



ENC. M1

Meeting:	ICS Board	
Report Title:	ICS Board - Revised Governance Arrangements	
Date of meeting:	13 June 2019	
Agenda Item Number:	16	
Work-stream SRO:	David Pearson, ICS Independent Chair	
Report Author:	Deborah Jaines, Deputy Managing Director	
Attachments/Appendices:	Annex A - Extract of ICS 'Partnership' Board requirements from Long Term Plan Enc. M2. Annex B - Revised Terms of Reference	
Report Summary:		
<p>Following the discussion at the ICS Board on 11 April, it was agreed that the review of effectiveness of the Board (originally proposed for July 2019) should be deferred until April 2020.</p> <p>Nevertheless, the Board agreed that a number of issues needed to be discussed and resolved in the near term.</p> <p>Those issues mentioned at the April Board meeting were listed as:</p> <ul style="list-style-type: none"> • Indemnity • Voting arrangements for clinical members of the group • Membership and representation on the Board, which could be fulfilled by existing Board members, including public health, workforce and Information/digital. <p>The Chair asked that these issues and any other pressing matters be collated and brought to a future meeting. This short paper provides a list of the issues that have been identified through this process and offers some potential solutions to address the governance matters that need to be resolved in advance of the fuller review of the Board's effectiveness in 2020.</p>		
Action:		
<input type="checkbox"/> To receive <input checked="" type="checkbox"/> To approve the recommendations		
Recommendations:		
1.	Review and agree the proposed changes (shown as tracked changes) to the Terms of Reference shown in Annex B.	
2.	Agree that non-executive directors or elected members could take a role as sponsors for key issues listed in section 5.	
Key implications considered in the report:		
Financial	<input type="checkbox"/>	
Value for Money	<input type="checkbox"/>	
Risk	<input type="checkbox"/>	



Legal	<input checked="" type="checkbox"/>	Preliminary legal advice from Browne Jacobson was sought, as advised by the Board previously			
Workforce	<input type="checkbox"/>				
Citizen engagement	<input type="checkbox"/>				
Clinical engagement	<input type="checkbox"/>				
Equality impact assessment	<input type="checkbox"/>				
Engagement to date:					
Board	Partnership Forum	Finance Directors Group	Planning Group	Workstream Network	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Performance Oversight Group	Clinical Reference Group	Mid Nottinghamshire ICP	Nottingham City ICP	South Nottinghamshire ICP	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Contribution to delivering the ICS high level ambitions of:					
Health and Wellbeing	<input type="checkbox"/>				
Care and Quality	<input type="checkbox"/>				
Finance and Efficiency	<input type="checkbox"/>				
Culture	<input checked="" type="checkbox"/>				
Is the paper confidential?					
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Note: Upon request for the release of a paper deemed confidential, under Section 36 of the Freedom of Information Act 2000, parts or all of the paper will be considered for release.					



ICS BOARD - REVISED GOVERNANCE ARRANGEMENTS

13 June 2019

Introduction

1. Following the decision to defer a full review of the effectiveness of the ICS Board until 2020, this paper brings together a number of issues that need resolution in the near term. These issues have been gathered in the following ways:
 - Identified in the Board meeting of 11 April.
 - 1-1 discussions between the Chair and other Board members.
 - A check against the requirements of ICS Boards as indicated in the Long Term Plan (Annex A).
 - Identified by the ICS Governance Task and Finish Group.
 - Highlighted by Browne Jacobson as needing resolution earlier than 2020.

Issues arising

2. The issues requiring specific earlier remedy have been addressed in the revised Terms of Reference (TOR), attached at Annex B.
3. In summary, the revised TOR seek to:
 - Make a clearer distinction that the ICS Board is not a statutory organisation but that it performs an important partnership role.
 - Alters the voting arrangements to take account of the establishment of three ICPs and considers these as 'organisations' for the purpose of voting. In this way, providing a 'vote' for clinical representatives of the ICPs.
 - Includes the Independent Chair in the voting arrangements, as per the legal advice received and to address concerns raised at the Governance Task and Finish Group.
 - Incorporates the working principles agreed at the meeting of the ICS Board 9 May 2019.
 - Includes the City Council as members following the period of their suspended membership.
4. Board members are asked to review Annex B, which show the revisions as tracked changes and agree which of the changes to the Terms of Reference can be adopted.

