



**Bedfordshire, Luton
and Milton Keynes**
Integrated Care Board



**Cambridgeshire and
Peterborough**



**Hertfordshire and
West Essex**
Integrated Care Board

Bedfordshire Luton & Milton Keynes ICB, Cambridgeshire & Peterborough ICB and Hertfordshire & West Essex (Hertfordshire) ICB

Working in Partnership

**Draft Governance Framework Version v9 12/09/2025 (background to latest Governance
Update)**

1. Introduction

- 1.1 This document presents a streamlined governance framework for Integrated Care Boards (ICBs) in accordance with the NHSE ICB Model Blueprint (May 2025) and the NHSE Ten Year Plan. The framework is designed to ensure effective oversight, assurance, and decision-making aligned with the ICB's strategic commissioning role.
- 1.2 The purpose of this framework is to provide assurance and oversight to the ICB Board on the delivery of ICB functions. It defines decision-making responsibilities at various levels as set out in the Scheme of Reservation and Delegation (SoRD).
- 1.3 The following is based on a recognition that:
- Each ICB remains in its 2022 sovereign form through the pre-transition stage, with all current duties and functions continuing until entities are notified otherwise.
 - The current ICBs within Central East and as part of a national programme, will be dissolved with all functions and duties transferred to a newly established ICB on 1 April 2026. Until dissolved, they will be operating in a pre-dissolution form.
 - In respect of meeting construct:
 - Where a Board or Committee is statutory – these will meet in-Common whilst the ICBs are operating in a transitional formation and pre-national dissolution. Those triggering this form are:
 - Each sovereign: ICB Board; ICB Remuneration Committee; ICB Audit (and Risk) Committee.
 - All other sub-Committees to the ICB Board recognised as not being statutory will operate in a Joint Committee form, being identified within each sovereign ICBs Constitution, Governance Handbook and Scheme of Reservation and Delegation. This is intended to be an interim arrangement whilst ICBs are operating during transition pre-national dissolution and will enable the new committees to be formed, with those currently operating dropping away.
 - This framework has been created on the understanding it will be revised to support a settling climate for ICBs and with anticipated statutory change.
 - Current groups sat below Board sub-committee level will evolve in their form to prevent forms of assurance being lost, whilst enabling review within a defined timeframe.

2. Core Principles

- Lean and Focused: Reducing duplication and bureaucracy, and language where possible being kept consistent e.g. the term Committee being used to denote a status of decision making or accountable assurance.
- Assurance-Oriented: Clear separation between assurance (Board Committees) and delivery (Management Executive).
- Inclusive: Representation from local authorities, providers, and communities.
- Aligned with SoRD: Decision-making thresholds and delegated authority clearly defined.

3. ICB Board Overview – to sit across the ICBs in-Common pre-transition.

The Board is responsible for setting and overseeing the strategic direction of the ICB, ensuring delivery of statutory functions, monitoring performance, and receiving assurance from its Committees. The Board promotes integration, reduces health inequalities, and improves outcomes.

4. Proposed Membership (26 members and 20 post legislative change) acknowledging Sovereign Boards working in Common

Chair

Chief Executive Officer (CEO)

5 Non-Executive Members (NEMs) – 1 to be Deputy Chair and/or Senior Independent Director (not to be Audit Committee Chair)

6 Executive Directors

1 VCFSE

3 Neighbourhood Health Delivery Committee Representatives- one from each geography (Local Authority Partner Members until legislative change)

Until legislative change:

3 NHS Partner Members [1 must be a MH member] – one from each ICB geography

3 PMS Partner Members (to include Community Pharmacy, Optometry, Dentistry) – one from each ICB geography

5. Committee Outline Structure

- 5.1 The governance structure includes eight committees reporting directly to the ICB Board. These committees are designed to ensure a balance of assurance, operational delivery, and strategic oversight. Two of these committees—Audit [Risk Management] Committee and Remuneration [Workforce Committee] are statutory. An outline of each Committee's purpose, responsibilities and proposed membership is set out in Sections 5.2 onwards:

Option 3 - Post-transition [based on what we know about the ICB model and current duties]:

Draft Bedford, Luton, Milton Keynes ICB, Cambridge and Peterborough ICB, and the Hertfordshire area of Hertfordshire and West Essex ICB - Governance Structure_v.1.4(11)

Integrated Care Board

ICB Board Overview

The Board is responsible for setting and overseeing the strategic direction of the ICB, ensuring delivery of statutory functions, driving delivery of the 10-year plan and three shifts. Duties triggered through accountability from services commissioned by the ICB, and receiving assurance from its Committees. The Board promotes integration, reduces health inequalities, and improves outcomes.

