

Joint Transition Committee – Terms of Reference (Final Draft)

1. Purpose

The Joint Transition Committee (JTC) provides coordinated oversight and governance of the merger between Hertfordshire (excluding West Essex), BLMK, and Cambridgeshire & Peterborough Integrated Care Boards (ICBs), and the concurrent divestment of West Essex. The Committee ensures that key decisions and risks are managed collectively and transparently, and that the transition is delivered safely, legally, in line with NHS England requirements, and made in the best interest of patients and residents.

2. Principles

The Joint Transition Committee will be guided by key principles to ensure a smooth and effective transition:

- **Transparency** – Open communication and clear documentation of decisions and processes.
- **Inclusivity** – Representation from all relevant stakeholders to ensure diverse perspectives.
- **Accountability** – Defined roles and responsibilities to track progress and outcomes.
- **Collaboration** – Strong partnerships between transitioning entities to foster cooperation.
- **Adaptability** – Flexibility to adjust strategies based on evolving circumstances.
- **Sustainability** – Long-term planning to ensure continuity beyond the transition phase.

3. Responsibilities

The Committee is responsible for:

Governance and Oversight

- Provide collective oversight of the merger and divestment process.
- Ensure alignment with statutory duties and NHSE assurance expectations.
- Shape and endorse the future operating model, leadership structure, and governance framework for the new ICB.

Programme Direction

- Approve the strategic transition plan (design brief) and key programme milestones.
- Monitor delivery progress and provide steer to the agreed transition delivery capability (e.g., Joint Transition Team).
- Ensure that functional responsibilities are clearly scoped between system and place¹.

Risk and Assurance

- Maintain oversight of the strategic transition risk register.
- Ensure that readiness assessments and gateway reviews are built into the transition process.
- Receive regular assurance reports on people, finance, legal, digital, and service continuity matters.

Partnership and Engagement

- Ensure consistent and meaningful engagement with system partners, including local authorities, staff, and the public.
- Maintain and strengthen place-based collaboration during and after the transition.
- Explore and agree with Local Government partners on their preferred method of engagement (e.g., standing membership vs. tailored strategic sessions).

Decision-Making

- Take decisions on behalf of the legacy ICBs where authority is delegated.
- Recommend key actions and approvals to ICB Boards, including NHSE submissions.
- Formal delegations will be sought from each ICB Board to enable the JTC to act on their behalf.

4. Membership

Members (with decision-making authority)

- Chair: One of the existing ICB Chairs (by rotation or agreement) until a Cluster Chair is appointed
- Chairs of the three merging ICBs
- Chief Executives (or nominated executive leads) of the three ICBs
- Nominated Non-Executive Director (NED) from each ICB
- Programme SRO (if not already included above)

Quorum: At least one Non- Executive Member and one Executive representative from each participating ICB.

In Attendance (advisory or operational support)

- Programme Director (Merger)
- Joint Transition Team Leads (e.g., HR, Finance, Digital, Governance)
- Local Authority representative(s) (nominated by each of the three existing ICB footprints)
- NHSE Regional representative (observer)
- Communications and Engagement Lead
- Legal and Assurance Adviser (as needed)
- Secretariat

5. Reporting and Accountability

- **Reports to:** Each legacy ICB Board and NHSE Regional Team as required.
- **Receives reports from:** Joint Transition Team, workstream leads, and transition risk leads.
- **Escalates:** Any issues requiring formal Board or NHSE decision.

6. Meetings

- **Frequency:** Monthly (with flexibility to increase during peak transition phases).
- **Decision-making:** By consensus where possible. When the JTC faces a lack of consensus, the following structured mechanisms will apply:
 - Defined decision-making protocols (e.g., majority voting or arbitration)
 - Escalation procedures to higher authority if consensus cannot be reached
 - Compromise and negotiation to align with transition objectives
 - Time-bound resolutions to avoid delays
 - Stakeholder engagement where needed to provide insight
 - Formal voting will be used if needed and agreed in advance.
- **Secretariat:** Provided by the merger programme team, hosted by the Joint Transition Team.

7. Duration & Review

The JTC will operate from [insert start date] until the formal establishment of the new ICB (target: 1 April 2026). At that point, it may be stood down or evolved into a post-merger oversight group.

These Terms of Reference will be reviewed quarterly and revised by agreement of the Committee and constituent ICBs.

¹ “Place” refers to the geographical sub-divisions within the ICB. It is acknowledged that full alignment of place-based models may evolve through and beyond the transition phase, especially given anticipated changes in local government structures.