



**Shropshire, Telford  
and Wrekin**

# **GOVERNANCE HANDBOOK**

Version	Approved by Board	Shared with NHSE/I
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## 1. Introduction

NHS Shropshire, Telford and Wrekin (NHS STW) Governance Handbook brings together a range of documents which support the Constitution and good governance. It particularly outlines the Scheme of Reservation and Delegation and Standing Financial Instructions that NHS STW adheres to and outlines in detail the decision-making structure and processes of NHS STW as outlined in the functions and decisions map.

Members of the public can influence the decision making of NHS STW through a number of different mechanisms;

- Feeding in your views of current services to help redesign them to make them more effective – the Framework and Principles for Public Involvement and Engagement outlines our strategy to involving people in their healthcare.
- Ask questions of the ICB by submitting questions – information on how to do this is contained on our website.
- Send in a petition – our Petitions Policy is included.
- Submitting complaints and compliments - information on how to do this is contained on our website.
- Submitting Freedom of Interest Requests information on how to do this is contained on our website.
- Contacting your local Healthwatch:
  - Healthwatch Shropshire - [Healthwatch Shropshire | Your spotlight on health and social care services](#)
  - Healthwatch Telford and Wrekin - [Healthwatch Telford and Wrekin | Live Well Telford](#)

Understanding who is making decisions and what decisions they are making is supported on our website by information on our Board composition and the publication of our agendas and papers in advance of our Board meetings. We also publish our Board members interests and our Conflicts of Interest Policy.

Amendments to the documents that make up the Governance Handbook are approved by NHS Shropshire, Telford and Wrekin.

## 2. Scheme of Reservation and Delegation (SoRD)

### Key:

CEO – Chief Executive  
 CFO – Chief Finance Officer  
 CMO – Chief Medical Officer  
 CNO – Chief Nurse Officer  
 CDO – Chief Delivery Officer  
 CSO – Chief Strategy Officer  
 CPO – Chief People Officer

### NHS Shropshire, Telford and Wrekin - Scheme of Reservation and Delegation

Decision / Function	Delegation							
	Reserved by the Board	Committee	Chair	CEO	Director	Joint Committees	Other Statutory Committees	PLACE based / Provider Collaborative committees
<b>1. STRATEGY AND PLANNING</b>								
Agree the vision and values of the ICS	✓							
Approve the overall strategic direction of the ICS	✓							
Develop an integrated care strategy to inform the strategic direction of the ICS.						ICP		

Recommend the overall strategic direction of the ICS to the Board		Strategic Commissioning Committee						
Approval of the consultation arrangements for the commissioning plan.		Strategic Commissioning Committee						
Approve the commissioning plan.	✓							
Recommend the commissioning plan to the board		Strategic Commissioning Committee						
Approve any revisions to Commissioning plans		Strategic Commissioning Committee						
Approval of the ICS operating structure.	✓							
Recommend for approval to the Board key clinical and non clinical strategies to support the arrangements for discharging the statutory duties associated with its clinical and non-clinical commissioning functions.		Strategic Commissioning Committee						
Approval of key strategies	✓							
Agree a plan to meet the health and healthcare needs of the population, having regard to the Partnership integrated care strategy and place health and wellbeing strategies.	✓							

Agree a plan to meet the health and healthcare needs of the population within each place, having regard to the Partnership Integrated Care Strategy and respective Local Authority Health and wellbeing Strategies	✓							
Recommend allocation of strategic resources to deliver the plan across the system determining what resources should be available to meet population need in each place and setting principles for how they should be allocated across services and providers (both revenue and capital)		Finance Committee						
Allocate resources to deliver the plan across the <b>system</b> determining what resources should be available to meet population need in each place and setting principles for how they should be allocated across services and providers (both revenue and capital)	✓							
Allocate resources to deliver the plan in each <b>place</b> , determining what resources should be available to meet population need and setting principles for how they should be allocated across services and providers (both revenue and capital)	✓							
Arrange for the provision of health services in line with the allocated resources across the ICS	✓							
<b>2. CONSTITUTION AND GOVERNANCE</b>								
Establish and approve terms of reference and membership for ICB Committees and groups that report into the Board	✓							

