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Health and Care Partnership

Kirklees ICB Committee Terms of Reference

Version control

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Approved by: ICB Board

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Responsible Officer: Accountable Officer (Kirklees)

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Change history

Version number	Changes applied	By	Date
0.1	Initial draft	Laura Ellis	21.09.21
0.2	Updated draft following discussion at KIHCLB 30.09.21 and ICS Governance Group 01.10.21	Laura Ellis	11.10.21
0.3	Updated draft following discussion on Kirklees vision, principles at KIHCLB 02.12.21	Laura Ellis	13.12.21
0.4	Updated draft following Constitution engagement, and amend to membership	Laura Ellis	21.03.22
0.5	Updated draft re urgent decisions and public bodies act	Laura Ellis	17.06.22
1.0	APPROVED	ICB Board	01.07.22

1.1	Reviewed version agreed unchanged.	Kirklees ICB Committee	10/05/23
2.0	APPROVED.	ICB Board	18/07/23
2.1	Reviewed version agreed with change to quarterly cycle.	Kirklees ICB Committee	13/03/24
2.2	Section 3.8 reviewed and revised to align standards across all committees and sub-committees of the ICB.	Kirklees ICB Committee	08/05/24
3.0	Annual review following end of year effectiveness self-assessment	Approved by Board	25.06.2024

1. Introduction

1.1 The Kirklees ICB Committee is established as a committee of the ICB Board, in accordance with the ICB's Constitution, Standing Orders and Scheme of 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 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.

1.4 The ICB 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.

1.5 The Kirklees Health and Wellbeing Plan sets out the Kirklees Vision:

'No matter where they live, people in Kirklees live their lives confidently and responsibly, in better health, for longer and experience less inequality.

1.6 The Kirklees Health and Wellbeing Plan sets out the Kirklees Outcomes:

- Children - children have the best start in life;
- Healthy - people in Kirklees are as well as possible for as long as possible;
- Achievement - people in Kirklees have aspiration and achieve their ambitions through education, training, employment and lifelong learning;
- Safe & Cohesive - people in Kirklees live in cohesive communities, feel safe and are safe / protected from harm;
- Economic - Kirklees has sustainable economic growth and provides good employment for and with communities and businesses;
- Clean & Green – people in Kirklees experience a high quality, clean and green environment.
- Independent - people in Kirklees live independently and have control over their lives;

1.7 The focus of the Kirklees Partnership approach is to:

- Work with local communities in Kirklees;
- Focus on prevention and early intervention;
- Empower people to stay independent;
- Deliver high quality acute and specialist services;
- Do work once, avoiding duplication and make sure things are strong-seamed; and
- Commit to openness, transparency and involvement

1.8 The Kirklees Health and Wellbeing Plan sets out a number of priority areas:

- Tackling underlying causes
    - Creating communities where people can start well, live well and age well
- Improving outcomes and experience
    - Creating integrated person-centred support for the most complex individuals
- Using our assets to best effect
    - Developing our people to deliver the priorities and foster resilience
    - Developing estate to deliver high quality services that serve the needs of the local population
    - Harnessing digital solutions to make the lives of people easier

2. Membership

2.1 This part of the terms of reference describes the membership of the Kirklees ICB Committee. Further information about the criteria for the roles and how they are appointed is documented separately.

2.2 Core membership

2.2.1 Independent Members

- Chair
- 2 x independent members

2.2.2 Executive Members

- ICB Accountable Officer (Kirklees)
- ICB Kirklees Place finance lead
- ICB Kirklees Place quality lead

2.2.3 Clinical representative drawn from the Kirklees Clinical and Professional Forum

2.2.4 Partner Members

- 1 x Local Authority
- 2 x Primary Care (general practice)
- 1 x Calderdale & Huddersfield NHS Foundation Trust
- 1 x Mid Yorkshire Hospitals NHS Foundation Trust
- 1 x South West Yorkshire Partnership NHS Foundation Trust
- 1 x Community Services Provider
- 1 x VCSE (via Kirklees Third Sector Leaders)
- 1 x Healthwatch

2.3 Required attendees

- Chair of Health and Wellbeing Board
- Director of Public Health

2.4 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.

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

3. Arrangements for the conduct of business

3.1 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 remaining members of the committee should appoint a chair for the meeting.

3.2 Quoracy

No business shall be transacted unless at least 50% of the membership (which equates to 8 individuals) and including the following are present: at least 1 independent chair/member; at least 1 executive member; and at least 2 partner members.

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 person presiding over the meeting, the Executive Members and the Partner 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 person presiding over the meeting regarding authorisation of nominated deputies is final.

3.3 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 2.2; attendees and observers do not have voting rights.)

b. Absent members may not vote by proxy. Attendance 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.

The Kirklees Place Based Partnership Collaboration Agreement sets out a dispute resolution process.

3.4 Frequency of meetings

The Committee will normally meetquarterly.

The Chair may call an additional meeting 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.

3.5 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 Accountable

Officer (Kirklees). This is subject to every effort having been made to consult with as many Committee members as possible, including at least one independent member, in the given circumstances.

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.

3.6 Admission of the press and public

Meetings of the Committee will be open to the public.

The Committee may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings.

The chair of the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Committee's business shall be conducted without interruption and disruption.

The public may be excluded from a meeting to suppress or prevent disorderly conduct or behaviour.

Matters to be dealt with by a meeting following the exclusion of representatives of the press, and other members of the public shall be confidential to the members of the Committee.

A public notice of the time and place of the meeting and how to access the meeting shall be given by posting it at the offices of the ICB body and electronically at least 7 calendar days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.

The agenda and papers for meetings will be published electronically in advance of the meeting excluding, if thought fit, any item likely to be addressed in part of a meeting is not likely to be open to the public.

3.7 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.

3.8 Support to the Committee

The Committee's lead manager is the ICB Accountable Officer (Kirklees).

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

- Agreement of the agenda with the Chair in consultation with the Lead Manager, taking minutes of the meetings, keeping an accurate record of attendance, key points of the discussion, matters arising and issues to be carried forward.
- Maintaining an on-going list of actions, specifying members responsible, due dates and keeping track of these actions.
- Sending out agendas and supporting papers to members five working days before the meeting.
- Producing minutes of the meeting in accordance with the following practice:-
    - The minutes of the meeting will be drafted, and quality checked by the relevant lead officer, within ten working days of the meeting;
    - The draft minutes will be sent to the relevant lead Director and Chair for review within a further five working days; and
    - 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 (applicable to all bi-monthly and quarterly meetings).
- An annual work plan to be updated and maintained on a monthly basis.

4. Remit and responsibilities of the committee

The Kirklees ICB Committee has been provided with delegated authority to make decisions about the use of NHS resources in Kirklees, including the agreement of contracts for relevant services. The decisions reached are the decisions of the ICB, in line with the organisation’s scheme of delegation.

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 Kirklees ICB Accountable Officer 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.