

# Inaugural Integrated Care Board

MEETING  
1 July 2022 16:00

PUBLISHED  
27 June 2022

## AGENDA

<b>Meeting Title</b>	Inaugural Integrated Care Board	<b>Date</b>	1 July 2022
<b>Chair</b>	Sir Neil McKay	<b>Time</b>	4pm
<b>Minute Taker</b>	Corporate PA	<b>Venue/ Location</b>	Virtually via Microsoft Teams

A=Approval R=Ratification S=Assurance D=Discussion I=Information

Reference	Agenda Item	Presenter	Purpose	Paper	Time
ICB 01-07.001	Introduction and Apologies	Sir Neil McKay	I	Verbal	4.00
ICB 01-07.002	Declarations of Interest	Sir Neil McKay	S	Enclosure	
For Decision:					
ICB 01-07.003	NHS Shropshire, Telford and Wrekin Confirmation of Appointments	Sir Neil McKay	A	Enclosure	4.05
ICB 01-07.004	NHS Shropshire, Telford and Wrekin Governance Handbook	Ms Nicola Dymond	A	Enclosure	4.10
ICB 01-07.005	Transition from CCG to ICB – Adoption of NHS Shropshire, Telford and Wrekin CCG Policies	Ms Nicola Dymond	A	Enclosure	4.15
ICB 01-07.006	Primary Care Delegation from NHSE/I	Mr Gareth Robinson	A	Enclosure	4.20
For Noting:					
ICB 01-07.007	NHS Shropshire, Telford and Wrekin Constitution	Ms Nicola Dymond	I	Enclosure	4.25
ICB 01-07.008	Transition from CCG to ICB – Due Diligence Assurance Report	Ms Nicola Dymond	S & I	Enclosure	
	Date and time of next meeting: Wednesday 28 <sup>th</sup> September 2022 2 – 5pm – venue to be confirmed				4.30



*Sir Neil McKay  
Chair Designate of  
NHS Shropshire, Telford and Wrekin ICB*



*Mr Simon Whitehouse  
Interim Chief Executive Officer Designate of  
NHS Shropshire, Telford and Wrekin ICB*



Shropshire Telford and Wrekin Board Register of Interests - 22 June 2022												1 - Introduction and Apologies
Surname	Forename	Position/Job Title	Type of Interest				Nature of Interest	Date of Interest		Date Declaration Reviewed	Action taken to mitigate risk	2 - Declarations of Interest
			Financial Interest	Non-Financial Professional Interest	Non-Financial Personal Interest	Direct or Indirect?		From	To			3 - NHS Shropshire, Telford and Wrekin Confirmation of Appointments
Barnett	Louise	Member, ICS Board  Chief Executive, Shrewsbury & Telford Hospital NHS Trust	X  X  X			Direct  Indirect  Indirect  X Indirect	Chief Executive, Shrewsbury & Telford NHS Trust  Husband is Chair of QEH Kings Lynn NHS Trust  Husband is Chair and Client Partner of SSG Health Ltd  Husband is visiting Chair of Cranfield University	Feb-20  Feb-20  Feb-20	ongoing  ongoing  ongoing	17.2.22  17.2.22  17.2.22  17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 1 - Note on Register	4 - NHS Shropshire, Telford and Wrekin Governance Handbook
Begley	Andrew	Member, ICS Board  Chief Executive, Shropshire Council	X			Direct	Chief Executive, Shropshire Council	1.9.20	ongoing	17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions	5 - Transition from CCG to ICB - Adoption of NHS Shropshire, Telford and Wrekin Policies
Burford	Andy	Member, ICS Board  Cabinet Member for Adult Social Care and Health Integration, Telford & Wrekin Council	X			Direct	Cabinet Member for Adult Social Care and Health Integration, Telford & Wrekin Council	May-19	ongoing	18.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions	6 - Primary Care Delegation from NHS FT
Bussey	Alison	Member, ICS Board  Chief Nursing Officer					None declared	Not applicable	Not applicable	14.6.22		
Carr	Neil	Member, ICS Board  Chief Executive, Midlands Partnership NHS Foundation Trust	X			Direct  X Direct  X Direct  X Direct	Chief Executive, Midlands Partnership NHS Foundation Trust  Doctor – Staffordshire University  Programme Director – Staffordshire STP  Visiting Professor – Wagner College New York	2005  2007  2018  2007	ongoing  ongoing  ongoing  ongoing	22.2.22  22.2.22  22.2.22  22.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions	
Chan	Ian	Member, ICS Board	X			Direct  X Direct  X Direct  X Direct  X Direct  X Direct	GP Partner, Teldoc  Telford & Wrekin Locality Chair  Place based care clinical lead  Teldoc PCN Clinical director  Acupuncturist  In receipt of Keele University fees for Medical Student	5.4.17  1.7.20  1.8.20  1.7.19  10.9.19  1.7.19	ongoing  ongoing  ongoing  ongoing  ongoing	22.2.22  22.2.22  22.2.22  22.2.22  22.2.22  22.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 1 - Note on Register  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions	
Davies	Patricia	Member, ICS Board  Chief Executive, Shropshire Community Health NHS Trust	X			Direct	Chief Executive, Shropshire Community Health NHS Trust	1.4.21	ongoing	17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions	
Dunshea	Roger	Member, ICS Board  Non-Executive Director	X  X			Direct  Direct	Royal Wolverhampton NHS Trust - Non-Executive Director  Black Country Healthcare NHS FT - Non-Executive Director	01.04.22  01.04.22	ongoing  ongoing	25.4.22  25.4.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions	
Dymond	Nicola	Member, ICS Board  Director of Strategy and Integration					To be confirmed					
Jones	Simon	Member, ICS Board  Shropshire Council Councillor & Cabinet Member with portfolio for Adult Social Care and Public Health	X			Direct	Shropshire Council Councillor & Cabinet Member with portfolio for Adult Social Care and Public Health	24.9.21	ongoing	17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions	
Keegan	Stacey	Member, ICS Board  Chief Executive, Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust	X			Direct	Chief Executive, Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust	Aug-21	ongoing	17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions	
McKay	Neil	Independent Chair, ICS Board	X  X  X  X  X  X			Direct  Direct  Indirect  Direct  Direct  Direct  Direct	Independent Chair, ICS Board  Director of Neil McKay Associates Ltd  Wife Director of Neil McKay Associates  Associate with GE Healthcare  Associate with PA Consulting  Senior Adviser to ZPB Associates  Strategic Adviser and Health Strategy Board Chair, Browne Jacobson LLP  Adviser to Harvey Nash, Executive Search	17.2.22  17.2.22  17.2.22  17.2.22  17.2.22  17.2.22  17.2.22	ongoing  ongoing  ongoing  ongoing  ongoing  ongoing	17.2.22  17.2.22  17.2.22  17.2.22  17.2.22  17.2.22  17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions	
McMahon	Catriona	Member, ICS Board  Chair, Shrewsbury & Telford Hospital NHS Trust	X  X  X  X			Direct  Direct  Direct  Direct	Chair, Shrewsbury & Telford Hospital NHS Trust  Shareholdings and other ownership interests: Holder of small number of shares in AstraZeneca  Shareholdings and other ownership interests: Owner, CMMK Ltd, a pharmaceutical medical consultancy working with ABPI and NHS Scotland (Co. number 9150498)  Shareholdings and other ownership interests: Owner TAC Ltd, an executive coaching business, proving services to wide range of organisations, including healthcare (Co. number 11437635)  Non-Executive Director, University Hospitals Birmingham NHS Foundation Trust	2020  2000  2014  2017	ongoing  ongoing  ongoing  ongoing	17.2.22  17.2.22  17.2.22  17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions	
McMillan	Trevor	Member, ICS Board  Non-Executive Director	X			Direct  X Direct  X Direct  X Direct  X Direct	Vice-Chancellor Keele University  Chair of Midlands Innovation Partnership  Chair of Newcastle-under-Lyme Town Deal Board  Universities UK Member  Member of Staffordshire and Stoke-on-Trent Local Enterprise Partnership Board	1.8.15  12.5.22  12.5.22  12.5.22  12.5.22	ongoing  ongoing  ongoing  ongoing  ongoing	12.5.22  12.5.22  12.5.22  12.5.22  12.5.22	Level 1 - Note on Register  Level 1 - Note on Register  Level 1 - Note on Register  Level 1 - Note on Register  Level 1 - Note on Register	
O'Kane	Nuala	Member, ICS Board	X  X			Direct  Indirect	Chair, Shropshire Community Health NHS Trust  Husband is Chief Executive of Small Woods Association (Provider of mental health and well being support, and may benefit from Social Prescribing)	Feb-19  Jan-16	ongoing  ongoing	17.2.22  17.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 2 - Restrict involvement in any relevant commissioning decisions	
Pall	Niti	Member, ICS Board  Non-Executive Director					To be confirmed					
Robinson	Gareth	Member, ICS Board  Director of Delivery & Transformation					None declared	Not applicable	Not applicable	10.05.22		
Sidaway	David	Member, ICS Board  Chief Executive, Telford and Wrekin Council	X			Direct	Chief Executive, Telford and Wrekin Council	01.04.22	ongoing	01.04.22	Level 2 - Restrict involvement in any relevant commissioning decisions	
Skidmore	Claire	Member, ICS Board  Chief Finance Officer		X		Direct	ICS Chief Finance Officer Designate	01.07.22	ongoing	22.6.22	Level 1 - Note on Register	
Turner	Harry	Member, ICS Board  Chair, Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust	X			Direct  X Direct  X Direct  X Direct	Chair, Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust  Chair, Hospice Charity Partnership  Chair, Dudley Integrated Care NHS Trust  Presiding Justice, West Mercia Judiciary	1.2.22  Oct-16  Jul-19  Oct-06	ongoing  ongoing  ongoing  ongoing	8.2.22  8.2.22  8.2.22  8.2.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 1 - Note on Register  Level 1 - Note on Register  Level 1 - Note on Register	7 - For Noting
Vivian	Meredith	Member, ICS Board  Independent Non-Executive Director			X	Direct	Trustee of the Strettons Mayfair Trust, a community organisation providing health and care activities, facilities and services to the residents of the Strettons, Shropshire	01.06.19	ongoing	22.6.22	Level 1 - Note on Register	
White	Nicholas	Member, ICS Board  Chief Medical Officer		X		Direct	Employed part-time by University Hospitals Birmingham NHS FT as a Consultant Plastic Surgeon	01.05.22	ongoing	03.05.22	Level 1 - Note on Register	
Whitehouse	Simon	Member, ICS Board  Interim CEO Designate for the ICB	X			Direct  X Direct  X Indirect	Interim CEO Designate for the ICB  Trustee for the Port Vale Football Club Foundation Trust  Spouse is a senior staff nurse at University Hospital of North Midlands	01.01.22  01.01.22  01.01.22	ongoing  ongoing  ongoing	01.01.22  01.01.22  01.01.22	Level 2 - Restrict involvement in any relevant commissioning decisions  Level 1 - Note on Register  Level 2 - Restrict involvement in any relevant commissioning decisions	

Attendees of Shropshire, Telford and Wrekin Integrated Care System (STW ICS) Board

Register of Interests - 22 June 2022

Surname	Forename	Position/Job Title	Type of Interest				Nature of Interest	Date of Interest		Date Declaration Reviewed	Action taken to mitigate risk
			Financial Interest	Non-Financial Professional Interest	Non-Financial Personal Interest	Direct or Indirect?		From	To		
Cawley	Lynn	Attendee, ICS Board  Chief Officer, Healthwatch Shropshire					None declared			06.07.21	
Parnaby	Barry	Attendee, ICS Board	X			Direct	Chair, Healthwatch Telford and Wrekin	23.2.22	ongoing	23.2.22	Level 1 - Note on Register
		Chair, Healthwatch Telford and Wrekin	X			Direct	Councillor, Great Dawley Town Council	23.2.22	ongoing	23.2.22	Level 1 - Note on Register
Steel	Fran	Attendee, ICS Board  Director of Strategic Transformation for North Midlands, NHS England & Improvement		X		Direct	Director of Strategic Transformation for North Midlands, NHS England & Improvement	23.2.22	ongoing	23.2.22	Level 1 - Note on Register

## Integrated Care Board – 1 July 2022

<b>Agenda item no.</b>	<b>ICB 01-07.003</b>
<b>Meeting date:</b>	<b>1 July 2022</b>
<b>Paper title</b>	<b>NHS Shropshire, Telford and Wrekin Confirmation of Appointments</b>
<b>Paper presented by:</b>	<b>Nicola Dymond Director of Strategy and Integration</b>
<b>Paper approved by:</b>	<b>Nicola Dymond Director of Strategy and Integration</b>
<b>Paper prepared by:</b>	<b>Alison Smith Director of Corporate Affairs</b>
<b>Signature:</b>	
<b>Committee/Advisory Group paper previously presented:</b>	<b>Not applicable</b>
<b>Action Required (please select):</b>	
A=Approval <input checked="" type="checkbox"/> R=Ratification <input type="checkbox"/> S=Assurance <input type="checkbox"/> D=Discussion <input type="checkbox"/> I=Information <input type="checkbox"/>	
<b>Previous considerations:</b>	<b>Not applicable</b>

### 1. Executive summary and points for discussion

ICB's are required to appoint to a number of statutory roles on their Boards. Under the Health and Social Care Act the ICB Chair appoints to these Board roles. The appointment has been made by the Chair and are listed in the following report for noting.