Approve NHS STW scheme of reservation and delegation (SoRD) which sets out those decisions reserved to the Board, committees and sub-committees, groups, individuals or specified persons	✓							
Approve NHS STW financial scheme of delegation, which sets out those key operational decisions delegated to individuals or specified persons	✓							
Agree any functions delegated to other statutory bodies	✓							
Establish joint working arrangements with partners that embed collaboration as the basis for delivery within the plan.	✓							
Establish governance arrangements to support collective accountability between partner organisations for place-based system delivery and performance, underpinned by the statutory and contractual accountabilities of individual organisations	✓							
Exercise or delegate those functions of NHS STW which have not been retained as reserved by NHS STW Board or delegated to its Committees and sub-committees or delegated to named other individuals as set out in this document				✓				
Approve the arrangements for discharging NHS STW's functions to have regard to and act in a way that promotes the NHS Constitution				✓				
Approve the arrangements for discharging NHS STW's functions to exercise its functions effectively, efficiently and economically				✓				
Approve the arrangements for discharging NHS STW's functions in relation to children including safeguarding and promoting welfare					CNO			



Approve the arrangements for discharging NHS STW's functions in relation to Equality, including the public-sector equality duty					CNO			
Approve the arrangements for discharging NHS STW's functions in relation to Information law				✓				
Approve the arrangements for discharging NHS STW's functions under the Civil Contingencies Act 2004				✓				
Approve the arrangements for discharging NHS STW's functions to secure improvement in quality of services					CNO			
Approve system-level arrangements to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes					CMO			
Approve the arrangements for discharging NHS STW's functions to reduce inequalities					CSO			
Approve the arrangements for discharging NHS STW's functions to obtain appropriate advice from Directors of Public Health					CSO			
Approve the arrangements for discharging NHS STW's functions to regard to effect of decisions	✓							
Approve the arrangements for discharging NHS STW's functions relating to Public involvement and consultation				✓				
Approve the arrangements for discharging NHS STW's functions to have regard to assessments and strategies					CNO			
Approve arrangements for complying with the NHS Provider Selection Regime	✓							

Agree implementation in Place of the arrangements for complying with the NHS Provider Selection Regime.	✓							
Approval of the annual report and annual accounts.	✓							
Recommend the annual report and accounts for approval to the Board		Audit Committee						
Approve the arrangements for discharging the statutory financial duties					CFO			
Approve the arrangements for discharging the statutory health and safety duties as an employer.					CPO			
Preparation of proposed amendments to the constitution and standing orders				✓				
Approval to submit proposed amendments to the constitution and standing orders to NHS England for final approval	✓							
Preparation of proposed amendments to the Governance Handbook				✓				
Approval of proposed amendments to the Governance Handbook	✓							
Approval of the arrangements, policies and procedures, for the management of conflicts of interest (contained in the Governance Handbook)	✓							

Propose changes to terms of reference for the committees		All Committees as required				All, as required		
Propose changes to terms of reference for the sub-committees		All Sub committees as required				All, as required		
Approve the appointment of the Deputy Chair of NHS STW from amongst the Non Executive Directors except for the Audit Committee Chair.	✓							
Approve changes to terms of reference for committees	✓							
Approve changes to terms of reference for sub committees, groups and task and finish groups		Parent Committee						
Approve membership of committees			✓					
Approve membership of sub committees			✓					
Approve arrangements and appointments of Board membership			✓					
Prepare the scheme of reservation and delegation contained in the Governance Handbook				✓				
Discharge an urgent decision where a meeting of NHS STW cannot be convened consulting with as many members as possible given the circumstances			✓	✓				

Approve (including any changes) the scheme of reservation and delegation contained in the Governance Handbook	✓							
Execute a document by signature/use of seal			✓	✓	CFO			
Approval of changes to the provision or delivery of audit assurance services to the Board	✓							
Propose changes to the provision or delivery of audit assurance services to the Board		Auditor Panel						
Approve proposals for action on litigation against or on behalf of the Board				✓	CFO, CNO, CMO, CDO, CSO			
Responsibility for overseeing discharge of statutory responsibilities in relation to safeguarding		Quality and Performance Committee						
Receive and approve annual internal and external audit plans		Audit Committee						
Receive and approve internal and external audit reports and recommendations		Audit Committee						
		Audit Committee						

Approve NHS STW's policy management arrangements and oversight, including the policy on the management of policies, supporting plans, policies and procedures.								
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### 3. FINANCE. CONTRACTING AND PROCUREMENT

