

TERMS OF REFERENCE

Strategic Commissioning & Transformation Committee (SCTC)

(1) Introduction

- 1.1 The Health & Care Act 2022 and associated Statutory Guidance set out a more joined-up approach to health & care, built on collaborative relations and using collective resources to improve the health and well-being of local areas.
- 1.2 The Integrated Care Board ('Board' or 'ICB') must ensure that it can effectively discharge its statutory functions and duties. This includes establishing committees of the ICB, to support the Board in the exercise any delegated functions, to help effective discharge of those.
- 1.3 The SCTC will help create an ICB Strategic Commissioning infrastructure which enables systemwide decisions to be well integrated with "Place" (Joint Commissioning Board / Local Authority and Neighbourhood levels), supporting strategic collaboration between partners to address inequalities, improving outcomes and sustaining joined-up value for money services.
- 1.4 This will ultimately provide full opportunity for all responsible for planning, commissioning, and delivering health & care services to continue to build and maintain broader coalitions across all Partners to promote health & wellbeing, thus influencing the wider determinants of health.

(2) Delegated Authority

- 2.1 The Committee is established to enable Statutory Commissioning Duties decision-making, collaborating on Strategic Commissioning (including policy) matters and overseeing jointly agreed programmes of work to ensure their delivery. These TORs may only be changed with approval of the Board.
- 2.2 The Committee is a Non-Executive committee of the Board; and its members, including those who are not members or personnel of the ICB, are bound by the Constitution, Standing Orders, and other policies of the ICB.
- 2.3 The Board has delegated authority to the Committee, as set out in the Scheme of Reservation & Delegation and Delegated Financial Limits. These may be amended by Board from time to time. The Committee holds only those powers as delegated in these TORs.
- 2.4 Committee duties and responsibilities are set out in Section 4 and Appendix 1. Further may be delegated over time with the approval of the Board, following which these TORs will be updated.
- 2.5 The Committee will act in accordance with, and its decisions be informed by, ICB guidance, policies, and procedures. It must have 'due regard' to all Statutory Obligations the ICB is subject to, as set out in NHS Acts and ICB Governance documentation.

(3) Authority

- 3.1 The Committee is authorised by ICB Board to:
 - (a) *Investigate any activity within its TORs, seeking any information and commission any reports or remedial work deemed necessary from any employee or member of the ICB (who are directed to co-operate with any request made), to help fulfil its remit.*
 - (b) *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).*
 - (c) *Create Task & Finish Groups as necessary (with memberships / TORs set in accordance with ICB's Constitution, Standing Orders, Scheme of Reservation & Delegation). The Committee does not have authority to delegate responsibilities delegated to it by Board to these; but may with the agreement of the Board establish sub-committees to assist with its responsibilities.*

