

Meeting of Joint Cluster Board Open session

Date: Wednesday 27th May 2026

Time: 12:00 – 13:45

Location: St Michael's Centre, North Rd, Stoke Gifford, Bristol BS34 8PD

Agenda Number:	7	
Title:	Terms of Reference for Cluster Committees	
Confidential Papers	Commercially Sensitive	No
	Legally Sensitive	No
	Contains Patient Identifiable data	No
	Financially Sensitive	No
	Time Sensitive – not for public release at this time	No
	Other (Please state)	No
Purpose: <u>Decision</u>		
Key Points for Discussion:		
<p>To support the Gloucestershire and BNSSG cluster, new governance arrangements are being established and, in line with the agreed Scheme of Reservation and Delegation for the cluster, agreement is required from the Board on the establishment of committees. The joint committees include:</p> <ul style="list-style-type: none"> • Finance, Performance and Quality Committee • Transformation, People and OD Committee • Strategic Health Inequalities, Prevention Population Health and Commissioning Committee <p>Audit committees, which will not be joint, will also exist with revised memberships. Arrangements are being made to confirm the full membership of each committee; section 3 sets out Non-Executive Director Chairs and Executive leadership for each committee.</p>		

<p>Recommendations:</p>	<ol style="list-style-type: none"> 1. To agree the Terms of Reference, and specifically the remits of the Cluster Committees. 2. To note the recommendation that a review of the TORs takes place by the end of the year. 3. To note that arrangements will be made to set up the first meetings which will make any urgent decisions and use the time to develop workplans and future membership. 4. To support the update to the SoRD to reflect the agreed committee responsibilities set out in these TORs
<p>Previously Considered By and feedback:</p>	<p>The Joint Transition Committee in April reviewed the purpose of each committee and assisted in the development of the membership of each. This followed previous discussions between NEDs and the lead executive(s) for each committee. The feedback about changes has been incorporated in these final draft versions.</p>
<p>Management of Declared Interest:</p>	<p>There are no conflicts identified in relation to this paper.</p>
<p>Risk and Assurance:</p>	<p>The establishment of committees will support the cluster ICBs to discharge their responsibilities including the management of risks. Committees will be aware of risks associated with their remits and set agendas accordingly.</p>
<p>Patient and Public Involvement:</p>	<p>There has been no public involvement in the development of the TORs.</p>
<p>Financial / Resource Implications:</p>	<p>Costs associated with administrating committees will be borne by existing budgets. To achieve efficiencies, MS Teams will be used for meetings and their administration.</p>
<p>Legal, Procurement, Policy and Regulatory Requirements:</p>	<p>The establishment of the joint committees and the running of audit committees in common take into account requirements.</p>
<p>How does this impact on health inequalities, equality and diversity and population health?</p>	<p>This paper does not specifically impact on health inequalities, equality and diversity and population health. However, the TORs set out the responsibilities for the management of this key area of focus; this mainly falls to the SHIPPHC Committee</p>
<p>ICS Green Plan and the Carbon Net Zero target?</p>	<p>This paper does not specifically contribute to the Green Plan. However, please note that the Finance, Performance and Quality Committee will have oversight of the ICB's Green Plan.</p>

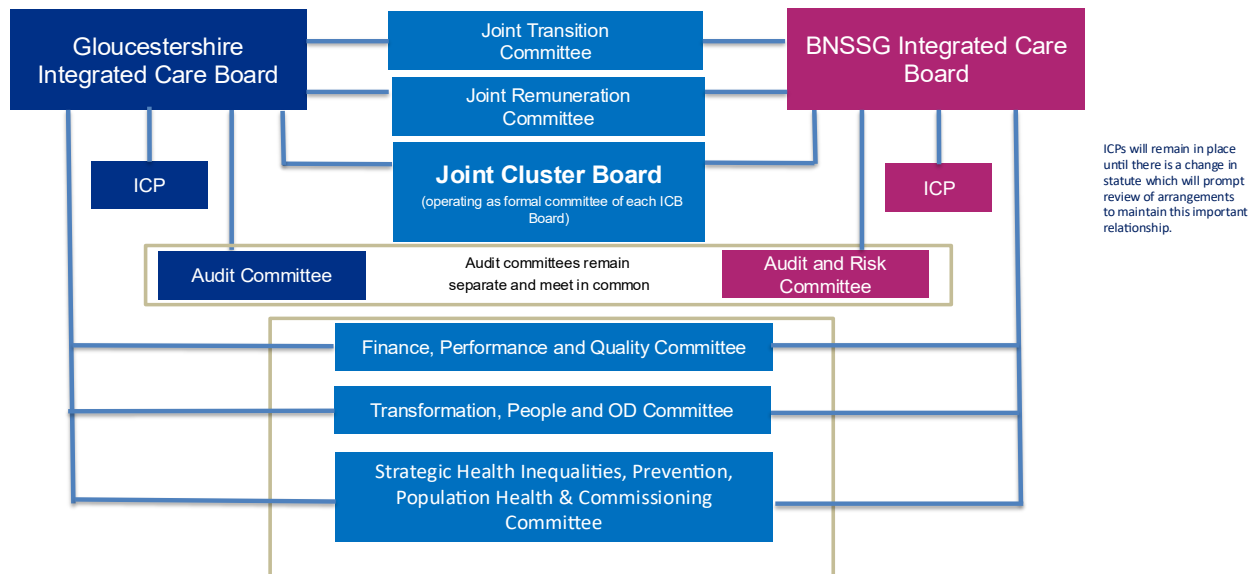
Communications and Engagement:	Once agreed, the TORs will be included on the ICB's websites as part of the Governance Handbooks.
Author(s):	Rob Hayday, Chief of Staff Tracey Cox, Director People, Culture and Engagement
Sponsoring Director:	Cath Leech, Chief Finance and Corporate Services Officer

Agenda item: 7

Report title: Terms of Reference for Cluster Committees

1. Background

Gloucestershire and BNSSG ICBs have formed a cluster to support the delivery of the NHS reforms and the Model ICB Blueprint. To support the cluster, new governance arrangements are being established, these are depicted in the diagram below:



The Joint Transition Committee and the Joint Remuneration Committees are already in operation. Terms of reference for the other committees have been drafted with input from Non-Executive Directors (NEDs) and Chief Officers. These TORs can be found as appendices to this paper.

2. Remit of the Joint Committees

The remit from each Joint Committee is summarised below.

Finance, Performance & Quality Committee

Chair: Ellen Donovan

Core Purpose :

To provide assurance to the Cluster Board that resources are being used effectively and sustainably (value for money and financial stewardship) and that key operational, contractual performance targets and statutory duties are being delivered.

It will do this by triangulating finance, performance and quality intelligence and by monitoring contract performance against national standards and agreed key outcomes to assure the delivery of high quality and effective services.

This will include a focus on place level delivery, assurance relating to primary contracts and delegated commissioning responsibilities.

Oversight of Estates, Digital and ICBs' Green Plans

3

**Strategic Health Inequalities, Prevention Population
Health & Commissioning Committee**

Chair: Jane Cummings

Core Purpose :

To provide joint leadership, oversight and assurance that the ICBs' strategic commissioning shifts resources towards prevention and community-based care, improves population health outcomes, reduces health inequalities, and delivers best value from commissioned services.

The Committee will seek assurance that the integrated needs assessment, ICB's strategic commissioning strategy and population health improvement plan are shaped by a Population Health Management (PHM) approach.

Oversight of the development of neighbourhood health and place related plans.

4

Transformation, People and OD Committee

Chair: Ayesha Janjua

Core Purpose :

To oversee how the ICB attracts, develops, and retains its people, ensuring resources and practices support a compassionate, inclusive, and high-performing workforce that has the core capabilities and capacity to support the ICB's strategic commissioning role and functions.

Provide assurance on ICB workforce strategy, organisational culture, staff experience and engagement, and workforce transformation changes, including equality, diversity and inclusion as well as staff wellbeing.

Oversight of ICB plans to develop robust change management and improvement capabilities while evolving the ICB's operating models to support new ways of working.

