NHS
Buckinghamshire, Oxfordshire and Berkshire West
Integrated Care Board

BOB ICB BOARD MEETING

Title	Governance and partnership review		
Paper Date:	4 May 2023	**Meeting Date:**	16 May 2023
Purpose:	Information	**Agenda Item:**	14
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Executive Summary

This paper highlights that it would be good practice for the ICB to review its governance arrangements and proposes an approach to undertake a Governance and Partnership review.

Action Required

The Board is asked to:

- Confirm that the areas of focus are the right ones for this year.
- Confirm that it wishes the Chair with the Director of Governance to develop the plan and timeline for undertaking the review.

Conflicts of Interest:	No conflict identified.

Date/Name of Committee/ Meeting Where Last Reviewed:	Discussion at Board workshop, 18 April 2023

ICB Governance and Partnership Review

Context

1. In the face of rising levels of morbidity, health and care systems across the developed world are moving to better co-ordinate their constituent parts so that the right interventions are delivered at the right time to minimise ill health and early death. It is well documented that collaborative behaviours and leadership are the most important ingredients for achieving this.
2. The 2022 Health and Care Act put on to a statutory footing the way Integrated Care Systems (ICSs) had begun operating, through building relationships and collaborative leadership. There is widespread recognition that parties need to work better together to: improve outcomes in population health and healthcare; tackle inequalities in outcomes, experience and access; enhance productivity and value for money; and help the NHS support broader social and economic development.
3. The Act enables this by:
   a. Removing barriers to collaboration between partners
   b. Requiring the Integrated Care Partnership (ICP) – a joint committee of the Integrated Care Board (ICB) and its partner upper tier local authorities – to draw up an Integrated Care Strategy for the ICS, aligning the ambitions of the parties for their local population. The ICP Strategy will build on Joint Local Health & Wellbeing Strategies.
   c. Requiring the ICB and its partner NHS trusts/Foundation Trusts to agree a five-year Joint Forward Plan, manage the NHS's overall financial position and capital planning.
   d. Allowing ICBs to use a range of flexibilities to include their ICS partners in their decision-making.
4. It is good practice to keep governance arrangements under review and as the ICB approaches the end of its first year it would be timely to consider how things are working. In addition, it is a constitutional requirement that "The board will keep under review the skills, knowledge, and experience that it considers necessary for members of the board to possess (when taken together) in order for the board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming."
5. This paper considers the approach we could take to review ICB governance arrangements to ensure we continue to develop our ways of working and governance using the flexibilities of the Act to best meet the needs of our population.

What is an ICB governance partnership self-assessment?

6. This is a development activity of the ICB as part of its wider ongoing development led by the Chair and the board. They are not intended, nor required, as inputs to NHSE annual assessment of ICBs nor CQC's assessment of ICSs, but the ICB may choose itself to share the outputs as relevant and timely.
7. They are proportionate in the context of other priorities: aligning the scope, timing and resourcing agreed by the board. They focus on the ICB and the ICB board is the "customer" of the self-assessment.
8. They are concerned with how the ICB includes partners in its decision-making to better deliver for the population. This is separate and complementary to the standing expectation that boards will secure assurance their governance arrangements are sound as may be assessed by internal audit.
9. They are intended to support transparency and shared understanding across ICS partners on how ICB decisions are made, align to achieve system goals, and relate to decision-making in other forums such as at the ICP.
10. They enable peer learning and self-assessment, acting on 360 feedback from partners, engaging with the experience of partners including VCSE sector and people and communities.
11. They result in a clear output for agreement by the board, in the context of the ICB's wider development plan.

BOB current position and priorities

12. The establishment of the ICB focused very much on the safe transfer and set up of a new statutory body and much of the emphasis was on the participation of partners in the ICB board itself. Post-establishment we should consider how to use the flexibilities for including partners in ICB decision-making in the round, with a particular focus on:
    a. Honing the role of the board through greater delegation to sub-/committees or executives
    b. The development of place committees and of neighbourhoods (Primary Care Networks)
    c. The role of the provider collaborative in decision-making and how the introduction of the Provider Selection Regime enables greater provider involvement.
    d. The ICB and its partner NHS Trusts/Foundation Trusts discharging new responsibilities together.