In addition, there are also those senior individuals from the system that will be regular attendees of the Board which are outlined for noting.

Finally, there are a number of other specialist roles that the ICB is required to appoint to. The proposed post-holders for each of these roles are detailed in the attached paper and the Board is asked to approve these appointments.

### 2. Which of the ICB Pledges does this report align with?

Improving safety and quality	
Integrating services at place and neighbourhood level	
Tackling the problems of ill health, health inequalities and access to health care	
Delivering improvements in Mental Health and Learning Disability/Autism provision	

Economic regeneration	
Climate change	
Leadership and Governance	X
Enhanced engagement and accountability	
Creating system sustainability	
Workforce	

### 3. Recommendation(s)

NHS Shropshire, Telford and Wrekin is asked to:

1. note the appointment of the Board members;
2. note the additional attendees to the Board meetings;
3. approve the appointments to the specialist roles outlined in the report.

### 4. Does the report provide assurance or mitigate any of the strategic threats or significant risks in the Board Assurance Framework? If yes, please detail

None specifically related to governance.

### 5. Appendices

None

### 6. What are the implications for:

\*\* For each section the ask will be to either refer to a section of the paper, identify that there are no implications or to submit a separate comment \*\*

Shropshire, Telford and Wrekin's Residents and Communities	Non identified
Quality and Safety	The role of Freedom to Speak Up Guardian is a key role to provide a conduit for NHS Shropshire, Telford and Wrekin Staff to raise concerns around quality and safety.
Equality, Diversity, and Inclusion	Non identified
Finances and Use of Resources	The Board is required to have a Chief Finance Officer appointed to it.
Regulation and Legal Requirements	The role of Freedom to Speak Up Guardian is a key role to provide a conduit for NHS Shropshire, Telford and Wrekin Staff to raise concerns around counter fraud.

Conflicts of Interest	The role of Conflicts of Interest Guardian is a key role to provide a conduit for NHS Shropshire, Telford and Wrekin Staff to raise concerns around how conflicts of interest are managed.
Data Protection	The roles of Senior Information Risk Officer (SIRO) and Caldicott Guardian are key to ensuring the organisation has a robust framework in place for managing its data.
Transformation and Innovation	None identified
Environmental and Climate Change	None identified
Future Decisions and Policy Making	None identified
Citizen and Stakeholder Engagement	None identified

<b>Request of Paper:</b>	To approve the specialist roles for NHS Shropshire, Telford and Wrekin  To note the appointment of the Board members and additional attendees.	<b>Action approved at Board:</b>	
		<b>If unable to approve, action required:</b>	
<b>Signature:</b>		<b>Date:</b>	



## Meeting: Integrated Care Board 1<sup>st</sup> July 2022

Item number: ICB 22-07.003

### Report Title: NHS Shropshire, Telford and Wrekin Confirmation of Appointments

1. The Board of NHS Shropshire, Telford and Wrekin is made up of a number of statutory roles, as defined in the Constitution. The post-holders for these roles are:

- Chair - Sir Neil McKay
- Interim Chief Executive Officer - Simon Whitehouse
- Four Partner member(s) NHS and Foundation Trusts:
  - Mrs Louise Barnett – CEO Shrewsbury and Telford Hospital NHS Trust
  - Ms Stacey Keegan – CEO Robert Jones Agnes Hunt Orthopaedic NHS Foundation Trust
  - Mr Neil Carr – CEO Midlands Partnership NHS Foundation Trust
  - Mrs Patricia Davies – CEO Shropshire Community Health NHS Trust
- Two Partner member(s) Primary medical services:
  - Dr Ian Chan – GP Telford and Wrekin
  - Dr Julian Povey – GP Shropshire
- Two Partner member(s) Local Authorities:
  - Mr Andy Begley – Chief Executive Shropshire Council
  - Mr David Sidaway – Chief Executive Telford and Wrekin Council
- Four Non-executive members:
  - Mr Roger Dunshea
  - Professor Trevor McMillan
  - Dr Niti Pall
  - Mr Meredith Vivian
- ICB Chief Finance Officer – Mrs Claire Skidmore
- ICB Chief Medical Officer – Mr Nicholas White



- ICB Chief Nursing Officer – Mrs Alison Bussey
- ICB Executive Director for Delivery and Transformation – Mr Gareth Robinson

The appointment of the individuals listed above was ratified by the Chair on 1<sup>st</sup> July and the Board is asked to note these appointments.

2. The work of the Board relies greatly on the involvement and expertise of other senior individuals from the Integrated Care System, who are identified as regular attendees at the Board when it meets in public:

Mrs Nicola Dymond, ICB Director of Strategy and Integration

Ms Fran Steele, Director Strategic Transformation, NHS England North Midlands

Chair or Deputy, The Midlands Partnership NHS Foundation Trust – to be confirmed

Mr Harry Turner - Chair, The Robert Jones and Agnes Hunt Orthopaedic Hospital NHS Foundation Trust

Dr Catriona McMahon - Chair, Shrewsbury and Telford Hospital NHS Trust

Mrs Nuala O’Kane - Chair, Shropshire Community Health NHS Trust

Councillor Lezley Picton - Leader Shropshire Council

Councillor Shaun Davies - Leader Telford and Wrekin Council

Mr Mark Docherty – Executive Director of Nursing and Clinical Commissioning, West Midlands Ambulance Service University NHS Foundation Trust.

Miss Lynn Cawley - Chief Officer, Shropshire Healthwatch

Mr Barry Parnaby - Chair, Telford and Wrekin Healthwatch

Ms Heather Osborne - Representative from local VCS Shropshire

Mr Terry Gee - Representative from local VCS Telford and Wrekin

3. In addition, there are a number of specialist roles that the Board is required to appoint to, and the proposed post holders are outlined below:

Deputy Chair – Professor Trevor McMillan

Role: to chair Board meetings in the absence of the Chair of NHS Shropshire, Telford and Wrekin

Freedom to Speak up Guardian (FTSU) – Mr Meredith Vivian

Role: To support staff to speak up when they feel they are unable to do so by other routes without the fear of negative consequences.

Conflicts of Interest Guardian – Mr Roger Dunshea

Role: To act as a conduit for anyone with concerns or to provide advice around how conflicts of interest are being or should be managed.

Senior Independent Director (SID) – Professor Trevor McMillan

Role: To oversee the appraisal process of the Chair on behalf of NHS England

Accountable Emergency Officer (AEO) – Mr Simon Whitehouse

Role: Responsible for Emergency Preparedness, Resilience and Response (EPRR).

Three specialist information governance roles will be fulfilled as follows:

Caldicott Guardian – Mr Nicholas White

Role: Responsible for protecting the confidentiality of people's health and care information held by the organisation and ensuring that it is used in line with legislation.

Senior Information Risk Owner – Mrs Claire Skidmore

Role: To implement and lead the information governance risk assessment and management processes for the organisation and advise on the effectiveness of information risk management across the organisation.

Data Protection Officer – Hayley Gidman (Midlands and Lancashire CSU)

Role: Assist in monitoring the organisation's internal data protection compliance, advise on the organisation's obligations and act as a contact point for data subjects and the Information Commissioner's Office.


The Board is asked to approve these appointments.

#### 4. Recommendation

NHS Shropshire, Telford and Wrekin is asked to:

1. note the appointment of the Board members;
2. note the additional attendees to the Board meetings;
3. approve the appointments to the specialist roles outlined in the report.

## Integrated Care Board – 1 July 2022

<b>Agenda item no.</b>	ICB 01-07.004
<b>Meeting date:</b>	1 July 2022
<b>Paper title</b>	Governance Handbook
<b>Paper presented by:</b>	Nicola Dymond Director of Strategy and Integration
<b>Paper approved by:</b>	Nicola Dymond Director of Strategy and Integration
<b>Paper prepared by:</b>	Alison Smith Director of Corporate Affairs
<b>Signature:</b>	
<b>Committee/Advisory Group paper previously presented:</b>	Not applicable
<b>Action Required (please select):</b>	
A=Approval	<input checked="" type="checkbox"/> X
R=Ratification	<input type="checkbox"/>
S=Assurance	<input type="checkbox"/>
D=Discussion	<input type="checkbox"/>
I=Information	<input type="checkbox"/>
<b>Previous considerations:</b>	Not applicable

### 1. Executive summary and points for discussion

This paper provides an overview of the proposed Governance Handbook for NHS Shropshire, Telford and Wrekin, which consolidates the key documents that form the governance structure for approval by the Board.

The Governance Handbook must include the following:

- Scheme of reservation and delegation (SoRD)
- Functions and Decisions Map
- Standing Financial Instructions (SFI's)
- Terms of reference of ICB committees and joint committees
- Conflicts of Interest Policy
- Standards of Business Conduct Policy
- Framework and Principles for Public Involvement and Engagement
- Petitions Policy

### 2. Which of the ICB Pledges does this report align with?

Improving safety and quality	X
Integrating services at place and neighbourhood level	X
Tackling the problems of ill health, health inequalities and access to health care	X
Delivering improvements in Mental Health and Learning Disability/Autism provision	X
Economic regeneration	X
Climate change	X
Leadership and Governance	X
Enhanced engagement and accountability	X
Creating system sustainability	X
Workforce	X

### 3. Recommendation(s)

NHS Shropshire, Telford and Wrekin is asked to approve adoption of the Governance Handbook as a whole and specifically the establishment, terms of reference, chairing arrangements and membership of the Committees of the Board.

### 4. Does the report provide assurance or mitigate any of the strategic threats or significant risks in the Board Assurance Framework? If yes, please detail

The report provides assurance that NHS Shropshire, Telford and Wrekin has a governance framework in place to ensure that it is meeting its statutory duties.

### 5. Appendices

Appendix 1 – NHS Shropshire, Telford and Wrekin Governance Handbook.