(4) Purpose, Responsibilities and Core Duties

- 4.1 Operational duties will be driven by ICB-ICS objectives and associated risks: this will be kept flexible to adapt to new and emerging circumstances, priorities, etc.
- 4.2 The Committee is established to enable the ICB to exercise its statutory commissioning duties at System / Collaborative level in a lawful, simple, efficient way; to the extent permitted by ICB's Constitution and as part of the wider collaborative arrangements.
- 4.3 It shall support the development of Strategic & Collaborative Commissioning arrangements, supporting System (ICB-ICS) Portfolios, Place, & Provider Collaboratives, helping those to broker ICB commissioning decisions pertinent to their agendas, including:
- (a) *The Committee will support ICB and NHS Partners to achieve through Collaborative Commissioning the agreed joint strategic aims, objectives, and deliverables of:*
 - i. *The Integrated Care Strategy produced by the Integrated Care Partnership: ICP.*
 - ii. *Staffordshire and Stoke-on-Trent Health & Wellbeing Boards (HWBBs) led Joint Local Health & Wellbeing Strategies and aligned Delivery Plans,*
 - iii. *Place Partnerships & Joint Commissioning Boards, to ensure coherence and alignment while delivering subsidiarity of those).*
- 4.4 In supporting the ICB to discharge its statutory commissioning duties and deliver strategic priorities at whole ICB / System level, the Committee will, in turn, be supporting ICB / our ICS with the achievement of the four core purposes of the "Quadruple Aim", including:
- (a) *Day-to-day operational management of the delivery of ICB Statutory Commissioning Duties that support our strategic system-wide Transformation Agenda.*
 - (b) *In respecting sovereignty of extant arrangements (Forums / Boards, H&WBBs¹ etc), jointly exploring the implications of shared Transformation through Strategic Commissioning, without stifling ICB's or Partners' powers and authority.*
 - (c) *Co-ordination of the operational implications of transformation, by liaising with ICS Executive or ICB Board Assurance Committees on matters of significance, to ensure consistency.*
 - (d) *The development and implementation of ICB & System responses to Integrated Care Strategies / aligned plans required for Strategic Transformation of health & care services.*
 - (e) *The development of new Models / Pathways of care at strategic, whole-System level to inform Portfolio, Place and Provider Collaborative implementation, under subsidiarity.*
 - (f) *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 we support each other to mitigate any impacts.*
- 4.5 A full list of responsibilities is provided in Appendix One. In carrying these out, the Committee must have 'due regard' to the wider effect of its decisions on health & wellbeing / addressing health inequalities, the quality of services provided and efficiency in the use of resources.

(5) Membership and Attendance

- 5.1 The Committee has a broad membership, including those from organisations other than the ICB (until replaced by any substantive Joint Committee of all Partners). This is permitted by the ICB's Constitution and amendments made to the 2006 Act by the Health & Care Act 2022.

¹ The Committee will work in close partnership with both Health & Wellbeing Boards to ensure and to provide assurance to them that plans agreed by the Committee / its activities appropriately align with, and have full regard to Joint Local Health & Wellbeing Strategies / their assessments of needs, together with the Integrated Care Strategy; and that wider collaborative arrangements, including Place, support increasing integration & collaboration on planning & provision of services across the NHS, LAs, wider partners to deliver a joined-up approach to improving health & wellbeing and reducing inequalities.

- 5.2 Members should be of a calibre to conduct core business, without having to take items back to their host organisation – unless the decision is a non-delegated matter from those, and required under local, non-ICB governance frameworks.
- 5.3 For example, those who are experienced in and knowledgeable of committee functioning, and ideally of Board-level decision-making level to effectively discharge Committee functions. Nominated Deputies may be proposed in advance to the Chair.
- 5.4 When determining the membership, active consideration will be made to diversity and equality:
- ICB Non-Executive Member (NEM): elected at the first meeting as Chair
 - ICB NEM for Audit (as Vice-Chair)
 - ICB Chief Transformation Officer and Chief Delivery Officer
 - ICB Chief Finance Officer
 - ICB Chief People Officer (workforce commissioning perspective)
 - ICB Director of Corporate Governance (ICB governance perspective)
 - System Partner Exec Directors – Transformation / Strategy / Planning, as suited, from each²
 - ICB Clinical Leaders – the Chief Medical Officer & Chief Nursing & Therapies Officer
 - System Clinical Leaders – at a later stage, as suited, from each
 - x2 Local Authority Leads – e.g. Directors of Public Health / Adult Social Care or equivalent
 - x1 Primary Medical Care Lead – initially proposed as a GP ‘Partner Member’ on ICB Board
 - If not any of the above, the x2 Place Board Chairs or Committee Leads
 - If not any of the above, the Provider Collaborative Committee Chair or Lead
 - If not the above, Portfolio Programme SROs
 - A Voluntary Sector representative – tbc by VAST & Support Staffordshire
- Note: the proposed membership is not exhaustive – it is fully expected to evolve over time.
- 5.5 Other individuals may be invited to attend all or part of any meeting as / when appropriate to assist with Committee discussions (but shall not be able to vote on any matter). For example, to co-opt other, ad hoc members as required from the following, when pertaining to specialist “deep dive” topics for discussion or to ensure ‘Subject Matter Expert’ input - Primary & Secondary Care, WMAS or Portfolios, Workstreams, System or Provider Collaboratives
- 5.6 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.
- 5.7 The Chair will be responsible for agreeing the agenda with the Secretariat, and ensuring matters discussed meet the objectives as set out in these TORs.

