



# Buckinghamshire, Oxfordshire and Berkshire West Integrated Care Board (BOB ICB)

## System Productivity Committee – Terms of Reference (ToR)

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## 1. Establishment

The System Productivity Committee is a committee, established by the Integrated Care Board (ICB), in accordance with its Scheme of Reservation and Delegation (SoRD).

### 1.1 Terms of Reference:

- **Definition:** The Terms of Reference for the Committee are defined by the Board.
- **Amendment:** The Terms of Reference may be amended in accordance with the provisions in the Constitution and the SoRD.
- **Publication:** These terms of reference is published in the Governance Handbook, which can be accessed on the Integrated Care Board website.

### 1.2 Purpose

The purpose of the committee is to provide assurance to the Board in relation to the financial sustainability of the system and its partners, and the achievement of system financial and productivity goals.

## 2. Roles and responsibilities

This section describes the Committee's duties, authority, accountability and reporting.

### 2.1 Duties

The Committee's duty is to assure the board on:

- Financial Planning and Oversight
- Performance against the delivery of the ICB's Strategy and Operational Plan.
- System Oversight Framework
- Sustainability and Innovation, including digital and procurement

Providing assurance involves:

- **Triangulating multiple sources** of internal and external information, including:
  - Data analysis and contract performance intelligence
  - Patients', service users' and carers' reports, surveys, complaints, and concerns
  - Evidence from key system leaders
  - Other intelligence agreed to be important and reliable
- **Remedial action:** Where assurance cannot be provided in part or in full, to provide the Board with details of remedial actions being taken and or being recommended.
- **Considering efficacy and efficiency:** Things are not only in place but the right things are being done in the right way to achieve the right objectives, which support the ICS aims.

#### 2.1.1 Financial Planning and Oversight

The Committee seeks assurance that the following are developed in the right way to deliver the ICS aims:

- **Forward Plan:** The plans deliver financial viability and sustainability, increases productivity and supports the priorities of the system.

- **Financial Targets:** The targets enable the ICB’s Strategy and Operational Plan’s objectives to be met.
- **Estates and Capital Plan:** Estates and Capital Plans support collaboration and increase productivity.
- **Strategy and System:** The system’s financial planning strategy delivers financial stability across the system.

### 2.1.2 Performance and Outcomes

The Committee seeks assurance that:

- **Strategy and Operational Plan:** Performance targets are being met and/ or gaps in performance are being addressed.
- **Service Improvement:** National, regional, and ICS targets for service improvement are being met, with particular focus on specified ‘must do’s’ and external regulation.
- **Efficiency:** Resources are managed to deliver value for money, efficiency, effectiveness and sustainability.

### 2.1.3 System Oversight Framework

The Committee seeks assurance on the arrangements for discharging the ICB’s responsibilities in relation to the themes in the NHS System Oversight Framework, e.g. finance and use of resources.

### 2.1.4 Sustainability and Innovation

The Committee seeks assurance that sustainability and innovation strategies are developed and implemented to help the ICS achieve their strategic priorities.

The Committee seeks assurance that the digital strategy is enabling transformation of services and delivering efficiencies

The Committee seeks assurance that procurement strategies support the role of the ICB as an anchor institution and deliver efficiencies

## 2.2 Authority

The ICB has delegated authority to the System Productivity Committee as set out in the SoRD, which may be amended in accordance with the ICB Constitution.

### The committee is authorised to

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

## 2.2.1 Delegation in the Scheme of Reservation & Delegation

### Decisions Delegated by the Scheme of Reservation & Delegation (SoRD)

- Prepare and annually approve the ICB's Detailed Delegated Financial Limits, which sets out the delegation of key financial operational decisions and delegated decision limits; approval of any exceptional in-year changes
- Monitor progress on delivery of the duty of the ICB to act effectively, efficiently and economically
- Approval of the introduction or discontinuance of any significant activity or operation. An activity or operation shall be regarded as significant if it has a gross annual income or expenditure (that is before any set off) of a value described in the Financial SoRD
- Authorisation of expenditure in excess of tender price (within delegated limits approved by ICB)
- Oversight and approval of the procurement, contracting, performance management and decision making process
- Approval of the arrangements for discharging the ICB's statutory financial duties
- Approval of the ICB's corporate budgets
- Approval of variations to the approved budget where variation would have a significant impact on the overall approved levels of income and expenditure or the ICB's ability to achieve its agreed strategic aims
- Approval of overspend or reduction of income that cannot be met from virement
- Monitoring the progress of delivery of the ICB's general financial duties
- Annual approval of the Financial Plan
- Approve proposed pre-payment arrangements
- Setting of budgetary total and / or virement limits

## 2.3 Accountability and reporting

The Committee is accountable to the Board and reports to the Board on how it discharges its responsibilities.