To seek assurance from providers on workforce related matters which will have a bearing on strategic commissioning decisions and make recommendations on areas for development.

5

In addition to the Joint Committees, the Audit Committees of the two ICBs in the cluster intend to meet in common with one jointly appointed NED chairing both committees. Audit committees are not permitted to be joint.

Committee meetings are expected to start in June 2026, and whilst in the formation stages, meetings will provide the opportunities for approval of urgent business and receipt of assurance that requires scrutiny.

Committees will provide routine updates and minutes to the Joint Cluster Board.

Once the Terms of Reference have been approved, the Scheme of Reservation and Delegation will need to be updated to reflect the remit of each committee.

3. Committee Membership

The table below summarises the membership of the committees drawn from the ICB NEDs and Chief Officers.

Cluster Committee membership Minimum per annum:	Joint	Joint	Joint	Common	Joint	Joint	= Chair
	4	6	4	4	1	12	= Lead
All joint appointments NEDs	SHIPPHC	FPQ	TPOD	AUDIT	REM COM	JTC	= Invited
Jane Cummings	X	X	X		X	X	
Ellen Donovan		X		X	X	X	
Ayesha Janjua	X		X		X	X	
Steve West		X		X		X	
Alison Moon	X	X		X	X	X	
Jeff Farrar	X	X	X		X	X	
Chief Officers							
Rosi Shepherd	X	X	Either			X	Chief Clinical Leadership & Delivery Officer - Nursing
Ananthakrishnan Raghuram	X	X	Either			X	Chief Population Health Improvement Officer - Medical
David Jarrett	X	X				X	Chief Strategic Commissioning Officer
Jo Medhurst	X		X			X	Chief Population Health Improvement Officer
Cath Leech	X	X		X		X	Chief Finance & Corporate Services Officer
Jo Hicks	X		X		X	X	Chief Transformation, People & Organisational Development Officer
Shane Devlin						X	Chief Executive

Both ICBs recognise the value of having external participants attending committee meetings and The Cluster Chair has approached Chairs and leaders of other organisations in the NHS, Local Authority and VCSE sectors to seek nominations for members including Directors of Public Health. Responses are expected to be with the Chair by 29 May.

The TORs do not currently show the partner members, an update will be provided to a future Joint Cluster Board. Staff required to participate in committees will become known once the organisational changes have concluded. This will include colleagues from teams delivering their work in the four identified places: Gloucestershire, Bristol, North Somerset and South Gloucestershire, and their subsidiaries. Arrangements will also be made for participants to attend relevant committees to contribute the voice of the population served by the cluster.

4. Management of Conflicts of Interest

The ICBs maintain registers of Declarations of Interest. Information regarding conflicts of interest will be made available to committees with actions taken to restrict the involvement of individuals in the business of any relevant meeting items.

5. Committee Management Arrangements

As part of the formal staff consultation regarding the reorganisation of the ICB to fulfil the requirements of the Model ICB Blueprint and become a strategic commissioning organisation, resource has been identified to establish a Committee Hub function. This will mean that the committee secretariat will be run by a central function and not distributed across different directorates. Arrangements are being finalised for workplans, minuting, risk management and invitations for meetings.

6. Review Arrangements

Under normal circumstances, committee TORs would be reviewed annually. It is recommended that committee arrangements and TORs are reviewed by the end of the year to ensure that the emergent governance is fit for purpose, and to support arrangements for the merger of Gloucestershire and BNSSG ICBs which is expected to happen in April 2027.

7. Financial resource implications

Costs associated with administrating committees will be borne by existing budgets. There is an opportunity cost associated with holding committee meetings, their management and administration. Where possible efficiencies will be sought, this will include holding meetings on MS Teams to reduce the time commitment associated with attendance and to assist with minute taking using the associated transcription technology.

8. Legal and procurement implications

The establishment of the joint committees and the running of audit committees in common take into account requirements.

9. Risk implications

The establishment of committees will support the cluster ICBs to discharge their responsibilities including the management of risks. Committees will be aware of risks associated with their remits and set agendas accordingly.

10. How does this impact on health inequalities, equality and diversity and population health?

This paper does not specifically impact on health inequalities, equality and diversity and population health. However, the TORs set out the responsibilities for the management of this key area of focus; this mainly falls to the SHIPPHC Committee.

11. Public Involvement including any Formal Consultation and Communication matters

There has been no public involvement in the development of the TORs. Once agreed, the TORs will be included on the ICB's websites as part of the Governance Handbooks.

12. ICS Green Plan and the Carbon Net Zero target

This paper does not specifically contribute to the Green Plan. However, please note that the Finance, Performance and Quality Committee will have oversight of the ICB's Green Plan.

Appendices

Terms of Reference for:

- Finance, Performance and Quality Committee – joint committee
- Transformation, People and OD Committee – joint committee
- Strategic Health Inequalities, Prevention Population Health and Commissioning Committee – joint committee
- Gloucestershire ICB Audit Committee
- BNSSG ICB Audit Committee



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



Gloucestershire
Integrated Care Board

Finance, Performance & Quality Committee

Version 0.6

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

Finance, Performance & Quality Outcomes Committee (FPQ) – Terms of Reference (ToR)

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1. Introduction

- 1.1 The FPQ is established by the two Integrated Care Boards (the Boards or ICBs) as a Committee of each Board in accordance with its individual Constitution.
- 1.2 These terms of reference, which must be published on each ICB's website, set out the membership, the remit, responsibilities and reporting arrangements of the Joint Committee and may only be changed with the approval of the Boards.
- 1.3 The Committee is a non-executive committee of each Board and its members, including those who are not members of the Board, and is bound by the Standing Orders and other policies of the ICBs
- 1.4 The Committee supports the ICBs' role as strategic commissioners and their delivery of the three NHS strategic shifts: hospital to community, analogue to digital, and sickness to prevention.
- 1.5 Committee business will support the ICBs to meet the NHS Triple Aim: improve population health, improve the quality of services, and use resources sustainably. The Committee will also seek to advance equity, improve patient experience, and support staff and clinician wellbeing.
- 1.6 The Committee will take an evidence-based approach, focus on transformation, and evaluate impact.

2. Purpose

- 2.1 The Committee provides assurance on the ICBs' value-for-money approach in the use of resources, financial stewardship, and delivery of key operational and contractual performance targets.
- 2.2 The Committee will also seek assurance on delivery of relevant statutory duties (including safeguarding and infection prevention and control).
- 2.3 The Committee will use triangulated finance, quality and performance intelligence to assure delivery of high-quality, equitable services and effective use of resources to the population. This will include paying attention to delivery at Place level in the cluster area.
- 2.4 The Committee will invite system partners to inform the Committee on their financial positions and operational and medium to long-term financial planning.

- 2.5 The Committee will provide assurance on the monitoring of contract performance against national and constitutional operational standards (for example, waiting times, quality and efficiency) and measures being taken to remedy the position where performance is not meeting expected standards. As outcomes frameworks develop, it will also monitor delivery of agreed outcomes.
- 2.6 The Committee will work with NHS England and provider Boards to understand respective performance-management responsibilities and avoid duplication, noting the responsibility of Provider Boards to manage their contracted performance and NHS England's lead role for provider performance management from 2026.
- 2.7 The Committee will provide assurance on the ICBs' quality duties, including evaluation of quality metrics and outcomes from commissioned and directly provided services, and action to reduce inequalities.
- 2.8 The Committee will seek assurance that nationally agreed primary care contracts (general practice, dental, optometry and community pharmacy) are actively managed to deliver best outcomes for the local population.
- 2.9 The Committee will see assurance on the delivery of delegated commissioning responsibilities held by the ICBs.
- 2.10 The Committee will seek assurance of ~~system-wide~~ winter plans prior to submission to the Joint Cluster Board for approval.
- 2.11 The Committee will seek assurance that appropriate KPIs and standards are specified in commissioned services and that performance is managed effectively.
- 2.12 Where performance falls short, the Committee may establish Recovery Boards (or equivalent) to oversee remedial action.
- 2.13 The Committee will oversee procurement arrangements and seek assurance that legal requirements are met.
- 2.14 The Committee will scrutinise business cases within delegated limits and make recommendations.
- 2.15 The Committee will approve the ICBs' capital investment framework to govern allocation of resources to agreed priorities that support strategic commissioning.
- 2.16 The Committee will provide assurance that the ICBs fulfil their statutory duties as Category 1 responders under the Civil Contingencies Act, including obligations under the core standards for emergency preparedness, resilience and response, and annual assurance of system providers.
- 2.17 The Committee will review and challenge risks and mitigation plans relating to finance, performance and quality outcomes, escalating material issues to the Board as required.
- 2.18 The Committee will oversee Estates and Digital strategies and seek assurance that enabling infrastructure supports strategic commissioning requirements.
- 2.19 The Committee will oversee the ICBs' Green Plans and contribution to the

sustainability agenda, including Net Zero targets and relevant national standards.