### 6. What are the implications for:

\*\* For each section the ask will be to either refer to a section of the paper, identify that there are no implications or to submit a separate comment \*\*

Shropshire, Telford and Wrekin's Residents and Communities	The Governance Handbook includes the Framework and Principles for Public Involvement and Engagement and the Petitions Policy
Quality and Safety	The Governance Handbook includes the terms of reference for the ICB's Quality and Performance Committee which will provide assurance to the Board on the quality of services to our local population.
Equality, Diversity, and Inclusion	None identified
Finances and Use of Resources	The Governance Handbook includes the Standing Financial Instructions and Financial Scheme of Delegation
Regulation and Legal Requirements	The Governance Handbook includes the Scheme of Reservation and Delegation

Conflicts of Interest	The Governance Handbook includes the Conflicts of Interest Policy
Data Protection	None identified
Transformation and Innovation	None identified
Environmental and Climate Change	None identified
Future Decisions and Policy Making	None identified
Citizen and Stakeholder Engagement	None identified

<b>Request of Paper:</b>	<p>To approve the Governance Handbook</p> <p>To approve specifically the establishment, terms of reference, chairing arrangements and membership of the Committees of NHS Shropshire, Telford and Wrekin outlined in the Governance Handbook.</p>	<b>Action approved at Board:</b>	
		<b>If unable to approve, action required:</b>	
<b>Signature:</b>		<b>Date:</b>	

**Meeting: Integrated Care Board 1<sup>st</sup> July 2022**  
**Item number: ICB 22-07.004**  
**Report Title: Governance Handbook**

## 1. Introduction

As part of its establishment the ICB must have a Constitution that has been approved by NHS England and also have in place some key parts of its governance framework published on its website.

## 2. Governance Handbook

NHS England have suggested ICBs adopt the model of using a Governance Handbook, which brings together all of the ICB's key governance documents, so it is easy for people to navigate. The Governance Handbook must include the following:

- Scheme of reservation and delegation (SoRD)
- Functions and Decisions Map
- Standing Financial Instructions (SFI's)
- Terms of reference of ICB committees and joint committees
- Conflicts of Interest Policy
- Standards of Business Conduct Policy
- Framework and Principles for Public Involvement and Engagement
- Petitions Policy

These documents detail how the CCG will conduct business, make decisions and ensure transparency and high standards of governance. They also include the terms of reference of both the statutory and non-statutory committees of the ICB.

The Governance Handbook was submitted to NHS England as part of the evidence for the Readiness to Operate Statement on 10<sup>th</sup> June 2022 and no further feedback on its content has been received.

The Board is asked to note that the following sections of the Governance Handbook have not yet been completed:

- 1) Terms of reference for the Integrated Care Partnership (ICP) – discussions on refining the draft terms of reference are currently taking place with an expectation that a proposed terms of reference will be presented at an extraordinary ICB meeting to be held on 27<sup>th</sup> July for approval.
- 2) Terms of reference for the Joint West Midlands NHS Delegated Commissioning Committee – these are being developed at a regional level and timescales have not yet been confirmed.
- 3) Delegation arrangements – this relates to an item on this meeting agenda to approve the delegation agreement for primary medical services. Once approved these will be added into the Governance Handbook.
- 4) Some weblinks highlighted in yellow, are still to be populated and are dependent on the new NHS Shropshire, Telford and Wrekin website being launched on 1<sup>st</sup> July. These updates will be completed early in week commencing 4<sup>th</sup> July 2022.
- 5) Some contact information highlighted in yellow is still to be confirmed and will be updated in week commencing 4<sup>th</sup> July.



### 3. Summary of the component parts of the Governance Handbook

The following provides a summary of the key parts of the Governance Handbook to aid understanding and navigation:

#### Scheme of reservation and delegation (SoRD)

Sets out those decisions that are reserved by the Board and those decisions that have been delegated to an individual or committee. The Board is asked to approve the SoRD for adoption by NHS Shropshire, Telford and Wrekin.

#### Functions and Decisions Map

A high-level chart, narrative or diagram that sets out which key decisions are taken by which part or parts of the Integrated Care System (ICS). This should include any decision-making responsibilities that are delegated to other committees for example placed based partnerships or provider collaboratives, although this type of delegation is not yet in place and is expected to start to be developed over the first year of operation. The Board is asked to note the contents of this section of the Handbook.

#### Standing Financial Instructions (SFI's)

These are designed to ensure regularity and propriety of financial transactions. They define the purpose, responsibilities, legal framework and operating environment of the ICB. The Board is asked to approve these SFIs for adoption by NHS Shropshire, Telford and Wrekin.

#### Terms of reference of ICB committees and joint committees

These outline the guidelines that clarify the role, purpose and responsibilities given to a specific committee of the ICB.

The Board is asked to note and approve:

- the establishment of the Committees outlined on page 64 of the Governance Handbook;
- the chairing arrangements of the Committees of NHS Shropshire, Telford and Wrekin as summarised in the table below; and
- approve the membership of each committee as outlined in each committee terms of reference.

Committee	Chair	Vice Chair
Finance Committee	Professor Trevor McMillan	Mrs Claire Skidmore
Quality and Performance Committee	Mr Meredith Vivian	Mrs Alison Bussey/Mr Nicholas White
Audit Committee	Mr Roger Dunshea	N/A
Remuneration Committee	Professor Trevor McMillan	N/A
Integrated Delivery Committee	Mr Harry Turner	Gareth Robinson
Strategy Committee	Mrs Nuala O’Kane	Mrs Nicola Dymond
Primary Care Commissioning Committee	Dr Niti Pall	Mr Nicholas White
System People Committee	Dr Catriona McMahon	(Interim) Ms Tracy Hill

Shropshire Integrated Partnership Committee	Jointly chaired:  Ms Tanya Miles Executive Director of People Shropshire Council  Mrs Patricia Davies CEO Shropshire Community NHS Trust	N/A
Telford and Wrekin Integrated Partnership Committee	Mr Jonathan Rowe Executive Director Adult Social Care, Health Integration and Wellbeing.	N/A
Shropshire, Telford and Wrekin Health and Care Senate	Mrs Alison Bussey/Mr Nicholas White	N/A
Integrated Care Executive Committee	Mr Simon Whitehouse	N/A

#### Conflicts of Interest Policy

This policy outlines the procedures for the organisation to manage a conflict between a member of the Board, a committee or member of staff or someone acting on behalf of the ICB when a conflict occurs between their personal interests and the interests of the organisation. The Board is asked to approve and adopt the Conflicts of Interest Policy.

#### Standards of Business Conduct Policy

This describes the standards and public service values which underpin the work of NHS Shropshire, Telford and Wrekin. The Board is asked to approve and adopt the Standards of Business Policy.

#### Framework and Principles for Public Involvement and Engagement

This explains how the Board has strategic oversight and assurance of involvement of people and communities in the exercise of its functions, with an assessment in the ICBs annual report of how this is being discharged. The shadow ICB Board approved this framework at its meeting in May 2022 a therefore NHS Shropshire, Telford and Wrekin is asked to ratify that decision to adopt the Framework and Principles for Public Involvement and Engagement.


#### Petitions Policy

This describes how NHS Shropshire, Telford and Wrekin will receive and manage petitions received from their local population. The Board is asked to approve and adopt the Petitions Policy.

#### 4. Recommendation

NHS Shropshire, Telford and Wrekin is asked to approve adoption of the Governance Handbook as a whole and specifically approve the establishment, terms of reference, chairing arrangements and membership of the Committees of the Board.

## Integrated Care Board – 1 July 2022

<b>Agenda item no.</b>	<b>ICB 01-07.005</b>
<b>Meeting date:</b>	<b>1 July 2022</b>
<b>Paper title</b>	<b>Transition from CCG to ICB – Adoption of NHS Shropshire, Telford and Wrekin CCG Policies</b>
<b>Paper presented by:</b>	<b>Nicola Dymond Director of Strategy and Integration</b>
<b>Paper approved by:</b>	<b>Nicola Dymond Director of Strategy and Integration</b>
<b>Paper prepared by:</b>	<b>Alison Smith Director of Corporate Affairs</b>  <b>Tracy Eggby-Jones Corporate Affairs Manager</b>
<b>Signature:</b>	
<b>Committee/Advisory Group paper previously presented:</b>	<b>Progress with the alignment of CCG policies during 2021/22 have been overseen by the CCG Audit Committee through multiple reports at its scheduled meetings.</b>
<b>Action Required (please select):</b>	
A=Approval	<input checked="" type="checkbox"/> X
R=Ratification	<input type="checkbox"/>
S=Assurance	<input type="checkbox"/>
D=Discussion	<input type="checkbox"/>
I=Information	<input type="checkbox"/>
<b>Previous considerations:</b>	<b>Not applicable</b>

### 1. Executive summary and points for discussion

Following the merger of the former legacy CCGs (NHS Shropshire CCG and NHS Telford and Wrekin CCG) a significant amount of work has been undertaken by NHS Shropshire, Telford and Wrekin CCG during 2021/22, to align the clinical and non-clinical policies to create one policy for the single CCG and also in preparation for the transition to NHS Shropshire, Telford and Wrekin. All policies have been assured through the CCG's governance processes with some approved by the CCG's Governing Body and the remainder approved by the relevant committee. Oversight of the alignment process has been undertaken by the CCG's Audit Committee which has received multiple progress reports.

With the establishment of NHS Shropshire, Telford and Wrekin on the 1 July 2022, there is a requirement for the Board to formally adopt the policies of the former NHS Shropshire, Telford and Wrekin CCG to ensure a seamless transition and to ensure that it retains a policy framework in which to discharge its statutory duties. Appendix 1 provides a list of all the non-clinical policies and Appendix 2 lists all the clinical policies requiring formal adoption by the ICB Board.

The Board is asked to note that further work is required to update each policy with non-material changes that include; adding the new ICB branding/logo, changes to job titles to reflect the new ICB structure and contact details where applicable. This work has already been started and should be completed by the end of July following release of new branding and logos. Updating of the policies will be monitored through two policy trackers, one held by the Corporate Affairs Manager for all non-clinical policies and Medicines Management Team for the clinical policies. Assurance on progress will be presented to NHS Shropshire Telford and Wrekin Audit Committee.

The Board is asked to adopt the policies of NHS Shropshire, Telford and Wrekin CCG as outlined in appendix 1 and 2 attached to this report.

## 2. Which of the ICB Pledges does this report align with?

Improving safety and quality	X
Integrating services at place and neighbourhood level	
Tackling the problems of ill health, health inequalities and access to health care	X
Delivering improvements in Mental Health and Learning Disability/Autism provision	
Economic regeneration	
Climate change	
Leadership and Governance	X
Enhanced engagement and accountability	
Creating system sustainability	X
Workforce	X

## 3. Recommendation(s)

The ICB Board is asked to formally adopt the policies of NHS Shropshire, Telford and Wrekin CCG and outlined in appendices 1 and 2, noting that further work is required to update them with non-material changes that include; new ICB branding/logo once available, changes to job titles and contact details where applicable to reflect the structure of NHS Shropshire, Telford and Wrekin.

## 4. Does the report provide assurance or mitigate any of the strategic threats or significant risks in the Board Assurance Framework? If yes, please detail

Having a policy framework is a fundamental requirement of a robust control environment that enables a statutory body to make equitable decisions based upon evidence and use its resources in a fair and transparent way. The risk of not approving these policies leaves NHS Shropshire Telford and Wrekin open to challenge by its staff, ICS partners, patients and the public and could undermine the processes in place to ensure that the organisation is commissioning services that offer value for money and that provide good quality and effective health outcomes for its population.

## 5. Appendices

Appendix 1 - list of all the non-clinical policies requiring formal adoption by the ICB Board  
Appendix 2 – list of all the clinical policies requiring formal adoption by the ICB Board

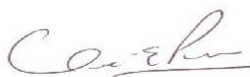
## 6. What are the implications for:

\*\* For each section the ask will be to either refer to a section of the paper, identify that there are no implications or to submit a separate comment \*\*

Shropshire, Telford and Wrekin's Residents and Communities	The report refers to some policies which are patient facing.
Quality and Safety	The report refers to some policies which are related to quality processes or policies related to medical treatment.
Equality, Diversity, and Inclusion	The report refers to some policies which are related to equalities and inclusion
Finances and Use of Resources	The report refers to some policies which are related to finance.
Regulation and Legal Requirements	In order to ensure that NHS Shropshire Telford and Wrekin is acting lawfully and in line with its statutory responsibilities it is critical that it adopts a robust policy framework for its staff and partner to work within.
Conflicts of Interest	The Conflicts of Interest policy is part of the Governance handbook and is approved separately.
Data Protection	The report refers to some policies which are related to Information Governance.
Transformation and Innovation	The report refers to some policies which are related to the commissioning of services.
Environmental and Climate Change	None identified
Future Decisions and Policy Making	None identified
Citizen and Stakeholder Engagement	Some policies have been subject to patient engagement prior to their approval by the CCG.