Proposed Membership [under current regulation] – total membership 23

- Chair
- Chief Executive Officer (CEO)
- 5 Non-Executive Members (NEMs) – 1 from this group to hold deputy chair and SID post (this individual will not be Audit Committee chair)
- 6 Executive Directors (or CFO, CMO, CNO)
- 3 NHS Partner Members (one must be MH)
- 3 PMS Members [to include Community Pharmacy, Optometry, Dentistry]
- 3 Partner member (LA) – nominations from each of the Neighbourhood Health Delivery Committees
- 1 VCFSE Representative

Proposed Membership [anticipated structure following regulatory change] – total membership 17 (20*)

- Chair
- Chief Executive Officer (CEO)
- 5 Non-Executive Members (NEMs) – 1 from this group to hold deputy chair and SID post (this individual will not be Audit Committee chair)
- 1 representatives from each Combined Authority Area (3) – representation via Mayor or delegated executive Officer.
- 6 Executive Directors (or CFO, CMO, CNO)
- 1 VCFSE Representative
- * 3 representations by place – nominations via the Neighbourhood Health Delivery Boards (attendees or member?)

Key:

Statutory [subject to potential change]

Decision Making and Assurance – varied levels of delegation

Assurance

Finance, Planning and Payer Function Committee	Utilisation Management and Quality Improvement Committee	ICB Management Executive Committee	Neighbourhood Health Delivery Committee (x3)	Remuneration and Workforce Committee	Audit [and Risk Management] Committee
<p>Purpose: Ensure financial sustainability and value-based commissioning aligned with population health needs.</p> <p>Key Responsibilities / Terms of Reference</p> <ul style="list-style-type: none"> • Oversee the payer function. • Oversee financial planning and budget setting and monitoring financial performance. • Approve major investments and business cases. • Monitor commissioning outcomes and contract performance. • Align resources with strategic priorities. • Health Care Partnership assurance investment. • Utilisation of research opportunities. <p>Proposed Membership</p> <ul style="list-style-type: none"> • 3 Non-Executive Member (act as Chair and vice Chair) • 6 Executive Directors (Finance, Clinical) 	<p>Purpose: Provide assurance on the quality, safety, and performance of commissioned services.</p> <p>Key Responsibilities / Terms of Reference</p> <ul style="list-style-type: none"> • Oversee utilisation management. • Monitor clinical effectiveness, patient safety, and patient experience Across all NHS services including primary care. • Oversee safeguarding, serious incidents, and quality improvement. • Review performance against NHS constitutional standards. • Equality impact and population Health Risk. • Reduction in unwanted variation. • Population risk improvement. <p>Proposed Membership</p> <ul style="list-style-type: none"> • 3 Non-Executive Members (act as Chair and vice Chair). • 3 Executive Director (Finance, Clinical) • 3 Partner Member [representative 1 PMS, 1 LA, 1 NHS] (3 Combined Authority Representative) • Patient Safety Representative/s • VCFSE Representative/s 	<p>Purpose: Responsible for the operational leadership and delivery of the ICB's strategic objectives. It ensures effective coordination across executive functions and supports the CEO in discharging their responsibilities to the Board.</p> <p>Key Responsibilities</p> <ul style="list-style-type: none"> • Provide executive leadership and oversight of day-to-day operations including performance, finance, workforce and quality metrics. • Ensure delivery of the ICB's strategic and operational plans. • Coordinate cross-functional initiatives and transformation programmes. • Support the development of Committee/Board papers and assurance reports. • Oversight of BAF and Corporate Risk Register. • Ensure alignment with NHS priorities and statutory obligations. <p>Proposed Membership</p> <ul style="list-style-type: none"> • Chief Executive Officer (Chair) • Executive Director of Finance, Resources & Contracts • Executive Clinical Director x 2 • Executive Director of Strategic Planning & Evaluation • Executive Director of Corporate Services & Delivery • Executive Director for Neighbourhood Health, Places & Partnerships 	<p>Three place based structures reflecting the three former ICB areas – HCPs/CPs</p> <p>Purpose: Delivering neighbourhood health agenda; Improving health equity and Enhancing accountability, transparency and engagement, in how services are planned and delivered.