Accountabilities	Description
Draft minutes and reports	<ul style="list-style-type: none"><li>• The Committee receives scheduled assurance reports from officers.</li><li>• The Secretary formally records the minutes of each meeting and circulates it to all Committee members.</li><li>• The Chair of the Committee reports to the Board (public session) after each meeting and provides a report on assurances received, escalating any concerns, where necessary.</li></ul>

Accountabilities	Description
Monitor attendance	<ul style="list-style-type: none"> <li>Attendance is monitored and profiled as part of the agenda at each Committee meeting.</li> <li>Members should aim to attend 100% of meetings and must attend at least 75% of meetings, and read all papers beforehand.</li> </ul>
Draft annual work plans	<ul style="list-style-type: none"> <li>The Committee produces an annual work plan in consultation with the Board.</li> </ul>
Conduct annual self-assessment	<ul style="list-style-type: none"> <li>The Committee undertakes an annual self-assessment of its performance against the annual plan and terms of reference.</li> <li>Any resulting proposed changes to the terms of reference are submitted for approval by the Board.</li> <li>The Committee utilises a continuous improvement approach in its delegation.</li> <li>Members review the effectiveness of the meeting at each sitting.</li> </ul>
Annual Report	<ul style="list-style-type: none"> <li>The Committee provides the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement.</li> <li>The report includes: <ul style="list-style-type: none"> <li>The governance cycle</li> <li>A summary of the business conducted,</li> <li>Frequency of meetings, membership attendance, and quoracy</li> <li>The committee's self-assessment</li> </ul> </li> </ul>
Audit Committee Report	The Committee advises the Audit Committee on the adequacy of assurances available and contributes to the Annual Governance Statement.

### 3. Committee meetings

This section sets out meeting:

- Composition and quoracy
- Frequency and formats
- Procedures

#### 3.1 Composition and quoracy

This section sets out the meeting composition and quoracy requirements.

	Description of expectation
Chair	An independent non-executive member of the Board appointed for their specific knowledge skills and experience and suitability.
Deputy Chair	Committee members may appoint a Vice Chair from amongst the members.
Absence of Chair or Vice Chair	In the absence of the Chair, or Vice Chair, the remaining members present elects one of their number Chair the meeting.
Membership	<ul style="list-style-type: none"> <li>• Non-Executive Director (Committee Chair)</li> <li>• Non-Executive Director</li> <li>• Associate Non-Executive Director</li> <li>• Chief Finance Officer</li> <li>• Chief Information Officer</li> <li>• Independent expert</li> </ul> <p>Other members: The Committee may elect to co-opt additional members, where it is in the interests of the Committee’s activities to do so.</p> <p><b>EDI:</b> When determining the membership of the Committee, consideration will be given to diversity and equality.</p>
Attendees and procedure for absence	<p>Only members of the Committee have the right to attend Committee meetings; however other executive directors or senior officers of the ICB may be required to attend at the request of the Committee.</p> <p>The Chair of the ICB may be invited to attend one meeting each year to gain an understanding of the Committee’s operations.</p> <p><b>Procedure for absence:</b></p> <p>Where a member or any 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.</p> <p>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.</p>
Quoracy and Procedure for Inquoracy	<p><b>Threshold:</b> A minimum of two Non-Executive Members, plus at least one executive director is required.</p> <p><b>Absence:</b> Where members are unable to attend, they should ensure that a named and briefed deputy able to participate on their behalf attends in their place.</p> <p><b>Disqualification:</b> If any member of the Committee is disqualified from participating in an item on the agenda, due</p>

### Description of expectation

to a declared conflict of interest, that individual no longer counts towards the quorum.

**Inquoracy:** If the quorum is not reached, the meeting may proceed if those attending agree, but no decisions may be taken.

## 3.2 Frequency and formats

This section on Committee meetings describes the meeting frequency and formats.

### Description of rules

#### Meeting frequency

The Committee will meet at least five times a year.

Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.

The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

#### Public vs closed

Where this is warranted by the nature of the business arising, the agenda is divided into two parts. Part 1 is open to the whole committee, including invited attendees. Part 2 is a closed session for members only to discuss confidential information.

#### Virtual meetings and extra-ordinary meetings

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.

## 3.3 Procedures

### Procedure

### Description of rules and expectations:

#### Agenda

The Chair is responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

Members are expected to identify agenda items for consideration to the Chair and any meeting papers using the prescribed format at least 14 calendar days before the meeting.

#### Conflicts of interest

**Declarations:** All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the minutes.

**Exclusions:** Anyone with a relevant or material interest in a matter under consideration may be excluded from the discussion at the discretion of the Committee Chair.

Procedure	Description of rules and expectations:
Decision-making	<b>Decisions:</b> Decisions are taken in according with the Standing Orders and are normally arrived at by consensus. When this is not possible the Chair may call a vote.
Voting	<p><b>Eligibility:</b> Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter.</p> <p><b>Casting Vote:</b> The chair may have a casting vote, if members are equally divided on an issue.</p> <p><b>Recording of votes:</b> The result of the vote will be recorded in the minutes.</p> <p><b>Virtual voting:</b> If a decision cannot wait for the next scheduled meeting and an extraordinary meeting is not appropriate or possible, the Chair may conduct business on a 'virtual' basis through the use of telephone, email, or other electronic communication.</p>

#### 4. Secretariat and administration

This section describes the functions of the secretariat whose role is to support the Committee in the following ways:

Functions	Description
Distribute papers	Prepare and distribute the agenda and papers in accordance with the Standing Orders following their agreement by the Chair with the support of the relevant executive lead.
Monitor attendance	Monitor the attendance of those invited to each meeting and highlight to the Chair those that are not meeting the minimum attendance requirements.
Maintain records	Record conflicts of interest, members' appointments and renewal dates. Provide prompts to renew membership and to identify new members where necessary.
Minute Taking	Take good quality minutes and agree them with the Chair. Keep a record of matters arising, action points and issues to be carried forward.
Support for Chair & Committee	<p>Support the Chair in preparing and delivering reports to the Board.</p> <p>Take forward action points between meetings and monitor progress against those actions.</p>
Provide updates	Update the Committee on pertinent issues/ areas of interest/ policy developments.

## Appendix I: Revision History

Version	Date	Approved by	Review	Type of changes
V1.0	1 July 2022	Board of ICB	Annually	Creation of ToR

### Document control

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