<b>Request of Paper:</b>	To approve the CCG aligned policies	<b>Action approved at Board:</b>	
		<b>If unable to approve, action required:</b>	
<b>Signature:</b>		<b>Date:</b>	

**Integrated Care Board – 1<sup>st</sup> July 2022**

<b>Agenda item no.</b>	ICB 01-07.06
<b>Meeting date:</b>	1 <sup>st</sup> July 2022
<b>Paper title</b>	Approval and signing of the delegation agreement for Primary medical services by Shropshire, Telford and Wrekin ICB
<b>Paper presented by:</b>	Claire Parker- Director of Partnerships and Place, NHS STW
<b>Paper approved by:</b>	Gareth Robinson - Executive Director of Delivery and Transformation STW ICB
<b>Paper prepared by:</b>	Claire Parker
<b>Signature:</b>	
<b>Committee/Advisory Group paper previously presented:</b>	Not applicable
<b>Action Required (please select):</b>	
A=Approval	<input checked="" type="checkbox"/> R=Ratification
S=Assurance	<input type="checkbox"/> D=Discussion
I=Information	<input type="checkbox"/>
<b>Previous considerations:</b>	Not applicable

**1. Executive summary and points for discussion**

This paper asks the Integrated Care Board to approve the signing of the delegation agreement in relation to the following NHS England services:

- Primary Medical Services

Primary medical services were delegated to CCGs. As the ICB is now a legal entity from 1<sup>st</sup> July 2022 and CCGs dissolved, ICBs automatically take on Primary Medical services. The ICB delegation agreement is a new agreement, now including the delegation of liabilities, signed by NHSE Regional Director

As with previous CCG arrangements, an MoU will cover the support arrangements (known as GMAST) until the agreed transfer in line with Pharmacy, Optometry and Dental services in April 2023.

The delegation agreement for ICB signature is attached as Appendix A and is signed by NHSE England.

The Board is asked to approve and accept the delegation agreement and approve signing of the delegation of primary medical services from 1<sup>st</sup> July 2022.

## Which of the ICB Pledges does this report align with?

Improving safety and quality	
Integrating services at place and neighbourhood level	
Tackling the problems of ill health, health inequalities and access to health care	
Delivering improvements in Mental Health and Learning Disability/Autism provision	
Economic regeneration	
Climate change	
Leadership and Governance	X
Enhanced engagement and accountability	
Creating system sustainability	
Workforce	

## 2. Recommendation(s)

### The ICB Board is asked to:

Approve the delegation agreement and approve signature of the delegation of primary medical services from 1st July 2022.

### 3. Does the report provide assurance or mitigate any of the strategic threats or significant risks in the Board Assurance Framework? If yes, please detail

None identified.

## 4. Appendices

Appendix A- Delegation agreement for Primary Medical services between NHS England and Shropshire, Telford and Wrekin ICB.

## 5. What are the implications for:

Shropshire, Telford and Wrekin's Residents and Communities	None identified
Quality and Safety	None identified
Equality, Diversity, and Inclusion	None identified
Finances and Use of Resources	None identified
Regulation and Legal Requirements	This is a regulatory requirement
Conflicts of Interest	
Data Protection	None identified

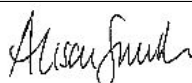


Transformation and Innovation	None identified
Environmental and Climate Change	None identified
Future Decisions and Policy Making	None identified
Citizen and Stakeholder Engagement	None identified

<b>Request of Paper:</b>	Approve the delegation agreement and approve signature of the delegation of primary medical services from 1st July 2022	<b>Action approved at Board:</b>	
		<b>If unable to approve, action required:</b>	
<b>Signature:</b>		<b>Date:</b>	



## Integrated Care Board – 1 July 2022

Agenda item no.	ICB 01-07.007								
Meeting date:	1 July 2022								
Paper title	ICB Constitution								
Paper presented by:	Nicola Dymond Director of Strategy and Integration								
Paper approved by:	Nicola Dymond Director of Strategy and Integration								
Paper prepared by:	Alison Smith Director of Corporate Affairs								
Signature:									
Committee/Advisory Group paper previously presented:	The ICB Constitution was presented to the Shadow ICB at its meeting on 25th May 2022 – as part of item 25-05.007 Interim ICB CEO Designate update								
Action Required (please select):									
A=Approval	<input type="checkbox"/>	R=Ratification	<input type="checkbox"/>	S=Assurance	<input checked="" type="checkbox"/>	D=Discussion	<input type="checkbox"/>	I=Information	<input checked="" type="checkbox"/>
Previous considerations:	None identified.								

### 1. Executive summary and points for discussion

Under the Health and Care Act 2022, 42 Integrated Care Boards (ICBs) will be established on 1 July 2022. Each ICB will have a constitution setting out the board membership and governance arrangements for the organisation.

This paper presents the final version of the NHS Shropshire, Telford and Wrekin's Constitution for information that has been developed over the last 6 months which is attached as appendix 1 to this report. The constitution has been based upon the model template issued by NHS England and has been scrutinised by NHS England following several mandatory content reviews, to ensure that the constitution was in line with the Health and Social Care Act 2022.

The Board is asked to note that website links are still to be inserted when the NHS Shropshire, Telford and Wrekin website is launched on 1<sup>st</sup> July.

The Constitution has now been formally approved by NHS England and the Board is asked to note its contents.

## Which of the ICB Pledges does this report align with?

Improving safety and quality	X
Integrating services at place and neighbourhood level	X
Tackling the problems of ill health, health inequalities and access to health care	X
Delivering improvements in Mental Health and Learning Disability/Autism provision	X
Economic regeneration	X
Climate change	X
Leadership and Governance	X
Enhanced engagement and accountability	X
Creating system sustainability	X
Workforce	X

## 2. Recommendation(s)

**NHS Shropshire, Telford and Wrekin is asked to note the contents of the Constitution attached.**

## 3. Does the report provide assurance or mitigate any of the strategic threats or significant risks in the Board Assurance Framework? If yes, please detail

The report seeks to provide assurance that NHS Shropshire, Telford and Wrekin have a robust Constitution in place which aligns to legislative requirements.

## 4. Appendices

Appendix 1 – NHS Shropshire, Telford and Wrekin Constitution

## 5. What are the implications for:

**\*\* For each section the ask will be to either refer to a section of the paper, identify that there are no implications or to submit a separate comment \*\***


Shropshire, Telford and Wrekin's Residents and Communities	No implications
Quality and Safety	No implications
Equality, Diversity, and Inclusion	No implications
Finances and Use of Resources	No implications
Regulation and Legal Requirements	NHS Shropshire, Telford and Wrekin is required to have a Constitution in place that has been approved by NHS England.
Conflicts of Interest	No implications
Data Protection	No implications

Transformation and Innovation	No implications
Environmental and Climate Change	No implications
Future Decisions and Policy Making	No implications
Citizen and Stakeholder Engagement	No implications

<b>Request of Paper:</b>	To note the contents of NHS Shropshire, Telford and Wrekin’s Constitution.	<b>Action approved at Board:</b>	
		<b>If unable to approve, action required:</b>	
<b>Signature:</b>		<b>Date:</b>	



## Integrated Care Board – 1 July 2022

Agenda item no.	ICB 01-07.008							
Meeting date:	1 July 2022							
Paper title	Transition from CCG to ICB – Due Diligence Assurance Report							
Paper presented by:	Nicola Dymond Director of Strategy and Integration							
Paper approved by:	Nicola Dymond Director of Strategy and Integration							
Paper prepared by:	Alison Smith Director of Corporate Affairs							
Signature:								
Committee/Advisory Group paper previously presented:	Due diligence updates have been provided to the ICS Transition Steering Group, Shadow ICB Audit and Risk Committee and the CCG Audit Committee.							
Action Required (please select):								
A=Approval		R=Ratification		S=Assurance	X	D=Discussion n	I=Information	X
Previous considerations:		Not applicable						

### 1. Executive summary and points for discussion

This paper presents a consolidated oversight of the due diligence process followed by NHS Shropshire, Telford and Wrekin CCG in preparation for the CCG's dissolution and the creation of NHS Shropshire, Telford and Wrekin on 1st July 2022.

The Audit Committee of NHS Shropshire, Telford and Wrekin CCG, meeting with representatives from the shadow ICB Audit and Risk Committee on 20th May 2022, reviewed the evidence presented and were assured by the process undertaken.

This report is presented to the Board of NHS Shropshire, Telford and Wrekin to provide assurance on the process followed for close down and transition of CCG functions, property, liabilities and assets to the ICB.

The report has been shared with the CCG Interim Accountable Officer to provide assurance to the Interim Designate ICB Chief Executive on 1st June 2022 as required by the due diligence guidance issued by NHSE/I and also been presented to the CCG's Governing Body on 8<sup>th</sup> June.

### 2. Which of the ICB Pledges does this report align with?

Improving safety and quality	X
Integrating services at place and neighbourhood level	
Tackling the problems of ill health, health inequalities and access to health care	X
Delivering improvements in Mental Health and Learning Disability/Autism provision	X
Economic regeneration	
Climate change	
Leadership and Governance	X
Enhanced engagement and accountability	
Creating system sustainability	X
Workforce	

### 3. Recommendation(s)

**NHS Shropshire, Telford and Wrekin CCG Governing Body is asked to note the report.**

### 4. Does the report provide assurance or mitigate any of the strategic threats or significant risks in the Board Assurance Framework? If yes, please detail

The report outlines in detail the risks associated with the key areas outlined in the due diligence checklist and the associated mitigating actions being taken. The high level risks have been summarised for ease in section 5 of the report.

### 5. Appendices

Appendix 1 – Approach to due diligence

Appendix 2 – Due Diligence Checklist

Appendix 3 – Due Diligence Assurance Panels

Appendix 4 – Due Diligence Checklist - Risk and Issues Exception Report

### 6. What are the implications for:

**\*\* For each section the ask will be to either refer to a section of the paper, identify that there are no implications or to submit a separate comment \*\***

Shropshire, Telford and Wrekin's Residents and Communities	No implications
Quality and Safety	No implications
Equality, Diversity, and Inclusion	The CCG has undertaken Equality Risk Assessment on its employed staff, to quantify the impact of the creation of the ICB.
Finances and Use of Resources	There remain some key red risks associated with financial planning outlined in section 5 of the report.
Regulation and Legal Requirements	Under the Health and Social Care Act 2022, the existing CCG will be

	dissolved on 30 <sup>th</sup> June 2022 and a new single ICB created from 1 <sup>st</sup> July 2022.
Conflicts of Interest	Some elements of due diligence relate to HR, however the HR function of the CCG and the new ICB is, and will be, provided by Midlands and Lancashire CSU and therefore any perceived conflict of CCG employees signing off on any of the HR activities is mitigated.
Data Protection	No implications
Transformation and Innovation	No implications
Environmental and Climate Change	No implications
Future Decisions and Policy Making	No implications
Citizen and Stakeholder Engagement	No implications

<b>Request of Paper:</b>	To note the report.	<b>Action approved at Board:</b>	
		<b>If unable to approve, action required:</b>	
<b>Signature:</b>		<b>Date:</b>	





# Transition to an ICB - Due Diligence Assurance Report

## 1. Introduction

1.1 In June 2021 NHS England/Improvement published “Integrated Care Systems: design framework” which set out in more detail the statutory basis of ICS’s and outlined how component parts of the ICS were expected to operate. The publication also outlined some key principles for the transition from CCGs to ICSs and high level indicative outputs expected in every ICS; with one of the key outputs to begin due diligence planning in quarter 2 of 2021. The due diligence process was to ensure the ICB fully understood the assets and liabilities it would be taking on following its creation on 1<sup>st</sup> July 2022.

