Draft ICB Constitution

Shadow Integrated Care Board Inaugural Meeting

4 May 2022

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Purpose of Paper

To sight NHS South Yorkshire shadow Integrated Care Board on the draft constitution for consideration and noting.

Key Issues / Points to Note

- The draft constitution has been developed in consultation with system partners. Engagement and consultation on the first draft took place over October November 2021 and was submitted to NHS England for approval. Approval was received on 23 December 2021.
- The constitution sets of the governance framework for the board including its membership and standing orders. It is to be considered alongside the Functions and Decisions Map and Governance Handbook both of which are still in development.
- This current version was proposed to NHS England on 22 April for approval following which the formal nominations and section process for Partner Members of the Board can proceed.
- The final draft of the ICB constitution is expected to be shared with NHS England on 20 May 2022, following a revised draft of the national template and any subsequent local or national changes.

Is your report for Approval / Consideration / Noting

This paper is for consideration and noting.

Recommendations / Action Required by the Board

The board is recommended to consider and note this draft constitution and receive a further final draft at a future meeting for approval.

Board Assurance Framework

Not established.

Are there any Resource Implications (including Financial, Staffing etc)?
Yes, as a result of recruitment to the Board. This is capture I the financial plan for 2022/23.
Have you carried out an Equality Impact Assessment and is it attached?
An EIA has been carried out as both part of the consultation process and EDI has been considered as part of all board recruitments.
Have you involved patients, carers and the public in the preparation of the report?
The draft Constitution underwent engagement and consultation with system partners which included, Local Authorities, NHS Trusts, VCSE, CCGs, System Boards and Collaboratives, many of which have non-executives, patients, carers and the members of the public present.

Draft subject to the passage of the Health and Care Bill through Parliament

[Insert ICB logo]

NHS South Yorkshire

NHS South Yorkshire Integrated Care Board

Part of the South Yorkshire Integrated Care System

CONSTITUTION

Notes:
This draft is based on the national model constitution.

Text in **Black** indicates a legal or policy requirement and should be retained unless agreed otherwise with NHS England.

Text in **Green** indicates a clause/wording which is optional or which has been completed locally.

The constitution is a high-level document, subject to legislation, regulations, and guidance from NHS England. The detail of our arrangements is still under development and will be included in a separate Governance Handbook, which we will publish.

Version	Date	Changes
1.0	27.10.21	Outline draft circulated to Change and Transition Cooperate Governance Working Group
3.2	01.04.22	Updates from Model Constitution v1.5
3.3	19.04.22	Updates from Model Constitution v1.5 plus amendments developed / agreed

Draft subject to the passage of the Health and Care Bill through Parliament

Version	Date approved by the ICB	Effective date
V1.0	N/A	July 1st 2022

Draft subject to the passage of the Health and Care Bill through Parliament

CONTENTS

1. Introduction

1.1 Background / Foreword[1]

NHSE has set out the following as the four core purposes of ICSs:

a) improve outcomes in population health and healthcare
b) tackle inequalities in outcomes, experience and access
c) enhance productivity and value for money
d) help the NHS support broader social and economic development.

The ICB will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

- improving the health of children and young people
- supporting people to stay well and independent
- acting sooner to help those with preventable conditions
- supporting those with long-term conditions or mental health issues
- caring for those with multiple needs as populations age
- getting the best from collective resources so people get care as quickly as possible.

1.1.1 NHS South Yorkshire Integrated Care Board (ICB) is part of the South Yorkshire Health and Care System (ICS). It is a core member of the Integrated Care Partnership also known as the Health and Care Partnership, 'the Partnership'. This constitution builds on our commitment to work together and the Health and Care Compact the Partnership agreed in 2021 to realise our shared purpose to deliver the quadruple aim of better health, better care, better value and reduced inequalities to improve population health outcomes of the 1.3 million people who live in our area.

1.1.2 The ICB is part of a dynamic and vibrant system of partnerships and collaborations working together for the people of South Yorkshire. It will work to deliver the strategy set by our Integrated Care Partnership (ICP) and will support the four place-based partnerships of Barnsley, Doncaster, Rotherham and Sheffield. Our place-based partnerships are the cornerstone of our Partnership and part of a well-established way of working meeting the diverse needs of our citizens, patients and communities. These place-based partnerships, alongside Health and Wellbeing Boards, including councils, health and care providers, the voluntary community and faith sector and Healthwatch, are our key strength to achieving the ambitious improvements we want to see for all our local populations of South Yorkshire.

1.1.3 We set out our vision and ambitions in our five-year plan. This constitution builds on our established ways of working and the framework for this to continue with the ICB able to delegate much decision-making authority and resources to our places. At the same time, we recognise that there are also significant benefits to all our local populations in working together across a wider footprint and that local plans need to be complemented with a common

vision and shared plan for South Yorkshire as a whole to achieve greater equality of access, quality and outcomes and reduce variation, to share best practice and work together to tackle some of the complex, intractable problems.

1.1.4 The Partnership includes multiple partners who already work well all together, in place-based partnerships, in Provider Collaboratives and Alliances and as organisations in their own right. In addition to our four place-based partnerships we also have four collaboratives whose focus is to work together for the whole population of South Yorkshire to improve outcomes, share learning and best practice and ensure sustainable services for the future. These Provider Collaboratives play an important and recognised formal and informal system leadership role within the Partnership. We have seven NHS providers, who come together in the Provider Collaboratives to achieve better outcomes for people and ensure sustainable services in the future. These collaboratives are the South Yorkshire Acute Federation of Trusts, the South Yorkshire Mental Health, Learning Disability and Autism Alliance, the Primary Care collaborative and the Children and Young peoples' Alliance. Some of these collaboratives are formal entities who may be delegated formal responsibilities from the ICB to deliver operational support, deliver 'at scale' services and facilitate continuous development between partners.

1.1.5 The Partnership includes four local government partners who are coterminous with each of the four place-based partnerships. They provide critical services in the Partnership including public health, adult social care and children's services, as well as wider services of housing, planning etc and have the role as statutory Health Overview and Scrutiny and the local Health and Wellbeing Boards in each place. Together, they work with the NHS as commissioning and service delivery partners, as well as exercising formal powers to scrutinise NHS policy decisions.

1.1.6 The voluntary, community and faith sector (VCFS) is an important part of our Partnership, working across all our places and programmes of work. Healthwatch ensure that citizen voice is at the centre of the Partnership. We are committed to meaningful conversations with people and value highly the feedback that people share with us. Effective public involvement, particularly with those with lived experience and who are seldom heard, ensures that we make the right decisions together about our health and care services. Our approach to public involvement is set out in Section 9.

1.1.7 To meet the diverse needs of all our local communities and South Yorkshire as a whole we want to put people at the heart of everything we do. People from Black, Asian and minority ethnic communities continue to face health inequalities, discrimination in the workplace and are more likely to develop and die as a result of serious diseases. Effective equality, diversity and inclusion (EDI) leads to improved health delivery and greater staff and patient experiences of the NHS. We want to ensure that our workforce is diverse and that people working and learning in ICBs can develop and thrive in a compassionate and inclusive environment and an organisational culture

that promotes inclusion and embraces diversity. This will support and strengthen our response to tackling health inequalities through a whole systems approach.

1.1.8 This constitution sets out the role of the ICB in the context of our wider partnership arrangements. The ICB is a statutory body charged with specific legal duties and functions and there is no legal connection between this constitution and the separate constitutions of other organisations within the ICS. This means that this constitution does not replace or override the legal and regulatory frameworks that apply to statutory NHS organisations and Councils. Instead it sits alongside and complements these frameworks, creating the foundations for closer and more formal collaboration.

1.1.9 The constitution is underpinned by the duty for NHS bodies and local authorities to co-operate and supports the triple aim that requires NHS bodies to consider the effects of their decisions on the health and wellbeing of the people of England, the quality of services and the sustainable and efficient use of resources and the Health and Care Compact the Partnership agreed in 2021 to realise our shared purpose to deliver the quadruple aim of better health, better care, better value and reduced inequalities to improve population health outcomes of the 1.3 million people who live in South Yorkshire.

1.1.10 Our approach to collaboration begins where people live in our neighbourhoods which make up South Yorkshire. This is where GP practices work together in networks, with community and social care services in Primary Care Networks, to offer integrated health and care services for populations of 30-50,000 people. These integrated neighbourhood services focus on preventing ill health, supporting people to stay well, and providing them with high quality care and treatment when they need it.

1.1.11 Neighbourhood services sit within each of our four places. These places are the primary units for partnerships between NHS services, local authorities, charities and community groups, which work together to agree how to improve people's health and improve the quality of their health and care services. The focus for these partnerships is moving increasingly away from simply treating ill health to preventing it, to reducing health inequalities, and tackling the wider determinants of health, such as housing, employment, social inclusion and the physical environment.

1.1.12 The arrangements described in this constitution describe how we organise ourselves together to provide the best health and care, ensuring that decisions are always taken in the interest of the patients and populations we serve. The **ICB** in SY is a core Partner within the ICS and is committed to the Shared Purpose.