Preparation of Finance policies and Procedures					CFO			
Approval of Finance Policies and Procedures		Finance Committee						
Development of Standing financial instructions					CFO			
Approval of Standing Financial Instructions as part of the Governance Handbook	✓							
Determine the strategic financial framework of NHS STW and monitor performance against		Finance Committee						
Develop an approach to distribute the resource allocation through commissioning and direct allocation to drive agreed change based on NHS STW strategy		Finance Committee						
Approve an approach to distribute the resource allocation through commissioning and direct allocation to drive agreed change based on NHS STW strategy	✓							
Develop a medium- and long-term financial plan for recommendation to the Board which demonstrates ongoing value and recovery		Finance Committee						
Approve a medium- and long-term financial plan	✓							

Oversee the management of the system financial target and NHS STW 's own financial targets against the Finance Plan		Finance Committee						
Develop a system finance staff development strategy					CFO			
Approve a system finance staff development strategy		Finance Committee						
Monitor arrangements for risk sharing and or risk pooling with other organisations (for example arrangements for pooled funds with other Group's or pooled budget arrangements under section 75 of the NHS Act 2006).		Finance Committee						
Approve arrangements for managing exceptional funding requests.		Strategic Commissioning Committee						
Approve exceptional individual funding requests		Individual Funding Request Panel						
Determine whether proper process has been followed by the Individual Funding Panel when considering an individual funding request.		Individual Funding Request Appeal Panel						
Approval of the banking arrangements					CFO			
Approve the counter fraud and security management arrangements, including supporting plans, policies and procedures		Audit Committee						

Approval of contracts/contract variations for any healthcare services within approved budgets to include GMS, PMS and APMS under delegation from NHS England		Strategic Commissioning Committee						
Approval of non-healthcare contracts outside approved budgets.				✓	Or CFO			
Approval of non-healthcare contracts within approved budgets.		As per budget holder delegation outlined in the Standing Financial Instructions						
Recommend approval of healthcare contracts outside approved budgets.		Finance Committee						
Approval of healthcare contracts outside approved budgets.	✓							
To approve, that NHS STW proceeds to procurement for healthcare services which will include the approval of the timeline for procurement, the proposal for procurement and the service specification.		Strategic Commissioning Committee						
To approve the award of healthcare services procurement.		Strategic Commissioning Committee						
To approve the extension of a non-healthcare contract, where provision for an extension has been made within the contract terms.				✓	or one of: CFO, CMO, CNO, ED CDO,			



					CSO			
To approve the extension of a healthcare contract, where provision for an extension has been made within the contract terms.		Strategic Commissioning Committee						
To approve procurement for non-healthcare services which will include the approval of the timeline for procurement, the proposal for procurement and the service specification.				✓	Or one of: CFO, CMO, CNO, CDO, CSO			
To approve the award of non-healthcare services procurement within approved budgets.				✓	Or one of: CFO, CMO, CNO, CDO, CSO			
Approval of tenders and contracts	In line with financial limits set within Standing Financial Instructions							
<b>4. COMMISSIONING</b>								
Approve the policies and procedures to support the arrangements for discharging the statutory duties associated with its clinical and non-clinical commissioning functions.		Strategic Commissioning Committee						
		Strategic Commissioning Committee						

Developing a plan to meet the health and healthcare needs of the population (all ages) within NHS STW area having regard to the Integrated Care strategy								
Establishing joint working arrangements with partners that embed collaboration as the basis for delivery within the plan.	✓							
Arranging for the provision of health services in line with allocated resources across the ICS by putting contracts and agreements in place to secure delivery of its plan by providers		Strategic Commissioning Committee						
Arranging for the provision of health services in line with allocated resources across the ICS by supporting the development of primary care networks (PCNs) as the foundations of out of hospital care and building blocks of place based partnerships including through investment in PCN management support, data and digital capabilities, workforce development and estates		Strategic Commissioning Committee						
Arranging for the provision of health services in line with allocated resources across the ICS by working with local authority and voluntary, community and social enterprise (VCSE) sector partners to put in place personalised care for people, including assessment and provision of continuing healthcare and funded nursing care and agreeing personal health budgets and direct payments for care.		Strategic Commissioning Committee						

Leading system wide action on data and digital: working with partners across the NHS and with local authorities to put in place smart digital and data foundations to connect health and care services to put the citizen at the centre of their care		Strategic Commissioning Committee						
Using joined up data and digital capabilities to understand local priorities, track delivery of plans, monitor and address unwarranted variation, health inequalities and drive continuous improvement in performance and outcomes		Strategic Commissioning Committee						
Through joint working between health, social care and other partners including police, housing, safeguarding partnerships, employment and welfare services, ensuring that the NHS plays a full part in achieving wider goals of social and economic development and environmental sustainability	✓							
Driving joint work on estates, procurement, supply chain and commercial strategies to maximise value for money across the system and support wider goals of development and sustainability.		Strategic Commissioning Committee						
Planning for, responding to and leading recovery from incidents (EPRR) to ensure the NHS and partner organisations are joined up at times of greatest need, including taking on incident co-ordination responsibilities as delegated by NHS England				✓				

