

Integrated Care Board

Date of meeting	19 March 2025
Title of paper	Governance and Committee Review
Presented by	Debra Atkinson Company Secretary and Director of Corporate Governance
Author	Debra Atkinson, Company Secretary and Director of Corporate Governance
Agenda item	18
Confidential	No

Executive summary

Given there has not been a full review of the current committee structure since the ICB was established in July 2022, the context in which the ICB is currently operating in and order to ensure the committees can support the ICB with the structure and levers it requires to deliver its strategic objectives, the four core duties of the ICB and significant transformation, the new Chair has taken the opportunity to review the current governance arrangements, in particular the way ICB responsibilities are assured through committees of the board.

This report sets out the approach and outcome of the review and makes recommendations for a revised ICB committee structure.

Recommendations

The Board are asked to:

- **Note** the outcome of the review of the ICB committee structure and associated governance documents
- **Approve** the new terms of reference to establish the following:
 - Quality and Outcomes Committee (to replace the Quality Committee)
 - Finance and Contracting Committee (to replace the Finance and Performance Committee)
 - People and Culture Committee (to replace People Committee)
 - Executive Committee of the Board
- **Approve** the Primary Care Commissioning Committee to be disestablished, with a Primary Care Contracts Sub-Committee to be established to oversee the review, planning and procurement of primary care services.
- **Approve** for the Public Involvement and Engagement Advisory Committee to be disestablished with oversight of engagement, involvement and communications strategy and approaches to support service change and consultation overseen by the ICB Executive Management Team and assurance and/or recommendations provided to the Board on such proposals and quarterly insight reporting to the Board.

- **Approve** the changes to the documents associated with the above as follows:
 - Scheme of Reservation and Delegation incorporating the Operational Scheme of Delegation
 - Functions and Decisions Map
 - Governance handbook
- **Note** the recommendation to form a new committee in Q2 of 2025/26 to provide sufficient scrutiny and oversight of commissioning arrangements
- **Note** the further areas for development in Q1 of 2025/26
- **Note** that the Chair will approve any further changes to membership of committees (Constitution 4.6.6 and SoRD)

Which Strategic Objective/s does the report relate to:		Tick
SO1	Improve quality, including safety, clinical outcomes, and patient experience	✓
SO2	To equalise opportunities and clinical outcomes across the area	✓
SO3	Make working in Lancashire and South Cumbria an attractive and desirable option for existing and potential employees	✓
SO4	Meet financial targets and deliver improved productivity	✓
SO5	Meet national and locally determined performance standards and targets	✓
SO6	To develop and implement ambitious, deliverable strategies	✓

Implications				
	Yes	No	N/A	Comments
Associated risks		✓		
Are associated risks detailed on the ICB Risk Register?			✓	
Financial Implications		✓		

Where paper has been discussed (list other committees/forums that have discussed this paper)		
Meeting	Date	Outcomes
1:1s with non-executive and proposals shared with Executive Management Team	Over Q4	Feedback incorporated into proposals

Conflicts of interest associated with this report				
N/A				

Impact assessments				
	Yes	No	N/A	Comments
Quality impact assessment completed			✓	
Equality impact assessment completed			✓	
Data privacy impact assessment completed			✓	

Report authorised by:	Debra Atkinson, Company Secretary and Director Corporate Governance
------------------------------	---

Integrated Care Board – 19 March 2025

Committee and Governance Review

1 Context

- 1.1 Integrated Care Boards (ICBs) are responsible for co-ordinating and supporting the provision of high-quality healthcare to their communities, encompassing primary and secondary care services. It is the responsibility of the board to ensure the organisation is successfully discharging its duties.
- 1.2 Lancashire and South Cumbria (LSC) ICB board does this principally in meetings of the board, and through committees of the board, to secure assurance that effective executive accountability and delivery arrangements are in place, target performance is being achieved, and delivery plans are well founded and progress against them is being made.
- 1.3 It is principally the responsibility of the chair to ensure the board, and its committees are constituted and supported by appropriate governance arrangements.
- 1.4 Given there has not been a full review of the current committee structure since the ICB was established in July 2022, the context in which the ICB is currently operating in and order to ensure the committees can support the ICB with the structure and levers it requires to deliver its strategic objectives, the four core duties of the ICB and significant transformation, the new Chair has taken the opportunity to review the current governance arrangements, in particular the way ICB responsibilities are assured through committees of the board.
- 1.5 Other factors to support a review included; clarity of what is being assured where and if there are any duplication and/or gaps in oversight and assurance; an opportunity to review how and where executive duties are being overseen; clear alignment of executive portfolios to committees where relevant; and that LSC ICB has recently been placed in the National Recovery Support Programme and governance and decision-making arrangements need to be structured in a way that give assurance to the board that the ICB is discharging its statutory duties over 2025/26.