Issues for further consideration

5. The Board will wish to balance the effective undertaking of Board functions alongside proportionate membership and attendance. Current Board



members had previously asked that consideration be given to how the following issues could be adequately represented at the Board:

- Prevention and population health management (a previous proposal for the creation of a new ICS role having been rejected, 15 March 2019)
 - Workforce and Organisation Development (a previous proposal for the creation of a joint role with the CCG having been rejected, 15 March 2019)
 - Digital and information (to mirror the CIO/CCIO responsibilities of statutory organisations and to sponsor the exploitation of digital opportunities).
6. Prevention issues regularly feature on the ICS Board agenda although no single person ensures that prevention and population health management are considered as part of other papers that might be presented. Workforce and OD and 'Digital' are issues that are raised on an ad hoc basis but there is no consistent 'championing' of these issues.
 7. One way of overcoming this would be for a non-executive director or elected member to take a role in actively championing these issues and sponsoring discussions in the Board meetings. If there is enough interest in this as a potential solution, the Independent Chair would be happy to convene a meeting of interested members to flesh out what this might mean in practice and what benefits this could bring to the Board.
 8. Board members are asked to give a view on whether non-executive directors or elected members could take a role as sponsors for key issues listed in section 5.
 9. Browne Jacobson have been commissioned to provide a decision-making 'tree' to provide absolute clarity on which decisions can be taken at the ICS Board so that this Board does not inadvertently fetter the decisions or actions of a statutory board. This should be available by the end of July 2019.

Issues remaining for the longer-term review in March 2020.

10. Following legal advice, it was proposed that in the longer term work is undertaken to create a governance manual providing a clear framework in which the Board would operate. This would incorporate a clear demonstration of where decisions are made. One of the issues raised by Board members pertained to the need for indemnity which should be dealt with through the creation of such a manual.
11. There is no current dispute resolutions process but this would be an explicit part of the governance manual.

Recommendations

12. The ICS Board is recommended to:

- Review and agree the proposed changes (shown as tracked changes) to the Terms of Reference shown at Annex B.
- Agree that non-executive directors or elected members could take a role as sponsors for key issues listed in section 5.

Deborah Jaines
Deputy Managing Director
May 2019



Annex A

Section 1.52 of the Long-Term Plan outlines requirements for ICS Boards as follows:

- A 'partnership board', drawn from and representing commissioners, trusts, primary care networks, and – with the clear expectation that they will wish to participate - local authorities, the voluntary and community sector and other partners;
- A non-executive chair (locally appointed, but subject to approval by NHS England and NHS Improvement) and arrangements for involving non-executive members of boards/ governing bodies;
- Sufficient clinical and management capacity drawn from across their constituent organisations to enable them to implement agreed system-wide changes;
- Full engagement with primary care, including through a named accountable Clinical Director of each primary care network;
- A greater emphasis by the Care Quality Commission (CQC) on partnership working and system-wide quality in its regulatory activity, so that providers are held to account for what they are doing to improve quality across their local area;
- All providers within an ICS will be required to contribute to ICS goals and performance, backed up by a) potential new licence conditions (subject to consultation) supporting NHS providers to take responsibility, with system partners, for wider objectives in relation to use of NHS resources and population health; and b) longer-term NHS contracts with all providers, that include clear requirements to collaborate in support of system objectives;
- Clinical leadership aligned around ICSs to create clear accountability to the ICS. Cancer Alliances will be made coterminous with one or more ICS, as will Clinical Senates and other clinical advisory bodies. ICSs and Health and Wellbeing Boards will also work closely together.