1.2 Name

1.2.1 The name of this Integrated Care Board is **NHS South Yorkshire Integrated Care Board** ("the ICB").

1.3 Area Covered by the Integrated Care Board

1.3.1 The area covered by the ICB[3] is coterminous with the Local Authorities listed at 3.7.1 for the South Yorkshire geographical area covering Barnsley, Doncaster, Rotherham and Sheffield [4].

1.4 Statutory Framework

1.4.1 The ICB is established by order made by NHS England under powers in the 2006 Act.

1.4.2 The ICB is a statutory body with the general function of arranging for the provision of services for the purposes of the health service in England and is an NHS body for the purposes of the 2006 Act.

1.4.3 The main powers and duties of the ICB to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to ICBs, as well as by regulations and directions (including, but not limited to, those made under the 2006 Act)[5].

1.4.4 In accordance with section 14Z25(5) of, and paragraph 1 of Schedule 1B to the 2006 Act the ICB must have a constitution, which must comply with the requirements set out in that Schedule. The ICB is required to publish its constitution (section 14Z29). This constitution is published at [Add ICS web address]

1.4.5 The ICB must act in a way that is consistent with its statutory functions, both powers and duties. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to ICBs. Examples include, but are not limited to, the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to ICBs take the form of general statutory duties, which the ICB must comply with when exercising its functions. These duties include but are not limited to:

a) Having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 2009 and section 14Z32 of the 2006 Act);
b) Exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act);
c) Duties in relation children including safeguarding, promoting welfare etc (including the Children Acts 1989 and 2004, and the Children and Families Act 2014)
d) Adult safeguarding and carers (the Care Act 2014)
e) Equality, including the public-sector equality duty (under the Equality Act 2010) and the duty as to reducing inequalities (section 14Z35);

f) Information law, (for instance, data protection laws, such as the UK General Data Protection Regulation 2016/679 and Data Protection Act 2018, and the Freedom of Information Act 2000); and
g) Provisions of the Civil Contingencies Act 2004

1.4.6 The ICB is subject to an annual assessment of its performance by NHS England which is also required to publish a report containing a summary of the results of its assessment.

1.4.7 The performance assessment will assess how well the ICB has discharged its functions during that year and will, in particular, include an assessment of how well it has discharged its duties under:

a) section 14Z34 (improvement in quality of services),
b) section 14Z35 (reducing inequalities),
c) section 14Z38 (obtaining appropriate advice),
d) section 14Z43 (duty to have regard to effect of decisions),
e) section 14Z44 (public involvement and consultation),
f) sections 223GB to 223N (financial duties), and
g) section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).

1.4.8 NHS England has powers to obtain information from the ICB (section 14Z58 of the 2006 Act) and to intervene where it is satisfied that the ICB is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so (section 14Z59).

1.5 Status of this Constitution

1.5.1 The ICB was established on 1 July by *[name and reference of establishment order]*, which made provision for its constitution by reference to this document.

1.5.2 This constitution must be reviewed and maintained in line with any agreements with, and requirements of, NHS England set out in writing at establishment.

1.5.3 Changes to this constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

1.6 Variation of this Constitution

1.6.1 In accordance with paragraph 15 of Schedule 1B to the 2006 Act this constitution may be varied in accordance with the procedure set out in this paragraph. The constitution can only be varied in two circumstances:

(a) where the ICB applies to NHS England in accordance with NHS England's published procedure[6] and that application is approved; and

(b) where NHS England varies the constitution of its own initiative, (other than on application by the ICB).

1.6.2 The procedure for proposal and agreement of variations to the constitution is as follows:[7]

(a) The Chief Executive and/or Chair may periodically propose amendments to the Constitution which shall be considered and approved by the Board, unless:

- Changes are thought to have a material impact
- At least half (50%) of all the Board formally request that the amendments be put before the ICB for approval.

(b) Changes considered to have a material impact will include, but are not limited to:

- A change in the number of representatives on the Board as voting members
- A change in the quoracy of voting members of the Board
- Changes to the role of the Chair

(c) Proposed amendments to this constitution will not be implemented until an application to NHS England for variation has been approved.

1.7 Related Documents

1.7.1 This Constitution is also supported by a number of documents which provide further details on how governance arrangements in the ICB will operate.

1.7.2 The following are appended to the constitution and form part of it for the purpose of Section 1.6 and the ICB's legal duty to have a constitution:

a) Standing orders– which set out the arrangements and procedures to be used for meetings and the processes to appoint the ICB committees.

1.7.3 The following do not form part of the constitution but are required to be published.

a) **The Scheme of Reservation and Delegation (SoRD)**[8]**–** sets out those decisions that are reserved to the Board of the ICB and those decisions that have been delegated in accordance with the powers of the ICB and which must be agreed in accordance with and be consistent with the constitution. The SoRD identifies where, or to whom functions and decisions have been delegated to.

b) **Functions and Decision map**[9]**-** a high level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. The Functions and Decision map also includes decision making responsibilities that are delegated to the ICB (for example, from NHS England).

c) **Standing Financial Instructions –** which set out the arrangements for managing the ICB's financial affairs.

d) **The ICB Governance Handbook**[10]**–** This brings together all the ICB's governance documents so it is easy for interested people to navigate. It includes:

- The above documents a) – c)
- Terms of reference for all committees and sub-committees of the Board that exercise ICB functions[11].
- Delegation arrangements[12] for all instances where ICB functions are delegated, in accordance with section 65Z5 of the 2006 Act, to another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act.
- Terms of reference of any joint committee of the ICB and another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one or those organisations in accordance with section 65Z6 of the 2006 Act.
- The up-to-date list of eligible providers of primary medical services under Section 3.6.2
- The up to date list of eligible providers of voluntary, community and faith sector (VCFS) services under Section 3.12.1
- Committee structure
- Functions and Decision Map
- [Add other key contents].

e) **Key policy documents**[13] which should also be included in the Governance Handbook or linked to it - including:

- Standards of Business Conduct Policy
- Conflicts of interest policy and procedures
- Policy for public involvement and engagement

2 Composition of The Board of the ICB

2.1 Background

2.1.1 This part of the constitution describes the membership of the Integrated Care Board. Further information about the criteria for the roles and how they are appointed is in Section 3.

2.1.2 Further information about the individuals who fulfil these roles can be found on our website [add link].[14]

2.1.3 In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this constitution as "the Board" and members of the ICB are referred to as "Board Members") consists of:

(a) a Chair
(b) a Chief Executive
(c) at least three Ordinary members.

2.1.4 The membership of the ICB (the Board) shall meet as a unitary board and shall be collectively accountable for the performance of the ICB's functions.

2.1.5 NHS England Policy[17], requires the ICB to appoint the following additional Ordinary Members:

(a) three executive members, namely:
- Director of Finance (described as the Chief Finance Officer)
- Medical Director (described as the Chief Medical Officer)
- Director of Nursing (described as the Chief Nursing Officer)

(b) At least two[18] independent non-executive members.

2.1.6 The Ordinary[15] Members include at least three members who will bring knowledge and a perspective from their sectors. These members (known as Partner Members) are nominated by the following, and appointed in accordance with the procedures set out in Section 3 below**:**

- NHS trusts and foundation trusts who provide services within the ICB's area and are of a prescribed description
- the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description
- the local authorities which are responsible for providing Social Care and whose area coincides with or includes the whole or any part of the ICB's area.

While the Partner Members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the board, they are not to act as delegates of those sectors.

2.2 Board Membership

2.2.1 The ICB has 4[16] Partner Members.

(a) 2 Partner members NHS and Foundation Trusts
(b) 1 Partner member Primary medical services
(c) 1 Partner member Local Authorities

2.2.2 In addition to the three statutory minimum Partner Members of the Board set out in Section 2.1.5 (drawn from Foundation Trusts, Local Authorities and Primary Medical Service providers), one further Partner Member is to be added. This is to ensure the board can draw on the range of perspectives to enrich its decision making and effectively carry out its statutory duties.

2.2.3 The one additional Partner Member on the Board will be as follows:

- An additional Partner Member will be selected from Mental Health and Community NHS Trusts within the ICS (whilst the other Partner Member will be selected from Acute Trust and Foundation Trust members within the ICS) in accordance with procedures set out in Section 3.5.

2.2.4 The ICB has also appointed the following further Ordinary Members to the Board[19]

(a) Two further Non-Executive Members to take account of the geographical size and complexity of the ICS area, the need for independent leadership of key committees and to widen the diversity of the Board.

(b) Seven additional director roles, the precise portfolios of these additional roles subject to the approval of the Chair and Chief Executive. These will be:

- Four Place Directors, as described in Section 3 below
- One Director selected from the Voluntary, Community and Faith sector bodies in accordance with the procedures set out in Section 3.12
- One Director of Strategy and Partnerships
- One Chief People Officer

2.2.5 The Board is therefore composed of the following members:

(a) Chair
(b) Chief Executive
(c) 2 Partner members NHS and Foundation Trusts
(d) 1 Partner member Primary medical services
(e) 1 Partner member Local Authorities
(f) 4 Non executive members
(g) Director of Finance (described as the Chief Finance Officer)
(h) Medical Director (described as the Chief Medical Officer)
(i) Director of Nursing (described as the Chief Medical Officer)
(j) 4 Place Directors
(k) 1 Director selected from the Voluntary, Community and Faith Sector bodies
(l) Director of Strategy and Partnerships
(m) Chief People Officer

2.2.6 The Chair will exercise their function to approve the appointment of the Ordinary members with a view to ensuring that at least one of the Ordinary Board Members will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

2.2.7 The Board will keep under review the skills, knowledge, and experience that it considers necessary for members of the board to possess (when taken together) in order for the board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.

