.
- III. Agree West Yorkshire clinical pathways, clinical thresholds, service specifications and service standards.
- IV. Commission services that require acting at scale to deliver on the ICB's priorities and ambitions for people.
- V. Take a holistic view that reflect the values of the ICB, working with place, provider trusts, primary care, local authorities and the voluntary sector to inform decision-taking
- VI. Take decisions relating to the coordination of service provision beyond the West Yorkshire ICB region, with other ICBs
- VII. To provide oversight of the development and delivery of the ICSs digital strategy and associated action plans
- VIII. To provide oversight of the development and delivery of the ICS workforce strategy and action plans (this excludes ICB employed staff)
- IX. To provide assurance around the transformation capabilities maturity to execute and manage change with evolving strategic and operational goals.
- X. To provide assurance to the board that transformation priorities agreed by the ICB are effectively designed, executed and monitored.

3. Membership and attendance

3.1 The membership will comprise:

- **Chair** – A Non-Executive Member of the ICB
- **Vice Chair** – A Non-Executive Member of the ICB
- ICB Medical Director
- ICB Director of Nursing
- ICB Director of Strategy and Partnerships
- ICB Director of Finance
- ICB People Director
- ICB Chief Data and Information Officer
- 5 x Place representatives
- Healthwatch representative

3.2 **Attendees**

- ICB Chief Executive
- Partner representatives (sector / collaborative) may be invited to attend as required.
- Subject matter experts as required

3.3 A member of the Race Equality Network will be invited to attend the meeting.

3.4 ICB officers may request or be requested to attend the meeting when matters concerning their responsibilities are to be discussed or they are presenting a paper.

3.5 Any member of the ICB Board can be in attendance subject to agreement with the Chair.

4. Arrangements for the conduct of business

Chairing meetings

The meetings will be run by the chair. In the event of the chair of the committee being unable to attend all or part of the meeting, the Vice-Chair shall chair the meeting.

Quoracy

No business shall be transacted unless at least 50% of the membership and including the following are present:
at least one independent non-executive member, an executive director; place member.

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.

Members of the Committee may participate in meetings by telephone, video or by other electronic means where they are available and with the prior agreement of the Chair. Participation by any of these means shall be deemed to constitute presence in person at the meeting. Members are normally expected to attend at least 75% of meetings during the year.

With the permission of the Chair, members of the Committee may nominate a deputy to attend a meeting of the Committee that they are unable to attend. The deputy may speak and vote on their behalf. The decision of the Chair regarding authorisation of nominated deputies is final.

4.1 Voting

In line with the ICB's Standing Orders, it is expected that decisions will be reached by consensus. Should this not be possible, each voting member of the Committee will have one vote, the process for which is set out below:

- a. All members of the committee who are present at the meeting will be eligible to cast one vote each. (For the sake of clarity, members of the committee are set out at paragraph 3.1; attendees and observers do not have voting rights.)
- b. Absent members may not vote by proxy. Absence is defined as being present at the time of the vote but this does not preclude anyone attending by teleconference or other virtual mechanism from exercising their right to vote if eligible to do so.
- c. A resolution will be passed if more votes are cast for the resolution than against it.
- d. 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.

- e. Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

4.2 Frequency of meetings

The Committee will meet quarterly and work to an agreed workplan. The Chair may call meetings at any time by giving not less than 14 calendar days' notice in writing to members of the Committee.

One third of the members of the Committee 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 Committee members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the Committee specifying the matters to be considered at the meeting.

In emergency situations the Chair may call a meeting with two days' notice by setting out the reason for the urgency and the decision to be taken.

4.3 Urgent decisions

In the case of urgent decisions and extraordinary circumstances, every attempt will be made for the Committee to meet virtually. Where this is not possible the following will apply:

- a) The powers which are delegated to the Committee, may for an urgent decision be exercised by the Chair of the Committee and the Director of Strategy and Partnerships/Deputy Chief Executive.
- b) The exercise of such powers shall be reported to the next formal meeting of the Committee for formal ratification, where the Chair will explain the reason for the action taken, and the ICB Audit Committee for oversight.

4.4 Declarations of interest

If any member has an interest, financial or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the ICB's Conflicts of Interests Policy. Subject to any previously agreed arrangements for managing a conflict of interest, the chair of the meeting will determine how a conflict of interest should be managed. The chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual must

comply with these arrangements, which must be recorded in the minutes of the meeting.

4.5 Support to the Committee

The Committee's lead director is the Director of Strategy and Partnerships/Deputy Chief Executive.

Administrative support will be provided to the Committee by officers of the ICB. This will include:

- Agreement of the agenda with the Chair in consultation with the Lead Director, taking minutes of the meetings, keeping an accurate record of attendance, key points of the discussion, matters arising and issues to be carried forward.
- The maintenance of an on-going list of actions, specifying members responsible, due dates and keeping track of these actions.
- The circulation of agendas and supporting papers to members one week before the meeting.
- The drafting of minutes for quality checking by the relevant lead officer within ten working days of the meeting, before sending to the relevant Lead Director and Chair for review within a further five working days. The draft minutes will be distributed to all members and attendees of the meeting, following review by the Chair, within one calendar month of the meeting.
- The updating and maintenance of an annual work plan.

5. Authority

- 5.1 The Committee is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee of the ICB and they are directed to co-operate with any such request made by the Committee.
- 5.2 The Committee is authorised to commission any reports or surveys it deems necessary to help it fulfil its obligations.
- 5.3 The Committee is authorised to obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary. In doing, so, the Committee must follow procedures put in place by the ICB for obtaining legal or professional advice.
- 5.4 The Committee is authorised to create sub-committees or working groups as are necessary to fulfil its responsibilities within its terms of reference. The Committee may not delegate executive powers delegated to it within these

terms of reference (unless expressly authorised by the ICB Board) and remains accountable for the work of any such group.

6. Reporting

- 6.1 The Committee shall submit its minutes to each formal ICB Board meeting.
- 6.2 The Chair shall draw to the attention of the ICB Board any significant issues or risks relevant to the ICB.
- 6.3 The Committee's minutes will be published on the ICB website once ratified.
- 6.4 The Committee shall submit an annual report to the ICB Audit Committee and the ICB Board.
- 6.5 The Committee will receive for information the minutes of other meetings which are captured in the Committee work plan e.g. sub-committees.

7. Conduct of the committee

- 7.1 All members will have due regard to and operate within the Constitution of the ICB, standing orders, standing financial instructions and other financial procedures.
- 7.2 Members must 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.
- 7.3 Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.
- 7.4 The Committee shall agree an Annual Work Plan with the ICB Board.
- 7.5 The Committee shall undertake an annual self-assessment of its own performance against the annual plan, membership and terms of reference. This self-assessment shall form the basis of the annual report from the Committee.
- 7.6 Any resulting changes to the terms of reference shall be submitted for approval by the ICB Board.