2.20 The Committee will approve relevant policies, as set out in the Schemes of Reservation and Delegation.

3. Delegated Authority

The Committee is authorised by the Boards to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference. This will include the establishment of a Quality Management System to provide intelligence to support oversight and the identification of areas for remedial action.
- 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. In doing so the committee must follow any procedures put in place by the ICBs for obtaining legal or professional advice;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

4. Membership

- 4.1 The Committee membership will be drawn from the jointly appointed Non-Executive and Executive Members of each Board.
- 4.2 The following are members of the Joint Committee who have voting rights and decision-making powers. They will be appointed by their respective Board to the membership of this Joint Committee:

BNSSG ICB	Gloucestershire ICB
Ellen Donovan, Joint NED (Chair)	
Jane Cummings – Joint NED, Chair of SHIPPHC	
Steve West - Joint NED, Chair of Audit	

Chief Clinical Leadership and Delivery Officer - Medical	
Chief Clinical Leadership and Delivery Officer - Nursing	
Chief Finance and Corporate Services Officer	
Chief Strategic Commissioning Officer	

A Non-Executive Director who ideally holds a finance qualification – this could be a co-opted member from one of the ICS Partner Boards – will be a consideration when appointing committee members.

Chair and Vice Chair:

- 4.3 In accordance with the Constitutions of both ICBs, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. The Cluster Chair will appoint the Committee Chair.
- 4.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR. The Chair will work closely with the lead Chief Officers who will use risk registers and other sources of intelligence to drive the business of the Committee.
- 4.5 Committee members may appoint a Vice Chair from amongst the members.
- 4.6 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.
- 4.7 Members will possess between them knowledge, skills and experience in support of the Committees purpose. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Attendees and other Participants:

- 4.8 Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant individuals to the meeting as necessary in accordance with the business of the Committee
- 4.9 The ICBs recognise the value external stakeholders bring and will take a collaborative approach to strategic commissioning. The Committee may include individuals who bring sector- or profession-wide expertise (rather than representing a specific organisation) to inform its business.
- 4.10 Meetings of the Committee may also be attended by the following individuals who

are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

Name	Job Title and Organisation	Representing
Existing partner members from similar Glos and BNSSG committees	Providers TBC	One attendee from a partner Board with a finance qualification would help provide the committee with the suggested expertise.
	Place Directors TBC	

4.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

4.12 No individual should be present during any discussion where an actual or potential conflict of interest arises.

Attendance

4.13 Where a non-member attendee is unable to attend, the Chair may agree a suitable alternative.

5. Quoracy

5.1 For a meeting to be quorate the following must be present:

2 Non-Executive Members, including the Chair or Vice Chair of the Committee.

2 Chief Officers

5.2 Where a member (or deputy) is disqualified from participating in an item due to a declared conflict of interest, they will not count towards the quorum for that item.

5.3 If the meeting is not quorate, members may agree to continue for discussion; however, no decisions may be taken. Any decisions in principle must be ratified at the next quorate meeting.

6. Voting and decision making

6.1 Decisions will be taken in accordance with the Standing Orders. The Committee will

normally reach decisions by consensus; where this is not possible, the Chair may call a vote.

- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 6.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

7. Frequency of meetings

- 7.1 The Committee will meet at least 6 times each year; and as the business of the ICBs requires. Arrangements and notice for calling meetings are set out in the Standing Orders.
- 7.2 The Committee will meet in private.
- 7.3 The Boards, cluster Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4 In accordance with the Standing Orders, the Committee may meet virtually and members attending using electronic means will be counted towards the quorum

8. Administration

- 8.1 The Committee will be supported by a secretariat function, including to ensure that:
- 8.2 The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- 8.3 Attendance of committee members is monitored and reported annually as part of the Annual Governance Statement contained within the Annual Report.
- 8.4 Records of appointments and renewal dates are maintained, and the Boards are prompted to renew membership and identify new members where required.
- 8.5 Good quality minutes are taken in accordance with the standing orders and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept.
- 8.6 The Chair is supported to prepare and deliver reports to the Board.
- 8.7 The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- 8.8 Action points are taken forward between meetings and progress against those actions is monitored.

9. Review

- 9.1 The Committee will review its effectiveness at least annually and may recommend changes to its ways of working to the Boards.

10. Policy and best practice

- 10.1 The Committee shall have regard to current good practice, policies and guidance issued by NHS England, and other relevant bodies.

11. Monitoring and reporting

- 11.1 The Committee is accountable to the Boards and shall report to the Boards on how it discharges its responsibilities.
- 11.2 The Committee will submit copies of its minutes to the Board following each of its meetings. Where minutes and reports require confidentiality to be maintained, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate.
- 11.3 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year

12. Conduct of the committee

- 12.1 Members will be expected to conduct business in line with the ICBs' values and objectives
- 12.2 Members and attendees shall act in accordance with the ICBs' Constitutions, Standing Orders and Standards of Business Conduct Policy.
- 12.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
- 12.4 Conflicts of interest must be considered, declared, recorded and managed in line with ICB policies and national guidance. All potential conflicts must be declared at the start of each meeting and reflected in the papers. The Governance Team will maintain a register of interests and submit it with Committee papers and annually to the Boards. Where the Chair considers a conflict exists, the affected person must not take part in the relevant item and may be required to withdraw.

13. Review of Terms of Reference

13.1 These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

Effective date:

Review date:

Contact:

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V0.1	12.2.26		Initiation of the draft TORs
V0.2	1.3.26		Updates following session with joint NEDs Cluster Chair on 24.2.26
V0.3	2.4.26		Updates following meeting with ED, CL, AR, RS, DJ, TC
V0.4	10.4.26		Updates following comments from ED
V0.5	13.4.26		Updates following comments from CL
V0.6	15.4.26		Updates to NED membership following discussion with ICB Chair



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



Gloucestershire
Integrated Care Board

Transformation, People & OD Committee

Version 0.4

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

Transformation, People & OD Committee (TPOD) – Terms of Reference (ToR)

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1. Introduction

- 1.1 The TPOD is established by the two Integrated Care Boards (the Boards or ICBs) as a Committee of each Board in accordance with its individual Constitution.
- 1.2 These terms of reference, which must be published on each ICB's website, set out the membership, the remit, responsibilities and reporting arrangements of the Joint Committee and may only be changed with the approval of the Boards.
- 1.3 The Committee is a non-executive committee of each Board and its members, including those who are not members of the Board, and is bound by the Standing Orders and other policies of the ICBs
- 1.4 The Committee is established to support the organisation to deliver its purpose as a Strategic Commissioner, and its contribution to the three NHS strategic shifts to modernize care: moving from hospital to community, from analogue to digital and from sickness to prevention.
- 1.5 ICB Committees will support the ICB to deliver its statutory duty set out in the NHS Triple Aim: to make decisions that simultaneously improve population health, enhance service quality, and ensure sustainable use of resources. In addition, the committees will also seek to advance equity, improve patient experience, staff and clinician wellbeing, and deliver value.
- 1.6 Joint committees will conduct their business with a focus on being transformative, taking an evidenced based approach, and measuring impact as part of evaluation.

