



**Bristol, North Somerset
and South Gloucestershire**
Integrated Care Board



Gloucestershire
Integrated Care Board

Joint Transition Committee

Version 1.0

NHS Bristol, North Somerset & South Gloucestershire (BNSSG ICB), NHS Gloucestershire

Joint Transition Committee – Terms of Reference (ToR)

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1. Introduction

- 1.1 In accordance with section 65Z5 of the National Health Service Act 2006 (as amended by the Health and Care Act 2022) and in accordance with the ICBs' Constitutions, the BNSSG and Gloucestershire ICBs' Boards establish the Transition Committee (the Committee) as a joint committee of the ICBs' Boards. This Committee will exist until the ICBs' transition through the phases of clustering and until merger takes place, at which point the need for the Committee will be reviewed. ICB Boards will continue to operate to manage the business of each ICB in accordance with both constitutions. The Committee fulfils the requirement set out in the Model ICB Blueprint.
- 1.2 It is expected that the clustering ICBs will work productively together and in a timely manner under the emergent joint leadership to minimise unnecessary effort and duplication whilst operating as sovereign organisations under joint governance arrangements. In order to effectively manage the required changes, parties will need to engage together to ensure that there is common understanding about current arrangements, culture, geographical differences and how 'place' features in functional design.
- 1.3 These Terms of Reference
 - set out the membership, remit, responsibilities and reporting arrangements of the Committee
 - are defined by, and may be amended by, the ICBs' Boards in accordance with the ICBs' Constitutions and Schemes of Reservations and Delegations (SoRD)
 - are published on the ICBs' websites, as part of the Governance Handbooks.

2. Responsibilities and duties

- 2.1 The purpose of the Committee is to manage the safe and coherent transition from the current BNSSG and Gloucestershire ICBs' state to the future ICBs' state, to make necessary decisions to enable this transition, and to assure the Boards that appropriate activities are being undertaken.
- 2.2 The Committee will oversee and scrutinise arrangements for the transition of the ICBs into their future operating model, in line with national guidance.
- 2.3 The Committee will also oversee the work of the ICBs' transition programme, including the development of the vision, organisational strategy, functions and responsibilities of the new ICB. The Committee will ensure strong engagement with partners and each Board, and assure the Boards of the programme's progress, and update the Boards any remedial action that the Committee deems appropriate and desirable to ensure a compliant transition.
- 2.4 The Committee's responsibilities and duties are as follows:

- a. Oversee the establishment of robust programme management arrangements to deliver the model ICB transition requirements within the prescribed timeframe and with appropriate stakeholder engagement.
- b. Ensure that the transition programme, and its workstreams are appropriately planned, and that the programme has available to it the right resource and subject matter expertise to deliver the transition programme.
- c. Oversee the transition programme, and pay particular attention to the programmes:
 - i. development of future-state vision, organisational strategy and organisational design; scrutinise such design/s, and recommend adoption / implementation of the most suitable design/s to the Boards
 - ii. scrutinise and assure the ICB Boards of fair and transparent exit and workforce change processes including TUPE arrangements for ICB staff (where they occur) as developed by the Workforce Transition Team which will work in close collaboration with the ICBs' Remuneration and People Committees (where appropriate).
 - iii. the development of a fit for purpose ICB operating model. This will include ensuring that the proposed new model:
 - Is designed to effectively deliver revised ICB functions and responsibilities, in line with the Model ICB and Strategic Commissioning Framework, based on a robust 'make, buy, share' assessment across relevant geographies.
 - Delivers required efficiencies and is affordable within the financial allocation for the ICBs.
 - Is developed considering the feedback from the combined workforce of the ICBs, as appropriate.
 - iv. Scrutinise and assure the plans for the safe transfer of service areas designated for transfer in line with the Model ICB. This will include scrutinising and assuring a fair and transparent workforce change process including TUPE arrangements for ICB staff (where they occur)
 - v. The programme's effective management of risks and the development of risk mitigation plans.
- d. Oversee the establishment of effective governance arrangements, ensuring that the committee is provided with appropriate governance expertise and advice to support the period of transition to the new ICBs' operating model, and to ensure its ongoing effectiveness.