</p> <p>Key Roles</p> <ul style="list-style-type: none"> • Local Service Integration: Coordinate health, social care, and community services to better meet local needs. • Delivering three shifts at Neighbourhood/ Place and Combined Authority level • Population Health Management: Use local data and insights to address health inequalities and improve outcomes. • Resource Allocation: Make decisions on how to use shared budgets and resources effectively at the local level. • Community Engagement: Involve local residents, patients, and carers in shaping services and setting priorities. • Collaborative Planning: Bring together NHS, local government, and voluntary sector leaders to co-design services. <p>Proposed Membership</p> <ul style="list-style-type: none"> • Place based-NHS organisations (including PMS); VCFSE and other local stakeholders; Local Authorities and Combined Authorities (act as Chair); Link NEMs (act as vice Chair); ICB Executive Place Director supported by Place Directors. 	<p>Purpose: Oversee executive pay, performance, and workforce strategy aligned with NHS People Plan.</p> <p>Key Responsibilities / Terms of Reference</p> <ul style="list-style-type: none"> • Set remuneration and terms for senior executives. • Monitor workforce planning, recruitment, and wellbeing. • Compliance with FPPT. • Promote equality, diversity, inclusion and compliance with WRES. <p>Proposed Membership</p> <ul style="list-style-type: none"> • 3 Non-Executive Members (one as Chair) • ICB Chair • 1 Partner Member (Combined Authority Representative/s) • In attendance: CEO, Executive Director (with responsibility for HR/ Workforce), Executive Directors (responsible for Governance) or their representative. 	<p>Purpose: Provide independent assurance on governance, risk management, internal control, and financial reporting.</p> <p>Key Responsibilities / Terms of Reference</p> <ul style="list-style-type: none"> • Oversee internal and external audit processes • Monitor risk management frameworks • Review financial statements and governance reports • Ensure compliance with statutory and regulatory requirements [Information Governance, Cyber-Security, EPRR, Annual Report & Annual Accounts including Annual Governance Statement, Freedom to Speak-up] <p>Proposed Membership</p> <ul style="list-style-type: none"> • 3 Non-Executive Members (one as Chair) • ICB Corporate Services Executive • In attendance: CFO, Internal/ External Auditors, Counter Fraud, Governance/Risk Management, SIRO, EPRR, Caldicott. • Clinical?

6 Committees of the Board

6.1 Audit & Risk Management Committee (Statutory) - to meet across each ICB as Committees in-Common post transition.

Purpose: Provide independent assurance on governance, risk management, internal control, and financial reporting.

Key Responsibilities / Terms of Reference

- Oversee internal and external audit processes
- Monitor risk management frameworks including deep dives on system-wide risks
- Review financial statements and governance reports
- Ensure compliance with statutory and regulatory requirements [Information Governance, Cyber Security, EPRR, Annual Report & Annual Accounts including Annual Governance Statement, Freedom to Speak Up].
- Health Care Partnership assurance

Proposed Membership

- 3 Non-Executive Members (one as Chair)
- In attendance: CFO, Internal/External Auditors, Counter Fraud, Governance/Risk Management, SIRO (Information Governance, Cyber), Accountable Emergency Officer (EPRR), Caldecott Guardian

Quorum – 2 NEMs

Frequency - Quarterly

6.2 Remuneration & Workforce Committee (Statutory [Remuneration]) - to meet across each ICB as Committees in-Common pre transition and a new ICB entity being formed.

Purpose: Oversee executive pay, performance, and workforce strategy aligned with NHS People Plan.

Key Responsibilities / Terms of Reference

- Set remuneration and terms for senior executives
- Monitor workforce planning, recruitment, and wellbeing
- Compliance with FPPT
- Promote equality, diversity and, inclusion and compliance with WRES.