Approval of delegated responsibilities by NHS England in relation to specialised commissioning						Joint West Midlands NHS Delegated Commissioning Committee		
Preparing a performance assurance framework (PAF)		Quality and Performance Committee						
Approving a performance assurance framework (PAF)	✓							

5. PEOPLE							
Develop ICS System People Plan		ICS People, Culture and Inclusion Committee					
Approval of ICS System People Plan	✓						
Leading system implementation of people priorities including delivery of people plan and People Promise by aligning partners across the ICS to develop and support "one workforce" including through closer collaboration across the health and care sector with local government the voluntary and community sector and volunteers.		ICS People, Culture and Inclusion Committee					
Approval of arrangements to discharge the ICB's People /HR and Equality, Diversity and Inclusion responsibilities as an employer;				ICB Executive Group			
Approval of arrangements to discharge the ICB's Equality, Diversity and Inclusion responsibilities as an employer				ICB Executive Group			
Approval of arrangements to discharge the ICB's Health and Safety responsibilities as an employer;				ICB Executive Group			
Preparation of HR systems, policies and procedures to support the arrangements for discharging the statutory duties of NHS STW as an employer.				CPO			

Preparation of Equality, Diversity and Inclusion systems, policies and procedures to support the arrangements for discharging the statutory duties of NHS STW as an employer.					CPO		
Preparation of Health and Safety systems, policies and procedures to support the arrangements for discharging the statutory duties of NHS STW as an employer.			✓				
Approve the policies and procedures to support the arrangements for discharging the statutory duties of NHS STW as an employer to include but not limited to: <ul style="list-style-type: none"> <li>• HR/People Equality,</li> <li>• Diversity and Inclusion and</li> <li>• Health and Safety.</li> </ul>					ICB Executive Group		
Approve the annual evidence submissions on behalf of the Board for: <ul style="list-style-type: none"> <li>• Equality Delivery System 2 (EDS2)</li> <li>• Workforce Race Equality Standard (WRES)</li> <li>• Workforce Disability Equality Standard (WDES)</li> </ul>					ICB Executive Group		
Recommend the terms and conditions, remuneration and travelling or other allowances, including pensions and gratuities of staff on agenda for change.				✓	CPO		
Approve the terms and conditions, remuneration and travelling or other allowances, including pensions and gratuities of staff on agenda for change.		Remuneration Committee					

Recommend pensions, remuneration, fees and allowances payable to employees and to other persons providing services to NHS STW not covered by Agenda for Change.			✓	✓	CPO			
Approve pensions, remuneration, fees and allowances payable to employees and to other persons providing services to NHS STW not covered by Agenda for Change.		Remuneration Committee						
Recommend the financial arrangements for termination of employment, including the terms of any compensation packages and other contractual terms, excluding ill health and normal retirement, for all employees			✓	✓	CPO			
Approve the financial arrangements for termination of employment, including the terms of any compensation packages and other contractual terms, excluding ill health and normal retirement, for all employees		Remuneration Committee						
Recommend the business cases for staff who wish to retire and then return to employment that have been considered and recommended by the Executive team.				✓	CPO			
Approve business cases for staff who wish to retire and return to employment		Remuneration Committee						
Recommend disciplinary arrangements for employees, including the Executive Officers and for other persons working on behalf of NHS STW				✓	CPO			

Approve disciplinary arrangements for employees, including the Executive Officers and for other persons working on behalf of NHS STW	✓						
<b>6. QUALITY AND SAFETY</b>							
Approve arrangements, including supporting strategies and plans, to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes.		Quality and Performance Committee					
Approve arrangements for supporting NHS England in discharging its responsibilities in relation to securing continuous improvement in the quality of general medical services.		Quality and Performance Committee					
Preparation the Quality Strategy		Quality and Performance Committee					
Approve the policies and procedures to support the arrangements for discharging the statutory duties associated with and including, but not limited to; quality, safety, safeguarding and IPC		Quality and Performance Committee					
Approval of the Quality Strategy	✓						