- e. Ensure that the transition programme puts in place appropriate mechanisms / gateway processes to assess the ICB's readiness for transfer into any new organisational form, and ensure that the ICBs can robustly assure (through submissions and evidence) NHSE regional and national teams of its readiness to transfer / operate in its future-state design
- f. Ensure that the transition programme develops and delivers all and any products, evidence, submissions etc as requested by NHSE regional / national, and obtains relevant sign-off before any submissions are made.
- g. Provide oversight on any risks to progress and ensure that these are mitigated. The Committee will also ensure that any necessary risks are escalated to the Corporate Risk Registers of both organisations and that Audit Committees are appraised of transition risks.
- h. Provide advice, guidance, and steer to the transition programme on any aspects of the transition and its processes
- i. Oversee the delivery of timely, open, and transparent staff and stakeholder communications throughout the transition process.
- j. Advise the Boards on specialist guidance as may be issued to ICBs, and interpretations, applications and implications of such guidance.
- k. Recommend to both Boards any changes to respective Schemes of Reservation and Delegation to give authority to this committee for the execution of affairs relating to the emergent ICB.
- l. Approves the documentation and launch of any consultation with affected staff members ensuring that the necessary costs of change are available. Remuneration Committees will retain their existing responsibilities including the approval of business cases affecting leavers.

3. Authority

3.1 The Committee is authorised to:

- a. Investigate any activity within its terms of reference
- b. Seek any information it requires within its remit, from any employee or member of the Boards
- c. Commission reports required to help fulfil its obligations
- d. Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the ICB for obtaining professional advice

- e. Create sub-groups of the Committee and determine the terms of reference of such sub-groups in accordance with the ICBs' Constitutions, Standing Orders and SoRDs
- f. Call and hold committee-to-committee meetings with other ICB Committees (e.g. RemCom, Finance) as may be required to ensure and assure the transition

4. Accountability and reporting

- 4.1 The Committee is accountable to the BNSSG & Gloucestershire ICB Boards and reports to the Boards on how it discharges its responsibilities.
- 4.2 After each meeting of the Committee, the Committee reports to the Boards about decisions taken, assurances received, and any concerns that the Committee wishes to escalate. Updates from this committee will be included on the agendas of each ICB's Board meeting
- 4.3 Reporting will be through the form as specified by and agreed with the Boards, and may take the form of the Committee's minutes, or exception or highlight reports, or dedicated reports produced by the Committee.
- 4.4 On behalf of the Committee, the Chairs may also report about other issues and matters within the Committee's remit that in the Committee's view require the attention or decision-making of the Boards.
- 4.5 The Committee will liaise closely with the ICBs' Audit Committees and the ICBs' NED (Audit) and assure both that all aspects of the transition programme have due regard to and follow due process. The Committee may seek the NED (Audit)s' counsel.
- 4.6 The Committee receives scheduled assurance reports from any sub-groups that it establishes, in a format that is determined by the Committee and enables it to obtain the assurances that it seeks.
- 4.7 A summary end of year report on the Transition Committee's activities will be included in each organisations' Annual Governance Statement as part of the Annual Report.

5. Membership

- 5.1 The following are members of the Committee who have voting rights and decision-making powers:

BNSSG and Gloucestershire joint officers

BNSSG and Gloucestershire ICB Chair
BNSSG and Gloucestershire ICB Chief Executive Officer

BNSSG ICB

Two Non-Executive Directors
One partner Non-Executive Director or Executive Director
Chief People Officer

Gloucestershire ICB

Two Non-Executive Directors

One partner Non-Executive Director or Executive Director

Chief People Officer

From either ICB

One Chief Finance Officer

In addition, the Chair of BNSSG Independent Advisory Group on race equity will be invited to become a member of the committee but will not have voting rights.

- 5.2 The Committee will be chaired by the BNSSG and Gloucestershire ICB Chair.
- 5.3 The chair may, on behalf of the Committee, invite ad-hoc and in view of agenda items such individuals to the Committee meeting as are considered necessary to enable the Committee's effective conduct of its business. Such additional attendees will only attend as requested and will not become regular attendees. They will not have a right to receive committee papers, and they will not have voting rights or decision-making powers. Internal Audit Partners may be regular attendees.
- 5.4 The Chair may ask any or all of those who normally attend Committee meetings, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 5.5 In the case of absences:
Where a committee member is unable to attend, they should ensure that a named and briefed deputy attends the meeting in their place. Such deputies will not count towards the quorum, and may speak but not vote on behalf of the member who for whom they deputise.

6. Quorum

- 6.1 A quorum shall be four members, including at least one Non-Executive Director or Executive Director from each ICB (not partner member).
- 6.2 If any member of the Committee or their deputy is disqualified from participating in an item on the agenda due to a declared conflict of interest, that individual no longer counts towards the quorum.
- 6.3 If the meeting becomes inquorate, and if members agree, the meeting may continue but cannot take decisions. Any decisions in principle must be ratified at the next quorate meeting of the Committee.