2. Purpose

- 2.1 The role of this committee is to oversee how the organisation attracts, develops, and retains its people, ensuring resources and practices support a compassionate, inclusive, and high-performing workforce that has the core capabilities and capacity to support the ICB's strategic commissioning role and functions
- 2.2 The Committee provides assurance to the Boards on ICB workforce strategy, organisational culture, staff experience and engagement, and workforce transformation changes, including equality, diversity and inclusion as well as staff wellbeing.
- 2.3 The Committee provides assurance that the organisation promotes a positive,

inclusive culture that supports staff wellbeing, equality, diversity and inclusion and oversight of any implementation plans. This includes the Public Sector Equality Duty. It will also ensure that openness is encouraged and that Freedom To Speak Up arrangements are in place and promoted.

- 2.4 The Committee monitors the delivery of the ICB Workforce and OD Strategy aligning with the national NHS People Plan & Promise including staff safety, staff survey results and action plans.
- 2.5 The Committee will have oversight of workforce health, promoting plans taking a preventative intervention approach to reducing ill health in our employees (ref: health inequalities framework for ICBs) and supporting regional and national economic drivers to enhance the availability of workers.
- 2.6 The Committee will oversee the ICB's people/OD plans for a workforce skilled in leadership, analytics, finance, collaboration, and engagement, supported by digital innovation and organisational development; sharpening its role as strategic system leaders and commissioners of population health outcomes. This will also include oversight of the organisation's participation in national programmes such as the forthcoming strategic commissioning development programme that will support ICBs to strengthen strategic commissioning skills, in the 10 Year Health Plan
- 2.7 The committee oversees ICB plans to develop robust change management and improvement capabilities while evolving the ICB's operating models to support new ways of working. This will seek to build mechanisms for cultural development that support continuous improvement and learning across the system
- 2.8 The Committee assures that the organisation has the right people, skills, and capacity to deliver the ICB's priorities and business including any implementation plans. It will receive workforce data and use benchmarking and learning from experience to support developments. This will also include any transference plans if the ICB transfers direct control of some services to providers, regions, or national commissioners via TUPE or COSOP arrangements i.e. clinical and non-clinical service
- 2.9 The committee will have oversight of the arrangements that the ICBs will need to make to support the path to merger including aspects of organisational change.
- 2.10 The committee provides assurance on compliance with employment legislation, NHS guidance, and best practice standards
- 2.11 The committee will seek assurance from providers on workforce related matters which will have a bearing on strategic commissioning decisions and will make recommendations on areas for development.
- 2.12 The Committee will approve policies and standard operating procedures (SOPs) as relevant to the committee's business as set out in the Schemes of Reservation and Delegation.

3. Delegated Authority

The Committee is authorised by the Boards to:

- Investigate any activity within its terms of reference;
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
- 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. In doing so the committee must follow any procedures put in place by the ICBs for obtaining legal or professional advice;
- Seek information from system partners on matters related to the business of the committee recognising the ICBs position as part of the NHS anchor position.
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee’s members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB’s constitution, standing orders and Scheme of Reservation and Delegation but may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

4. Membership

- 4.1 The Committee membership will be drawn from the jointly appointed Non-Executive and Executive Members of each Board.
- 4.2 The following are members of the Joint Committee who have voting rights and decision-making powers. They will be appointed by their respective Board to the membership of this Joint Committee:

BNSSG ICB	Gloucestershire ICB
Ayesha Janjua, Joint NED (Chair)	
Alison Moon - Joint NED, Chair of Rem Comm	
Chief Transformation, Organisational Development and People Officer	
Chief Population Health Improvement Officer	
Chief Clinical Leadership and Delivery Officer – either Medical or Nursing	

Chair and Vice Chair:

- 4.3 In accordance with the Constitutions of both ICBs, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. The Cluster Chair will appoint the Committee Chair.
- 4.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR. The Chair will work closely with the lead Chief Officers who will use risk registers and other sources of intelligence to drive the business of the Committee.
- 4.5 Committee members may appoint a Vice Chair from amongst the members.
- 4.6 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.
- 4.7 Members will possess between them knowledge, skills and experience in support of the Committees purpose. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Attendees and other Participants:

- 4.8 Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant individuals to the meeting as necessary in accordance with the business of the Committee
- 4.9 The ICBs recognise the importance and value that external stakeholders bring and wants to ensure a collaborate and cohesive approach in its delivery of its strategic commissioning function. Therefore, the Committee will include individuals representing their sector (not organisation) or profession bring subject matter expertise to inform the business of the committee.
- 4.10 Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

Name	Job Title and Organisation	Representing
	Glos/BNSSG ICBs	Combined Cluster Staff Partnership Forum and Inclusion Council (once formed)
	CPO or Chair of People committee from provider organisations	To bring external professional input to ICB business

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- 4.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 4.12 No individual should be present during any discussion when a conflict of interest 0 actual or potential – arises.

Attendance

- 4.13 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair

5. Quoracy

- 5.1 For a meeting to be quorate the following must be present:
 - 2 Non-Executive Members, including the Chair or Vice Chair of the Committee.
 - 2 Chief Officers
- 5.2 If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 5.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken
- 5.4 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.
- 5.5 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

6. Voting and decision making

- 6.1 Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 6.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

7. Frequency of meetings

- 7.1 The Committee will meet at least 4 times each year; and as the business of the ICBs requires. Arrangements and notice for calling meetings are set out in the Standing Orders.
- 7.2 The Committee will meet in private.
- 7.3 The Boards, cluster Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4 In accordance with the Standing Orders, the Committee may meet virtually and members attending using electronic means will be counted towards the quorum

8. Administration

- 8.1 The Committee shall be supported with a secretariat function. Which will include ensuring that:
- 8.2 The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- 8.3 Attendance of committee members is monitored and reported annually as part of the Annual Governance Statement contained within the Annual Report.
- 8.4 Records of members' appointments and renewal dates is maintained, and the Board is prompted to renew membership and identify new members where necessary.
- 8.5 Good quality minutes are taken in accordance with the standing orders and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept.
- 8.6 The Chair is supported to prepare and deliver reports to the Board.
- 8.7 The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- 8.8 Action points are taken forward between meetings and progress against those actions is monitored.

9. Review

- 9.1 The Committee is authorised by the Boards of the clustering ICBs to obtain legal n or other professional advice, including the appointment of external advisor and/or consultants, related to its functions as it deems fit at the expense of the ICBs.

10. Policy and best practice

10.1 The Committee shall have regard to current good practice, policies and guidance issued by NHS England, and other relevant bodies.

11. Monitoring and reporting

11.1 The Committee is accountable to the Boards and shall report to the Boards on how it discharges its responsibilities.

11.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the Committee for approval.

11.3 The Committee will submit copies of its minutes to the Board following each of its meetings. Where minutes and reports require confidentiality to be maintained, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate.

11.4 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year

12. Conduct of the committee

12.1 Members will be expected to conduct business in line with the ICBs' values and objectives

12.2 Members of, and those attending the Committee shall act in accordance with the ICBs Constitutions, Standing Orders, and Standards of Business Conduct Policy

12.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.

12.4 Conflicts of interests: In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team, submitted with the Committee papers and annually to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

13. Review of Terms of Reference

13.1 These terms of reference will be reviewed at least annually and earlier if required.

Any proposed amendments to the terms of reference will be submitted to the Board for approval.

Effective date:

Review date:

Contact:

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V0.1	12.2.26		Initiation of the draft TORs
V0.2	1.3.26		Updates following session with joint NEDs Cluster Chair on 24.2.26
V0.3	2.4.26		Updates including membership following meeting with AJ,JH,TC
V0.4	15.4.26		Updates to NED membership following discussion with ICB Chair



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



the Gloucestershire
Integrated Care Board

Strategic Health Inequalities, Prevention & Population Health Commissioning Committee

Version 0.6

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

Strategic Health Inequalities, Prevention Population Health and Commissioning Committee (SHIPPHC)– Terms of Reference (ToR)

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1. Introduction

- 1.1 The SHIPPHC Committee is established by the two Integrated Care Boards (the Boards or ICBs) as a Committee of each Board in accordance with its individual Constitution.
- 1.2 These terms of reference, which must be published on each ICB's website, set out the membership, the remit, responsibilities and reporting arrangements of the Joint Committee and may only be changed with the approval of the Boards.
- 1.3 The Committee is a non-executive committee of each Board and its members, including those who are not members of the Board, and is bound by the Standing Orders and other policies of the ICBs.
- 1.4 As a Strategic Commissioner, the ICB will make a significant contribution to the three NHS strategic shifts to modernize care: moving from hospital to community (care closer to home), from analogue to digital (adopting AI and digital records), and from sickness to prevention (earlier intervention).
- 1.5 ICB Committees will support the ICB to deliver its statutory duty set out in the NHS Triple Aim: to make decisions that simultaneously improve population health, enhance service quality, and ensure sustainable use of resources. In addition, the committees will also seek to advance equity, improve patient experience, staff and clinician wellbeing, and deliver value.
- 1.6 Joint committees will conduct their business with a focus on being transformative, taking an evidenced based approach, and measuring impact as part of evaluation.