Proposed Membership

- 3 Non-Executive Members (one as Chair)
- ICB Chair
- 1 Partner Member (Local Authority or Combined Authority Representative/s)
- In attendance: CEO, Executive Director (with responsibility for HR/Workforce), Executive Director (responsible for Governance) or their representative

Quorum – 2 NEMs

6.3 Finance, Planning and Payer Function Committee - to meet as Joint Committees pre-transition and a new ICB entity being formed.

Purpose: Ensure financial sustainability and value-based commissioning aligned with population health needs.

Key Responsibilities / Terms of Reference

- Oversee financial planning, budget setting and monitoring financial performance
- Approve major investments and business cases
- Monitor commissioning outcomes and contract performance
- Align resources with strategic priorities
- Health Care Partnership assurance investment

Proposed Membership

- 3 Non-Executive Members
- Chief Executive
- 6 Executive Directors (to include Finance and Clinical)

Quorum – 2 NEMs, Director of Finance and one Clinical Improvement Director

Frequency - Quarterly

6.4 Utilisation Management and Quality Improvement Committee - to meet as Joint Committees pre-transition and an new ICB entity being formed.

Purpose: Provide assurance on the quality, safety, and performance of commissioned services.

Key Responsibilities / Terms of Reference

- Monitor clinical effectiveness, patient safety, and patient experience across all NHS services including primary care
- Oversee safeguarding, serious incidents, and quality improvement
- Review outcomes against NHS constitutional standards
- Equality impact and population health risk

Proposed Membership

- 3 Non-Executive Members
- 3 Executive Directors (Finance, Clinical)
- 3 Partner Members [representative 1 PMS, 1 LA, 1 NHS] (3 Combined Authority Representatives)
- Patient Safety Representative/s
- VCSE Representative/s

Quorum – 2 NEMs, one Clinical Improvement Director and one partner member

Frequency - Quarterly

6.5 **Management Executive Committee** - to meet as Joint Committees pre-transition and a new entity ICB being formed.

Purpose: Responsible for the operational leadership and delivery of the ICB's strategic objectives. It ensures effective coordination across executive functions and supports the CEO in discharging their responsibilities to the Board.

Key Responsibilities

- Provide executive leadership and oversight of day-to-day operations including performance, finance, workforce, and quality metrics.
- Ensure delivery of the ICB's strategic and operational plans
- Coordinate cross-functional initiatives and transformation programmes
- Support the development of Committee/Board papers and assurance reports
- Oversight of the Board Assurance Framework and Corporate Risk Register
- Ensure alignment with NHS priorities and statutory obligations.

Proposed Membership

- Chief Executive Officer (Chair)
- Executive Director of Finance, Resources & Contracts
- Executive Clinical Director x 2
- Executive Director of Strategic Planning & Evaluation
- Executive Director of Corporate Services & Delivery
- Executive Director for Neighbourhood Health, Places & Partnerships
- Directors of Neighbourhood Health, Places and Partnerships X3

Quorum – Four members

Frequency - Monthly

7. **Neighbourhood Health Delivery Committee (X3)**

Three place-based structures reflecting the three former ICB areas. Proposed that existing ICB Boards become the Neighbourhood Health Delivery Boards until 1 April 2026.

Purpose: Delivering care closer to home; Responding to local priorities; Improving health equity and Enhancing accountability and transparency in how services are planned and delivered

Key Responsibilities

- Delegated responsibility for place-based finance and delivery at neighbourhood and Place
- Local Service Integration: Coordinate health, social care, and community services to better meet local needs
- Population Health Management: Use local data and insights to address health inequalities and improve outcomes
- Make decisions on how to use shared budgets and resources effectively at the local level

- Community Engagement: Involve local residents, patients, and carers in shaping services and setting priorities and informing decisions at Place and ICB.
- Collaborative Planning: Bring together NHS, local government, and voluntary sector leaders to co-design services to meet the needs of the local population.
- Market Management – oversight of providers ensuring services are high quality and value for money

Proposed Membership

Until 1 April 2026:

Current ICB Board members (except for current NEMs)
ICB NEM with a remit for the geographical area

Post legislative changes:

- Chaired by Combined Authority Representative
- NEM with a remit for the geographic area (Vice Chair)
- Directors of Place & Partnerships
- Place based NHS organisations, local authorities including Public Health, voluntary and community sector organisations, and other local stakeholders.