2.3 Regular Participants and Observers at Board Meetings[20]

2.3.1 The Board may invite specified individuals to be Participants or Observers at its meetings in order to inform its decision-making and the discharge of its functions as it sees fit.

2.3.2 Participants will receive advanced copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of the Board meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair to ask questions and address the meeting but may not vote.

(a) Director of Public Health representative
(b) ICB Chief Digital Officer
(c) ICB Board Secretary / Governance Lead
(d) ICB Communications and Involvement Lead
(e) A representative (senior leader) of Healthwatch organisations in the ICB area
(f) Subject matter experts as required
(g) Any other person that the Chair considers can contribute to the matter under discussion.

2.3.3 Observers will receive advanced copies of the notice, agenda and papers for Board meetings. They may be invited to attend any or all of the Board meetings, or part(s) of a meeting by the Chair. Any such person may not address the meeting and may not vote.

2.3.4 Participants and / or observers may be asked to leave the meeting by the Chair in the event that the board passes a resolution to exclude the public as per the Standing Orders.

3 Appointments Process for the Board

3.1 Eligibility Criteria for Board Membership:

3.1.1 Each member of the ICB must:

(a) Comply with the criteria of the "fit and proper person test"[24]
(b) Be willing to uphold the Seven Principles of Public Life (known as the Nolan Principles)
(c) Fulfil the requirements relating to relevant experience, knowledge, skills and attributes set out in a role specification.

3.2 Disqualification Criteria for Board Membership[25]

3.2.1 A Member of Parliament.

3.2.2 A person whose appointment as a board member ("the candidate") is considered by the person making the appointment as one which could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

3.2.3 A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted:

(a) in the United Kingdom of any offence, or
(b) outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part, and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.

3.2.4 A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, sections 56A to 56K of the Bankruptcy (Scotland) Act 1985 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings).

3.2.5 A person who, has been dismissed within the period of five years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any Health Service Body.

3.2.6 A person whose term of appointment as the chair, a member, a director or a governor of a health service body, has been terminated on the grounds:

(a) that it was not in the interests of, or conducive to the good management of, the health service body or of the health service that the person should continue to hold that office
(b) that the person failed, without reasonable cause, to attend any meeting of that health service body for three successive meetings,
(c) that the person failed to declare a pecuniary interest or withdraw from consideration of any matter in respect of which that person had a pecuniary interest, or
(d) of misbehaviour, misconduct or failure to carry out the person's duties;

3.2.7 A health care professional (within the meaning of section 14N of the 2006 Act) or other professional person who has at any time been subject to an investigation or proceedings, by any body which regulates or licenses the profession concerned ("the regulatory body"), in connection with the person's fitness to practise or any alleged fraud, the final outcome of which was:

(a) the person's suspension from a register held by the regulatory body, where that suspension has not been terminated
(b) the person's erasure from such a register, where the person has not been restored to the register
(c) a decision by the regulatory body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded, or
(d) a decision by the regulatory body which had the effect of imposing conditions on the person's practice of the profession in question, where those conditions have not been lifted.

3.2.8 A person who is subject to:

(a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or
(b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual).

3.2.9 A person who has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person was responsible, to which the person was privy, or which the person by their conduct contributed to or facilitated.

3.2.10 A person who has at any time been removed, or is suspended, from the management or control of any body under:

(a) section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990(f) (powers of the Court of Session to deal with the management of charities), or
(b) section 34(5) or of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session to deal with the management of charities).

3.3 Chair[26]

3.3.1 The ICB Chair[27] is to be appointed by NHS England, with the approval of the Secretary of State.

3.3.2 In addition to criteria specified at Section 3.1, this member must fulfil the following additional eligibility criteria:

(a) The Chair will be independent.
(b) Any criteria set out in any applicable NHS England guidance

3.3.3 Individuals will not be eligible if:

(a) They hold a role in another health and care organisation within the ICB area.
(b) Any of the disqualification criteria set out in Section 3.2 apply.
(c) Any additional disqualification criteria set out in any applicable NHS England guidance apply.

3.3.4 The term of office for the Chair will be 3 years and the total number of terms a Chair may serve is 2[28] terms.

3.4 Chief Executive

3.4.1 The Chief Executive will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England.[29]

3.4.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England[30]

3.4.3 The Chief Executive must fulfil the following additional eligibility criteria:

(a) Be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act
(b) Meet the person specification for the role

(c) Any further criteria set out in any applicable NHS England guidance

3.4.4 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Subject to Section 3.4.3(a), they hold any other employment or executive role

3.5 Partner Member(s) - NHS Trusts and Foundation Trusts within the ICB area

3.5.1 These Partner Members are jointly nominated by the Partners which provide services within the area and are of a –*description to be inserted in accordance with the regulations*[33] Those Trusts and Foundation Trusts are:

(a) Barnsley Hospital NHS Foundation Trust
(b) Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust
(c) Rotherham, Doncaster and South Humber NHS Foundation Trust
(d) Sheffield Children's NHS Foundation Trust
(e) Sheffield Health and Social Care NHS Foundation Trust
(f) Sheffield Teaching Hospitals NHS Foundation Trust
(g) South West Yorkshire Partnership NHS Foundation Trust
(h) The Rotherham NHS Foundation Trust
(i) Yorkshire Ambulance Service NHS Trust

3.5.2 These members must fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be an Executive Director of one of the NHS Trusts or FT's within the ICB's area[34]
(b) One shall have specific knowledge, skills and experience of the provision of acute services
(c) Another should have specific knowledge, skills and experience of the provision of mental health services
(d) Fulfil any other criteria set out in applicable NHS England or local guidance
(e) Sign a declaration that they (i) are willing to serve as a full member of the ICB unitary board, inter alia responsible for stewardship of NHS funds and be bound by individual and collective accountability for decisions of the Board; and (ii) agree that they will bring knowledge and perspective from their sector for the Board but not act as a delegate or representative or carry agreed mandates from any part of that sector which has appointed them.

3.5.3 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England guidance applies.
(c) They cannot provide unequivocal assurances and execute the declarations in relation to the criteria in Section 3.5.2 (c).
(d) A conflict of interest is evident, as determined by the Chair of the ICB or the Nominations Panel, which results in the individual being unable to fulfil the role.

3.5.4 These members will be appointed by[35] the Chief Executive subject to the approval of the Chair.

3.5.5 The appointment process will be as follows[36]:

(a) Request for joint nominations from the list of eligible organisations set out at 3.5.1 for the relevant role by the Director of Finance in accordance with the process approved by Remuneration Committee.
(b) Nominations must fulfil eligibility criteria as set out in Sections 3.1 3.5.2 and 3.5.3. Eligible organisations may nominate individuals from their own organisation or another organisation.
(c) Completion of application documentation. Candidates will be formally assessed against a list of essential and desirable competencies drawn from relevant national guidance and set out in the job description and person specification. This assessment may include an interview.
(d) A Nominations Panel will be established and chaired by the Chief Executive of the ICB to assess the applications and interview suitable applicants (it may include an external ICB Director with no local conflicts of interest).
(e) Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process and candidates will undergo an assessment process to ensure they meet the fit and proper persons test.
(f) The Nominations Panel will make a recommendation to the Chair of the ICB.
(g) The Chair of the ICB will determine the appointed Partner Member(s).
(h) The Chair of the ICB will report the appointed Partner Member(s) to the next meeting of the ICB Board.
(i) Any re-appointment at the end of a term will follow the process as described in sections (a) to (h) above.

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3.5.6 The term of office[37] for these Partner Members will be 3 years and the total number of terms they may serve is 2 terms.

3.5.7 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid multiple terms of office for Partner Members expiring at the same time.

3.6 Partner Member - Providers of Primary Medical Services.

3.6.1 This Partner Member is jointly[114] nominated by providers of primary medical services for the purposes of the health service within the integrated care board's area, and (ii) are *primary medical services contract holders responsible for the provision of essential services to a list of registered patients within core hours within the ICB's area.*

3.6.2 The list of relevant providers of primary medical services for this purpose is published as part of the Governance Handbook. The list will be kept up to date but does not form part of this constitution[119].

3.6.3 This member must fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria

(a) General practitioners, with current valid registration with the General Medical Council, who provide primary medical services on a substantive basis to a GP practice within the ICB area
(b) Fulfil any other criteria set out in applicable NHS England or local guidance
(c) Sign a declaration that they (i) are willing to serve as a full member of the ICB unitary board, inter alia responsible for stewardship of NHS funds and be bound by individual and collective accountability for decisions of the Board; and (ii) agree that they will bring knowledge and perspective from their sector for the Board but not act as a delegate or representative or carry agreed mandates from any part of that sector which has appointed them.

3.6.4 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England guidance applies.
(c) They cannot provide unequivocal assurances and execute the declarations in relation to the criteria in Section 3.6.2 (c).

(d) A conflict of interest is evident, as determined by the Chair of the ICB or the Nominations Panel, which results in the individual being unable to fulfil the role.