1.2 In response to this specific output, a paper outlining a proposal for the due diligence exercise that the CCG would be expected to undertake in partnership with existing ICS and the oversight of the process by both the CCG and ICS, was presented to both the CCG Governing Body in September 2021 and to the then ICS Board in November 2021 for approval. This is attached as **appendix 1**.

1.3 This report presents a consolidated oversight of the due diligence process followed by the CCG in preparation for the CCG’s dissolution and the creation of an Integrated Care Board (ICB); NHS Shropshire, Telford and Wrekin on 1<sup>st</sup> July 2022.

## 2. Transition Planning including Due Diligence

2.1 The approach to due diligence outlined in appendix 1 was based upon national guidance published by NHSE/I and also included the recognised good practice from the CCG merger due diligence that was undertaken earlier in 2020/21.

2.2 The NHSE/I guidance was very clear that CCGs and existing ICS should work together in partnership to develop and implement a due diligence plan to support the transfer of people, property and liabilities. On this basis it was agreed that the management oversight of the due diligence process would form part of the ICS Transition Programme, overseen by the ICS Transition Steering Group which is composed of both ICS Executives and CCG Directors and an NHSE/I representative which reports to the ICS CEO Group.

2.3 To ensure an independent oversight of the due diligence process it was proposed that this was undertaken via the Audit Committee of the CCG and the Audit and Risk Committee of the ICS. In order to facilitate this process, the Governing Body of the CCG had agreed to delegate CCG oversight of the due diligence activities to the CCG Audit Committee. A similar recommendation was agreed by the ICS Board to delegate ICS oversight to the ICS Audit and Risk Committee. The Chairs of both Audit Committees for the CCG and ICS were consulted on the proposal and supportive of the approach.

2.4 In order to provide progress reporting and assurance to the Transition Steering Group and Audit Committees, the CCG adopted the due diligence checklist provided by NHSE/I. The checklist was modified by the CCG following initial reporting to the two Audit Committees with rag rating for both progress against the specific action and then also rag rating risk level identifying where the asset or liability may hold a risk to the inheriting ICB and what mitigating action was being taken to reduce the risk. The final version of the checklist is attached as **appendix 2**.

### 3. Due Diligence Timeline in summary

3.1 The due diligence timetable is set out below.

Content	Meeting	Date 2021/22	NHSE Milestone
Overview report on due diligence process for approval, including seeking delegation to Audit Committees	CCG Governing Body (public sessions)	8 <sup>th</sup> September 2021	
	Transition Steering Group/CEO Group (ICS)	24 <sup>th</sup> August 2021	
	ICS Board	29 <sup>th</sup> September 2021	
Due Diligence Activity Tracker for approval of activities	CCG Audit Committee	15 <sup>th</sup> September 2021	
	CS Audit and Risk Committee	13 <sup>th</sup> September 2021	
	Transition Steering Group/CEO Group (ICS)	16 <sup>th</sup> September 2021	
Due Diligence Activity Tracker for noting level of progress in completion of activities	Transition Steering Group/CEO Group (ICS)	14th October 2021	
Due Diligence Activity Tracker for noting level of progress in completion of activities	CCG Audit Committee	17 <sup>th</sup> November 2021	
	ICS Audit and Risk Committee		

	Transition Steering Group/CEO Group (ICS)	8 <sup>th</sup> November 2021	
		11 <sup>th</sup> November 2021	
Due Diligence Activity Tracker for noting level of progress in completion of activities	Transition Steering Group/CEO Group (ICS)	Mid December - cancelled	
Due Diligence Panels x 2	<input type="checkbox"/> CCG Chair of Audit Committee and at least one other CCG Lay Member <input type="checkbox"/> ICs Chair of Audit and Risk Committee or deputy <input type="checkbox"/> ICS Chair of People Committee of deputy <input type="checkbox"/> ICS Executive Lead Workforce <input type="checkbox"/> CCG Internal Auditor – Interim Consortium Director, CW Audit Services	6 <sup>th</sup> and 10 <sup>th</sup> December 2021	
Due Diligence Activity Tracker for noting further level of progress in completion of activities	CCG Audit Committee  ICS Audit and Risk Committee  Transition Steering Group/CEO Group (ICS)	19 <sup>th</sup> January 2022  10 <sup>th</sup> January 2022  20 <sup>th</sup> January 2022	31/1/22- Confirm that the due diligence plan in place is rebased to take account of the revised establishment date, i.e. leads, process, sign off, etc. confirmed
Due Diligence Activity Tracker for noting further level of progress in completion of activities	Informal CCG Governing Body meeting  Transition Steering Group/CEO Group (ICS)	9 <sup>th</sup> February 2022  16 <sup>th</sup> February 2022	

Due Diligence Activity Tracker for noting further level of progress in completion of activities	CCG Audit Committee  ICS Audit & Risk Committee  Transition Steering Group/CEO Group (ICS)	16 <sup>th</sup> March 2022  16 <sup>th</sup> March 2022 (to be invited to the CCG Audit Committee meeting)  17 <sup>th</sup> March 2022	31/3/22- Ensure each CCG (and any other sending organisation) is on target to complete due diligence exercise and compile a comprehensive staff list, and for those CCGs impacted by boundary changes they are also on target to compile a comprehensive property list(s) (as required to support the Staff and Property Transfer Schemes)
Due Diligence Final Report noting completion of activities for recommendation to Governing Body/ ICS Board	Transition Steering Group/CEO Group (ICS)	14 <sup>th</sup> April 2022	
Due Diligence Final Report noting completion of activities for recommendation to Governing Body/ ICS Board	CCG Audit Committee ICS Audit & Risk Committee  Transition Steering Group/CEO Group (ICS)	18 <sup>th</sup> May 2022 (To be held as committees in common)  12 <sup>th</sup> May 2022	13/5/22- Ensure CCG (and any other sending organisation) is on target to complete due diligence exercise and compile a comprehensive staff list, and for those CCGs impacted by boundary changes they are also on target to compile a comprehensive property list(s) (as required to
Due Diligence Report for use by CCG AO and Designate ICB CE to evidence due diligence processes have been completed and to support written assurance to NHSE/I	CCG AO and ICB CE  CW Audit Support of Director to Director Handover	30 <sup>th</sup> May 2022 (for submission 1 June to NHSE/I)  01/05/22 – 08/07/22	

			support the Staff and Property Transfer Schemes)
Due Diligence Report to be received by existing CCG Governing Body	CCG Governing Body	8th June 2022 (Confidential section)	1/6/22- Written assurance from CCG AOs to ICB designate CEs that due diligence processes have been completed
Due Diligence Report for receipt by new Integrated Care Board	New Integrated Care Board	1 <sup>st</sup> July 2022 – tbc (Confidential section)	

### 3.2 Reporting has been at multiple levels:

- Reporting monthly by each workstream lead to the Programme Manager. This information has been used to populate reports to the Transition Steering Group on a monthly basis and bimonthly reporting to the CCG Audit Committee and ICS Audit and Risk Committee. The Transition Steering Group meeting included representatives of NHSE/I Regional Team to both provide them with assurance on progress but to also seek advice and support if required.
- Reporting to the Transition Steering Group, composed of Directors from the ICS and CCG received regular monthly progress update reports of the due diligence checklist, collated and updated from information collected from workstream leads by the Programme Manager.
- The Governing Body of the CCG and ICS Board delegated oversight of the due diligence activities from their respective Audit Committees meeting individually and in common. An extraordinary Audit Committees in Common was convened in December 2020 to receive an initial tracking framework for approval with further reporting received in November 2021, January 2022, March 2022 and May 2022. Audit Chair reports reported by exception any issues to the CCG Governing Body and ICS Board.
- The CCG Governing Body also received an update on progress with the due diligence process at its informal meeting on 9<sup>th</sup> February 2022.
- Submission of the due diligence checklist and the approach to the due diligence checklist has been shared with NHSE/I on two occasions as part of the Readiness to Operate process which has overseen the whole of the development of the ICB and transition from the CCG for assurance purposes.

## 4. Assurance

4.1 Assurance on the process has been received from a number of different sources and at different points within the process, to ensure that the approach was robust and was being consistently applied

### 4.2 Due Diligence Assurance Review Panels

As scheduled, the Due Diligence Assurance Panels were held on the 6th and 10<sup>th</sup> December with representation from CCG, ICS partners and CCG Internal Auditor. In each panel meeting a small number of workstream leads presented their parts of the due diligence checklist and answered questions from the panel. The panel then came to its conclusion for each topic area. The summary report is attached as **appendix 3** and largely there was a good level of assurance across topic areas, with the panel highlighting some concerns around HR, quality and contracting. The report also outlined a number of recommended areas for workstream leads to focus upon to enhance assurance levels for future reporting which will be shared for action for the next reporting period. Following the panels, the CCG Audit Committee received further assurance from the workstream leads for HR, contracting and quality to supplement the initial response to the recommendations made which are now included in the attached appendix.

#### 4.3 Audit Committees

Following on from the meeting in November 2021 the respective Audit Committees received in January the first formal tracking report based upon completion of actions up to 31/10/21. Further meetings were held in January, March and April to track delivery of those elements of due diligence that were still outstanding.

At the January 2022 meeting the CCG Audit Committee and ICS Audit and Risk Committee members were generally assured by the process and progress being made. Some areas were highlighted for further work; contracting, quality and HR. These areas were reported specifically to the March, April and May meetings where the Audit Committee confirmed that they were assured on these areas specifically.

At the May meeting the Committees considered the progress made at that point and were assured on the due diligence process generally and were able to assure the Governing Body and ICB Shadow Board that all aspects of due diligence had been appropriately managed noting those areas that still had risk associated with either their completion or the inherent risk the ICB would inherit, and which are summarised below.

The CCG Governing Body also received an update on the progress of the due diligence process at its development day on 9<sup>th</sup> February 2022.

#### 4.4 NHSE/I assurance on progress on due diligence

NHSE/I have attended all the Transition Steering Group meetings and have been able to keep close scrutiny on progress through the monthly meeting reporting. In addition to this the CCG have also had to submit the due diligence checklist as part of the readiness to operate process in March and May 2022. There has been no feedback to action form NHSE/I following these submission dates.

#### 4.5 Director Handover Process

The process also includes a formal handover of risks and liability information from CCG Directors to ICB Directors using the due diligence checklist as a basis, now that the recruitment to ICB roles has been completed. This is primarily to ensure that incoming Executive Directors of the ICB are fully appraised of the risks around the assets and liabilities the ICB will inherit from the CCG and to test

consider the sufficiency of the mitigating actions. We have agreed with the CCG's Internal Auditors the terms of reference for this work, as they have agreed to facilitate this process to ensure it has the level of rigor required. There is no additional cost arising for this support as it has been designed as part of the internal audit plan for the first quarter of 2022/23 financial year. The handover process had originally been scheduled for April but as the start dates of the new ICB Directors is dependent on their current employment status and notice periods this has now been rescheduled to take place in June/July.

#### 4.6 NHSE/I Accountable Officer Assurance Letter

The NHSE/I Readiness to Operate process required a letter to be sent from the CCG Accountable Officer to the Interim ICB Chief Executive Designate and copied to the NHSE Regional Director. This has been sent on 1<sup>st</sup> June, providing confirmation that the due diligence for the transfer of property assets and liabilities from the CCG to the ICB had been completed for those actions required pre-30<sup>th</sup> June.

#### 4.7 Legal Review

Given that the CCG and ICS fell within the due diligence level 1 risk criteria (outlined in detail in appendix 1) there was an expectation that the CCG would not require wholesale legal advice on all aspects of the due diligence process, having received this during the merger process. However, the CCG did request further advice on particular areas of complexity by exception within the due diligence checklist from the CCG's legal advisors for clarity as and when it was required.

### 5. Risks and Issues

Following the due diligence process being completed, there remain some issues that carry a level of risk that cannot be mitigated further. These are listed separately in **appendix 4** by exception. Many of these are rated amber because the nature of the action described will continue up to and including the 30<sup>th</sup> June – 1<sup>st</sup> July and so are shown as amber rating for progress, simply because they cannot yet be formally closed.