(6) Frequency, Quoracy and Decisions

- 6.1 The Committee will meet monthly. Additional, exceptional meetings may take place as required. A minimum of two working days’ notice shall be given by the Chair when calling an extraordinary meeting.
- 6.2 Quoracy will be 50% of ICB members present. The Committee may meet virtually when necessary and members attending using electronic means will count towards the quorum.
- 6.3 If any member has been disqualified from participating in an agenda item, by reason of a declaration of a conflict of interest, that individual shall no longer count towards the quorum.
- 6.4 If the Committee is not quorate then the meeting may proceed if those attending agree, with any decisions taken subject to offline or next-meeting approval by members not in attendance. Or the meeting may be postponed at Chair’s discretion.

² The Committee will work in close partnership with ICS and non-ICS NHS Partners to ensure it has equal focus on in-ICS and out-of-ICS matters.

- 6.5 Decisions taken will be in accordance with ICB Standing Orders and will be by consensus. Unless the issue is so exceptional it requires a vote. 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.

(7) Conflicts of Interest

- 7.1 Members and all present shall satisfy themselves that all matters of ICB policy, systems and processes for the management of conflicts of interest, including gifts & hospitality / bribery, are upheld in all meetings.
- 7.2 This shall include abiding by the ICB Board-agreed COI Meetings Protocol, as well as ICB and NHS-wide policy. Reports relating to non-compliance will be shared with the Audit Committee.

(8) Etiquette, Behaviours and Conduct

- 8.1 All Members and Attendees will be expected to conduct business in line with the ICS Leadership Compact values and objectives of: *'Trust', 'Courage', 'Openness & Honesty', 'Leading by Example', 'Respect', 'Kindness & Compassion', 'System First', 'Looking Forward'*.
- 8.2 ICB members shall also always behave in accordance with the ICB's Constitution, Standing Orders and Standards of Business Conduct Policy.
- 8.3 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.

(9) Accountability and Reporting

- 9.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities. Actions shall be formally recorded by the Secretariat.
- 9.2 The Chair will provide assurance reports to the Board after each meeting, using Highlight & Escalation Reports, drawing to the attention of the Board any issues that require disclosure or further action, including when ratifying any Committee decisions made.

(10) Secretariat and Administration

- 10.1 The Committee shall be supported with a Secretariat, which will ensure 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 ICB Governance leads 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 is monitored.

(11) Review

- 11.1 The Committee will formally review its effectiveness at least annually, using ICB Committee effectiveness tools and processes.
- 11.2 These TORs will be reviewed at least annually; and in its early, formative stages, more frequently (e.g. bi-annually) and as required by circumstances. 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 – ICB Board Delegations to the Committee: the Committee’s Responsibilities

(1) Health & Care Strategy and Planning

- (a) Providing strategic leadership and fostering collaboration across Partners to:
- Contribute to the development of System priorities, shaping key System-wide strategies / plans and future resource allocation approaches.
 - Ensure the delivery of System or Provider Collaborative commissioning priorities and outcomes as may be set out in plans.
 - Facilitate and oversee commissioning, service planning, delivery and transformation between Partners to drive integration and value for money.
- (b) To support the ongoing development of System or Provider Collaborative arrangements to maximise benefits for the System in terms of driving integration and efficiency in how services are commissioned / delivered; giving regard to wider System arrangements.
- (c) To establish robust relationships with the other ICB & System (statutory or non-statutory) decision-making bodies to promote integrated working and avoid duplication.
- (d) To promote strategic alignment across decision-making by working with appropriate partners who deliver and commission services for the same population.

