

# TERMS OF REFERENCE (TOR)

## People, Culture and Inclusion: PCI Committee

### PART B

#### **1.0 Introduction**

- 1.1 The Integrated Care Board (“the Board” / “the ICB”) People, Culture and Inclusion (PCI) Committee (“the Committee”) has responsibility for ensuring the delivery of ICS-ICB organisational strategy / values, through the People Strategy and Equality & Inclusion Strategies. The Committee has a specific responsibility for leading the development of the culture of the organisation through embedding the Organisation Values and Behaviours.
- 1.2 This part of the Committee is aligned to purely ICB business, as one of the five ‘Board Assurance Committees’ of the ICB. The ICB must ensure it can effectively discharge its full range of statutory functions and duties. This includes establishing committees to support the Board in the exercise of any delegated functions, to help effective discharging of those.
- 1.3 On behalf of the ICB as an employer, the scope of the committee is to:
- To provide assurance to the ICB Board on all aspects of employment and employment experience, including (but not limited to) terms & conditions, policy development, recruitment, health & wellbeing, statutory & mandatory training, education & learning, Apprenticeships, career development, talent management, equality diversity & inclusion, organisational development, people management, employee benefits & reward, work-life balance, workforce planning, workforce information and employee voice - working in conjunction with Remuneration Committee for areas that Committee has responsibility for.
  - Provide assurance that legal and regulatory requirements relating to the ICB’s workforce are met, and that the ICB policies and procedures address its statutory responsibilities and duties as an employer.
  - Set the direction of People, Culture and Inclusion strategic objectives for the ICB as an employer, aligned to the ICS People Plan, Long-Term Workforce Plan, Operational Plan and underpinning delivery plans;
  - Provide assurance to the ICB Board on the delivery of the People, Culture and Inclusion strategic objectives for the ICB as an employer ensuring that clear outcomes are agreed, monitored and delivered, including equality, performance, activity, quality and finance impacts;
  - Actively seek to reduce inequalities in the staff experience and to promote equality, diversity and inclusion in a systematic and effective way;
  - Provide a platform for ICB employees and Leaders to escalate strategic people, culture and inclusion risks, debate control and mitigation and provide assurance to the Board that such risks are being effectively controlled and managed;
  - Receive reports on workforce specific FTSU Issues;
  - Review the workforce performance indicators to support the implementation and monitoring of strategies and plans to address any themes or trends as necessary.
  - To behave in an evidence-based and outcomes-driven way.

#### **2.0 Constitution, Accountability and Delegated Authority**

- 2.1 The Committee is established by the ICB as a Committee of the Board in accordance with its Constitution. These TORs set out its membership, the remit, responsibilities and reporting arrangements; and may only be changed with approval of the Board.

- 2.2 The Committee is a Non-Executive Committee of the Board. Its members, including those who are not members of the Board or ICB staff, are bound by the ICB's Constitution Standing Orders and other key policies. The Committee has no executive powers, other than those delegated in the Scheme of Reservation & Delegation (SoRD) and specified in these TORs. The Committee is authorised by the Board to:
- Investigate any activity within its TORs, including oversight of assigned Risk Management & Board Assurance Framework (BAF) activities within its responsibility.
  - Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) within its remit as outlined.
  - Commission any reports it deems necessary to help fulfil its obligations.
  - 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 the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice).
  - Create 'Task & Finish' groups to take forward specific programmes of work as considered necessary by members – the Committee shall determine the membership and TOR of any such, in accordance with ICB's Constitution, Standing Orders and SoRD, but may not delegate any decisions to such groups. It may however delegate certain responsibilities to formal sub-Committees of the Committee itself.
  - The Committee will comply with ICB Standing Orders, Standing Financial Instructions and SoRD, other than for any exceptions agreed by the Board.
  - Duties will be driven by ICB objectives and associated risks – an annual programme (cycle) of business will be agreed by members before the start of each financial year, however this will be kept flexible to adapt to new and emerging circumstances, priorities, or risks.
- 2.3 Committee minutes may be included in ICB Board papers for; and on the agenda of the People, Culture & Inclusion Committees of System Partners (redacted where necessary).

### **3.0 Purpose and Core Duties**

- 3.1 The Committee is established to contribute to overall delivery of ICB objectives by providing oversight and assurance to the Board on the delivery of the core purposes, duties and core responsibilities as assigned below and expanded upon within Appendix A.

