

## ICB Strategy & Transformation Executive Terms Of Reference: TOR

### **(1) Introduction**

- 1.1 The Integrated Care Board (the Board or ICB) must ensure it can effectively discharge its full range of statutory functions and duties. This includes establishing committees of the ICB, to support the Board and exercise any delegated functions, to help effective discharging of their range of functions.
- 1.2 All TORs must be published on the website, within the ICB Governance Handbook.

### **(2) Authority**

- 2.1 The Strategy & Transformation Executive is established by the ICB as a Management Group as part of broader ICS synergistic governance. These TORs may only be changed with approval of the Board.
- 2.2 This is an Executive Committee (group) of the Board, acting as its “Strategy & Transformation Management Forum”. Its members, including those who are not members of the Board or ICB staff, are bound by ICB’s Constitution Standing Orders and other key policies of the ICB.
- 2.3 The group has executive powers, as delegated in the Scheme of Reservation & Delegation (SoRD) and specified in these TOR. The group is authorised by the Board to:
  - Investigate any activity within its TOR, including oversight of assigned Risk Management and Board Assurance Framework (BAF) activities within its lead responsibility area
  - Seek any information and commission any reports or remedial work deemed necessary to help fulfil its remit, from any employee or member of the ICB (who are directed to co-operate with any request made)
  - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if considered necessary to fulfil its functions (in doing so it must follow any procedures put in place by ICB for obtaining legal or professional advice)
  - Operational duties will be driven by ICB objectives and associated risks: this will be kept flexible to adapt to new and emerging circumstances, priorities or risks

### **(3) Purpose and Core Duties**

- 3.1 The group formalises the most-senior management decision-making forum, set out under ICB governance arrangements and Schemes of Delegation etc, to support and assist the strategy and transformation agenda. The group does not drive the ICS-ICB programme, nor does it set the strategic direction, as these are the roles of ICP & ICB.
- 3.2 The group is established as a collegiate, co-ordinating forum and Executive arm contributing to overall delivery of ICB objectives by providing oversight to Finance & Performance Committee on:

- The day-to-day operational management and delivery of strategic system transformation agenda, jointly exploring the implications of holding the system collectively to account for shared transformation, without stifling the ICB's powers and authority
- The operational implications of system-wide transformation by liaising with the other executive (synergistic governance) forums established underneath Board Assurance committees on matters of significance to its own and their agendas, to ensure consistency in approaches
- The development and implementation of ICB & system responses to the Integrated Care Strategy and other core, aligned system strategy & plans required for the strategic transformation of health & care services across the Staffordshire and Stoke-on-Trent footprint
- The development of new models / pathways of care at strategic whole-system level to inform Place and Provider Collaborative Committees implementation under subsidiarity
- Taking all necessary steps to support delivery of ICB's / ICS's objectives by determining relevant actions to remediate any initiatives where intervention is resisted or contradicting agreed ways of working, agreeing how the system will support each other to mitigate these impacts
- Acting in support of the F&P Committee in its role of providing assurance to ICB Board, by identifying any issues in relation to delivery of the Strategy & Transformation agenda

#### **(4) Membership and Attendance**

- 4.1 This is listed below; and may consist of or include persons other than Members or employees of the ICB. Members should be of a suitable calibre to conduct core business without having to take items back to their host organisation. (Unless the decision is a non-delegated sovereign matter of that partner required for their decision). For example, those who are experienced in and knowledgeable of committee functioning at their host, and ideally of board-level decision-making level.
- 4.2 Members will together possess between them knowledge, skills and experience to effectively discharge ICB functions, including any technical or specialist issues pertinent to ICB business. When determining the membership, active consideration will be made to diversity and equality.
- 4.3 Unless specifically requested by them, Local Authorities shall by default be included as Members in all Committee TORs as a default, except for the ICB's Audit and Remuneration Committees.
  - ICB Chief Transformation Officer (as Chair)
  - ICB Chief Delivery Officer (as Vice Chair)
  - ICB & System Partner Directors of Transformation / Strategy / Planning (or nominated deputies)
  - ICB & System Directors of Comms or Comms Leads (or nominated deputies)
  - Directors of Public Health / Adult Social care or equivalent LA-nominated members
  - ICB Place Committee Chairs or Leads (or nominated deputies)

- ICB Provider Collaborative Committee Chair or Lead (or nominated deputy)
- System Programme sub-group chairs or nominated reps<sup>1</sup>
- ICB SRO & System Digital / Data Leads
- Senior Healthwatch reps

Note: this list is not exhaustive – it is expected to evolve

- 4.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these TOR.
- 4.5 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter. The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

## **(5) Frequency, Quoracy and Decisions**

- 5.1 The group will meet monthly. Additional meetings may take place as required. In accordance with ICB Constitution Standing Orders, the group may meet virtually.
- 5.2 As the meeting is a Management Governance Forum, quoracy and voting rules are not required. Decisions will be taken in accordance with ICB Standing Orders; and will be by consensus.