Oversee the implementation of the Quality Strategy		Quality and Performance Committee						
Oversee the effective reporting and learning from safety incidents		Quality and Performance Committee						
Monitor feedback from compliments and complaints and provide assurance to the Board regarding their timely management		Quality and Performance Committee						
<b>7. RISK MANAGEMENT</b>								
Prepare the arrangements, policies and procedures in relation to risk management					CEO			
Approve the arrangements, policies and procedures in relation to risk management		Audit Committee						
Approval of the risk appetite of the ICS/ICB	✓							
Approve arrangements for risk sharing and or risk pooling with other organisations (for example arrangements for pooled funds with other Group's or pooled budget arrangements under section 75 of the NHS Act 2006).	✓							
Approve a comprehensive system of internal control, including budgetary control, which underpins the effective, efficient and economic operation of the ICS		Audit Committee						
Approve the arrangements, including supporting plans, policies and procedures for business continuity and EPRR.		Audit Committee						

Approve the use of resources out of hours for exceptional circumstances and limited to situations of necessity				Director on Call			
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8. INFORMATION GOVERNANCE								
Develop arrangements, including supporting policies and procedures, for handling Freedom of Information requests.					CEO			
Approve arrangements, including supporting policies and procedures, for handling Freedom of Information requests.		Audit Committee						
Recommend arrangements, including supporting policies and procedures for ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data.					CEO			
Approval of arrangements, including supporting policies and procedures for ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data.		Audit Committee						
Oversee the management of IG breaches and the reporting of IG Breaches, where appropriate, to the ICO					CFO (as SIRO)			
9. PARTNERSHIP WORKING								
<p>To the extent permitted by law, authority to enter into arrangements with one or more relevant Local Authority in respect of:</p> <ul style="list-style-type: none"> <li>• delegating specified commissioning functions to the Local Authority;</li> <li>• exercising specified commissioning functions jointly with the Local Authority;</li> <li>• exercising any specified health-related functions on behalf of the Local Authority.</li> </ul>	✓							

<p>Agree formal and legal arrangements to make payments to, or receive payments from, a Local Authority or pool funds for the purpose of joint commissioning.</p>	✓							
<p>For the purposes of collaborative commissioning arrangements with a Local Authority, make the services of its employees or any other resources available to the Local Authority; and receive the services of the employees or the resources from the Local Authority.</p>	✓							
<p>For the purposes of joint commissioning arrangements with other ICSs, to</p> <ul style="list-style-type: none"> <li>• delegate any of the ICSs commissioning functions to another ICS</li> <li>• exercise any of the Commissioning Functions of another ICS; or</li> <li>• exercise jointly the Commissioning Functions of the ICS and another ICS;</li> </ul> <p>and for the purposes of the above; to:</p> <ul style="list-style-type: none"> <li>• make payments to, or receive payments from, another ICS; or</li> <li>• make the services of its employees or any other resources available to another ICS; or</li> <li>• receive the services of the employees or the resources available to another ICS.</li> </ul>	✓							
<p>For the purposes of joint commissioning arrangements with other ICSs, to establish and maintain a pooled fund made up of contributions by all of the ICSs working together jointly.</p>	✓							

Approve decisions that individual members or employees participating in joint arrangements can take. Such delegated decisions must be disclosed in this scheme of reservation and delegation.	✓							
Authority to enter into strategic or other transformation discussions with its partner organisations	✓							
<b>10. DELEGATED FUNCTIONS RELATED TO THE COMMISSIONING OF PRIMARY MEDICAL SERVICES UNDER SECTION 83 OF THE NHS ACT</b>								
Discharge of the delegated commissioning by NHS England of primary care commissioning in accordance with section 65Z5 of the NHS Act and as outlined in the NHSE delegation agreement dated March 2023 where this relates to the planning, design and commissioning of services.		Strategic Commissioning Committee						
Decisions in relation to the commissioning and management of Primary Medical Services;		Strategic Commissioning Committee						
Planning Primary Medical Care Services in the Area		Strategic Commissioning Committee						
Undertaking reviews of Primary Medical Care Services in respect of the Area;		Strategic Commissioning Committee						
Approval of budget and plan for management of the Delegated Funds in the Area and management of Delegated Funds outside of approved budget;		Strategic Commissioning Committee						
Management of the Delegated Funds in the Area within approved budget and plan.		Primary Access and Transformation Group						