The remaining high-level risks can be summarised as follows:

Ref	Due Diligence Checklist action	Risk and mitigation Amber and Red Risk RAG ratings
1.3.19	Open learning points from Emergency Preparedness, Resilience and Response (EPRR) that would transfer	Progress risk:  Plans for EPRR function for the ICB is in development and includes learning points, with a draft being submitted to NHSEI on the 27/5/22
1.3.25	Agree the new committee structure and develop terms of reference, as necessary. Committees may include: <ul style="list-style-type: none"> <li>• Remuneration committee;</li> <li>• Audit &amp; risk committee;</li> <li>• Quality committee (following NQB guidance);</li> <li>• Priorities Committee;</li> </ul>	Progress risk:  Drafts of TOR currently developed and submitted to NHSEI on 10/6/22. However further refinement is expected up to submission to ICB meeting on 1st July for approval.



	<ul style="list-style-type: none"> <li>• Primary Care Commissioning committee;</li> <li>• IFR;</li> <li>• Finance committee</li> <li>• Capital committee</li> </ul> <p>Consider other committees that are an integral part of the governance structure or that are required due to the nature of the ICB. Agree their purpose, terms of reference and appropriate duration. For example, should they be: Permanent or time limited.</p>	
1.3.26	Agree new logo, letter head, signage, harmonise all corporate documents, standard documents and inform staff where these can be accessed - for ICB	<p>Progress risk:</p> <p>Relates to ICB set up Plan is being discharged, all actions to be completed by 30 June 2022.</p>
1.3.27	New website for ICB	<p>Progress risk:</p> <p>Relates to ICB set up Plan is being discharged, all actions to be completed by 30 June 2022.</p>
1.5.1	Outstanding claims / litigation that would transfer	<p>Inherited risk for ICB – Financial and Reputational:</p> <p>The CCG has some current litigation in the Court of Protection which are likely to transfer to the ICB. Of these there is a financial and reputational risk with one case which has accrued significant legal costs. Legal advice is being taken to minimise risks. Director of Planning overseeing cost approval with legal firm.</p>
1.6.2	Ensure that all leases are listed to assist with work associated with IFRS 16 (this could be addressed by including all leases in the contracts register or by holding a separate list of all leases) - to include all lease terms, start dates, end dates, break dates, parties to lease, CCG lead or on behalf of, etc.	<p>Progress and inherited risk for ICB:</p> <p>Oversight of leases not held/managed by the Contract Management Team needs to be stronger Lease and Contract owners contacted to provide information/update register; email reminders scheduled Procurement Oversight Group now covers the Goods &amp; Services contract holders, so</p>

		contract issues can be discussed, and risks escalated as required. Risk that liabilities in all leases have been fully understood prior to 1 <sup>st</sup> July.
1.6.3	Agreements / service agreements in place	Progress and inherited risk for ICB:  Currently no clinical agreements/service agreements in place. Lease and contract owners contacted to ensure the provided information on the register is up to date. Procurement oversight group now covers the goods and services contract holders so contract issues can be discussed, and risks escalated as required.
1.6.4	Confirm which contracts are expiring at point of transfer or due for renewal in first quarter of 2022/23 and a clear plan in place to take forward each one.	Progress and inherited risk for ICB:  The contract register details expiry dates of contracts, the monthly procurement oversight group receives and discusses a expiring contracts log for clinical services which details all contracts expiring within the next 12 months and plans for each contract discussed, actions agreed and papers for approval of plans for each one taken to the Strategic Commissioning Committee. 4 clinical contracts/agreements expire within first three months of the ICB. Discussion at Procurement Oversight Group, in March 2022, paper to Strategic Commissioning Committee/Governing Body for agreement of next steps/recommendations in June 2022.
2.1.3.7	Establish arrangements for the identification, transfer and retention of staff records in line with the NHS Records Management Code of Practice	Progress risk:  Work has started with a communication out to line managers w/c 28/02/2022. Plan to have this completed by end of June 2022. Arrangements established and work well underway to identify, transfer and retain staff records with more than half completed and planned to be finalised by end of June. Work is being overseen by the Director of Corporate Affairs.
3.1.3	If key staff leave before the CCG(s) close, robust exit management arrangements should be employed to retain and manage	Progress risk and inherited risk for ICB All staff will TUPE over to the new organisation on 1st April 2022, so risk is

	vital business knowledge in relation to accounts preparation and assets and liabilities.	minimal. Any changes in staffing outside of this process will need to be addressed if & when they arise. Additional resources being sourced, and internal cover used where possible. Interim Financial Accountant appointed Dec 21 and previous member of FA team remains within wider finance team, so knowledge of year-end processes is retained.
3.1.16	Review, revise and agree a risk management strategy, policy and procedures. This must include an approach to setting an agreed risk appetite and identifying, evaluating and managing risks. Mechanism for risk share across organisations to be agreed.	Progress risk Discussion on approach has been agreed with Governance Leads from ICS partner organisations in February. A draft Risk Strategy will be drafted based on this approach. Good Governance Institute has been commissioned to run workshops to develop risk appetite and initial ICS BAF content. There is a risk around timeframes and capacity as this is unlikely to be completed for the 1 <sup>st</sup> July with work needed up to mid July.
3.1.18	Assess the financial impact of the strategic objectives and business plan for the new ICB	Inherited risk for ICB 22/23 system financial plan submitted on 28th April 2022. Plan deadlines met but plan is not compliant with national guidance as £38m system deficit planned. Financial plan includes mapping financial implications of the system plan narrative and prioritisation of all cost pressures/investments. Next step is to refresh the longer term system plan that was presented to Boards in Sept 21 for the 22/23 update but also the next 3,5 and 10 years  Regular system discussions around plan development through DoFs, CEOs and system sustainability committee. IDB overseeing delivery of efficiency and system transformation.  We have a risk here as we remain unable to reach a breakeven plan position. We have assessed the financial impact of our

		business plan but it does not meet planning requirements. Mitigating actions include the steps we are taking prior to the 20th June resubmission, working with system partners to both lower cost where possible and also bolster our delivery plans in order to lower risk of overspend against the plan. We are also in the process of designing a new system planning process which will improve our rolling planning programme and help us to better align finance, activity and workforce planning in the future
3.3.19	Develop procedures and policy for: <ul style="list-style-type: none"> <li>- travel expenses</li> <li>- training expenses</li> <li>- relocation</li> <li>- excess travel</li> <li>- lease cars</li> <li>- telephones including mobiles</li> <li>- long service awards</li> </ul>	<p>Progress risk</p> <p>Many of these policies will be inherited by the ICB from the CCG as this is a requirement as part of equivalent TUPE transfer of staff</p> <ul style="list-style-type: none"> <li>- Training expenses - The CCG have a learning and development policy which covers training expenses</li> <li>- Travel expenses- STW CCG Excess Mileage and Additional Travel Guidance for Managers in place</li> <li>- STW CCG Excess Mileage and Additional Travel Guidance for Managers in place</li> <li>- long service awards - STW CCG Long Service Award policy in place</li> <li>- telephones and mobiles - In draft form (IT)</li> <li>- Relocation - Not a HR policy in place for this but will use the national rate determined by HMRC</li> <li>- Lease cars - Not offered at the moment, decision on whether ICB offer lease cars has not been confirmed. ICB CE and CFO discussing at the moment. Risk is that a policy on lease cars if agreed will not be drafted by 30 June.</li> </ul>
3.3.35	Prepare and agree an ICB financial plan	Inherited risk for ICB: 22/23 system financial plan submitted on 28th April 2022. Plan deadlines met but plan is not compliant with national guidance as £38m system deficit planned. Financial plan includes mapping financial implications of the system plan narrative and prioritisation of all cost pressures/investments. Next step is to refresh the longer term system plan that was presented to Boards in Sept 21 for the

		<p>22/23 update but also the next 3,5 and 10 years</p> <p>Current risk as plan does not meet national expectation of break even. Risk around efficiency and system transformational plan delivery. ICB will inherit a deficit plan from CCG</p> <p>Regular system discussions around plan development through DoFs, CEOs and system sustainability committee. IDB overseeing delivery of efficiency and system transformation</p> <p>The risk here is the same as 3.1.18, we have yet to meet planning requirements to deliver a break even position.</p>
3.3.36	Prepare and agree place-based budgets	<p>Progress risk: Action is dependent on place partnership set up and delegation agreed - unlikely to have budgets delegated at place level until 23/24</p> <p>Risk that place will not be sufficiently developed for place level budget delegation to operate in 22/23</p> <p>Place discussions continue across the system</p> <p>On the basis that our place arrangements are not fully mature we have not yet set place-based budgets. We do have a work plan for finance that focuses on what we want to develop over the next 6/12/18 months and this is on there.</p>
3.3.37	Review the cost improvement programmes and determine a new programme for the ICB	<p>Progress risk and inherited risk for ICB: 22/23 efficiency programme included as part of 22/23 financial plan submission. At point of submission £1m of plans unidentified and £0.7m running cost efficiency badged as high risk. System transformation plan savings also included within system plan submission with £2.9m unidentified gap currently held in CCG position.</p>

		Risk that full efficiency programmes and system transformation savings will not be identified which will contribute to financial deficit of organisation and system
3.3.39	Produce a finance team structure to meet its identified role within agreed management cost envelope	Progress and inherited risk for ICB: DoF level discussions regarding teams working closer together across the system commenced with various workstreams set up led by system deputies to explore options. Initial CCG structure to lift and shift into ICB but will be reviewed to develop system wide finance structure as other areas develop Risk around capacity within existing finance team in CCG to pick up all system wide work
3.3.40	Consult with NHSEI to: <ul style="list-style-type: none"> <li>agree new control totals for ICB</li> <li>determine performance against previously agreed control totals</li> </ul>	Progress and inherited risk for ICB: 22/23 planning guidance released 24.12.21. System worked through detailed 22/23 financial plan development for final submission in June Risk that system transformation and organisational efficiencies will not be fully identified in order to meet control total Integrated Delivery board reviewing progress against efficiency plans and system transformation projects on monthly basis
3.3.48	Agree a framework for capital prioritisation and allocation across the system	Progress risk: Governance proposal going to IDB/Sustainability cttee in March with a view to establishing a capital governance and process that sits alongside the revenue process (closely linked and not operating in isolation) with a view to then evolving into a single process over time. Aim to have that up and running in April/May.
3.6.20	Ensure that all lease documentation is properly filed and archived. Inform lessors of equipment of the transfer to ICB. Review all existing leases and terminate/ renegotiate as necessary (including mobile phones / pagers, photocopiers, lease cars)	Contracts register does contain some lease information but more work to be undertaken. All lease/contract owners contacted and asked to update register - work ongoing.

## 6. Conclusion

6.1 The transition to ICB Due diligence process has delivered on its key objectives and deliverables within the agreed time period. Some tasks and actions have still to be completed, but there are processes in place to continue to complete these. The main high-level risks identified from the process are around the financial planning for the ICB, which are part of ongoing discussions with NHSE/I.

## 7. Recommendations/Actions Required:

NHS Shropshire, Telford and Wrekin is asked to note the report.

## Appendix one – Approach to Due Diligence

### STW CCG Transition to ICB – Approach to Due Diligence

#### 1 Introduction

Following the publication in June 2021 by NHS England/Improvement of “Integrated Care Systems: design framework” and the recently published guidance there is a clear requirement that the CCG will undertake a due diligence exercise in preparation for the establishment of a Integrated Care Board (ICB).

This report sets out a proposed approach to undertaking due diligence in respect of the establishment of Shropshire Telford and Wrekin Integrated Care Board and the dissolution of the current CCG and the transfer of assets and liabilities to the successor organisation.

#### 2 What does due diligence mean?

There is no legal definition of due diligence but it is generally recognised as a detailed examination of an organisation and its records and action that is considered reasonable for people to take to keep themselves or others and their property safe. Risks involved in a transaction should be identified, assessed and mitigated as part of due diligence.