2 Approach and Scope

- 2.1 In undertaking the review, a matrix was developed to map the ICBs statutory functions and duties, strategic priorities, and the relevant named executive into four core groupings:
 - Commissioning
 - Quality and Outcomes
 - Finance, Investment and Contracting
 - People and Culture

2.2 Benchmarking of NOF2 ICBs has been undertaken, and this has also highlighted opportunities for informing a revised committee structure.

2.3 Other key considerations incorporated into the review were:

- How Primary Care commissioning is currently governed and where oversight assurance and decision-making might align to a revised committee structure and executive functions
- Strategic Planning / Commissioning Intentions and if the ICB needs a dedicated forum for assurance of delivery of commissioning functions that are not reserved to the board
- Executive Management Team (EMT) Terms of Reference (ToR) and the role of other sub-committees and groups in providing assurance to EMT for operational delivery, planning and risks.

2.4 Scope

2.5 As statutory committees of the board, Audit Committee and Remuneration Committee are excluded from this review. System-wide decision-making arrangements are not in scope of this paper.

3 Outcome of the Review

3.1 Applying the approach and key considerations above, and through engagement with ICB non-executive and executives, the outcomes of the review and key changes including greater clarity around finance, performance and quality assurance through changes to the ToR and membership for these two committees, are summaries below.

3.2 **Finance and Contracting Committee** (to replace existing Finance and Performance Committee) will focus on scrutiny on the ICB and system's financial performance, the effectiveness of ICB activities (e.g. all age continuing healthcare) and the performance of commissioned services against contracted activity.

3.3 **Quality and Outcomes Committee** (to replace existing Quality Committee) will focus on whether the ICB is ensuring continuous improvement in quality across the system and the performance of commissioning services insofar as they relate to patient experience, access and outcomes.

3.4 The **People and Culture Committee** (refresh of People Committee) will have an increased focus on its system role as well as ICB culture and staff welfare and will monitor and promote delivery of the work of the Research and Innovation Collaborative.

3.5 The executive management team will meet formally as an **Executive Committee** and provide effective leadership and direction to the work of the ICB and lead a system-based approach to planning and strategy. The executive will ensure the development and delivery of the organisational and system-wide priorities and plans, coordinating and directing the operations of the ICB in accordance with

the strategic direction set by the ICB Board. The duties of the executive committee will be driven by the ICB's strategic objectives and the associated risks.

- 3.6 Two committees (Primary Care Commissioning Committee and Public Involvement and Engagement Advisory Committee (PIEAC)) will be disestablished, and the functions will be overseen within the executive structure, with assurance reports to Board and board committees.
- 3.7 To ensure continued and clear governance of delegated primary care functions a **Primary Care Contacts sub-committee** will be established, reporting directly to the executive committee for delivery of delegated primary care functions. The sub-committee will not reserve any delegated decision making in relation to procurement and award of primary medical services and will make recommendations to the Executive Committee for approval where required in line with those delegated limited sets out in the Operational Scheme of Delegation.
- 3.8 The sub-committee will also provide assurance in relation to finance, and performance against contracted activity to the Finance and Contracting Committee, and assurance in relation to quality and safety, access to services and patient experience to the Quality and Outcomes Committee

3.9 Public Involvement and Engagement

- 3.10 At the point in establishing the PIEAC in July 2022 there was a need to develop and establish mechanisms for listening, engaging and involving local people for the ICB. The committee has had an advisory role to the Board in supporting the ICB to deliver against the principles and approaches set out in the [ICB strategy for working in partnership with people and communities](#). This includes successfully developing a range of mechanisms for the way the ICB engages and involves local people and ensuring the voice of local people and residents is actively embedded and valued in decision making of the ICB and at all levels of the system, particularly in relation to inequalities and those who are seldom heard.
- 3.11 In relation to the review of ICB governance, it has become clear that as engagement and involvement mechanisms have become more mature across the ICB, and more regular updates will be presented at the ICB Board in relation to engagement, involvement and communications either as separate reports or within individual agenda items.
- 3.12 To support this, and to provide assurance to the board of the arrangements to discharge its duty for public involvement and consultation the following arrangements are proposed:
- quarterly insight reports are presented to the board in relation to engagement, involvement and communications
 - the ICB continues to work in partnership with local Healthwatch and voluntary, community, faith and social enterprise sectors through regular partnership meetings

- Oversight of engagement, involvement and communications strategy and approaches to support service change and consultation will be overseen by the ICB Executive Management Team and assurance and/or recommendations will be provided to the Board on such proposals.
- a representative from the communications and engagement team attends the Quality and Outcomes Committee to contribute insight from engagement and involvement activity to support the quality and outcomes improvement agenda

3.13 Strategic Commissioning

3.14 Consideration has been given to the need for a dedicated committee to provide sufficient scrutiny and oversight of commissioning arrangements and it is recommended that a new committee be constituted in Q2 2025/26, to align with the implementation of a new commissioning operating model.