2. Purpose

- 2.1 The Committee's main purpose is to provide assurance that the ICB becomes an effective strategic commissioner, moving resources into areas of greatest need, prevention and community capacity, tackling inequalities and commissioning for value (quality of care, improved outcomes, equity and optimal efficient cost).
- 2.2 This will require a focus on understanding population need, developing insight, highlighting and acting on all inequalities with a focus on racial inequalities, championing prevention, and ensuring informed evidence-based outcome focused strategic commissioning takes place. This will include the evaluation of strategic deliverables, outcomes and delivery of stated objectives
- 2.3 The Committee will provide oversight and assurance on tackling health inequalities, prevention, & population health improvement through a population health management approach; the committee will take a medium to long term view of outcomes and evaluation of outcomes.
- 2.4 The Committee ensures that there is work progressed to build a shared understanding of the local population based on outcomes; and will require

assurance that commissioning tackles inequalities, improves equity and outcomes whilst delivering maximum value and developing neighbourhood health.

- 2.5 The Committee will draw on a range of insights to identify geographical and demographic and racial inequalities, and work in partnership with other organisations including local government to build a shared understanding of the population, and the different roles and responsibilities to improve outcomes and equity.
- 2.6 The Committee will have oversight of the population's drivers of risk over time and review demand across biological, psychological and social factors and how this information and intelligence informs commissioning and improvement plans
- 2.7 The Committee will create the right conditions to ensure that there is commitment and action from across the system to address agreed areas of focus to ensure that inequalities are tackled.
- 2.8 The Committee will seek assurance that the integrated needs assessment, ICB strategy and population health improvement plan are shaped by a Population Health Management (PHM) approach which identifies how different population groups (such as black and brown communities and inclusion health groups) access services and experience care and how their outcomes vary, and consequently how any gaps will be narrowed through the ICB strategy, population health improvement plan and strategic commissioning decisions, recognising that improving outcomes and reducing inequalities requires action across:
 - Health and care services
 - Places and communities
 - Health behaviours and lifestyles
 - The wider determinants of health, including housing, employment and the environment

The Committee will consider the interaction between these factors when providing oversight, assurance and strategic direction

- 2.9 The Committee will also seek assurance that the annual baseline mapping exercise to risk assess the healthcare services the ICB commissions is informed by a PHM approach and identifies systemic health inequalities to prioritise those healthcare services that should be reviewed to assess the quality, performance and productivity, accessibility and equity of existing provision. It is recognised that a number of established system oversight and assurance arrangements already exist (for example within maternity and neonatal services, mental health and autism, and cancer alliances). The Committee will not seek to duplicate these arrangements, but will prioritise areas where system-level oversight is limited or absent, or where additional assurance is required
- 2.10 The Committee will ensure that the ICB has a systematic approach to co-production that underpins the ICB's commissioning strategy and plans that meaningfully involves patients, service users, unpaid carers and community groups in co-designing solutions ensuring that resources are deployed to reach seldom heard and underserved people and communities. This will include the reporting of

involvement and engagement initiatives; feedback received from diverse communities and how this feedback will shape the ICB commissioning plans.

- 2.11 The Committee will have oversight of the development of neighbourhood health assuring alignment with national and local policy objectives as well as addressing the differential needs of different communities to reduce the health inequalities between those communities.
- 2.12 The Committee will develop the ICB's Strategic Commissioning strategy and commissioning intentions. It will ratify and agree priorities, define outcome measures and areas for service redesign taking into account national drivers including Core 20 plus 5 and other local initiatives.
- 2.13 The Committee will have oversight of Place related plans, ensuring that they align to the ICBs strategic commissioning direction, and are delivering against defined measures including outcomes.
- 2.14 The Committee will conduct deep dives and seek other assurance to check progress against strategic deliverables.
- 2.15 The Committee is also authorised to make decisions to decommission services undertaking any necessary public consultation and/or stakeholder engagement activities.
- 2.16 The Committee will support a cycle of continuous learning and improvement, using insight from data, evaluation, deep dives and system intelligence to understand what is working well, where progress is limited, and what actions are required to increase impacts. Learning and good practice will be shared across the system where appropriate to support improvement at scale.
- 2.17 In addition to its oversight and assurance role, the Committee will provide system leadership by:
 - Supporting strategic prioritisation of health inequalities, prevention and population health improvement activity
 - Encouraging collaboration across partners and places
 - learning, innovation and the spread of good practice
 - Supporting cultural change so that prevention and the reduction of health inequalities are embedded across the system
- 2.18 The Committee will approve policies and standard operating procedures (SOPs) as relevant to the committee's business as set out in the Schemes of Reservation and Delegation.

3. Delegated Authority

The Committee is authorised by the Boards to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference.

- 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. In doing so the committee must follow any procedures put in place by the ICBs for obtaining legal or professional advice.
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation but may /not delegate any decisions to such groups.

For the avoidance of doubt, in the event of any conflict, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

4. Membership

- 4.1 The Committee membership will be drawn from the jointly appointed Non-Executive and Executive Members of each Board.
- 4.2 The following are members of the Joint Committee who have voting rights and decision-making powers. They will be appointed by their respective Board to the membership of this Joint Committee:

BNSSG ICB	Gloucestershire ICB
Jane Cummings, Joint NED (Chair)	
Ayesha Janjua, Joint NED, Chair of TPOD	
Alison Moon, Joint NED, Chair of Rem Comm	
Chief Population Health Improvement Officer	
Chief Strategic Commissioning Officer	
Chief Clinical Leadership and Delivery Officer – Medical or Nursing	
Chief Finance and Corporate Services Officer	
ICB Place Directors (minimum of 2)	
Tracey Jolliff, Chair of the Independent Advisory Group	
A representative DPH from the BNSSG patch	DPH for Gloucestershire

Chair and Vice Chair:

- 4.3 In accordance with the Constitutions of both ICBs, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee. The Cluster Chair will appoint the Committee Chair.
- 4.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR. The Chair will work closely with the lead Chief Officers who will use risk registers and other sources of intelligence to drive the business of the Committee.
- 4.5 The Committee Chair in agreement with Committee members may appoint a Vice Chair from amongst the members.
- 4.6 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.
- 4.7 Members will possess between them knowledge, skills and experience in support of the Committees purpose. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Attendees and other Participants:

- 4.8 Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant individuals to the meeting as necessary in accordance with the business of the Committee
- 4.9 The ICBs recognise the importance and value that external stakeholders bring and wants to ensure a collaborate and cohesive approach in its delivery of its strategic commissioning function. Therefore, the Committee will include individuals representing their sector (not organisation) or profession bring subject matter expertise to inform the business of the committee.
- 4.10 Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

Name	Job Title and Organisation	Representing
	VCSE	
	IAG	
	Patient Experience	
	Acute Provider	Providers to support understanding of changes required
	GP Provider	
	Mental Health Provider	

	Community Provider	

- 4.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 4.12 No individual should be present during any discussion when a conflict of interest - actual or potential – arises.

Attendance

- 4.13 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair

5. Quoracy

- 5.1 For a meeting to be quorate the following must be present:
 - 2 Non-Executive Members, including the Chair or Vice Chair of the Committee.
 - 2 Chief Officers
- 5.2 If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 5.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken
- 5.4 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.
- 5.5 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

6. Voting and decision making

- 6.1 Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 6.3 Where there is a split vote, with no clear majority, the Chair of the Committee will

hold the casting vote.

