

Transition and Change Committee Terms of Reference

1. Purpose

- 1.1. The Transition and Change Committee (the “committee”) is established to oversee those functions required for safe transition to the model ICB, and in line with core principles and the ICB Values.
- 1.2. The committee will ensure that clear principles, plans and timescales are in place to enable the transition the new operating model by providing oversight of a robust programme to deliver the successful transition to the new operating model, whilst enabling the ICB to continue to deliver against its statutory responsibilities. The committee will provide the relevant assurance to the ICB Board.
- 1.3. The committee will receive assurance on those people and culture functions which remain within the operating model of the ICB in line with the ICB People Plan.
- 1.4. The committee will be time-limited to oversee the implementation of the above, with the delivery of the programme and plans being the responsibility of the ICB executive.
- 1.5. The Terms of Reference and Membership will be reviewed in October 2026.

2. Authority

- 2.1. The committee is authorised by the Board 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) 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
 - 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 (SoRD) but may not delegate any decisions to such groups.

2.2 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

3. Key Principles for Organisational Redesign

3.1. The committee will apply and promote the following principles:

- Treating all staff with equal respect and consideration
- Prioritising the well-being of staff
- Being open and honest in decision making
- Progressing at pace to reduce staff anxiety and promote certainty.
- Regular communication and updates
- Functions based approach to determining staffing structures

ICB values

Members will be expected to conduct business in line with the ICB values and objectives. Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

4. Responsibilities of the Committee

- Consider the options available to support the successful transition to new model ICB, working arrangements and structures, incorporating and building on the recent work in relation to the commissioning operating model
- Oversee and monitor the transition programme delivery plan, including key milestones and timelines for delivery
- Ensure plans are in place for clear and effective engagement with system partners throughout the transition programme
- Ensure effective internal and external communication plans are in place and delivered throughout the transition programme
- Ensure that the programme is delivered in line with the ICB's values, and that proposals are fair, necessary, and transparent
- Ensure the relevant legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to ensure the safe delivery of the transition programme
- Oversee the delivery of the transition programme to its conclusion, providing the relevant assurance to the ICB Board

The committee will seek assurance on progress on following key areas:

Transition to model ICB

- Delivery of the programme of work to manage staff consultation from pre-consultation engagement to full transition to new operation model and staffing structures – ensuring this is aligned to the ICB's Management of Change Policy

- Ensure organisational change processes have measures in place to ensure equality diversity and inclusion.
- Review and reassign roles and responsibilities to appropriate banding levels

Current and Future hosted and at scale services

- The committee will receive assurance against key programmes of work including the review of CSU contract and proposals for transition / transfer / withdraw of services
- The committee will receive assurance against current or planned hosted and at scale services including the Office for Pan-ICB Commissioning (OPIC)

People and Culture

- Seek assurance on the delivery of the Organisational Development Strategy and ICB People Plan
- Seek assurance that arrangements for meeting the ICB's equality duties, including approval of annual gender pay gap reporting are in place
- Review People indicators including staff survey indications (sickness, turn over etc) and Freedom to Speak Up

Benchmarking and Guidance

- Where relevant, the committee will take proper account of any national agreements and / or guidance and appropriate benchmarking, for example Agenda for Change and guidance issued by the Government, the Department of Health and Social Care, NHS England, and the wider NHS in reaching their determinations.
- The committee will take account of the ICB's Management of Change Policy and any other relevant local or national policy.

Other

- Review and approve submissions to NHS England, making recommendations to the board and/or remuneration committee as appropriate and in line with the SoRD
- Monitor the quality of reporting and data that informs the work of the Committee; this includes review of the timeliness, accuracy, validity, reliability, relevance and completeness of data
- Review and monitor those risks on the BAF and Corporate Risk Register which relate to the committee and identify operational risks which could impact on people or achievement of transition.

5. Membership and Attendance

- 5.1. When determining the membership of the Committee, active consideration will be made to equality, diversity and inclusion.

5.2. 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, or where there is deemed to be a conflict of interest that cannot be managed within the meeting.

Membership of the Group will comprise:

- Non-Executive Member/ Chair
- Non-Executive Member / Deputy Chair
- Chief Executive Officer
- Chief Finance Officer
- Chief People Officer (Interim)
- Co-Medical Director
- Chief Commissioning Officer
- Director of Corporate Governance
- Director of Communications and Engagement

The ICB Chair will be an ex-Officio member

Chair

The committee will be chaired by a Non Executive Member. In the event of the Chair being unable to attend all or part of the meeting, a non-executive from within the Committee's membership will be nominated to deputise for that meeting.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives of the Committee as set out in these terms of reference.

Attendance by Invitation

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.

The Chair may ask any or all of those who attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters, or where there is deemed to be a conflict of interest that cannot be managed within the meeting.

6. MEETING QUORACY AND DECISION MAKING

6.1 Quoracy

The committee will be quorate with a minimum of 5 members present, to include at least two non-executive members, either the CPO or CFO and at least two other members.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of declaration of conflicts of interest, then that individual shall no longer count towards the quorum. Where known, all declarations of interest

should be made in advance of the meeting to allow planning for changes in quoracy during the course of a meeting.

If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

6.2 Decision making and voting

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.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote. The result of the vote will be recorded in the minutes.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis. Where such action has been taken between meetings, then these will be reported and recorded at the next meeting.

7. MEETING ARRANGMENTS AND REPORTING

The committee is not a meeting held in public. The minutes of meetings shall be formally recorded, and the CPO shall report to the Board after each meeting and provide a report on assurances received, escalating any concerns where necessary.

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

The committee will ensure timely communications to staff, executives and stakeholders.

The terms of reference will be reviewed after six months to ensure they remain reflective of the required business for the committee and to signpost any duties as appropriate in the committee structure.

8. BEHAVIOURS AND CONDUCT

8.1 Equality and diversity

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

9. DECLARATIONS OF INTEREST



All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest which will be recorded in the minutes. Anyone with a relevant or material interest in a matter under consideration will be excluded from the discussion at the discretion of the Committee Chair.