3.6.5 This member will be appointed by[39] the Chief Executive subject to the approval of the Chair

3.6.6 The appointment process will be as follows[40]:

(a) Request for nominations for the relevant role by the Director of Finance in accordance with the process approved by the Remuneration Committee. Each eligible organisation described at 3.6.1 and listed in the Governance Handbook will be invited to make nominations. Candidates will be nominated jointly by the eligible organisations in line with the requirements of the Act and related guidance issued by the Board.

(b) The nomination of an individual must be seconded by no less than three other eligible organisations. Eligible organisations may nominate individuals from their own organisation or another organisation.

(c) All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within a specified reasonable period being deemed to constitute agreement.

(d) If 50% or more of eligible organisations reject the list, then the nomination process will be re-run on the basis set out in paragraphs (a) to (c) above until 50% or more of the eligible organisations confirm the nominations.

(e) Nominations must fulfil eligibility criteria as set out in Sections 3.1, 3.6.2 and 3.6.3. Nominated individuals who meet the criteria will complete an application process against a published role specification.

(f) Completion of application documentation. Candidates will be formally assessed against a list of essential and desirable competencies drawn from relevant national guidance and set out in the job description and person specification. This assessment may include an interview.

(g) A Nominations Panel will be established and chaired by the Chief Executive of the ICB to assess the applications and interview suitable applicants (it may include an external ICB Director with no local conflicts of interest).

(h) Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process and candidates will undergo an assessment process to ensure they meet the fit and proper persons test.

(i) The Nominations Panel will make a recommendation to the Chair of the ICB.
(j) The Chair of the ICB will determine the appointed Partner Member(s).
(k) The Chair of the ICB will report the appointed Partner Member(s) to the next meeting of the ICB Board.
(l) Any re-appointment at the end of a term will follow the process as described in sections (a) to (k) above.

3.6.7 The term of office[41] for this Partner Member will be 3 years and the total number of terms they may serve is 2 terms.

3.6.8 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid multiple terms of office expiring at the same time.

3.7 Partner Member - local authorities

3.7.1 This Partner Member is jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the ICB's area. Those local authorities are:

(a) Barnsley Metropolitan Borough Council
(b) Doncaster Metropolitan Borough Council
(c) Rotherham Metropolitan Borough Council
(d) Sheffield City Council

3.7.2 This member will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be the Chief Executive or hold a relevant Executive level role of one of the bodies listed at Section 3.7.1
(b) Fulfil any other criteria set out in applicable NHS England or local guidance
(c) Sign a declaration that they (i) are willing to serve as a full member of the ICB unitary board, inter alia responsible for stewardship of NHS funds and be bound by individual and collective accountability for decisions of the Board; and (ii) agree that they will bring knowledge and perspective from their sector for the Board but not act as a delegate or representative or carry agreed mandates from any part of that sector which has appointed them.

3.7.3 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England guidance applies.

(c) They cannot provide unequivocal assurances and execute the declaration in relation to the criteria in Section 3.5.2 (c).

(d) A conflict of interest is evident, as determined by the Chair of the ICB or the Nominations Panel, which results in the individual being unable to fulfil the role.

3.7.4 This member will be appointed by[42] the Chief Executive subject to the approval of the Chair

3.7.5 The appointment process will be as follows[43]:

(a) Request for nominations for the relevant role by the Director of Finance in accordance with the process approved by Remuneration Committee. Candidates will be nominated jointly by the respective local authorities in line with the requirements of the Act and related guidance issued by the Board.

(b) Nominations must fulfil eligibility criteria as set out in Sections 3.1 3.7.2 and 3.7.3. Nominated individuals who meet the criteria will complete an application process against a published role specification. Eligible organisations may nominate individuals from their own organisation or another organisation.

(c) Completion of application documentation. Candidates will be formally assessed against a list of essential and desirable competencies drawn from relevant national guidance and set out in the job description and person specification. This assessment may include an interview.

(d) A Nominations Panel will be established and chaired by the Chief Executive of the ICB to assess the applications and interview suitable applicants (it may include an external ICB Director with no local conflicts of interest).

(e) Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the process and candidates will undergo an assessment process to ensure they meet the fit and proper persons test.

(f) The Nominations Panel will make a recommendation to the Chair of the ICB.

(g) The Chair of the ICB will determine the appointed Partner Member(s).

(h) The Chair of the ICB will report the appointed Partner Member(s) to the next meeting of the ICB Board.

(i) Any re-appointment at the end of a term will follow the process as described in sections (a) to (h) above.

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3.7.6 The term of office for this Partner Member will be 3 years and the total number of terms they may serve is 2 terms.

3.7.7 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid multiple terms of office expiring at the same time.

3.8 Medical Director[45]

3.8.1 This member will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be an employee of the ICB[46] or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act
(b) Be a registered Medical Practitioner

3.8.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England or local guidance applies.

3.8.3 This member will be appointed by[47] the Chief Executive subject to the approval of the Chair.

3.9 Director of Nursing[48]

3.9.1 This member will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be an employee[49] of the ICB or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act
(b) Be a registered Nurse
(c) Any other criteria set out in applicable NHS England or local guidance

3.9.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England or local guidance applies.

3.9.3 This member will be appointed by[50] the Chief Executive subject to the approval of the Chair.

3.10 Director of Finance[51]

3.10.1 This member will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be an employee of the ICB[52] or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act
(b) Any other criteria set out in applicable NHS England or local guidance

3.10.2 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England or local guidance applies

3.10.3 This member will be appointed by[53] the Chief Executive subject to the approval of the Chair

3.11 Four[54] Independent Non-Executive Members[55]

3.11.1 The ICB will appoint four independent Non-Executive Members

3.11.2 These members will be appointed by[56] the Chief Executive subject to the approval of the Chair.

3.11.3 These members will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Not be employee of the ICB or a person seconded to the ICB
(b) Not hold a role in another health and care organisation in the ICS area
(c) One shall have specific knowledge, skills and experience, that makes them suitable for appointment to the Chair of the Audit Committee
(d) Another should have specific knowledge, skills and experience, that makes them suitable for appointment to the Chair of the Remuneration Committee
(e) Another shall lead on assurance of the ICB's arrangements for discharging its duties in relation to patient and public involvement. matters
(f) Another should have specific focus on the ICB's equality, diversity and inclusion initiatives
(g) Any other criteria set out in applicable NHS England or local guidance

3.11.4 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) They hold a role in another health and care organisation within the ICB area
(c) Any additional exclusion criteria set out in applicable NHS England or local guidance applies
(d) A conflict of interest is evident, as determined by the Chair of the ICB, which results in the individual being unable to fulfil the role.

3.11.5 The term of office for an independent non-executive member will be 3 years and the total number of terms an individual may serve is 2[58] terms. after which they will no longer be eligible for re-appointment.

3.11.6 Initial appointments may be for a shorter period[59] in order to avoid all non-executive members retiring at once. Thereafter, new appointees will ordinarily retire on the date that the individual they replaced was due to retire in order to provide continuity.

3.11.7 Subject to[60] satisfactory appraisal the Chair may approve the re-appointment of an independent non-executive member up to the maximum number of terms permitted for their role.

3.12 Other Board Members[61]

- **Additional Ordinary Member - Providers of Voluntary, Community and Faith Sector Services.**

3.12.1 This Member is nominated jointly by the sector's infrastructure organisations within the ICB's area. The list of relevant providers of voluntary, community and faith sector (VCFS) services for this purpose is published as part of the Governance Handbook. The list will be kept up to date but does not form part of this constitution.

3.12.2 This Member will bring the perspective of organisations from the VCFS which provide health and care services in the ICB area.

3.12.3 This member must fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria

(a) Be a senior leader of a provider of voluntary, community or faith sector services within the ICB's area
(b) Fulfil any other criteria set out in applicable NHS England or local guidance

(c) Sign a declaration that they (i) are willing to serve as a full member of the ICB unitary board, inter alia responsible for stewardship of NHS funds and be bound by individual and collective accountability for decisions of the Board; and (ii) agree that they will bring knowledge and perspective from their sector for the Board but not act as a delegate or representative or carry agreed mandates from any part of that sector which has appointed them.

3.12.4 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England guidance applies.
(c) They cannot provide unequivocal assurances and execute the declarations in relation to the criteria in Section 3.12.2 (c).
(d) A conflict of interest is evident, as determined by the Chair of the ICB or the Nominations Panel, which results in the individual being unable to fulfil the role.

3.12.5 This member will be appointed by the Chief Executive subject to the approval of the Chair.

3.12.6 The appointment process will be as follows:

(a) Request for joint nominations from the sector's infrastructure organisations for the relevant role by the Director of Finance in accordance with the process approved by Remuneration Committee. Each eligible organisation listed in the Governance Handbook will be invited to make nominations.
(b) The nomination of an individual must be seconded by one other eligible organisation. Eligible organisations may nominate individuals from their own organisation or another organisation.
(c) Nominations must fulfil eligibility criteria as set out in Sections 3.12.3 and 3.12.4.
(d) Completion of application documentation. Candidates will be formally assessed against a list of essential and desirable competencies drawn from relevant national guidance and set out in the job description and person specification. This assessment may include an interview.
(e) A Nominations Panel will be established and chaired by the Chief Executive of the ICB to assess the applications and interview suitable applicants (it may include an external ICB Director with no local conflicts of interest).
(f) Recruitment and selection processes will be designed to take account of equality, diversity and inclusion at each stage of the

process and candidates will undergo an assessment process to ensure they meet the fit and proper persons test.