7. Frequency of meetings

- 7.1 The Committee will meet at least 4 times each year; and as the business of the ICBs requires. Arrangements and notice for calling meetings are set out in the Standing Orders.
- 7.2 The Committee will meet in private.
- 7.3 The Boards, cluster Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4 In accordance with the Standing Orders, the Committee may meet virtually and members attending using electronic means will be counted towards the quorum

8. Administration

- 8.1 The Committee shall be supported with a secretariat function. Which will include ensuring that:
- 8.2 The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- 8.3 Attendance of committee members is monitored and reported annually as part of the Annual Governance Statement contained within the Annual Report.
- 8.4 Records of members' appointments and renewal dates is maintained, and the Board is prompted to renew membership and identify new members where necessary.
- 8.5 Good quality minutes are taken in accordance with the standing orders and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept.
- 8.6 The Chair is supported to prepare and deliver reports to the Board.
- 8.7 The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- 8.8 Action points are taken forward between meetings and progress against those actions is monitored.

9. Review

- 9.1 The Committee is authorised by the Boards of the clustering ICBs to obtain legal n or other professional advice, including the appointment of external advisor and/or consultants, related to its functions as it deems fit at the expense of the ICBs.

10. Policy and best practice

- 10.1 The Committee shall have regard to current good practice, policies and guidance issued by NHS England, and other relevant bodies.

11. Monitoring and reporting

- 11.1 The Committee is accountable to the Boards and shall report to the Boards on how it discharges its responsibilities.
- 11.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the Committee for approval.
- 11.3 The Committee will submit copies of its minutes to the Board following each of its meetings. Where minutes and reports require confidentiality to be maintained, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate.
- 11.4 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year

12. Conduct of the committee

- 12.1 Members will be expected to conduct business in line with the ICBs' values and objectives
- 12.2 Members of, and those attending the Committee shall act in accordance with the ICBs Constitutions, Standing Orders, and Standards of Business Conduct Policy
- 12.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
- 12.4 Conflicts of interests: In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team, submitted with the Committee papers and annually to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.
- 12.5 The Committee will have regard to trauma-informed practice in its work, recognising

the impact of trauma on health outcomes, access to services and experiences of care.

- 12.6 The Committee will promote inclusive, respectful and constructive discussion, support appropriate challenge while maintaining a shared focus on improving outcomes and reducing inequalities.

13. Review of Terms of Reference

- 13.1 These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

Effective date:

Review date:

Contact:

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V0.1	12.2.26		Initiation of the draft TORs
V0.2	1.3.26		Updates following session with joint NEDs Cluster Chair on 24.2.26
V0.3	1.4.26		Updates following meeting with JC, JM, and TC
V0.4	2.4.26		With updates included as suggested by JM
V0.5	15.4.26		Updates to NED membership following discussion with ICB Chair
V0.6	11.5.26		Additions sent previously by JC

NHS Gloucestershire Integrated Care Board

Audit Committee Terms of Reference

V0.2

1. Introduction

- 1.1 The Audit Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB
- 1.4 To support the clustering arrangements with BNSSG ICB, the committee will be able to meet 'in common' but not be a joint committee. However, the membership of the committee will be drawn from the joint Non Executive directors serving both Gloucestershire and BNSSG Boards, as well as other individuals.

2. Purpose of the Committee

- 2.1 The Committee shall contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.
- 2.2 The Committee shall critically review the Integrated Care Board's financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors, and counter fraud is maintained.
- 2.3 The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.
- 2.4 The Audit Committee has no executive powers, other than those delegated in the Scheme of Reservation and Delegation and specified in these terms of reference.
- 2.5 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

3. Delegated Authority

3.1 The Audit Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.

3.2 The Audit Committee is authorised by the Integrated Care Board to:

- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice.

3.3 The Audit Committee holds only those powers as delegated in these Terms of Reference as determined by the ICB Board

4. Membership and Structure

4.1 Membership

4.1.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

4.1.2 The following are members of this Committee and have voting rights and decision-making powers. They are appointed by their respective Board to the membership of this Committee:

Gloucestershire ICB	
Steve West, Joint NED (Chair)	
Joint NED – Chair of FPQ	
Joint NED – Chair of Rem Comm	
A Local Authority partner member	
A provider partner member from any sector	

4.1.3 Neither the Chair of the Board, nor employees of the ICB will be members of the Committee. Other members of the Committee need not be members of the Board, but they may be.

4.1.4 Members will possess between them knowledge, skills and experience in: accounting, risk management, corporate governance, cyber security, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

4.2 Chair and vice chair

4.2.1 The Chair of the Committee shall be independent and therefore may not chair any other committees.

4.2.2 Committee members may appoint a Vice Chair who shall be an Independent Non-Executive Director of the ICB.

4.2.3 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR in consultation with the Chief Finance and Corporate Services Officer.

4.2.4 It is desirable but not essential that the Chair has relevant financial expertise.

4.3 Attendees and Participants

4.3.1 Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Chief Financial Officer of the ICB or their nominated deputy;
- Associate Director of Corporate Governance;
- Representative of Gloucestershire Counter Fraud Service;
- Representative of the ICB Internal and External Auditor firms.
- Other ICB team members as needed for specific items, including:
 - Governance team members who cover risk management and conflicts of interests;
 - Representative of the ICB Digital Team for part two (2) of the meeting only unless requested.

- 4.3.2 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 4.3.3 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.
- 4.3.4 The Chief Executive should be invited to attend the meeting at least annually.
- 4.3.5 The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

4.4 Attendance

- 4.4.1 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

4.5 Access

- 4.5.1 Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee.

5. Quoracy

- 5.1 Quoracy is defined as a minimum of three of the core membership which must include the Chair or Vice-Chair or their nominated deputy.
- 5.2 Where partner members are included in the core membership of the Committee, business planners for meetings will be designed to make optimal use of partner time, meaning that they may not be required for all of every meeting. Where this is the case, their absence will not affect the quoracy of the meeting
- 5.3 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum
- 5.4 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken

6. Voting and Decision Making

- 6.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote
- 6.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication

7. Frequency and notice of meetings

- 7.1 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication.
- 7.2 The Audit Committee shall meet a minimum of four times a year in accordance with the annual accounts cycle. The Chair of the Committee may convene additional meetings as required such as an audit briefing to review the annual accounts.
- 7.3 The Board, Chair or Chief Executive may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4 The external auditor or internal auditor may requisition a meeting of the Committee if it is deemed necessary.
- 7.5 The voting members of the Committee shall meet in private with the internal and external auditors not less than annually.
- 7.6 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

8. Committee secretariat

- 8.1 The Committee shall be supported with a secretariat function provided by the Corporate Governance Team. The Governance Team shall ensure that.

- 8.1.1 The agenda and papers are prepared and distributed in accordance with the Standing Orders at least 5 working days before the meeting, having been agreed by the Chair with the support of the relevant executive lead – Chief Financial Officer;
- 8.1.2 Attendance by members of the committee is monitored and reported annually as part of the Annual Governance Statement (contained within the Annual Report);
- 8.1.3 Records of members' appointments and renewal dates are maintained and the Board is prompted to renew membership and identify new members where necessary;
- 8.1.4 Good quality minutes are taken and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept;
- 8.1.5 The Chair is supported to prepare and deliver reports to the Board;
- 8.1.6 The Committee is updated on pertinent issues/ areas of interest/ policy developments;
- 8.1.7 Action points are taken forward between meetings and progress against those actions is monitored.

9. Remit and responsibilities of the Committee

9.1 The Audit Committee has been constituted in terms of its scope, responsibilities and membership to facilitate the ICB meeting its four fundamental purposes to:

- **improve outcomes** in population health and healthcare;
- **tackle inequalities** in outcomes, experience, and access;
- **enhance productivity** and value for money;
- help the NHS support broader **social and economic development**.

9.2 The responsibilities of this Committee include:

9.3 Integrated governance, risk management and internal control

9.3.1 To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of the ICB's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.