Upholding governance standards and maintaining appropriate and accurate records of all NHS activity are always necessary. However, it is particularly important to preserve corporate memory when NHS organisations are changing, being created or abolished, and to ensure the safe and effective transfer of people and ‘property’. The term ‘property’ is used here in its widest possible sense, i.e. not just the estate (buildings), but all assets, including equipment, contracts, licenses, rights, claims and organisational policies. Liabilities must also be considered.

#### The legal transfer of people, property and liabilities

Due diligence is necessary to underpin the legal transfer of people, property and liabilities from the CCG to the ICB through a ‘transfer scheme’.

The guidance suggests there are three different starting points and corresponding levels of complexity for CCGs in the ICS implementation programme and the level of due diligence to be undertaken should reflect these starting points:

**Level 1:** where the boundary of a CCG is coterminous with its existing ICS, due diligence will involve listing all staff, property and liabilities so that this information is available to the new ICB. The listing is not required for legal purposes, i.e. for the transfer scheme, as this scheme will simply make provision for all CCG staff, property and liabilities to transfer to the ICB in a straightforward ‘lift and shift’ arrangement.

**Level 2:** where there will be no ICS boundary changes but there are multiple CCGs within an ICS there will be additional complexity and a need for co-ordination, with consideration of the processes to bring together the staff, property and liabilities from multiple CCGs. Whilst each CCG is accountable for their own staff, property and liabilities, further joint work may be required between CCGs to consider how organisational policies, processes, assets and liabilities may be consolidated and to ensure that arrangements are fit for purpose for a single ICB. As for level 1, the transfer scheme will make provision for the legal transfer of all people, property and liabilities of the CCGs to the ICB.



**Level 3:** where there will be changes to existing ICS boundaries, particularly any which involve CCGs being ‘split’ between ICBs, there will be further complexity as multiple CCGs will be involved in the development of the new ICB configurations and, where any ICS boundary change cuts across an existing CCG boundary, a full CCG ‘lift and shift’ arrangement cannot apply. In such circumstances, comprehensive lists will be required to confirm the specific people, property and liabilities to be transferred from each CCG to each ICB, and the lists will need to be included in a schedule to the transfer scheme. There will need to be joint working and information sharing between CCGs and existing ICSs to ensure the accuracy of the lists and that there are no gaps or duplication.

This system is fortunate in that the merger of the two pre-existing CCGs earlier in the year and the coterminosity of the CCG with the ICS boundary, means that it falls within the level 1 criteria above and therefore the complexity is limited and the risk would be expected to be at a lower level. The proposed approach outlined takes into account the level of risk and expected complexity.

There is a range of preparatory work that will assist in the effective implementation of the due diligence plan and subsequent transfers of staff, property and liabilities. Examples include cleansing of ESR (Electronic Staff Record) system data, clearing unallocated cash and balance sheet items, and ensuring that the CCG’s list of authorised signatories is up to date. The CCG, having already undertaken this process as part of merger, is in a strong position as most of the foundations of good housekeeping are already in place and the focus will be on maintaining this structure rather than having to create and populate it from a starting position.

### **CCG close down and ICB establishment due diligence checklist**

NHSE/I have issued with the due diligence guidance a practical tool to support / guide the due diligence process which has been co-produced by NHS England and NHS Improvement, CCGs and other stakeholders including the Healthcare Financial Management Association (HFMA).

The checklist is designed to be a live working document that can be updated as the due diligence process progresses. It is for use by CCGs and existing ICSs to provide evidence of due diligence, and to be passed on to ICBs so that there is a clear picture of the people, property, liabilities, risks and issues that they are receiving on legal establishment.

It is proposed that the CCG adopts this comprehensive checklist to be used as the basis for the due diligence exercise. The Governing Body is asked to note that completion of the full checklist is not itself mandated by NHSEI. However, the information on individual members of CCG staff must be provided by either completing the relevant tab in the checklist or in another form using the same data fields. The due diligence checklist will be the key mechanism for capturing progress and highlighting risk and reporting this to the CCG Audit Committee, ICS Audit and Risk Committee and ICS Transition Steering Group. The due diligence checklist may be used to reflect any work that has already been undertaken and adapted as necessary to be proportionate to local circumstances. A review of the content of the checklist will be undertaken and any recommendations to amend or adapt will be presented to the September meetings of the Audit Committees and Transition Steering Group for formal adoption.

### **Support, advice and assurance**

NHS England and NHS Improvement regional teams are expected to provide assistance to CCGs and ICSs with implementation of the due diligence guidance and carry out 'light touch' assurance of the due diligence process. The assurance by NHSE/I has not been outlined and the approach to due diligence and/or timeline may need to be amended once this becomes clearer, to ensure we have clear reporting milestones captured and agreed.

## **Proposed Due Diligence approach**

### **2.1 Phase 1: Review of documentation**

The ICS transition programme plan sets out the key steps required in ensuring all relevant actions have taken place in relation to the preparation for the dissolution of the CCG for Governance, Finance, Workforce, Communications and Engagement, Quality, Commissioning, Digital/Data/Technology and Population Health Management. Regular reports on progress including highlighting identified risks and issues will continue to take place at the ICS Transition Steering Group meetings.

The due diligence process is part of this wider transition programme plan and will be overseen by designated Transition Leads. Each Transition lead is expected to oversee the progress of actions within their area (including on due diligence) and ensure there is sufficient capacity to deliver the project within the required timescales. The ICS Programme Director oversees the due diligence programme of work as Senior Responsible Officer (SRO) with the support of the CCG Director of Corporate Affairs and the Programme Manager, who together will ensure the due diligence process outlined is followed in addition to providing support should this be required, to the Transition Leads on a day to day basis is provided and liaising with NHS England/Improvement Regional Team.

The first stage of the due diligence process is for Transition Leads to undertake a review of the due diligence checklist and ensure all key actions are understood and plans for completion are made and documentation that supports the due diligence process is collated and captured. All relevant documentation will be assessed and confirmed as appropriately completed by 31<sup>st</sup> November 2021. There may at this stage require some legal advice on any areas identified as complex or of a higher level of risk.

Any outstanding steps can then be planned for and completed within the final 13 weeks in the run up to the 31<sup>st</sup> March.

### **2.2 Phase 2: Due Diligence Checkpoint**

It is proposed that in December 2021/January 2022 two full day checkpoint workshops take place where Transition Leads are able to present their work highlighting all completed actions. This will be an opportunity for panel challenge where any final gaps are identified or there remain unmitigated risks. An overview summary of the panel's findings will be presented to the CCG Audit Committee and the ICS Audit and Risk Committee for assurance purposes.

It is suggested that this panel process includes as a minimum, the CCG Chair of Audit Committee and at least one other CCG Lay Member, CCG Internal Audit Services – Interim Consortium Director of CW Audit Services, the Chair of the ICS Audit and Risk Committee (or deputy), the Chair of the ICS People Committee (or deputy) and the ICS Executive Lead for Workforce (or deputy).

It is at this stage that an element of external scrutiny could offer support and greater assurance that all issues or risks have been addressed. It is therefore proposed that the CCG considers seeking legal support where necessary to work with Transition Leads on areas of complexity or areas of higher risk in these final critical stages. Their feedback and independent assurances would be used to confirm that a thorough process has been followed and all issues have been appropriately addressed. This information would form part of the due diligence assurance report.

### **2.3 Phase 3: Report to the Audit Committees and to NHSE/I**

A full report on the due diligence process together with any independent assurances from a legal professional would be presented to the CCG Audit Committee and ICS Audit and Risk Committee in March. This in itself would form part of a clear hand over into the new ICS and could then be presented to the ICS Integrated Care Board at its first meetings as a statutory body.

In addition at the end of the due diligence process, the Accountable Officer of the CCG and ICB chief executive (designate), will be required to write to the relevant NHSE/I regional director confirming that an appropriate level of due diligence has been undertaken using the due diligence report and due diligence checklist as the basis for this assurance.

## **Appendix 2 – Due Diligence Checklist – see separate attachment**

## **Appendix 3 – Due Diligence Assurance Panels**

### **Due Diligence Assurance Panel Outcomes & Responses Report**

As outlined in the due diligence approach report that was presented to both the CCG Governing Body in September and to the ICS Board in November two assurance panels were convened during week commencing 6<sup>th</sup> December 2021 to provide an independent overview of progress on actioning the due diligence tracker and also on the risk that the due diligence work has highlighted so far for the ICB.

### **Configuration of the panels**

The two panel meetings were held on 6<sup>th</sup> and 10<sup>th</sup> December and were composed of:

#### **Monday 6<sup>th</sup> December:**

- Geoff Braden – CCG Audit Chair and Lay Member
- Meredith Vivian – CCG Lay Member
- Donna MacArthur – CCG Lay Member
- Paul Capener – Director, CW Audit Services (CCG Internal Audit function)

The panel focussed upon the following parts of the Due Diligence checklist:

Governance, Contracts and Finance.

#### **Friday 10<sup>th</sup> December 2021:**

- Geoff Braden – CCG Audit Chair and Lay Member (not in attendance for the HR section)
- Meredith Vivian – CCG Lay Member
- Donna MacArthur – CCG Lay Member
- Harmesh Darbhanga – Audit Chair and Non-Executive Director- Shropshire Community Trust
- Paul Capener – Director, CW Audit Services (CCG Internal Audit function)
- Teresa Boughey – Non-Executive Director Shrewsbury and Telford Hospital Trust (attended for the HR section only)
- Victoria Rankin – ICS Executive Lead for Workforce (attended for the HR section only)

The panel focussed upon the following parts of the Due Diligence checklist:

HR, IG & IT and Quality.

### **Panel review outcomes**

The following table summarises:

- 1) The findings of both panel days for each topic area;
- 2) The score indicating level of assurance on progress to date and a RAG rating indicating the level of assurance on risk; and
- 3) Recommendations to workstream leads for consideration on areas of further work to supplement the assurance provided.

1. Finance	
<b>Section score and comments</b> Progress not quite as far as needed, however there are plans in place to address this	3
<b>Areas requiring focused action</b>	No risks or Low Risk or Very Low Risk
<b>Panel recommendation</b>	<b>Response</b>
Update 'greyed out' ICB actions for the next submission.	Amended on latest version of DD checklist (tabs 3.1-3.7).
Provide an update to the 'cleansing' process.	All ledger actions on target (see circulated project board update).
Provide an update to increased Finance team staff resilience.	Included on latest version of checklist (3.1.3).
Provide a formal update from NHSE's views on the finance teams progress and CCG financial position.	Monthly progress meetings held between CCG Finance (Claire Skidmore/Laura Clare/Maria Tongue), and NHSEI (Laura Mills). Plans are progressing well and no issues have been raised by NHSEI. Anticipate any additional feedback to be provided through the CSU's regular project team meetings with NHSEI.
Finance team to circulate their reports to any further relevant committees.	Actioned – circulated to finance committee each month.
Update final assessment columns (M, N and O) in the Due Diligence checklist document.	Complete in latest version of checklist.
2. Contracts	
Some preparation evident but needs close monitoring, concerns with planning or progress	2
<b>Areas requiring focused action</b>	Moderate Risk
<b>Panel recommendation</b>	<b>Response</b>
Update on key risk contracts; IS, patient care services,	No inherent contract risks have been identified as part of the due diligence work and transfer to the ICB.