(g) The Nominations Panel will make a recommendation to the Chair of the ICB.

(h) The Chair of the ICB will determine the appointed Member(s).

(i) The Chair of the ICB will report the appointed Member(s) to the next meeting of the ICB Board.

(j) Any re-appointment at the end of a term will follow the process as described in sections (a) to (i) above.

3.12.7 The term of office for this Member will be 3 years and the total number of terms they may service is 2 terms.

3.12.8 On first appointment to the role, the ICB may stagger the end date of the length of the term of office to avoid multiple terms of office expiring at the same time.

- **Four Place Directors**

3.12.9 These members will fulfil the eligibility criteria set out at Section 3.1 and the following additional eligibility criteria:

(a) Be an employee of the ICB[52] or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act

(b) Any other criteria set out in applicable NHS England or local guidance

3.12.10 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply

(b) Any other exclusion criteria set out in applicable NHS England or local guidance applies

3.12.11 These members will be appointed by the Chief Executive subject to the approval of the Chair

- **Chief People Officer**

3.12.12 This member will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be an employee of the ICB[52] or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act

(b) Any other criteria set out in applicable NHS England or local guidance

3.12.13 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England or local guidance applies

3.12.14 This member will be appointed by the Chief Executive subject to the approval of the Chair.

- **Director of Strategy and Partnerships**

3.12.15 This member will fulfil the eligibility criteria set out at Section 3.1 and also the following additional eligibility criteria:

(a) Be an employee of the ICB[52] or a person seconded to the ICB who is employed in the civil service of the State or by a body referred to in paragraph 18(4)(b) of Schedule 1B to the 2006 Act
(b) Any other criteria set out in applicable NHS England or local guidance

3.12.16 Individuals will not be eligible if:

(a) Any of the disqualification criteria set out in Section 3.2 apply
(b) Any other exclusion criteria set out in applicable NHS England or local guidance applies

3.12.17 This member will be appointed by the Chief Executive subject to the approval of the Chair.

3.13 Board Members: Removal from Office.

3.13.1 Arrangements for the removal from office of Board members are subject to the term of appointment, and application of the relevant ICB policies and procedures.

3.13.2 With the exception of the Chair, Board members shall be removed from office if any of the following occurs:

a) If they no longer fulfil the requirements of their role or become ineligible for their role as set out in this constitution, regulations or guidance
b) Fail to attend 50% of the ICB meetings (unless there are extenuating circumstances as approved by the Chair);

c) If they are deemed to not meet the expected standards of performance at their annual appraisal
d) If they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the ICB and is likely to bring the ICB into disrepute as defined by the ICB's Standard of Business Conduct policy, and / or ICB's code of conduct and behaviours, or otherwise. This includes but it is not limited to dishonesty; misrepresentation (either knowingly or fraudulently); defamation of any member of the ICB (being slander or libel); abuse of position; non-declaration of a known conflict of interest; seeking to manipulate a decision of the ICB in a manner that would ultimately be in favour of that member whether financially or otherwise: gross misconduct.
e) Are deemed to have failed to uphold the Nolan Principles of Public Life
f) Persistently fail to conform to the principles of a unitary board.
g) Are subject to disciplinary proceedings by a regulator or professional body that has resulted in a decision by the Regulatory Body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded, or had the effect of imposing conditions on the person's practice, where those conditions have not been lifted.
h) A vote of no confidence at the Board on the member, on the basis of a breach of any of the above grounds being carried by a simple majority of votes.

3.13.3 Members may be suspended pending the outcome of an investigation into whether any of the matters in Section 3.13.2 apply.

3.13.4 Executive Directors (including the Chief Executive) will cease to be Board members if their employment in their specified role ceases, regardless of the reason for termination of the employment.

3.13.5 The Chair of the ICB may be removed by NHS England, subject to the approval of the Secretary of State.

3.13.6 If NHS England is satisfied that the ICB is failing or has failed to discharge any of its functions or that there is a significant risk that the ICB will fail to do so, it may:

3.13.7.1 terminate the appointment of the ICB's Chief Executive; and

3.13.7.2 direct the Chair as to which individual to appoint as a replacement Chief Executive and on what terms.

3.14 Terms of Appointment of Board Members

3.14.1 With the exception of the Chair and Chief Executive, arrangements for remuneration[63] and any allowances will be agreed by the Remuneration Committee in line with the ICB remuneration policy and any other relevant policies published [say where] and any guidance issued by NHS England or other relevant body. Remuneration for chairs will be set by NHS England. Remuneration for non-executive members will be set by the Remuneration Committee[63]

3.14.2 Other terms of appointment will be determined by the Remuneration Committee.

3.14.3 Terms of appointment of the Chair will be determined by NHS England.

3.15 Specific arrangements for appointment of Ordinary Members made at establishment

3.15.1 Individuals may be identified as "designate ordinary members" prior to the ICB being established.

3.15.2 Relevant nomination procedures for partner members in advance of establishment are deemed to be valid so long as they are undertaken in full and in accordance with the provisions of Sections 3.5-3.7.

3.15.3 Any appointment and assessment processes undertaken in advance of establishment to identify designate ordinary members should follow, as far as possible, the processes set out in Sections 3.5-3.12 of this constitution. However, a modified process, agreed by the Chair, will be considered valid.

3.15.4 On the day of establishment, a committee consisting of the Chair, Chief Executive and the Chief People Officer will appoint the ordinary members who are expected to be all individuals who have been identified as designate appointees pre ICB establishment and the Chair will approve those appointments.

3.15.5 For the avoidance of doubt, this clause is valid only in relation to the appointments of the initial ordinary members and all appointments post establishment will be made in accordance with Sections 3.5 to 3.12.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

4.1.1 The ICB will, at all times, observe generally accepted principles of good governance. This includes the Nolan Principles of Public Life and any governance guidance issued by NHS England.

4.1.2 The ICB has agreed a code of conduct and behaviours[64] which sets out the expected behaviours that members of the board and its committees will uphold whilst undertaking ICB business. It also includes a set of principles that will guide decision making in the ICB. The ICB code of conduct and behaviours is published in the Governance Handbook.

4.2 General

4.2.1 The ICB will:

(a) comply with all relevant laws including but not limited to the 2006 Act and the duties prescribed within it and any relevant regulations;
(b) comply with directions issued by the Secretary of State for Health and Social Care;
(c) comply with directions issued by NHS England;
(d) have regard to statutory guidance including that issued by NHS England; and
(e) take account, as appropriate, of other documents, advice and guidance issued by relevant authorities, including that issued by NHS England.
(f) respond to reports and recommendations made by local Healthwatch organisations within the ICB area

4.2.2 The ICB will develop and implement the necessary systems and processes to comply with (a)-(e) above, documenting them as necessary in this constitution, its Governance Handbook and other relevant policies and procedures as appropriate.

4.3 Authority to Act

4.3.1 The ICB is accountable for exercising its statutory functions and may grant authority to act on its behalf to:

(a) any of its members or employees
(b) a committee or sub-committee of the ICB

4.3.2 Under section 65Z5 of the 2006 Act, the ICB may arrange with another ICB, an NHS trust, NHS foundation trust, NHS England, a local authority, combined authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that other body or for the functions of that other body to be exercised by or jointly with the ICB. Where the ICB and other body enters such arrangements, they may also arrange for the functions in question to be exercised by a joint committee of theirs and/or for the establishment of a pooled fund to fund those functions (section 65Z6). In addition, under section 75 of the 2006 Act, the ICB may enter

partnership arrangements with a local authority under which the local authority exercises specified ICB functions or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund.

4.3.3 Where arrangements are made under section 65Z5 or section 75 of the 2006 Act the board must authorise the arrangement, which must be described as appropriate in the SoRD.

4.4 Scheme of Reservation and Delegation

4.4.1 The ICB has agreed a scheme of reservation and delegation (SoRD) which is published in full as part of the Governance Handbook.

4.4.2 Only the Board may agree the SoRD and amendments to the SoRD may only be approved by the Board.

4.4.3 The SoRD sets out:

(a) those functions that are reserved to the board;
(b) those functions that have been delegated to an individual or to committees and sub committees;
(c) those functions delegated to another body or to be exercised jointly with another body, under section 65Z5 and 65Z6 of the 2006 Act

4.4.4 The ICB remains accountable for all of its functions, including those that it has delegated. All those with delegated authority are accountable to the Board for the exercise of their delegated functions.

4.5 Functions and Decision Map

4.5.1 The ICB has prepared a Functions and Decision Map which sets out at a high level its key functions and how it exercises them in accordance with the SoRD.

4.5.2 The Functions and Decision Map is published [add web address]

4.5.3 The map includes:

(a) Key functions reserved to the Board of the ICB
(b) Commissioning functions delegated to committees and individuals.
(c) Commissioning functions delegated under section 65Z5 and 65Z6 of the 2006 Act to be exercised by, or with, another ICB, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body;
(d) functions delegated to the ICB (for example, from NHS England).