(2) Service Planning and Commissioning

- (a) To lead the ICB’s Strategic Commissioning work, ensuring compliance with relevant Statutory Obligations.
- (b) To seek assurance that appropriate patient & public engagement / involvement is in place and best meets the needs of the population with regard to the development and design of services.
- (c) To ensure Commissioning decisions achieve value for money, efficiency and effectiveness in the ICB-ICS sustainable use of resources, focus on cost reduction and achievement of efficiency targets.

(3) Service Delivery and Transformation

- (a) To provide Strategic Leadership to facilitate collaboration of all Partners to ensure delivery of the Strategic Commissioning priorities and outcomes.
- (b) Including oversight of Place & Provider Collaboratives Transformation activities, programmes and groups in locally implementing Strategic Commissioning outcomes and priorities set out in SCTC-overseen plans, as agreed for their roles and responsibilities.
- (c) To oversee delivery of all System Transformation Programmes, by providing strategic direction, challenge, championing; and including the management of risks against delivery by receipt of exception reports and/or rectification plans, in support of their objectives, and as required.
- (d) To have assurance oversight and review of Commissioning & Transformation risks / proposals for mitigation, aligned to the System-ICB Risk Register and System Board Assurance Framework.
- (e) To resolve issues between programmes that need input / agreement of senior stakeholders to ensure success; by exceptions-monitoring of progress against objectives and benefits realisation metrics.
- (f) To identify strategic integration opportunities between developed / delivered schemes; by taking an overview of & demonstrating compliance with strategic planning assumptions / documentation.
- (g) To act as prime vehicle for ICB’s statutory duties in involving / engaging the population.
- (h) To assist the Audit Committee / IG, Data & Digital Group in the forward delivery of Programme-related Data & Digital transformation objectives.

(4) Population Health Management

- (a) Providing strategic leadership and oversight to ensure:
- Commissioning activity and decision-making by Collaboratives, Places & Neighbourhoods is underpinned by data and intelligence.

- Data is shared to contribute to a single evidence base across the Collaborative.
 - Assisting Health & Care Senate in ensuring that care models are collaboratively designed, tailored to local population need and evidence-based on effective interventions.
 - The effective use of resources, value for money and improved outcomes for our population.
- (b) To provide strategic leadership for the Population Health, Inequalities & Prevention programmes, and ensuring that decision making is aligned to relevant strategic documents.
- (c) To oversee NHS services related to Health Inequalities, Prevention and Long-Term Conditions funding; ensuring that all decisions align with Joint Local Health & Wellbeing Strategies, Health & Wellbeing Boards, and the ICP's Integrated Care Strategy.
- (d) To promote joint working arrangements with partners that embed collaboration in delivery.
- (e) To promote integration of Place Partnerships to enable decisions to be made about allocation / sharing of resources and most suitable delivery models at Neighbourhood - PCN - Place level.
- (f) To facilitate collaboration and sharing of best practice; and to ensure the breadth of views represented in these are reflected in decisions made.