integrated urgent care, out of area and any other primary care and local area contracts.	Part of on-going business as usual processes is to identify risks as part of contract negotiations with providers for a new contract term, any risks identified will be escalated and addressed. To date the main risk identified relates to requests for financial uplifts to address rising provider costs - this has been escalated to finance and is recorded as a potential financial pressure.
Update on the plan for more longer-term contracts so 'waivers' are not used, consultation process with orgs to explain the process.	Historically the CCG and predecessor organisations has directly awarded contracts on an annual basis; Over the past 12 months a new process for managing renewal of contracts has been introduced; Contracts are discussed at matrix working groups, to understand contract expiry dates in the context of transformation programmes; They are further discussed at the procurement oversight group to understand the procurement risk; For 2022 approval has been sought to directly award 17 contracts - the contract period being dependent on the timescales for transformation and service being delivered, varying from 1 - 3 years; Going forwards the contract team will work with Procurement advisors to develop a robust process in line with the Provider Selection Regime (final requirements yet to be published).
Update and circulate the procurement forward plan.	The procurement forward plan is a LIVE document, the latest version dated 01/03/2022 was circulated to panel.
Update on hospice grants in the long-term plan to convert to contracts.	The current position is that the CCG/ICB will continue to fund the majority of Hospice services via a grant; A formal contract will however be considered/negotiated for services commissioned in addition to core Hospice Services, provided there is a clear specification and outcomes such as "Hospice at Home".
<b>3. Governance</b>	
<b>Section score and comments</b> Progress not quite as far as needed, however there are plans in place to address this	<b>3</b>
<b>Areas requiring focused action</b>	<b>No risks or Low Risk or Very Low Risk</b>
<b>Panel recommendation</b>	<b>Response</b>
Further update on high-risk actions.	1.1 DD Checklist area core 1.1.5 - Consideration given to the need for additional assurance / legal advice through the use of external / internal audit / consultancy / legal support. This should focus on high risk areas as identified through the assessment of risk  One area has been identified since the Assurance Panels took place in December 2021 for additional internal audit advice. This is to facilitate the handover process between existing CCG Directors and incoming ICB Directors. Discussion on the scope of this work have taken place in February and Internal Audit are

	<p>currently draft terms of reference for agreement which is planned to take place in April 2022.</p> <p>1.2 DD Checklist area core 1.3.1 - Details of any concerns expressed by the Secretary of State, DHSC or NHSEI in relation to CCG actions - those identified by NHSE/I in ICS quarterly performance meetings are in regard to the financial deficit position of the CCG/system which is being addressed via the development of a system financial plan and the quality issues at the main acute Trust which are being addressed through the SaTH CQC action plan.</p> <p>The risk rating for these two areas has not changed and remains at red.</p> <p>1.3 DD Checklist area core 1.5.1 – Outstanding claims / litigation that would transfer - Significant financial risk for one court of protection case that is likely to transfer to the ICB.</p> <p>See comments in paragraph 4 below.</p>
Update on progress to model constitution in Q4.	<p>The model constitution template has been updated on 11<sup>th</sup> February by NHSE and these changes have been updated into the STW version 0.10. There are, however, two areas that the STW ICS will need to consider further on the recent amendment to the Bill; to allow councillors to be nominated by local authority partners to sit on the ICB and how to facilitate primary care partners to be jointly nominated by all practices in STW. These discussions are currently taking place with the CE and Chair of the ICS.</p> <p>NHSE are planning that secondary legislation which will be released in April 2022 will require further amendments to the model constitution, which will mean a further iteration of the local STW ICB Constitution will be required.</p>
Review ToR for committee structure.	<p>Work to start pulling together terms of reference for the Quality and Safety Committee, Audit Committee, Remuneration Committee and Primary Care Commissioning committee has started. However further discussions are being led by the new Interim Designate Chief Executive on the committee structure, particularly around finance assurance, people committee and a strategic oversight function and place based committees.</p>
Update on court hearing.	<p>The CCG currently has 10 cases that it is accessing legal advice for, with 3 of these likely to transfer to the ICB and one of these three being classed as high risk due to the length of time the case has been open, that it is subject to legal proceedings in the Court of Appeal with legal complexities and for the significant cost accrued so far. The case is in reference to meeting patient</p>



	need. There is no likelihood of the case being resolved prior to 1 <sup>st</sup> July 2022.
Update on backlog of complaints and MP letters.	The backlog is now down to three outstanding complaints, two of which have drafted responses to the complainants currently with CCG Directors for sign off. The third has gone back to the provider following the draft being checked at Director level for further information to be added. This was due on 17 <sup>th</sup> February and is being actively chased.
Coordination of a review of hard copies of HR personnel documents- Support provided by HR.	Communications have gone out to line managers w/c 28/02/22 to complete an initial review of all HR files they hold. HR will be supporting line managers with queries and any highlighted gaps in documentation.
Update on statutory duties of the ICB and to plan where they sit in the new org.	The high level functions and decisions map required as part of the key documentation for creation of the ICB has now been developed by the CSU Strategy Unit for the ICB. The more detailed work on where functions sit at what level and therefore what decisions will be made where, has yet to be determined as this will partly be dictated by the portfolios of the new ICB Directors, which is currently being worked through by the Chief Executive Designate.
<b>4. HR</b>	
Progress not quite as far as needed, however there are plans in place to address this	3
<b>Areas requiring focused action</b>	<b>Moderate Risk</b>
<b>Panel recommendation</b>	<b>Response</b>
Robust comms plan with partners, stakeholders and agencies is required.	The responsibility of HR is to ensure that the CCG has a robust communications plan in place for communicating with its staff and ICB staff in scope to transfer with regards to the consultation and their transfer to the new organisation. Not HR responsibility to communications plans with partners, stakeholders and agencies. This would fall jointly to the CCG and the ICB via their own communication teams. With regards to communicating with staff we have a communication plan within the consultation document and this would be extended to those not currently employed by the CCG but who are in scope to transfer. We are also now linking in with HR colleagues at the organisations who employ ICB staff in scope to transfer to ensure that communications are consistent.
Review RAG rating to improve consistency.	All dates have been adjusted to reflect the extended timescales and everything is on green which means it is either complete (indicated on the checklist) or on track and there are no risks of not completing.
More context needed on final assessment.	This has now been updated.
What actions are a priority to be completed prior to April.	<ul style="list-style-type: none"> <li>The first element is the consultation with all staff who have been identified as being in scope to transfer, which will start on 4 April 2022. This is all CCG staff and those ICB staff who may be employed by other system organisations. We have received a list of ICB staff not</li> </ul>



	<p>currently employed by the CCG so all in scope have been identified. The EQIA has been completed and the consultation document is ready to use. We also have to obtain formal sign off from the CCG for the transfer which is taking place on 9 March. We have also notified our trade union colleagues that we will start consultation on 4 April. Therefore all steps have been completed and we are ready to start consultation on 4 April.</p> <ul style="list-style-type: none"> <li>The second element is the provision of employee liability data at least 28 days before the date of transfer. Colleagues in ESR have uploaded the template at 2.2 into ESR have been testing this with interim data since January 2022. By the end of March 2022 they will finalise the CCG employee liability data into this template. The data will then be sent to colleagues in payroll who will upload payroll elements that are obtained automatically from ESR. At the end of April the information will then be passed to the HR Team who will manually upload the data that is not automatically populated from ESR. The team will also run a series of checks that all data is present and correct before it is shared with the ICG by 1 June 2022. All our workstreams to collect any data are on track to complete by 31/03/2022 or 30/04/2022 which will allow enough time for the manual upload and checking process.</li> </ul>
More assurance required on Maternity, Paternity and sick leave.	All HR communications that go to line managers include a reminder to forward on to those who may be absent from work due to maternity, paternity, sick leave, secondment and career break. In addition the team will obtain a report from ESR which will list all those absent for these reasons and will link in directly with line managers to ensure that comms has been forwarded.
<b>5. IG &amp; IT</b>	
<b>Section score and comments</b> Progress not quite as far as needed, however there are plans in place to address this	<b>3</b>
<b>Areas requiring focused action</b>	<b>No risks or Low Risk or Very Low Risk</b>
<b>Panel recommendation</b>	<b>Response</b>
More detail on closure of actions.	Detail has been added to the action plan.
More assurance required regarding physical paperwork.	Paper audit has been completed and updated to detail the new locations of the records after the move from William Farr House. All departments responded in the audit to detail the new location.

Review dates, more accurate dates required to demonstrate prioritisation of actions.	More detailed review dates have been added to the action plan.
Share process for improving/reviewing record, referred to as the 'main focus'.	Process for reviewing and data cleansing the information is in the policy for locally managed records. The shared drive will combine the data and make access to the CCG data straight forward for teams.
More detail on timeline leading up to voluntary toolkit submission next year.	This has been completed.
Update final assessment column.	Updated
<b>6. Quality</b>	
<b>Section score and comments</b> Good evidence of work in hand and progress being made at this time	2
<b>Areas requiring focused action</b>	<b>Moderate Risk- High Moderate</b>
<b>Panel recommendation</b>	<b>Response</b>
More narrative required on all actions.	All actions updated.
Records of meetings which will identify jointly owned position of risks is required.	All actions have been updated with additional information and the risk levels re-scored. An internal Quality Directorate information checking process has confirmed that required information is contained within various quality monitoring processes and is up to date as of 14/04/22 and can be made available at the point of request. All systems will be maintained on-going and will transfer to the ICS.
More mitigations to risks to be included.	This is via the Quality and Performance Committee, the System Quality Group and the Maternity governance forums of LMNS and Peri Natal Quality Surveillance (PNQSG). Terms of reference for all of these forums have been or are being updated and approved. Work is underway to collate the system view of quality risks. It requires work to be done by the system governance lead and others to confirm the system appetite for risk and finalise the governance operating model. These actions are included in the Quality Roadmap.
More detail on comms and engagement required.	A small number of actions have associated risks and details of mitigating actions are included. All risks have been scored as 'green' with the additional mitigations confirmed as being in place.
More evidence of plan for the transition phase (beyond April 22').	The Quality Governance Road Map was circulated for information. This has been received to ICB March 2022 as version 2, and further updated is now provided as of April 22 as version 3. The Road Map confirms that the core requirements as defined by NQB are met, with information on our plans to further develop ICS quality governance.
Dates to be reviewed and actions prioritised.	These have been further updated on the Due Diligence database at tabs 1 and 7.

Provide any updates on the development of quality metrics.	<p>A task &amp; finish group with system representatives is established to finalise the format and content of reporting requirements to the various quality forums. We have a prototype report which incorporates all of the core requirements of the NQB toolkit (the minimum requirement) as well as some localised priority metrics. Metrics at Place are also under development but do exist at a population health level. Our reporting metrics report format and content will undergo further development over the next few months and is included within the Quality Roadmap. There is system Business Support identified for this and good system engagement to progress this work.</p> <p>A prototype dashboard was presented to QPC at the March meeting and met with approval, and work in progress was noted.</p>
Provide update to increasing the quality of data (as discussed from a single source and not retrospective) and in particular an update on the maternity deep dive.	<p>A above; the development of quality metrics requires confirmation of the data quality, and this is incorporated into the work of the task and finish group with business support via the CSU.</p> <p>A robust assurance process is in place regarding achievement of progress against the Ockenden recommendations. A paper on maternity data quality was received to LMNS Programme Board March 2022. This provided limited assurance and further assurance was requested from SaTH regarding the pace of improvements and to ensure SaTH Board were sighted on the concerns. A response to correspondence to the DoN and CEO is awaited and this action is recorded on the LMNS Programme Board action tracker.</p>
Provide update on any additional complaints found.	Information on each provider position relating to complaints is monitored. There is a backlog of complaints responses at SaTH which is being monitored and progress is being made against their remedial plans.
Provide updates on recruitment (ongoing).	The CCG Quality team is experiencing a turnover of staff and staffing plans and vacancies are being actively recruited to and this position is kept under review. Additional temporary senior nurse support is in place to ensure the quality governance oversight arrangements are maintained and developed.
Update on IT subscriptions as we move into an ICB.	All current quality system subscriptions and medicines management systems will be maintained and will transfer to the ICS. This work was undertaken as part of the Single Strategic Commissioner due diligence process and remains valid.
Update on progress of reviewing low priority meds management policies (due to be completed by 31 <sup>st</sup> March).	This work is all underway as per plan and an update was recently presented to Audit Committee (February 2022). No delays were identified.
Complete final assessment columns.	This information has been updated.

**Appendix 4 – Due Diligence Checklist - Risk and Issues Exception Report – see separate attachment.**

1. Introduction and
2. Declarations of
3. NHS Shropshire,
4. NHS Shropshire,
5. Transition from
6. Primary Care
<b>7. For Noting</b>