- 9.3.2 To review the financial systems and governance that are established in order to facilitate compliance with DHSC's Group Accounting Manual.
- 9.3.3 To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, and the effectiveness of the management of principal risks.
- 9.3.4 To agree the risk management framework, policies and procedures ensuring that the risk management structure and processes within the ICB are robust and effective.
- 9.3.5 To review the quality of risk identification, management and reporting; providing scrutiny and challenge to the Corporate Risk Register and Board Assurance Framework (or equivalent).
- 9.3.6 To have oversight of system risks where they relate to the achievement of the ICB's objectives.
- 9.3.7 To ensure that the ICB acts consistently with the principles and guidance established in HMT's Managing Public Money.
- 9.3.8 To seek reports and assurance from directors and managers within the ICB and the ICS as required, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- 9.3.9 To review and approve on behalf of the Board those policies that ensure compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification e.g. Counter Fraud, Bribery and Corruption Policy, Standards for Business Conduct including Conflicts of Interests policy etc.
- 9.3.10 To identify opportunities to improve governance, risk management and internal control processes across the ICB, and the ICS where appropriate.

9.4 Internal audit

- 9.4.1 To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Board. This will be achieved by:
- 9.4.2 Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;

- 9.4.3 Considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources;
 - 9.4.4 Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
 - 9.4.5 Monitoring the effectiveness of internal audit and carrying out an annual review.
- 9.5 External audit
- 9.5.1 To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:
 - 9.5.2 Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan;
 - 9.5.3 Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
 - 9.5.4 Reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.
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- 9.6.1 To review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB.
 - 9.6.2 To review the assurance processes in place in relation to financial performance and other key governance processes and systems (e.g. risk management) across the ICB, including the completeness and accuracy of information provided.
 - 9.6.3 To review the findings of external bodies and agencies issued by arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution etc and consider the implications for governance of the ICB.

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- 9.7.1 To assure itself that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.
- 9.7.2 To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports.
- 9.7.3 To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
- 9.7.4 To be responsible for ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners; Fraud, Bribery and Corruption.
- 9.7.5 To report concerns of suspected fraud, bribery and corruption to the Board and the NHSCFA.

9.8 Data Security

- 9.8.1 To receive regular updates on IG compliance (including uptake & completion of data security training), data breaches and any related issues and risks.
- 9.8.2 To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.
- 9.8.3 To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.
- 9.8.4 To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.
- 9.8.5 To request and review reports and assurance on cyber security management and support within the ICB & ICS.

9.8.6 The Committee will provide assurance to the Board that the organisation is properly managing its cyber risk, including appropriate risk mitigation strategies

9.8.7 The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of Information Rights are effective including receiving reports relating to noncompliance with the ICB policy and procedures relating to Information Rights

9.9 Financial reporting

9.9.1 To monitor the integrity of the financial statements of the ICB and any formal announcements relating to its financial performance.

9.9.2 To ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

9.9.3 To review the Annual Report and Financial Statements (including accounting policies) before submission to the Board focusing particularly on:

- The Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the Financial Statements;
- Significant judgements and estimates made in preparing the Financial Statements;
- Significant adjustments resulting from the audit;
- Letter of representation; and
- Qualitative aspects of financial reporting.

9.10 Procurement & Contracting

9.10.1 To receive reports to examine and provide assurance regarding the ICB procurement decisions relating to the procurement of health care services and supply arrangements

9.10.2 Review and examine the ICB use of waivers and standing orders.

9.10.3 Review, examine and approve procurement policies, procedures and processes.

9.11 Conflicts of Interest

9.11.1 The Chair of the Audit Committee shall be the nominated Conflicts of Interest Guardian.

9.11.2 The Committee shall satisfy itself that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.

9.12 Management

9.12.1 To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

9.12.2 The Committee may also request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.

9.12.3 To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's Standing Orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.

9.13 Communication

9.13.1 To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.

9.13.2 To develop an approach with other committees, and with the Integrated Care Partnership, to ensure the relationship between them is understood.

9.14 Cyber Security

9.14.1 To request and review reports and assurance on cyber security management and support within the ICB & ICS.

9.14.2 The Committee will provide assurance to the Board that the organisation is properly managing its cyber risk, including appropriate risk mitigation strategies.

10. Relationship with the ICB and other groups / committees / boards

10.1 To work closely with the other committees in the ICB where appropriate and relevant e.g. implementation of the Internal Audit recommendations.

10.2 To investigate identified areas of concern with regard to the ICB's internal controls referred by another committee or the Board of the ICB.

11. Policy and best practice

11.1 The Committee shall have regard to current best practice, policies and guidance issued by NHS England, HMFA and other relevant bodies.

12. Monitoring and Reporting

12.1 The minutes of each meeting of the Committee shall be formally recorded and retained by the Integrated Care Board. The minutes shall be submitted to the Board of the ICB.

12.2 The Chair of the Committee shall report the outcome and any recommendations of the committee to the Board of the ICB.

12.3 The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and 'embeddedness' of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
- The robustness of the processes behind the quality accounts.

12.4 The Committee shall agree an annual schedule of reports and their frequency for the Audit Committee meetings.

13. Conduct of the Committee

13.1 Members will be expected to conduct business in line with the ICB values and objectives.

- 13.2 Members of, and those attending the Committee, shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy
- 13.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
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- 13.5 Conflicts of interests: In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team, submitted with the Audit Committee papers and annually to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

14. Review of ToR

- 14.1 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

Annex 1 – Auditor Panel

1. Context and role

- 1.1 The Audit Committee will fulfil the role of ‘Auditor Panel’, as defined in the Local Audit and Accountability Act 2014 and in accordance with the Department of Health publication ‘Auditor Panels – Guidance to help Health Bodies meet their Statutory Duties, September 2015’.
- 1.2 The principal roles of the Auditor Panel are to advise the Board of the ICB on the selection, appointment and removal of the ICB’s external auditor and to appoint the internal auditor. The Auditor Panel is also responsible for advising the Board of the ICB on the purchase of ‘non-audit services’ from the external auditor.
- 1.3 The Auditor Panel will take the form of a separate section of the Audit Committee meeting and will be minuted separately.

2. Membership, Attendance, Secretary and Quorum

- 2.1 The membership, quoracy and committee secretary will be as per the Audit Committee and outlined in sections 3, 4 and 6.
- 2.2 The Chief Finance Officer will be invited to attend the meetings. In addition, the Panel may invite any other individual to attend the meetings, as appropriate.

3. Frequency and notice of meetings

- 3.1 The Panel will meet as and when required.
- 3.2 Written notice of the meetings and agendas will be provided, as part of the normal Audit Committee processes, to Panel members not less than 5 working days before the meeting.

4. *Remit and responsibilities of the Panel*

- 4.1 The key duties of the Panel are:
 - 4.1.1 to advise the Board on the selection, appointment and removal of the ICB’s external auditors, paying due regard for their performance;
 - 4.1.2 the selection, appointment and removal of the ICB’s internal auditors, paying due regard for their performance;

- 4.1.3 the maintenance of an independent relationship with the appointed external auditor;
- 4.1.4 the maintenance of an independent relationship with the appointed internal auditors; and
- 4.1.5 to advise the Board on the purchase of 'non-audit services' from the external auditor.

5. Monitoring and reporting

- 5.1 The minutes of each meeting of the Panel will be formally recorded and retained by the ICB and submitted to the Board of the ICB.
- 5.2 The Chair of the Panel shall report the outcome and any recommendations of the Panel to the Board of the ICB.

6. Review

- 6.1 Annually in line with the ToR for the Audit Committee.

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V0.1	9.4.26		Initiation of the draft TORs to permit the efficient cluster arrangements for Audit Committees 'in common' with aligned membership, quoracy and frequency.
V0.2	13.4.26		Adjustments following feedback from CL and SW including the combination of some individual sections to cover one IG section (9.8 in this version)

NHS BNSSG Integrated Care Board

Audit Committee Terms of Reference

V0.2

1. Introduction

- 1.1 The Audit Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB
- 1.4 To support the clustering arrangements with Gloucestershire ICB, the committee will be able to meet 'in common' but not be a joint committee. However, the membership of the committee will be drawn from the joint Non Executive directors serving both Gloucestershire and BNSSG Boards, as well as other individuals.