7. Meeting frequency and conduct

7.1 Meeting frequency

- 7.1.1 The Committee will meet monthly and otherwise as required. Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.
- 7.1.2 The ICBs' Boards, Chairs or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.1.3 A meeting is constituted when members attend face-to-face, via telephone or video conferencing, any other electronic means, or through a combination of the above. Quoracy rules apply in any case. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.

7.2 Meeting conduct

- 7.2.1 The Committee normally holds its meetings in private.
- 7.2.2 The Committee conducts its business in accordance with relevant codes of conduct / good governance practice, including the Nolan principles of public life, the ICBs' Standards of Business Conduct Policies, and other relevant policies / guidance on good and proper meeting conduct for NHS organisations.
- 7.2.3 Committee members are expected to liaise with relevant committees, forums and individuals outside of Committee meetings where this facilitates and supports the flow of intelligence and information, the alignment of organisations and the Integrated Care Boards strategies and plans and joined-up / aligned decision-making across Systems.
- 7.2.4 All members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the meeting minutes.
- 7.2.5 The Committee will apply the ICBs' Standards of Business Conduct Policy or other relevant policies with regards to the management of conflicts of interest. This means that the Chair will consider the exclusion of members and / or attendees from discussion and / or decision-making if individuals have a relevant material or perceived interest in a matter under consideration.

7.3 Decision making

- 7.3.1 Decisions are normally arrived at by consensus.
- 7.3.2 Where consensus cannot be reached, the Chair will move to a formal vote. The quoracy rules apply. Only members of the Committee may vote. Each member is allowed one vote, and a simple majority is conclusive on any matter. Nominated deputies may not vote.

7.3.3 The Chair may have a casting vote if members are equally divided on an issue.

7.3.4 If a decision is urgent and cannot wait for the next scheduled meeting, and an extraordinary meeting is not appropriate or possible, BNSSG and Gloucestershire Chair may conduct business via email ('out-of-meeting decision'). The Secretariat will undertake the process on behalf of the Chair. Quoracy rules apply. All out-of-meeting decisions will be formally reported to the Committee.

8. Secretariat and administration

8.1 The Secretariat for the Committee is provided by ICBs' governance teams. The Secretariat will ensure that:

- a. The Committee's forward plan is maintained and kept current.
- b. Meeting agendas are agreed by the Chair, with the support of the relevant executive lead, and meeting papers and materials are prepared and distributed in a timely manner.
- c. Members' and regular attendees' attendance at meetings is monitored, and the Chair is informed if members do not meet the minimum expectations re attendance.
- d. Records of members' appointments and renewal dates are up-to-date, and the Chair is prompted to renew membership and identify new members where necessary.
- e. Good quality minutes are taken and agreed with individual who chaired the respective Committee meeting, and a record is kept of matters arising, action points and issues to be carried forward.
- f. The Chair is supported to prepare and deliver reports to the ICBs' Boards.
- g. Action points are taken forward between meetings, and progress against those actions is monitored.
- h. Governance advice is available and easily accessible for Committee members.

9. Review

9.1 Due to the focus of the Committee's work and the nature of emerging guidance, these terms of reference will be kept under review on an ongoing basis to ensure continued fitness for purpose.

9.2 Any proposed amendments to the terms of reference will be submitted to the ICBs' Boards for approval.

Effective date: 10/09/25

Review date: See section 9.1 - review driven by the Joint Transition Committee

Contact: Christina Gradowski, Gloucestershire ICB and Rob Hayday, BNSSG ICB

Appendix I: Revision History

| Version | Date | Approved by | Type of changes |
|---------|----------|---|---|
| V0.1 | 10/06/25 | | Establishment of the Committee and creation of the Terms of Reference |
| V0.2 | 12/06/25 | | Changes based on CG & TC comments |
| V0.3 | 18/06/25 | | Updates from BNSSG |
| V0.4 | 19/06/25 | | Updates around Chair |
| V0.5 | 23/07/25 | | Updates following discussion with Jeff Farrar |
| V0.6 | 19/08/25 | | Further updates requested by Executives and agreed with Jeff Farrar. |
| V.07 | 20/08/25 | | Changes to the membership following advice from Gloucestershire on membership (non-voting representation) |
| V0.8 | 26/08/25 | | Changes to the membership following discussions with Chair |
| V0.9 | 28/08/25 | | Updates made following feedback from Gloucestershire ICB Board Development session |
| V0.10 | 08/09/25 | | Updates to TORs agreed by BNSSG Board on 5/9/25 following email feedback from Gloucestershire ICB Board about the role of deputies. |
| V1.0 | 10/09/25 | Glos ICB & BNSSG ICB Boards and confirmed at inaugural Joint Transition Committee | |