

**ESTABLISHMENT BOARD MEETING OF THE BUCKINGHAMSHIRE,
OXFORDSHIRE AND BERKSHIRE WEST INTEGRATED CARE
BOARD**

Date of Meeting: 1 July 2022	Agenda item: 3
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Title of Paper: Governance Handbook
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Paper is for: (Please ✓)	Discussion		Decision	✓	Information	
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Executive Summary

The ICB is required to ensure that its governance arrangements are set up and sound. These arrangements are described in the ICB Constitution (which is given effect by the establishment order) and a range of supporting documents that are collectively referred to as the Governance Handbook. The contents and purpose of each element of the Governance Handbook are described in this paper for Board approval. The responsibility for continued development and oversight of each element is also described.

All elements of the Governance handbook have been developed in line with NHS guidance, sharing with other ICBs and with the support of the Good Governance Institute to ensure we are basing our arrangements on best practice for corporate governance.

Action Required

The Board Members are asked to approve:

1. Establishment of the Board Committees outlined in paragraph 4
2. Agreement of the Terms of Reference for
 - a. Audit and Risk Committee
 - b. Population Health and Patient Experience Committee
 - c. Remuneration Committee
 - d. System Productivity Committee
3. The Functions and Decision Map
4. The Scheme of Reservation and Delegation
5. The Standing Financial Instructions
6. The following Corporate Governance Policies
 - a. Managing Conflicts of Interests Policy
 - b. Standards of Business Conduct Policy for decision makers

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Date of Paper: 24 June 2022

Conflicts of Interest
Not applicable

No conflict identified	
Conflict noted: conflicted party can participate in discussion and decision	
Conflict noted, conflicted party can participate in discussion but not decision	
Conflict noted, conflicted party can remain but not participate in discussion	
Conflict noted, supported paper withheld from conflicted party e.g. pecuniary benefit	
Conflicted party is excluded from discussion	

GOVERNANCE HANDBOOK

Context

1. The first constitution for the Buckinghamshire, Oxfordshire and Berkshire West Integrated Care Board (BOB ICB) was approved by NHS England and was given effect by the establishment order. It is published [here](#).
2. There are a number of supporting governance arrangements/documents to the constitution that are collectively known as the Governance Handbook. This paper presents the elements of the handbook that require Board approval.
3. Staff have been supported in developing the contents of the Governance Handbook by the Good Governance Institute (GGI); this has enabled us to have access to best and developing practice from other systems as well as building on previous experience. As a new organisation the ICB will need to keep the developing governance architecture under review to ensure it supports effective assurance and oversight of our delivery.

Establishment of Board Committees

4. The Board is asked to agree to the establishment of the following committees:
 - a. Assurance Committees
 - i. Audit and Risk committee; statutory requirement
 - ii. People Committee
 - iii. Place and System Development Committee
 - iv. Population Health and Patient Experience Committee (covers quality and performance)
 - v. Remuneration Committee; statutory requirement
 - vi. System Productivity Committee (covers finance and resources)
 - b. Place Based Partnership (PBP) Committees to take on delegated commissioning responsibilities
 - i. Buckinghamshire
 - ii. Oxfordshire
 - iii. Berkshire West
5. Terms of reference for the following committees are included in Annexes A-D for adoption by the Board.
 - a. Audit and Risk Committee
 - b. Population Health and Patient Experience Committee
 - c. Remuneration Committee
 - d. System Productivity Committee
6. Non-executive director Chairs' and lead directors for the People Committee and the Place and System Development Committee are engaging further with system partners about the scope and membership of these committees. The Terms of Reference will be presented to the Board for approval in September 2022.

7. All Committees will review their terms of reference as part of the annual review/reporting processes.

Development of Place

8. In support of subsidiarity the development and support of strong and distinctive places within the Integrated Care System (ICS) is an important principle for us. For Place to thrive the ICB, and other organisations (NHS Trusts/Foundation Trusts, primary care and local authorities) will need to delegate some authority for joint decision making.
9. The ICB has shared some early thinking on the potential scope of delegation to Place; for example, pooled budgets (including the Better Care Fund), joint commissioning arrangements and management of urgent and emergency care pathways. Delegation to Place will enable them to adjust funding/capacity within the overall envelope to deliver service improvements. Establishing PBPs as decision-making executive committees of the ICB Board will provide a clear and simple means of delegating ICB functions
10. Each Place has developed different collaborative partnership governance arrangements that we are looking to build on and strengthen. This includes the role of the Health and Wellbeing Boards in developing and owning the Place strategies (which will be core to the ICS strategy) with oversight of delivery against these. Further work is required to ensure there is a clear scope for delegation, supported by agreed minimum governance requirements and accountability. The Chief Executive is leading these discussions and will report back to the Board in September 2022.
11. We are expecting NHS England guidance on how to implement the new legislative options available to ICBs to delegate or jointly exercise functions to be published shortly.
12. Prior to establishing the PBPs with delegated responsibilities, the oversight of pooled budgets and joint commissioning arrangements (in line with the Scheme of Reservation and Delegation) will be to the Chief Executive supported by the Chief Delivery Officer and Place Directors.

Functions and Decision Map

13. The Functions and Decision map is a high-level overview showing how the governance arrangements fit together, accountability and decision-making authority of groups and committees. This is supplemented by the detail included in terms of reference and the Scheme of Reservation and Delegation.
14. In developing the governance structure for the ICB as an NHS statutory body we have been mindful of considering the requirements of an organisation and those of partnerships (at place or system), minimising duplication and as far as possible separating executive delivery from board assurance.
15. The Functions and Decision Map is included in Annex E.

Scheme of Reservation and Delegation

16. The Scheme of Reservation and Delegation (SoRD) is attached in Annex F. It has been developed using a framework and review from GGI to ensure it is built on best practice and insight from other organisations. The SoRD have been reviewed by the executive team. The SoRD aim to ensure that there is effective and efficient oversight of functions, and the executive team have the delegated authority to deliver on behalf of the Board.
17. Part 1 of the SoRD sets out (i) functions that are reserved to the board, (ii) functions that have been delegated to an individual or to committees and sub-committees, and (iii) functions delegated to another body or to be exercised jointly with another body.
18. Part 2 includes the financial thresholds for all matters delegated to officers. These are set within the context of a commissioning organisation where the majority of the ICB funding is allocated annually through contracts for continued service provision. The thresholds are therefore all linked to a change in annual contract value.
19. Review of the SoRD will be the responsibility of the Audit and Risk Committee and it is proposed that an interim review of Part 2 is undertaken within six months and Part 1 in a year.

Standing Financial Instructions

20. The Standing Financial Instructions (SFIs) set out the arrangements for managing the ICB's financial affairs. The SFIs have been developed using the NHS England template and are attached in Annex G.
21. Review of the SFIs will be the responsibility of the System Productivity Committee and it is proposed that an interim review is undertaken within six months.

Corporate Governance Policies

22. The ICB is required to set out arrangement for managing conflicts and potential conflicts of interest. The following two policies have been developed (based on NHS guidance and the support of the GGI) to set out the approach for all staff and the increased responsibility of those with decision making authority.
 - a. Managing Conflicts of Interests Policy
 - b. Standards of Business Conduct Policy for decision makers
23. Review of these policies will be the responsibility of the Audit and Risk Committee.

Recommendations

The Board members are asked to approve:

1. Establishment of the Board Committees outlined in paragraph 4
2. Terms of Reference for
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