Co-ordinating a common approach to the commissioning and delivery of Primary Medical Care Services with other health and social care bodies in respect of the Area where appropriate; and		Strategic Commissioning Committee						
Such other ancillary activities that are necessary in order to exercise the Delegated Functions.		Strategic Commissioning Committee						
<b>11. DELEGATED FUNCTIONS TO THE WEST MIDLANDS ICBs JOINT COMMITTEE</b>								
The ICB's Chief Executive Officer or their designated representative where they are unable to attend, has full authority to act on behalf of the ICB within the delegation outlined in this section below at the West Midlands ICBs Joint Committee.		The West Midlands ICBs Joint Committee		✓				
<p>Discharge of the delegated commissioning by NHS England of primary care commissioning in accordance with section 65Z5 of the NHS Act and as outlined in the NHSE delegation agreement dated March 2023, schedule 4 and in the Schedule of Services in the Agreement in relation to the establishment and operation of the joint working arrangements - Tier One Joint Committee West Midlands:</p> <p>Decisions in relation to the commissioning and management of:</p> <ul style="list-style-type: none"> <li>a) Primary Prescribed Community Dental Services</li> <li>b) Primary Prescribed Community Pharmaceutical Services; and</li> </ul>		The West Midlands ICBs Joint Committee						

c) Primary Ophthalmic Services.								
<p>Primary Prescribed Community Dental Services:</p> <ul style="list-style-type: none"> <li>• Decisions in relation to the commissioning and management of Primary Prescribed Community Dental Services;</li> <li>• Planning Primary Prescribed Community Dental Care Services in the Area, including carrying out needs assessments;</li> <li>• Undertaking reviews of Primary Prescribed Community Dental Care Services in respect of the Area;</li> <li>• Management of the Delegated Funds in the Area;</li> <li>• Co-ordinating a common approach to the commissioning and delivery of Primary Prescribed Community Dental Care Services with other health and social care bodies in respect of the Area where appropriate; and</li> <li>• Such other ancillary activities that are necessary in order to exercise the Delegated Functions.</li> </ul>		The West Midlands ICBs Joint Committee						
<p>Primary Prescribed Community Pharmaceutical Services:</p> <ul style="list-style-type: none"> <li>• Decisions in relation to the commissioning and management of Primary Prescribed Community Pharmaceutical Services;</li> <li>• Planning Primary Prescribed Community Pharmaceutical Services in the Area, including carrying out needs assessments;</li> </ul>		The West Midlands ICBs Joint Committee						

<ul style="list-style-type: none"> <li>• Undertaking reviews of Primary Prescribed Community Pharmaceutical Services in respect of the Area;</li> <li>• Management of the Delegated Funds in the Area;</li> <li>• Co-ordinating a common approach to the commissioning and delivery of Primary Prescribed Community Pharmaceutical Services with other health and social care bodies in respect of the Area where appropriate; and</li> <li>• Such other ancillary activities that are necessary in order to exercise the Delegated Functions.</li> </ul>								
<p>Primary Ophthalmic Services</p> <ul style="list-style-type: none"> <li>• Decisions in relation to the commissioning and management of Primary Ophthalmic Services;</li> <li>• Planning Primary Ophthalmic Services in the Area, including carrying out needs assessments;</li> <li>• Undertaking reviews of Primary Ophthalmic Services in respect of the Area;</li> <li>• Management of the Delegated Funds in the Area;</li> <li>• Co-ordinating a common approach to the commissioning and delivery of Primary Ophthalmic Care Services with other health and social care bodies in respect of the Area where appropriate; and</li> <li>• Such other ancillary activities that are necessary in order to exercise the Delegated Functions.</li> </ul>		<p>The West Midlands ICBs Joint Committee</p>						
<p>NHS England delegates to the ICB the statutory function for commissioning the <b>Specialised Services</b> in delegation agreement dated 31<sup>st</sup> March 2024 and set out in the</p>		<p>The West Midlands</p>						