4.6 Committees and Sub-Committees[65]

4.6.1 The ICB may appoint committees and arrange for its functions to be exercised by such committees. Each committee may appoint sub-committees and arrange for the functions exercisable by the committee to be exercised by those sub-committees.

4.6.2 All committees and sub-committees are listed in the SoRD.

4.6.3 Each committee and sub-committee established by the ICB operates under terms of reference agreed by the Board[66]. All terms of reference are published in the Governance Handbook.

4.6.4 The Board remains accountable for all functions, including those that it has delegated to committees and subcommittees and therefore, appropriate reporting and assurance arrangements are in place and documented in terms of reference. All committees and sub committees that fulfil delegated functions of the ICB, will be required to:

(a) Provide reports to the Board on their activities at agreed intervals;
(b) Attend Board Meetings at the invitation of the Chair; and
(c) Comply with the outputs of internal audit findings and committee effectiveness reviews;
(d) Submit to the ICB Board a decision and assurance report following each Committee meeting, summarising key decisions. In the case of sub-committees, these will be submitted to their Parent Committee;
(e) Submit their confirmed Minutes to the ICB Board for assurance. In the case of sub-committees, these will be submitted to their Parent Committee;
(f) Demonstrate consideration of the equality and diversity implications of decisions they make and consider whether any new resource allocation achieves positive change around inclusion, equality and diversity
(g) Ensure that members abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

4.6.5 Any committee or sub-committee established in accordance with Section 4.6 may consist of, or include, persons who are not ICB Members or employees.

4.6.6 All members of committees and sub-committees that exercise the ICB commissioning functions will be approved by the Chair. The Chair will not approve an individual to such a committee or sub-committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise.

4.6.7 All members of committees and sub-committees are required to act in accordance with this constitution, including the standing orders as well as the SFIs and any other relevant ICB policy.

4.6.8 The following committees will be maintained:

(a) **Audit Committee**[68]**:** This committee is accountable to the Board and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The committee is responsible for arranging appropriate internal and external audit.

The Audit Committee will be chaired by an independent non-executive member (other than the Chair of the ICB) who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters.

(b) **Remuneration Committee**[69]**:** This committee is accountable to the Board for matters relating to remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the ICB.

The Remuneration Committee will be chaired by an independent non-executive member other than the Chair or the Chair of Audit Committee.

4.6.9 The terms of reference for each of the above committees are published in the Governance Handbook[70].

4.6.10 The Board has also established a number of other committees to assist it with the discharge of its functions. These committees are set out in the SoRD and further information about these committees, including terms of reference, are published[71] in the Governance Handbook.

4.7 Delegations made under section 65Z5 of the 2006 Act

4.7.1 As per Section 4.3.2 The ICB may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other relevant bodies (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body).

4.7.2 All delegations made under these arrangements are set out in the ICB Scheme of Reservation and Delegation and included in the Functions and Decision Map.

4.7.3 Each delegation made under section 65Z5 of the Act will be set out in a delegation arrangement which sets out the terms of the delegation[72]. This

may, for joint arrangements, include establishing and maintaining a pooled fund. The power to approve delegation arrangements made under this provision will be reserved to the Board.

4.7.4 The Board remains accountable for all the ICB's functions, including those that it has delegated and therefore, appropriate reporting and assurance mechanisms are in place as part of agreeing terms of a delegation and these are detailed in the delegation arrangements, summaries of which will be published in the Governance Handbook.

4.7.5 In addition to any formal joint working mechanisms, the ICB may enter into strategic or other transformation discussions with its partner organisations on an informal basis.

5 Procedures for Making Decisions[73]

5.1 Standing Orders

5.1.1 The ICB has agreed a set of standing orders which describe the processes that are employed to undertake its business. They include procedures for:

- conducting the business of the ICB
- the procedures to be followed during meetings; and
- the process to delegate functions.

5.1.2 The Standing Orders apply to all committees and sub-committees of the ICB unless specified otherwise in terms of reference which have been agreed by the Board.

5.1.3 A full copy of the Standing Orders[74] is included in Appendix 2 and form part of this constitution.

5.2 Standing Financial Instructions (SFIs)

5.2.1 The ICB has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD.

5.2.2 A copy of the SFIs will be published in the Governance Handbook.

6 Arrangements for Conflict of Interest Management and Standards of Business Conduct

6.1 Conflicts of Interest[75]

[DN: subject to change in line with NHS England guidance[76]]

6.1.1 As required by section 14Z30 of the 2006 Act, the ICB has made arrangements to manage any actual and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without being unduly influenced by external or private interest and do not, (and do not risk appearing to) affect the integrity of the ICB's decision-making processes.

6.1.2 The ICB has agreed policies and procedures for the identification and management of conflicts of interest which are published on the website[77]

6.1.3 All Board, committee and sub-committee members, and employees of the ICB, will comply with the ICB policy on conflicts of interest in line with their terms of office and/ or employment. This will include but not be limited to declaring all interests on a register that will be maintained by the ICB.

6.1.4 All delegation arrangements made by the ICB under Section 65Z5 of the 2006 Act will include a requirement for transparent identification and management of interests and any potential conflicts in accordance with suitable policies and procedures comparable with those of the ICB.

6.1.5 Where an individual, including any individual directly involved with the business or decision-making of the ICB and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this Constitution, the Conflicts of interest Policy and the Standards of Business Conduct Policy[78].

6.1.6 The ICB has appointed the Audit Chair [edit accordingly] to be the Conflicts of Interest Guardian[79]. In collaboration with the ICB's governance lead, their role is to:

(a) Act as a conduit for members of the public and members of the partnership who have any concerns with regards to conflicts of interest;

(b) Be a safe point of contact for employees or workers to raise any concerns in relation to conflicts of interest;

(c) Support the rigorous application of conflict of interest principles and policies;

(d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
(e) Provide advice on minimising the risks of conflicts of interest.

6.2 Principles[80]

6.2.1 In discharging its functions the ICB will abide by the following principles:

(a) Prohibit unacceptable forms of interest;
(b) Raise awareness of the circumstances in which conflicts can arise;
(c) Build capacities to prevent conflict of interest through training; and
(d) Ensure effective procedures to resolve conflict-of-interest situations.
(e) Act in a way that demonstrates that they are acting fairly and transparently and in the best interests of their patients and the population covered by the ICS;
(f) Act in a way that upholds confidence and trust in the NHS and system partners;
(g) Recognition that the ICB requires a diversity of perspectives in order for it to make good decisions; therefore interests will be managed sensibly and proportionately in line with applicable NHS England Guidance and the ICB's Standards of Business Conduct and Declarations of Interest Policy.
(h) Decision making will be made with a regard to the Quadruple Aim: considering the effects of the decisions on: the health and wellbeing of the people of England; the quality of services provided or arranged by both the ICB and other relevant bodies and the sustainable and efficient use of resources by the ICB and other relevant bodies.

6.3 Declaring and Registering Interests

6.3.1 The ICB maintains registers[81] of the interests of:
(a) Members of the ICB
(b) Members of the Board's committees and sub-committees
(c) Its employees

6.3.2 In accordance with section 14Z30(2) of the 2006 Act registers of interest are published on the ICB website /add where[82].

6.3.3 All relevant persons as per Sections 6.1.3 and 6.1.5 must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB's commissioning functions.

6.3.4 Declarations should be made as soon as reasonably practicable after the person becomes aware of the conflict or potential conflict and in any event within 28 days. This could include interests an individual is pursuing. Interests will also be declared on (or where applicable prior to) appointment and during relevant discussion in meetings.

6.3.5 All declarations will be entered in the registers as per Section 6.3.1

6.3.6 The ICB will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually.

6.3.7 Interests[83] (including gifts and hospitality) of decision-making staff will remain on the public register for a minimum of six months. In addition, the ICB will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The ICB's published register of interests states that historic interests are retained by the ICB for the specified timeframe and details of whom to contact to submit a request for this information.

6.3.8 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the ICB policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.4 Standards of Business Conduct

6.4.1 Board members, employees, committee and sub-committee members of the ICB will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:

(a) act in good faith and in the interests of the ICB;

(b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);

(c) comply with the ICB Standards of Business Conduct Policy, and any requirements set out in the policy for managing conflicts of interest.

6.4.2 Individuals contracted to work on behalf of the ICB or otherwise providing services or facilities to the ICB will be made aware of their obligation to declare conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the ICB's Standards of Business Conduct policy.

7 Arrangements for ensuring Accountability and Transparency

7.1.1 The ICB will demonstrate its accountability to local people, stakeholders and NHS England in a number of ways, including by upholding the requirement for transparency in accordance with paragraph 11(2) of Schedule 1B to the 2006 Act.

7.2 Principles[84]

7.2.1 Create an organisational culture that encourages and enables transparency and involvement.
7.2.2 Be inclusive and proactive in resolving barriers to effective involvement and participation.
7.2.3 Make clear the purpose of involvement and the extent to which people can expect their views to influence development of local health services;
7.2.4 Recognise the importance of providing feedback to people who have made their views known;
7.2.5 Work in partnership with other agencies;
7.2.6 Build upon best practice and be open to innovative and proven approaches from within and outwith the NHS;
7.2.7 Provide support and training to staff to equip them for their role, and
7.2.8 Provide information that is clear and easy to understand, free of jargon and in plain language.