### **4.0 Membership, Quoracy and Attendance**

- 4.1 The Committee is appointed by the ICB from the members of the Board, Senior Team and Staff. The Chair and Vice-Chair shall be appointed by the Committee.
- 4.2 In order to perform his or her role effectively, each member should obtain an understanding of the detailed responsibilities of Committee membership as well as the ICB's business, operations and risks.
- 4.3 The members of the Committee Part B are:
- ICB Non-Executive Director (Chair)
  - One other Non-Executive Director
  - Chief People Officer (Vice-Chair)
  - Director of Corporate Governance or Representative
  - Associate Director of Corporate Governance
  - ICB Head of People, OD and Inclusion
  - Staff Side Representative
  - Chief Nursing and Therapies Officer or Representative

- Chief Finance Officer or Representative

4.4 Advisors to the Committee Part B are:

- Equality & Inclusion Officer
- Head of Governance
- Communications & Engagement representatives
- A CSU HR Representative
- All Exec Directors invited (minimum one Exec Director to attend on a rolling quarterly basis and the Chair & CEO to attend at least once a year)

4.5 Quoracy will be determined when one NED is present, two Directors or a nominated deputy (preferably Exec; but may be the CPO or Director of Corporate Governance) and one other Member.

4.6 In addition, attendance may include those invited or co-opted to attend for specific meetings or topics, including ad hoc as required when pertaining to specialist “deep dive” topics.

4.7 Meetings will be structured in two-parts – Part A will cover ICS / System matters that requires the attendance of System Partners as set out in the Part A TORs. Part B will consider ICB issues that have been delegated by the ICB Board, as set out in these TORs.

4.8 System Partners members will be welcome to stay for both parts but will be free to leave after the completion of the Part A agenda. Should the exceptional need arise, as per the section below, members from the ICB will be authorised to vote in both Parts, however members from Partner organisations will only be authorised to vote on Part A matters.

4.9 The members outlined in Section 4.3 shall hold voting rights. However, all bar exceptional decisions will ordinarily be taken in accordance with ICB Standing Orders and will be by consensus. Only members may vote; and each is allowed one vote. A majority will be conclusive on any matter. Where there is a split vote, or no clear majority, the Chair will hold a casting vote. The result will be recorded in the minutes.

4.10 In the absence of the Chair, meetings will be chaired by the Vice-Chair as nominated and agreed by the Committee. In the absence of both, another, non-conflicted voting member of the Committee shall fulfil the role.

## **5.0 Reporting Procedures**

5.1 Confirmed minutes of meetings of the Committee shall be circulated to all members of the ICB Board on a quarterly basis along with a routine Highlight & Escalation Report prepared by the Chair, with support of the Secretariat, which should include:

- The significant issues that the Committee has considered in relation to its responsibilities and any decisions reached (including any areas for formal ratification by the ICB.
- An explanation of how it has assessed the effectiveness of the Committee’s delegated powers decision-making process and the approach taken to these; and
- Any items formally escalated to ICB Board for resolution.

## **6.0 Conflicts of Interest**

6.1 Members or Attendees present shall fully and continuously satisfy themselves that all matters of ICB policy, systems and processes for the management of conflicts (including gifts & hospitality and bribery) are upheld in all meetings.

6.2 For the avoidance of doubt, any additional national or statutory policy requirements shall also guide the Committee’s processes and procedures.

- 6.3 Any interest relating to an agenda item should be brought to the attention of the Chair in advance of the meeting, or notified as soon as the interest arises and recorded in the minutes with the actions taken to mitigate this.
- 6.4 The Chair (or Vice-Chair in their absence or where conflicted) will determine the arrangements for the management of any conflicts that arise in the meeting, and also outside it in consultation (as deemed appropriate) with the Governance Team representative and/or ICB Conflicts of Interest Guardian.

## **7.0 Etiquette, Behaviours and Conduct**

### ***ICB Values***

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

### ***Equality and Diversity***

- 7.3 All Members must demonstrably consider the Equality & 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.

### ***ICS Leadership Compact and ICB Meetings Charter***

- 7.4 In addition to the items noted above, all Members & Attendees will be expected to adhere to the separate ICS Partnership Leadership Compact key principles of 'Trust', 'Courage', 'Openness & Honesty', 'Leading by Example', 'Respect', 'Kindness & Compassion', 'System First' and 'Looking Forward'.
- 7.5 Similarly, all will be required to respect and apply the ICB Meetings Charter, which shall codify all the above and help with the logistics / practicalities of running an ICB meeting in line with the Constitution and Standing Orders.

## **8.0 Secretariat and Administration**

- 8.1 The Committee shall be supported by a Secretariat, which will include ensuring that:
- Agendas, papers and minutes are prepared / distributed in accordance with ICB Standing Orders; having been agreed by the Chair with support of the relevant ICB Exec / Governance lead.
  - Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
  - Records of members' appointments / renewal dates and the Board is prompted to renew membership and identify new members where necessary.
  - Maintenance and reporting of the Conflicts of Interest Register (with ICB Governance Lead)
  - Good quality minutes are taken and distributed in accordance with ICB Standing Orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept.
  - The Chair is supported to prepare and deliver reports to the Board.
  - The Committee is updated on pertinent issues / areas of interest / policy developments.
  - Actions are taken forward between meetings and progress against those is monitored.

## **9.0 Review**

- 9.1 The Committee will review its effectiveness at least annually.

- 9.2 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).