(5) Links with other ICB Board Committees

- (a) To support the Quality & Safety Committee (QSC) as Lead Committee, with any Quality Management implications arising from Commissioning or Transformation matters within its purview. By providing escalation & reassurance reports to QSC, for its lead scrutiny and oversight.
- (b) To support the Finance & Performance Committee (FPC) as Lead Committee, with any Finance or Performance Management implications arising from Commissioning or Transformation matters within its purview. By providing escalation & reassurance reports to FPC, for its lead scrutiny and oversight.
- (c) To support the Health & Care Senate as Lead Committee, in ensuring that all strategic, clinical commissioning of care models are collaboratively designed, tailored to local population need and have robust Clinical & Professional Leadership evidence on the most-effective interventions.
- (d) Any decision of the SCTC that has an impact upon the Financial Position of the System or ICB must have prior consideration and prior approval by the FPC. This equally applies to the wider performance of System / Provider Collaboratives & Portfolios against ICB-ICS Operational Plan + Medium Term Plan matters, covered by FPC's own Terms of Reference.
- (e) Through strategic oversight of Place, Portfolios & Provider Collaboratives, the SCTC will support the FPC with regard to its lead role in *Commissioning for Value* (under the plans & strategies it leads on). By reviewing in-year monitoring reports and assessment of delivery against plans within SCTC scope, it will provide a Strategic Commissioning perspective to FPC on where efficiencies could potentially be delivered through the Financial Strategy work belonging to the FPC.
- (f) SCTC shall have oversight of strategic Procurement & Contracting activity of the ICB, but it will also provide the necessary horizontal assurances to other Board Assurance Committees and up to Board, that all Provider Selection Regime (PSR) obligations have been conducted in a manner that meets ICB's Legal & Statutory Quality / Finance / HR obligations, whilst also delivering best value for patients and taxpayers. The SCTC must also specifically assure the FPC that any Procurement Decisions made are identified as falling within the available ICB-ICS financial envelopes.

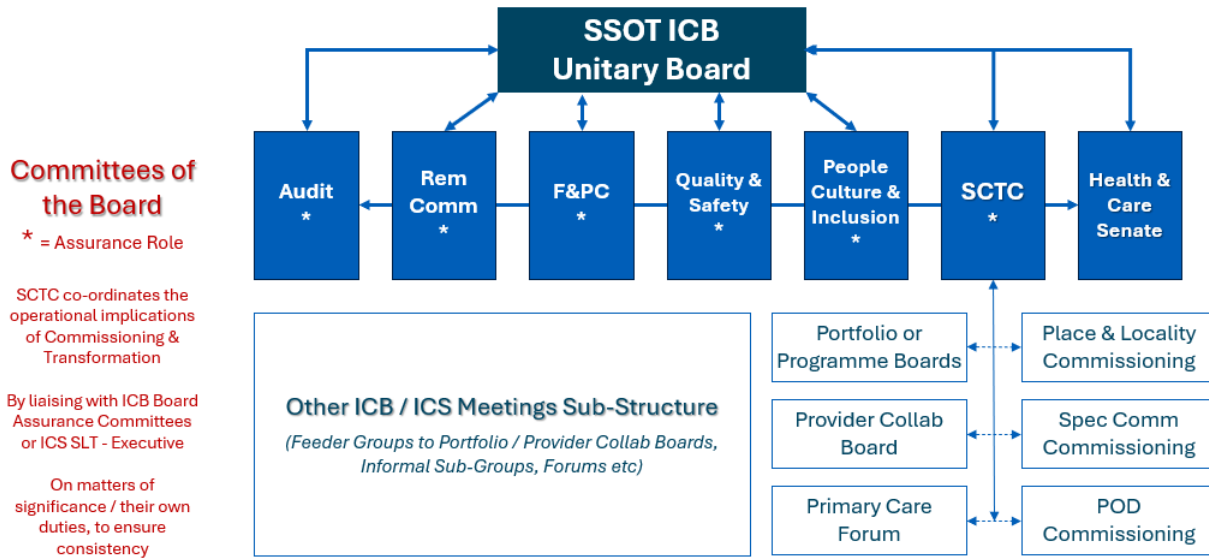
NB: Interpreting Responsibilities

Where there is any uncertainty about assigned responsibilities within this Committee's remit as a decision-making body within ICB's governance structure, including uncertainty about whether the matter relates to:

- Determination by another Committee or other forum of the ICB*
- A matter for wider determination within the ICS*

Then the matter will be referred to the ICB Director for Corporate Governance for consideration with the Audit & Governance Non-Executive Member (and Lead NEMs / Exec Directors as relevant), to determine where the matter or decision should be situated.

Where it fits – ICB Governance Structure & interfaces



Date of Approval: SCTC, 05.03.2025

Date of Review: 1st Review by 30th September 2025