7.3 Meetings and publications

7.3.1 Board meetings, and committees composed entirely of board members or which include all board members, will be held in public[97] except where a resolution is agreed to exclude the public on the grounds that it is believed to not be in the public interest.

7.3.2 Papers and minutes of all meetings held in public will be published.

7.3.3 Annual accounts will be externally audited and published.

7.3.4 A clear complaints process will be published.

7.3.5 The ICB will comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the ICB.

7.3.6 information will be provided to NHS England as required.

7.3.7 The constitution and Governance Handbook will be published as well as other key documents including but not limited to:

- Conflicts of interest policy and procedures
- Registers of interests[85]
- Key policies
- Functions and Decisions Map
- Committee Structure
- Renumeration Guidance
- Delegation Agreement Summaries

7.3.8 The ICB will publish, with our partner NHS trusts and NHS foundation trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next five years. The plan will explain how the ICB proposes to discharge its duties under:

- section 14Z34 (improvement in quality of services),
- section 14Z35 (reducing inequalities),
- section 14Z43 (have regard to effect of decisions)
- section 14Z44 (public involvement and consultation), and
- sections 223H and 223J (financial duties).

And

(a) proposed steps to implement the South Yorkshire joint local health and wellbeing strategies.[86]

7.4 Scrutiny and Decision Making

7.4.1 At least three independent non-executive members will be appointed to the board including the Chair; and all of the board and committee members will comply with the Nolan Principles of Public Life and meet the criteria described in the Fit and Proper Person Test.

7.4.2 Healthcare services will be arranged in a transparent way, and decisions around who provides services will be made in the best interests of patients, taxpayers and the population, in line with the rules set out in the NHS Provider Selection Regime.

7.4.3 The ICB will comply with the requirements of the NHS Provider Selection Regime including[87]:

(a) Ensuring decision making structures are in place to allow for decisions for the arranging of healthcare services to be made.
(b) Ensuring governance structures are in place to deal with any challenges that may follow decisions about provider selection.
(c) Publishing the ICB's intentions for arranging services in advance.
(d) Publishing contracts awarded and maintaining records of decision making and management of conflicts of interest.
(e) Ensuring that audit arrangements are in place.

7.4.4 The ICB will comply with local authority health overview and scrutiny requirements.

7.5 Annual Report

7.5.1 The ICB will publish an annual report in accordance with any guidance published by NHS England and which sets out how it has discharged its functions and fulfilled its duties in the previous financial year and in particular how it has discharged its duties under sections:

(a) 14Z34 (improvement in quality of services),
(b) 14Z35 (reducing inequalities),
(c) 14Z43 (have regard to the effect of decisions), and
(d) 14Z44 (public involvement and consultation)

7.5.2 The annual report will also review the extent to which the ICB has exercised its functions in accordance with the plans published under section

(a) 14Z50 (Integrated Care System plan), and
(b) 14Z54 (capital resource use plan), and

7.5.3 Review any steps the board has taken to implement any joint health and wellbeing strategy to which it was required to have regard under section 116B(1) of the Local Government and Public Involvement in Health Act 2007.

8 Arrangements for Determining the Terms and Conditions of Employees.

8.1.1 The ICB may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.

8.1.2 The Board has established a Remuneration Committee[88] which is chaired by a Non-Executive member other than the Chair or Audit Chair.

8.1.3 The membership of the Remuneration Committee is determined by the Board. No employees may be a member of the Remuneration Committee but the Board ensures that the Remuneration Committee has access to appropriate advice by:

(a) Directing any employee or member of the ICB to co-operate with any request made by the Remuneration Committee within its remit as outlined in its terms of reference; and

(b) Permitting it to obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions provided that it follows any procedures put in place by the ICB for obtaining legal or professional advice;

8.1.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the board.

8.1.5 The main purpose of the Remuneration Committee is to exercise the functions of the ICB regarding remuneration included in paragraphs 18 to 20 of Schedule 1B to the 2006 Act. The terms of reference agreed by the board are published on the ICB website.

8.1.6 The duties of the Remuneration Committee include[89]:

(a) For the Chief Executive, Directors and other Very Senior Managers:

Determine all aspects of remuneration including but not limited to salary (including any performance-related elements), bonuses, pensions and cars;

Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

(b) For all staff:

Determine the ICB pay policy (including the adoption of pay frameworks such as Agenda for Change);

Oversee contractual arrangements;

Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

(c) Oversee the arrangements for the performance review for directors/senior managers;

(d) Receive assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and Proper Person Regulation (FPPR);

(e) Setting the ICB pay policy (or equivalent) and standard terms and conditions;

(f) Set any allowances for members of committees or sub-committees of the ICB who are not members of the Board; and

(g) Any other relevant duties.

8.1.7 The ICB may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

9 Arrangements for Public Involvement

9.1.1 In line with section 14Z44(2) of the 2006 Act the ICB has made arrangements to secure that individuals to whom services which are, or are to be, provided pursuant to arrangements made by the ICB in the exercise of its functions, and their carers and representatives, are involved (whether by being consulted or provided with information or in other ways) in:

(a) the planning of the commissioning arrangements by the ICB
(b) the development and consideration of proposals by the ICB
(c) for changes in the commissioning arrangements where the implementation of the proposals would have an impact on the manner in which the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them, and
(d) decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact.

9.1.2 In line with section 14Z52 of the 2006 Act the ICB has made the following arrangements to consult its population on its system plan:

(a) Put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS.

(b) Start engagement early when developing plans and feed back to people and communities how it has influenced activities and decisions.

(c) Understand our community's needs, experience and aspirations for health and care, using engagement to find out if change is working.

(d) Build relationships with excluded or harder to reach groups – especially those affected by inequalities.

(e) Work with Healthwatch and the voluntary, community and faith sector as key partners.

(f) Provide clear and accessible public information about vision, plans and progress to build understanding and trust.

(g) Use community development approaches that empower people and communities, making connections to social action.

(h) Use co-production, insight and engagement to achieve accountable health and care services.

(i) Co-produce and redesign services and tackle system priorities in partnership with people and communities.

(j) Learn from what works and build on the assets of all partners in the ICS – networks, relationships, activity in local places.

9.1.3 The ICB has adopted the ten principles set out by NHS England for working with people and communities[90].

(a) Put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS.

(b) Start engagement early when developing plans and feed back to people and communities how it has influenced activities and decisions.

(c) Understand your community's needs, experience and aspirations for health and care, using engagement to find out if change is working.

(d) Build relationships with excluded groups – especially those affected by inequalities.

(e) Work with Healthwatch and the voluntary, community and faith sector as key partners.

(f) Provide clear and accessible public information about vision, plans and progress to build understanding and trust.

(g) Use community development approaches that empower people and communities, making connections to social action.

(h) Use co-production, insight and engagement to achieve accountable health and care services.

(i) Co-produce and redesign services and tackle system priorities in partnership with people and communities.

(j) Learn from what works and build on the assets of all partners in the ICS – networks, relationships, activity in local places.

9.1.4 These principles will be used when developing and maintaining arrangements for engaging with people and communities.

9.1.5 These arrangements, include[92]:

(a) A Patient and Public Involvement Strategy[93]

(b) A system-wide Engagement Framework to ensure consistently high standards of engagement

(c) Ensuring sufficient resources and training are available to support effective engagement

(d) Arranging system-wide or place-based public events

(e) Appointment of a Non-Executive Member with a specific role to seek assurance on the ICB's arrangements for discharging its duties in relation to patient and public involvement.

Appendix 1: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022
Area	The geographical area that the ICB has responsibility for, as defined in part 2 of this constitution
Board (ICB Board)	The decision-making body of the ICB at South Yorkshire level.
Committee	A committee created and appointed by the ICB Board.
Governance Handbook	The ICS Governance Handbook the contents of which are described in Section 1.7.3 (d).
Health and Wellbeing Board	A statutory committee of a local authority (at place level) which brings together leaders from the local health and care system. Responsible for producing a joint strategic needs assessment and a joint health and wellbeing strategy.
Health Overview and Scrutiny Committee	A statutory committee of a local authority that undertakes in-depth reviews of health and care issues for local people. There are overview and scrutiny committees at Place and South Yorkshire level.
Health Service Body	Health service body as defined by section 9(4) of the NHS Act 2006 or (b) NHS Foundation Trusts.
Integrated Care Partnership	The joint committee for the ICB's area established by the ICB and each responsible local authority whose area coincides with or falls wholly or partly within the ICB's area.
Integrated Care System	The whole health and care system across South Yorkshire known as the South Yorkshire Integrated Care System. The ICS is made up of the NHS, councils, Healthwatch and the voluntary, community and faith sector (VCFS) partners in each of the places (Barnsley, Doncaster, Rotherham, Sheffield) and across South Yorkshire.