## **(6) Responsibilities**

- 6.1 The group's duties and responsibilities are itemised within Section Three. Matters delegated to the group by the Board (as also defined by the SoRD) are itemised within Appendix One.

## **(7) Conflicts of Interest**

- 7.1 The group and all present shall fully and continuously satisfy itself that all matters of ICB policy, systems and processes for the management of conflicts (including gifts & hospitality and bribery) are upheld in all meetings.
- 7.2 For the avoidance of doubt, any additional non-NHS, national or statutory policy requirements shall also guide processes and procedures. This shall include sending any reports relating to non-compliance with ICB policy and procedures to the ICB Audit Committee.

## **(8) Etiquette, Behaviours and Conduct**

- 8.1 All Members and Attendees will be expected to conduct business in line with the ICB's stated values and objectives. Members and those attending shall always behave in accordance with the ICB's Constitution, Standing Orders and Standards of Business Conduct Policy.

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<sup>1</sup> Principal Programmes are set out as following in System Plans (5 Year Strategic Delivery Plan Narrative) - Children & Young People // Cancer // EPCC // Learning Disability & Autism // Maternity Mental Health // Personalised // Planned Care // Prevention // Health Inequalities // Population Health Management // Urgent & Emergency Care // Primary Care // Digital // Estates // Back Office // Sustainability

- 8.2 Members must demonstrably consider the Equality and Diversity implications of any or all decisions they make. Attendees will also be required to uphold the Equality Act and Public Sector Equality Duty in any of their engagements with the Committee.
- 8.3 In addition to the items noted in section 8.2, all Members and Attendees will be expected to adhere to the ICS Partnership Leadership Compact key principles of 'Trust', 'Courage', 'Openness & Honesty', 'Leading by Example', 'Respect', 'Kindness & Compassion', 'System First' and 'Looking Forward'.
- 8.4 To act as a forum for allowing confidential debate

#### **(9) Accountability and Reporting**

- 9.1 The group is accountable to the Board and shall report to the Board on how it discharges its responsibilities. The actions shall be formally recorded by the secretariat.
- 9.2 The Chair will provide assurance reports to the Board at each meeting in periodic Highlight Reports and shall draw to the attention of the Board any issues that require disclosure or require action.

#### **(10) Secretariat and Administration**

- 10.1 The group shall be supported with a secretariat, which will include ensuring that:
- The agenda and papers are prepared and distributed in accordance with ICB Standing Orders; having been agreed by the Chair with the support of the relevant ICB Executive Governance lead if required
  - Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
  - The Chair is supported to prepare and deliver reports to the Board
  - Actions are taken forward between meetings and progress against those actions is monitored

#### **(11) Review**

- 11.1 The group will review its effectiveness at least annually.
- 11.2 These TOR will be reviewed at least annually and more frequently if required. Any proposed amendments will be submitted to the Board for approval (and will not be deemed as operational until that agreement has been confirmed).

### **Appendix One**

#### ***(a) ICB Board Delegations to the Committee***

- To drive forward delivery of transformation initiatives, providing strategic oversight, direction, challenge
- To act as umbrella for programmes managing individual projects within the transformation programme

- To resolve issues between programmes that need input / agreement of senior stakeholders to ensure success
- To monitor the progress of the programme against objectives, including the realisation of benefits
- To oversee & review the programme risk register / proposals for mitigation (aligned to Corporate Register)
- To provide continued championing, commitment & endorsement in support of programme objectives
- To identify strategic integration opportunities between developed and delivered schemes
- To take an overview of & demonstrate compliance with strategic planning assumptions / documentation
- To act as prime vehicle for ICB's statutory duties in involving / engaging the population
- To support forward delivery of Data & Digital programme related transformation points

***Date of Approval:***

***Date of Review:***