<p>Schedule 2 (<i>Delegated Services</i>) subject to the reservations set out in Schedule 4 (<i>Retained Functions</i>) and the provisions of any Developmental Arrangements set out in Schedule 9.</p> <p>Subject to the reservations set out in Schedule 4 (<i>Reserved Functions</i>) and the provisions of any Developmental Arrangements, NHS England delegates to the ICB the statutory function for commissioning the Delegated Services. This Schedule 3 sets out the key powers and duties that the ICB will be required to carry out in exercise of the Delegated Functions being, in summary:</p> <ul style="list-style-type: none"> <li>• decisions in relation to the commissioning and management of Delegated Services;</li> <li>• planning Delegated Services for the Population, including carrying out needs assessments;</li> <li>• undertaking reviews of Delegated Services in respect of the Population;</li> <li>• supporting the management of the Specialised Commissioning Budget;</li> <li>• co-ordinating a common approach to the commissioning and delivery of Delegated Services with other health and social care bodies in respect of the Population where appropriate; and</li> <li>• such other ancillary activities that are necessary to exercise the Specialised Commissioning Functions.</li> </ul>		ICBs Joint Committee						
<p>Provision of a forum for collective discussion, agreement and decisions by the constituent members of the committee that is consistent with the delegated limits of each ICB's standing</p>		The West Midlands ICBs Joint Committee						

financial orders. So enabling the ICBs to collaborate on areas of work and opportunities that arise.								
Determination of the most appropriate commissioning governance and operation arrangements for any functions and services delegated to the committee by the six ICBs.		The West Midlands ICBs Joint Committee						
Determination of the most appropriate working group arrangements, reporting into the joint committee to enable the efficient and effective operation of the responsibilities that have been delegated to the committee by the six ICBs.		The West Midlands ICBs Joint Committee						

### 3. Standing Financial Instructions

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## **1. Purpose and Statutory Framework**

- 1.1 In accordance with the Act as amended, NHS England is mandated to publish guidance for ICBs, to which each ICB must have regard, in order to discharge their duties.
- 1.2 The purpose of this governance document is to ensure that NHS Shropshire, Telford and Wrekin (NHS STW) fulfils its statutory duty to carry out its functions effectively, efficiently and economically. The SFIs are part of NHS STW's control environment for managing the organisation's financial affairs as they are designed to ensure regularity and propriety of financial transactions.
- 1.3 SFIs define the purpose, responsibilities, legal framework and operating environment of NHS STW. They enable sound administration, lessen the risk of irregularities and support commissioning and delivery of effective, efficient and economical services.
- 1.4 NHS STW is established under Chapter A3 of Part 2 of the National Health Service Act 2006, as inserted by the Health and Care Act 2022 and has the general function of arranging for the provision of services for the purposes of the health services in England in accordance with the Act.
- 1.5 Each ICB is to be established by order made by NHS England for an area within England, the order establishing an ICB makes provision for the constitution of NHS STW.
- 1.6 All members of NHS STW (its board) and all other Officers should be aware of the existence of these documents and be familiar with their detailed provisions. NHS STW SFIs will be made available to all Officers on the intranet and internet website for each statutory body.
- 1.7 Should any difficulties arise regarding the interpretation or application of any of these SFIs, the advice of the Accountable Officer or the Chief Finance Officer must be sought before acting.
- 1.8 Failure to comply with the SFIs may result in disciplinary action in accordance with NHS STW's applicable disciplinary policy and procedure in operation at that time.
- 1.9 Any changes to the SFIs will require the approval of NHS STW's Board.

## **2. Scope**

- 2.1 All officers of NHS STW, without exception, are within the scope of the SFIs without limitation. The term officer includes permanent employees, secondees and contract workers.
- 2.2 Within this document, words imparting any gender include any other gender. Words in the singular include the plural and words in the plural include the singular.
- 2.3 Any reference to an enactment is a reference to that enactment as amended.
- 2.4 Unless a contrary intention is evident, or the context requires otherwise, words or expressions contained in this document, will have the same meaning as set out in the applicable Act.

## **3. Roles and Responsibilities**

### **3.1 Staff**

- 3.1.1 All ICB Officers are severally and collectively, responsible to their respective employer(s) for:
  - abiding by all conditions of any delegated authority;
  - the security of the statutory organisations property and avoiding all forms of loss;
  - ensuring integrity, accuracy, probity and value for money in the use of resources; and
  - conforming to the requirements of these SFIs

### **3.2 Accountable Officer**

- 3.2.1 NHS STW constitution provides for the appointment of the Chief Executive Officer by the NHS STW chair. The Chief Executive Officer is the Accountable Officer for NHS STW and is personally accountable to NHS England for the stewardship of ICBs allocated resources.
- 3.2.2 The Chief Finance Officer reports directly to NHS STW Accountable Officer and is professionally accountable to the NHS England regional finance director
- 3.2.3 The Accountable Officer will delegate to the Chief Finance Officer the following responsibilities in relation to NHS STW:
  - preparation and audit of annual accounts;