Ordinary Member	The Board of the ICB will have a Chair and a Chief Executive plus other members. All other members of the Board are referred to as Ordinary Members.
Partner Members	Some of the Ordinary Members will also be Partner Members. Partner Members bring knowledge and a perspective from their sectors and are appointed in accordance with the procedures set out in Section 3 having been nominated by the following: • NHS trusts and foundation trusts who provide services within the ICB's area and are of a prescribed description • the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description • the local authorities which are responsible for providing Social Care and whose area coincides with or includes the whole or any part of the IC''s area.
Place	The geographical level at which most of the work to join up health and care services happens. The Integrated Care System places are Barnsley, Doncaster, Rotherham and Sheffield.
Place-Based Partnership	Place-based partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community. They involve the Integrated Care Board, local government and providers of health and care services, including the voluntary, community and faith sector, people and communities, as well as primary care provider leadership, represented by Primary Care Network clinical directors or other relevant primary care leaders.
Provider Collaborative	NHS trusts working together to achieve better outcomes for people and ensure sustainable services in the future. Provider Collaboratives work at both place and South Yorkshire level.
Section	Means a reference to the relevant section of this Constitution unless otherwise stated.
Shared Purpose	Data, technology and innovation will be harnessed across the ICS and at place to achieve this and enable

	transformational change to make South Yorkshire the best place to be born, live and work.
Sub-Committee	A committee created and appointed by and reporting to a committee.

Appendix 2: Standing Orders

1. Introduction[94]

1.1. These Standing Orders have been drawn up to regulate the proceedings of NHS South Yorkshire Integrated Care Board so that the ICB can fulfil its obligations as set out largely in the 2006 Act (as amended). They form part of the ICB's Constitution[95].

2. Amendment and review

2.1. The Standing Orders are effective from 1st July 2022[96]

2.2. Standing Orders will be reviewed on an annual basis or sooner if required.

2.3. Amendments to these Standing Orders will be made as per Section 1.6 of the Constitution.

2.4. All changes to these Standing Orders will require an application to NHS England for variation to the ICB constitution and will not be implemented until the constitution has been approved.

3. Interpretation, application and compliance

3.1. Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the ICB Constitution and as per the definitions in Appendix 1.

3.2. These standing orders apply to all meetings of the Board, including its committees and sub-committees unless otherwise stated. All references to Board are inclusive of committees and sub-committees unless otherwise stated.

3.3. All members of the Board, members of committees and sub-committees and all employees, should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.

3.4. In the case of conflicting interpretation of the Standing Orders, the Chair, supported with advice from the Director of Corporate Governance & Board Secretary will provide a settled view which shall be final.

3.5. All members of the Board, its committees and sub-committees and all employees have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

3.6. If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the

circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification and the Audit Committee for review.

4. Meetings of the Integrated Care Board

4.1. Calling Board Meetings[97]

4.1.1. Meetings of the Board of the ICB shall be held at regular intervals[98] at such times and places[99] as the ICB may determine.

4.1.2. In normal circumstances, each member of the Board will be given not less than one month's notice in writing of any meeting to be held. However:

a) The Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.

b) One third of the members of the Board 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 Board members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the Board specifying the matters to be considered at the meeting.

c) In emergency situations the Chair may call a meeting with two[100] days' notice by setting out the reason for the urgency and the decision to be taken.

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

4.1.4. The agenda and papers for meetings to be held in public 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.

4.2. Chair of a meeting

4.2.1. The Chair of the ICB shall preside over meetings of the Board.

4.2.2. If the Chair is absent, or is disqualified from participating by a conflict of interest, [add agreed local arrangement-there may be a deputy

appointed or there may be provision for the assembled members to appoint a deputy][101]

4.2.3. The Board shall appoint a Chair to all committees and sub-committees that it has established. The appointed committee or sub-committee Chair will preside over the relevant meeting. Terms of reference for committees and sub-committees will specify arrangements for occasions when the appointed Chair is absent.

4.3. Agenda, supporting papers and business to be transacted

4.3.1. The agenda for each meeting will be drawn up and agreed by the Chair[102] of the meeting.

4.3.2. Except where the emergency provisions apply, supporting papers for all items must be submitted at least ten working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Board at least five working days before the meeting.

4.3.3. Agendas and papers for meetings open to the public, including details about meeting dates, times and venues, will be published on the ICB's website at [insert link].

4.4. Petitions

4.4.1. Where a petition has been received by the ICB it shall be included as an item for the agenda of the next meeting of the Board in accordance with the ICB policy as published in the Governance Handbook.

4.5. Nominated Deputies[103]

4.5.1. With the permission of the person presiding over the meeting, the Executive Directors and the Partner Members of the Board may nominate a deputy to attend a meeting of the Board that they are unable to attend. Members should inform the Chair of their intention to nominate a deputy and should ensure that any such deputy is suitably briefed and qualified to act in that capacity. The deputy may speak on their behalf but may not vote.

4.5.2. The decision of person presiding over the meeting regarding authorisation of nominated deputies is final.

4.6. Virtual attendance at meetings[104]

4.6.1. The Board of the ICB and its committees and sub-committees may meet virtually using telephone, video and other electronic means when necessary, unless the terms of reference prohibit this.

4.7. Quorum[105]

4.7.1. The quorum for meetings of the Board will be one half of the whole number of voting members, including:

a) Either the Chief Executive or the Director of Finance
b) Either the Medical Director or the Director of Nursing
c) At least one independent non-executive member
d) At least one Partner Member
e) At least one Place Director

4.7.2. 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.

4.7.3. For all committees and sub-committees, the details of the quorum for these meetings and status of deputies are set out in the appropriate terms of reference.

4.8. Vacancies and defects in appointments

4.8.1. The validity of any act of the ICB is not affected by any vacancy among members or by any defect in the appointment of any member.

4.8.2. In the event of vacancy or defect in appointment the following temporary arrangement for quorum will apply:

a) Vacancy

The ICB shall have the power from time to time and at any time, by the affirmative vote of at least a majority of the ICB members then in office, to appoint any person as a member to fill a vacancy on the ICB to ensure that it remains quorate. A Member so appointed shall hold office until the next ICB meeting.

At such next ICB meeting, following a vacancy filled by the ICB, the ICB shall appoint to fill any vacancies in a manner that is consistent with the manner of appointing or electing Members set forth in this Constitution so that the composition of the ICB Members remains in compliance with the Constitution.

b) Defect in Appointment

If it is subsequently discovered or determined that there exists some defect in the appointment, removal or qualification of any Member, all acts and proceedings of the ICB done and carried on in good faith while any such defect existed are valid and effective.

4.9. Decision making

4.9.1. The ICB has agreed to use a collective model of decision-making that seeks to find consensus between system partners and make decisions based on unanimity as the norm, including working though difficult issues where appropriate.

4.9.2. Generally it is expected that decisions of the ICB will be reached by consensus. Should this not be possible then a vote will be required. The process for voting, which should be considered a last resort, is set out below:

a) All members of the Board who are present at the meeting will be eligible to cast one vote each.

b) In no circumstances may an absent member vote by proxy[106]. Absence is defined as being absent at the time of the vote but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.

c) For the sake of clarity, any additional Participants and Observers[107] (as detailed within Section 5.6. of the Constitution) will not have voting rights.

d) A resolution will be passed if more votes are cast for the resolution than against it.

e) 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.

f) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

<u>Disputes</u>

4.9.3. Where helpful, the board may draw on third party support to assist them in resolving any disputes, such as peer review or support from NHS England.

Urgent decisions

4.9.4. In the case urgent decisions and extraordinary circumstances, every attempt will be made for the Board to meet virtually. Where this is not possible the following will apply.

4.9.5. The powers which are reserved or delegated to the Board, may for an urgent decision be exercised by the Chair and Chief Executive (or relevant lead director in the case of committees)[108] subject to every effort having made to consult with as many members as possible in the given circumstances.

4.9.6. The exercise of such powers shall be reported to the next formal meeting of the Board for formal ratification and the Audit Committee for oversight.

4.10. Minutes

4.10.1. The names and roles of all members present shall be recorded in the minutes of the meetings.

4.10.2. The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

4.10.3. No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.

4.10.4. Where providing a record of a meeting held in public, the minutes shall be made available to the public.

4.11. Admission of public and the press

4.11.1. In accordance with Public Bodies (Admission to Meetings) Act 1960. All meetings of the Board and all meetings of committees which are comprised of entirely board members or all board members, at which public functions are exercised will be open to the public.

4.11.2. The Board 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 or for any other reason

permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

4.11.3. The person presiding over 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 Boards business shall be conducted without interruption and disruption.

4.11.4. As permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time) the public may be excluded from a meeting suppress or prevent disorderly conduct or behaviour.

4.11.5. 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 Board.

5. Suspension of Standing Orders

5.1. In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these Standing Orders may be suspended by the Chair in discussion with at least 2 other members.

5.2. A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

5.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit Committee for review of the reasonableness of the decision to suspend Standing Orders.

6. Use of seal and authorisation of documents.

ICB's Seal

6.1. The ICB may have a seal for executing documents where necessary which must be kept in a secure place. The following individuals are authorised to authenticate its use by their signature: the Chief Executive, the Director of Finance or the Chair. They will enter a record of the sealing of every document in a register to be kept by the Chief Executive or nominated officer.

Signature of documents

6.2. Where any document will be a necessary step in legal proceedings on behalf of the ICB it shall, unless any enactment otherwise requires, be

signed by the Chief Executive or the Director of Finance or as detailed in the Scheme of Reservation and Delegation.