

ICB Transition Programme Board Terms of Reference

1.0 Responsibility

1.1 The BLMK ICB Transition Programme Board is responsible to:

- Investigate any activity within its terms of reference.
- Develop and implement plans for BLMK ICB as required to deliver the ICB re-configuration.
- Work collaboratively with and respond to the requirements made by the Joint Transition Committee.
- 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 Programme Board) 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 Programme Board 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 Programme Board members. The Programme Board 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 but may not delegate any decisions to such groups.

1.2 For the avoidance of doubt, the Programme Board will comply with, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation.

2.0 Purpose

2.1 To develop plans in relation to BLMK ICB and make submissions to the Joint Transition Committee as required deliver of the ICB reconfiguration within the required timescales.

2.2 To provide oversight and assurance to the BLMK ICB Board in the development and delivery of a robust, viable and sustainable system financial and operational plan which is in the best interests of the residents of BLMK.

2.3 The Programme Board has no executive powers, other than those delegated in the Scheme of Reservation and Delegation and specified in these terms of reference.

3.0 Membership and attendance

Membership

3.1 The Programme Board members are members of the ICB Board.

3.2 The Programme Board members will be:

- ICB Chair (Chair)
- Two Non-executive members (one of which will be the ICB Deputy Chair)
- ICB Chief Executive
- Chief Financial Officer.
- Chief of Strategy and Transformation

Chair and Deputy Chair

3.3 The ICB Chair will be the Chair of the ICB Transition Programme Board.

3.4 The Programme Board will appoint a Non-Executive Member as Deputy Chair.

3.5 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

3.6 Attendees non-voting

3.6.1 The following non-voting attendees will be invited to attend the meetings of the Programme Board

- Two Non-Executive Members
- Chief People Officer
- Chief Medical Officer
- Chief Nurse Officer

3.6.2 The Programme Board may also have regular attendees who may receive advanced copies of the notice, agenda, and papers for meetings as appropriate to the agenda items. They may be invited to attend any or all the meetings, or part(s) of a meeting by the Chair. Any such person may be invited, at the discretion of the Chair, to ask questions and address the meeting but may not vote.

3.6.3 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 matters and/or to manage agenda item-specific conflicts of interest.

3.6.4 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions.

Attendance

- 3.6.5 Where members are required for quoracy but unable to attend, they should ensure that a named and briefed deputy is in attendance who is able to participate and vote on their behalf. No other deputies are permissible.
- 3.6.6 Where an attendee of the Programme Board (who is not a member of the Programme Board) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

4.0 Meeting Quoracy and Decisions

- 4.1 The Programme Board will meet at least monthly and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
- 4.2 The Chair or Chief Executive may ask the Programme Board to convene further meetings to discuss issues on which they want the Programme Board's advice.
- 4.3 In accordance with the Standing Orders, the Programme Board may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

- 4.4 For a meeting to be quorate a minimum of 50% of the members are required, including the ICB Chair or Deputy Chair.
- 4.5 If any member of the Programme Board has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 4.6 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

- 4.7 Decisions will be taken in accordance with the Standing Orders. The Programme Board will ordinarily reach decisions by consensus. When this is not possible the Chair may call a vote.
- 4.8 Only members of the Programme Board may vote. Attendees are not entitled to vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is no clear majority, the Chair of the Programme Board will hold the casting vote.
- 4.9 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication. Where any such action has been taken between meetings, then these will be reported to the next meeting.

5.0 Responsibilities of the Programme Board

5.1 The Programme Board roles and responsibilities are as follows:

- 5.1.1 To oversee the delivery of the agreed plan by receiving reports from the programme work streams;
- 5.1.2 To oversee the identification and management of key interdependences within the programme;
- 5.1.3 To monitor performance against the objectives and targets set out in the programme plan, making recommendations or agreeing remedial actions where performance is adverse;
- 5.1.4 To manage governance, risks and issues identified by the workstreams and make recommendations regarding the mitigating actions within the programme plan, escalating to the Chief Executive or the ICB Board where required.
- 5.1.5 To make recommendations to the Chief Executive and/or the ICB Board as per established governance regarding change management decisions.
- 5.1.6 To work confidentially where necessary recognising the sensitivities of some of the information which the Programme Board may encounter.

6.0 Behaviours and Conduct

ICB Values

- 6.1 Members will be expected to conduct business in line with the ICB values and objectives.
- 6.2 Members of, and those attending, the Programme Board shall behave in accordance with the ICB's Constitution, Standing Orders, and Conflicts of Interest Management and Standards of Business Conduct Policy.

Conflicts of Interest

- 6.3 In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.
- 6.4 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists, then the relevant person must not take part in that item, and the Chair will determine any action to be taken should a conflict or potential conflict become apparent, but with the intention of inclusion and transparency wherever possible.

Equality and Diversity

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

7.0 Accountability and reporting

- 7.1 The Programme is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
- 7.2 The minutes of the meetings shall be formally recorded by the secretary in accordance with the Standing Orders.
- 7.3 The Chair will provide assurance reports to the Board as required and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

8.0 Secretariat and Administration

- 8.1 The Programme Board shall be supported with a secretariat function ensuring that:
- The agenda and papers are prepared and distributed at least three working days before each meeting in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant Executive lead.
 - Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept.
 - The Chair is supported to prepare and deliver reports to the Board as required.
 - The Programme Board is updated on pertinent issues / areas of interest / policy developments.
 - Action points are taken forward between meetings and progress against those actions is proactively monitored.

9.0 Review

- 9.1 These Terms of Reference will be reviewed at least every year and more frequently if required.