13. Initial discussion with board members indicated support for undertaking this review on the provision that it:
    a. Was useful to the ICB as an organisation and development of the system and will support us developing our system models/approaches.
    b. Had a system focus and was linked to the wider work we were doing to deliver our core objectives.
    c. Took learning from other systems – how they are approaching this review and the strengths/advantages of their current arrangements.
    d. Used national tools (work with NHSE to support this and the ICB maturity tool) where they add value.

Proposed Approach

14. It is recommended that the areas of focus this year are:
    a. Role and functioning of ICB board (this will consider effectiveness of the board, use of our time together, delegation to and function of committees and executives)
    b. NHS system management decision-making by the ICB and its partner Trusts (this will consider our approaches and mechanisms for joint decision making and oversight in areas such as system financial planning and addressing system performance/quality issues and managing system risks).

15. A small group will be set up to oversee work including the Chair, another NED, LA partner member, CEO and Director of Governance. The group will prepare a plan that will cover:
    a. Consideration of sourcing some external facilitation for some of the sessions (ICS Network have been approached).
    b. Board development session discussion to start process of review and agree main areas of questioning.
    c. Questionnaires sent out to board members and agreed partners.
    d. Responses collated to generate report/questions to inform discussion.
    e. Board development session to consider report and agree proposed response/changes.
    f. Share and discuss proposals with partners e.g., Trust Chairs, Trust and Local Authority CEOs, Healthwatches, VCSE Alliance.
    g. Formally present to board at a public meeting including agreeing any changes to Constitution if required.
    h. If changes to constitution submit to NHSE for approval.

Asks of the Board or of members present

16. The Board is asked to.
    a. Confirm that the areas of focus are the right ones for this year.
    b. Confirm that it wishes the Chair with the Director of Governance to develop the plan and timeline for undertaking the review.

Annex 1: Technical options for including ICS partners in ICB decisions

1. **Decision making defaults to the ICB Board**
   a. Under the Health and Care Act 2022, all ICB decision making defaults to the ICB board (or as appropriate its Chair or Chief Executive) which includes nominated partner members to support partnership working. There is a policy requirement for every ICB to establish at least an Audit Committee and a Remuneration Committee.
   b. The ICB board may delegate specific decision-making responsibilities to its executives or sub-/committees, subject to limited exceptions. These delegations must be set out in its published Scheme of Reservation and Delegation (SoRD). See below for delegation to certain other statutory bodies.
2. **The ICB has flexibility in establishing committees and sub-committee of the board**
   a. The ICB board may establish committees of the board and approve the establishment of committees (i.e., sub-committees) by those committees of the board.
   b. The terms of reference of the sub-/committee and its membership must be approved by the ICB.
   c. The sub-/committee may be partly, or even wholly, composed of individuals who are not members of the ICB board or employees of it. Unlike for the ICB board itself, non-executive members of such sub-/committees may hold a position within another health or care organisation within the system.
3. **The ICB may make joint appointments, establish joint committees of the board with certain other statutory bodies and jointly exercise functions**
   a. ICBs, NHS Trusts/FTs, NHSE, local authorities and/or combined authorities may establish joint committees. As with other sub-/committees of the ICB board, it may exercise the same flexibility in the members it appoints and delegate its responsibilities to the joint sub-/committee as may NHS trusts/FTs and NHSE.
   b. There are long standing examples of two (or more) provider organisations making joint appointments and commissioning bodies doing likewise. The Health and Care Act 2022, clarifies that joint appointments may also be between Trusts/FTs and commissioners, and those organisations may agree on the decision-making each will delegate to the jointly appointed individual.
4. **The ICB may develop co-commissioning arrangements**
   a. ICBs and local authorities may choose to expand their co-commissioning arrangements under Section 75 partnership arrangements.
5. **The ICB may use outcomes-based contracting including lead provider and alliance models**
   a. A whole-system approach to commissioning, alongside reform of procurement rules for NHS services, may facilitate more outcomes-based contracting. There are various options for providers working together to deliver outcomes-based contracts as 'Provider Collaboratives', including through lead provider and/or alliance agreement models, as pioneered by the Mental Health Provider Collaboratives, or through joint committees which may be formed just between the Trusts/FTs or also include commissioners.
6. **The ICB may in future delegate its functions to certain other statutory bodies**
   a. Once updates have been made to the regulatory framework, it will be feasible for ICBs to delegate their functions to Trusts/FTs. At that time further information will be given.
   b. Providers / provider collaboratives could take on effectively the same responsibilities through the Trusts/FTs forming a joint committee with the ICB, having appropriate membership and supported by outcomes-based contracts and an alliance agreement.