3.15 The current arrangements will remain at this stage, namely the approval of the ICB's annual commissioning strategy, strategic commissioning Intentions and annual commissioning work programmes will remain reserved to the board and aligned to:

- The achievement of the ICB's strategic objectives
- Annual Budget Allocation and Annual Operating Plan
- 3 Year System Transformation Road Map
- Integrated Care Partnership Strategy; and
- The Joint 5 Year Forward Plan

3.16 The executive is responsible for the implementation and delivery of the commissioning strategy, commissioning intentions and associated operating plan and will oversee any in-year commissioning decisions in line with the approved strategy, annual budget, work programmes and the Operational Scheme of Delegation.

3.17 The Commissioning Resource Group will continue to consider business cases against strategic fit, alignment with ICB and system priorities, invest to safe models or statutory or mandated requirements and make recommendations to the executive committee.

3.18 Current governance arrangements for delegated commissioning of specialised services will remain unchanged.

3.19 Terms of Reference

3.20 Terms of Reference for the following are provided in full at **Appendix A**

- I. Finance and Contracting Committee
- II. Quality and Outcomes Committee
- III. People and Culture Committee
- IV. Executive Committee
- V. Primary Care Contracting Sub-committee

4 Related Documents

- 4.1 The ICB's Constitution is supported by a number of documents which provide further details on how governance arrangements in the ICB will operate. All documents related to this review have been reviewed and revised to reflect changes to the committee structure.
- 4.2 **Scheme of Reservation and Delegation (SoRD) incorporating the Operational Scheme of Delegation (OSoD)**
- 4.3 The SoRD and OSoD have been updated to reflect the new committees, including the Shaping Care Together Joint Committee and the removal of reference or any delegations to the Primary Care Commissioning Committee. There are no material amendments to delegations or financial delegated thresholds. All changes are tracked, and the document can be viewed here [Item 18vi -DRAFT SORD DA](#)
- 4.4 **Functions and Decisions Map**
The Functions and Decisions Map has been updated to reflect the revised committee structure and the document can be viewed here [Item 8vii F&D map March 2025.pptx](#)
- 4.5 **Governance Handbook**
The Governance Handbook has been updated to reflect the revised committee structure and the document can be viewed here [Item 18viii Governance Handbook March 2025 V6](#)

5 Timescales

- 5.1 Following approval of the recommendations the new committee structure will be adopted from 1 April 2025. Annual business plans will be agreed for each committee and any changes to membership will be communicated by end March 2024.

6 Further Development in Quarter One of 2025/26

- 6.1 The Board Assurance Framework (BAF) and risk management reporting and oversight arrangements will be aligned to the revised committee structures, and a review of the ICB's strategic objectives, principal risks and risk appetite will undertake in Q1 of 2025/26.
- 6.2 The Integrated Performance Report will be developed over Q1 to provide the board and its committees with meaningful and insightful information against national requirements and locally agreed metric and priorities.
- 6.3 The Executive will undertake a comprehensive review of delivery, oversight and decision-making groups and forums that report into the executive.

7 Recommendations

7.1 The Board are asked to:

- **Note** the outcome of the review of the ICB committee structure and associated governance documents
- **Approve** the new terms of reference to establish the following:
 - Quality and Outcomes Committee (to replace the Quality Committee)
 - Finance and Contracting Committee (to replace the Finance and Performance Committee)
 - People and Culture Committee (to replace People Committee)
 - Executive Committee of the Board
- **Approve** the Primary Care Commissioning Committee to be disestablished, with a Primary Care Contracts Sub-Committee to be established to oversee the review, planning and procurement of primary care services.
- **Approve** for the Public Involvement and Engagement Advisory Committee to be disestablished with oversight of engagement, involvement and communications strategy and approaches to support service change and consultation overseen by the ICB Executive Management Team and assurance and/or recommendations provided to the Board on such proposals and quarterly insight reporting to the Board.
- **Approve** the changes to the documents associated with the above as follows:
 - Scheme of Reservation and Delegation incorporating the Operational Scheme of Delegation
 - Functions and Decisions Map
 - Governance handbook
- **Note** the recommendation to form a new committee in Q2 of 2025/26 to provide sufficient scrutiny and oversight of commissioning arrangements
- **Note** the further areas for development in Q1 of 2025/26
- **Note** that the Chair will approve any further changes to membership of committees (Constitution 4.6.6 and SoRD)

Debra Atkinson

10 March 2025