2. Purpose of the Committee

- 2.1 The Committee shall contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within the ICB.
- 2.2 The Committee shall critically review the Integrated Care Board's financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors, and counter fraud is maintained.
- 2.3 The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.
- 2.4 The Audit Committee has no executive powers, other than those delegated in the Scheme of Reservation and Delegation and specified in these terms of reference.
- 2.5 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

3. Delegated Authority

3.1 The Audit Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.

3.2 The Audit Committee is authorised by the Integrated Care Board to:

- Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference;
- Commission any reports it deems necessary to help fulfil its obligations;
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice.

3.3 The Audit Committee holds only those powers as delegated in these Terms of Reference as determined by the ICB Board

4. Membership and Structure

4.1 Membership

4.1.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

4.1.2 The following are members of this Committee and have voting rights and decision-making powers. They are appointed by their respective Board to the membership of this Committee:

BNSSG ICB	
Steve West, Joint NED (Chair)	
Joint NED – Chair of FPQ	
Joint NED – Chair of Rem Comm	
A Local Authority partner member	
A provider partner member from any sector	

4.1.3 Neither the Chair of the Board, nor employees of the ICB will be members of the Committee. Other members of the Committee need not be members of the Board, but they may be.

4.1.4 Members will possess between them knowledge, skills and experience in: accounting, risk management, corporate governance, cyber security, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

4.2 Chair and vice chair

4.2.1 The Chair of the Committee shall be independent and therefore may not chair any other committees.

4.2.2 Committee members may appoint a Vice Chair who shall be an Independent Non-Executive Director of the ICB.

4.2.3 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR in consultation with the Chief Finance and Corporate Services Officer.

4.2.4 It is desirable but not essential that the Chair has relevant financial expertise.

4.3 Attendees and Participants

4.3.1 Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Chief Financial Officer of the ICB or their nominated deputy;
- Associate Director of Corporate Governance;
- Representative of BNSSG Counter Fraud Service;
- Representative of the ICB Internal and External Auditor firms.
- Other ICB team members as needed for specific items, including:
 - Governance team members who cover risk management and conflicts of interests;
 - Representative of the ICB Digital Team for part two (2) of the meeting only unless requested.

- 4.3.2 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 4.3.3 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.
- 4.3.4 The Chief Executive should be invited to attend the meeting at least annually.
- 4.3.5 The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

4.4 Attendance

- 4.4.1 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

4.5 Access

- 4.5.1 Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee.

5. Quoracy

- 5.1 Quoracy is defined as a minimum of three of the core membership which must include the Chair or Vice-Chair or their nominated deputy.
- 5.2 Where partner members are included in the core membership of the Committee, business planners for meetings will be designed to make optimal use of partner time, meaning that they may not be required for all of every meeting. Where this is the case, their absence will not affect the quoracy of the meeting
- 5.3 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum
- 5.4 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken

6. Voting and Decision Making

- 6.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote
- 6.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication

7. Frequency and notice of meetings

- 7.1 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication.
- 7.2 The Audit Committee shall meet a minimum of four times a year in accordance with the annual accounts cycle. The Chair of the Committee may convene additional meetings as required such as an audit briefing to review the annual accounts.
- 7.3 The Board, Chair or Chief Executive may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4 The external auditor or internal auditor may requisition a meeting of the Committee if it is deemed necessary.
- 7.5 The voting members of the Committee shall meet in private with the internal and external auditors not less than annually.
- 7.6 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

8. Committee secretariat

- 8.1 The Committee shall be supported with a secretariat function provided by the Corporate Governance Team. The Governance Team shall ensure that.

- 8.1.1 The agenda and papers are prepared and distributed in accordance with the Standing Orders at least 5 working days before the meeting, having been agreed by the Chair with the support of the relevant executive lead – Chief Financial Officer;
- 8.1.2 Attendance by members of the committee is monitored and reported annually as part of the Annual Governance Statement (contained within the Annual Report);
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9.14 Cyber Security

9.14.1 To request and review reports and assurance on cyber security management and support within the ICB & ICS.

9.14.2 The Committee will provide assurance to the Board that the organisation is properly managing its cyber risk, including appropriate risk mitigation strategies.

10. Relationship with the ICB and other groups / committees / boards

10.1 To work closely with the other committees in the ICB where appropriate and relevant e.g. implementation of the Internal Audit recommendations.

10.2 To investigate identified areas of concern with regard to the ICB's internal controls referred by another committee or the Board of the ICB.

11. Policy and best practice

11.1 The Committee shall have regard to current best practice, policies and guidance issued by NHS England, HMFA and other relevant bodies.

12. Monitoring and Reporting

12.1 The minutes of each meeting of the Committee shall be formally recorded and retained by the Integrated Care Board. The minutes shall be submitted to the Board of the ICB.

12.2 The Chair of the Committee shall report the outcome and any recommendations of the committee to the Board of the ICB.

12.3 The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and 'embeddedness' of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
- The robustness of the processes behind the quality accounts.

12.4 The Committee shall agree an annual schedule of reports and their frequency for the Audit Committee meetings.

13. Conduct of the Committee

13.1 Members will be expected to conduct business in line with the ICB values and objectives.

- 13.2 Members of, and those attending the Committee, shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy
- 13.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
- 13.4 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make.
- 13.5 Conflicts of interests: In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team, submitted with the Audit Committee papers and annually to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

14. Review of ToR

- 14.1 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

Annex 1 – Auditor Panel

1. Context and role

- 1.1 The Audit Committee will fulfil the role of ‘Auditor Panel’, as defined in the Local Audit and Accountability Act 2014 and in accordance with the Department of Health publication ‘Auditor Panels – Guidance to help Health Bodies meet their Statutory Duties, September 2015’.
- 1.2 The principal roles of the Auditor Panel are to advise the Board of the ICB on the selection, appointment and removal of the ICB’s external auditor and to appoint the internal auditor. The Auditor Panel is also responsible for advising the Board of the ICB on the purchase of ‘non-audit services’ from the external auditor.
- 1.3 The Auditor Panel will take the form of a separate section of the Audit Committee meeting and will be minuted separately.

2. Membership, Attendance, Secretary and Quorum

- 2.1 The membership, quoracy and committee secretary will be as per the Audit Committee and outlined in sections 3, 4 and 6.
- 2.2 The Chief Finance Officer will be invited to attend the meetings. In addition, the Panel may invite any other individual to attend the meetings, as appropriate.

3. Frequency and notice of meetings

- 3.1 The Panel will meet as and when required.
- 3.2 Written notice of the meetings and agendas will be provided, as part of the normal Audit Committee processes, to Panel members not less than 5 working days before the meeting.

4. *Remit and responsibilities of the Panel*

- 4.1 The key duties of the Panel are:
 - 4.1.1 to advise the Board on the selection, appointment and removal of the ICB’s external auditors, paying due regard for their performance;
 - 4.1.2 the selection, appointment and removal of the ICB’s internal auditors, paying due regard for their performance;

- 4.1.3 the maintenance of an independent relationship with the appointed external auditor;
- 4.1.4 the maintenance of an independent relationship with the appointed internal auditors; and
- 4.1.5 to advise the Board on the purchase of 'non-audit services' from the external auditor.

5. Monitoring and reporting

- 5.1 The minutes of each meeting of the Panel will be formally recorded and retained by the ICB and submitted to the Board of the ICB.
- 5.2 The Chair of the Panel shall report the outcome and any recommendations of the Panel to the Board of the ICB.

6. Review

- 6.1 Annually in line with the ToR for the Audit Committee.

Appendix I: Revision History

Version	Date	Approved by	Type of changes
V0.1	9.4.26		Initiation of the draft TORs to permit the efficient cluster arrangements for Audit Committees 'in common' with aligned membership, quoracy and frequency.
V0.2	13.4.26		Adjustments following feedback from CL and SW including the combination of some individual sections to cover one IG section (9.8 in this version)