- adherence to the directions from NHS England in relation to accounts preparation;
- ensuring that the allocated annual revenue and capital resource limits are not exceeded, jointly, with system partners;
- ensuring that there is an effective financial control framework in place to support accurate financial reporting, safeguard assets and minimise risk of financial loss;
- meeting statutory requirements relating to taxation;
- ensuring that there are suitable financial systems in place (see Section 6)
- meets the financial targets set for it by NHS England;
- use of incidental powers such as management of ICB assets, entering commercial agreements;
- the Governance statement and annual accounts and reports are signed;
- planned budgets are approved by the relevant Board; developing the funding strategy for NHS STW to support the board in achieving ICB objectives, including consideration of place-based budgets;
- making use of benchmarking to make sure that funds are deployed as effectively as possible;
- executive members (partner members and non-executive members) and other officers are notified of and understand their responsibilities within the SFIs;
- specific responsibilities and delegation of authority to specific job titles are confirmed;
- financial leadership and financial performance of NHS STW;
- identification of key financial risks and issues relating to robust financial performance and leadership and working with relevant providers and partners to enable solutions; and

- the Chief Finance Officer will support a strong culture of public accountability, probity, and governance, ensuring that appropriate and compliant structures, systems, and process are in place to minimise risk.

### **3.3 Audit Committee**

3.3.1 The board and accountable officer should be supported by an Audit Committee, which should provide proactive support to the board in advising on:

- the management of key risks
- the strategic processes for risk;
- the operation of internal controls;
- control and governance and the governance statement;
- the accounting policies, the accounts, and the annual report of NHS STW;
- the process for reviewing of the accounts prior to submission for audit, management's letter of representation to the external auditors; and the planned activity and results of both internal and external audit.

## **4. Management accounting and business management**

4.1 The Chief Finance Officer is responsible for maintaining policies and processes relating to the control, management and use of resources across NHS STW.

4.2 The Chief Finance Officer will delegate the budgetary control responsibilities to budget holders through a formal documented process.

4.3 The Chief Finance Officer will ensure:

- the promotion of compliance to the SFIs through an assurance certification process;
- the promotion of long term financial health for the NHS system (including ICS);
- budget holders are accountable for obtaining the necessary approvals and oversight of all expenditure incurred on the cost centres they are responsible for;

- the improvement of financial literacy of budget holders with the appropriate level of expertise and systems training;
  - that the budget holders are supported in proportion to the operational risk; and
  - the implementation of financial and resources plans that support the NHS Long term plan objectives.
- 4.4 In addition, the Chief Finance Officer should have financial leadership responsibility for the following statutory duties:
- NHS STW, in conjunction with its partner NHS trusts and NHS foundation trusts, to exercise its functions with a view to ensuring that, in respect of each financial year;
    - local capital resource use does not exceed the limit specified in a direction by NHS England;
    - local revenue resource use does not exceed the limit specified in a direction by NHS England;
    - the duty of NHS STW to perform its functions as to secure that its expenditure does not exceed the aggregate of its allotment from NHS England and its other income; and
    - the duty of NHS STW, in conjunction with its partner trusts, to seek to achieve any joint financial objectives set by NHS England for NHS STW and its partner trusts.
- 4.5 The Chief Finance Officer and any senior officer responsible for finance within NHS STW should also promote a culture where budget holders and decision makers consult their finance business partners in key strategic decisions that carry a financial impact.



## **5. Income, banking arrangements and debt recovery**

### **5.1 Income**

5.1.1 An ICB has power to do anything specified in section 7(2)(a), (b) and (e) to (h) of the Health and Medicines Act 1988 for the purpose of making additional income available for improving the health service.

5.1.2 The Chief Finance Officer is responsible for:

- ensuring order to cash practices are designed and operated to support efficient, accurate and timely invoicing and receipting of cash. The processes and procedures should be standardised and harmonised across the NHS System by working cooperatively with the Shared Services provider; and
- ensuring the debt management strategy reflects the debt management objectives of NHS STW and the prevailing risks;

### **5.2 Banking**

5.2.1 The Chief Finance Officer is responsible for ensuring NHS STW complies with any directions issued by the Secretary of State with regards to the use of specified banking facilities for any specified purposes.

5.2.2 The Chief Finance Officer will ensure that for each account there is an up to date schedule of those persons authorised to release funds from the account and that copies of such schedules are held by the bank and any third parties providing relevant financial services to NHS STW.

5.2.3 The Chief Finance Officer will ensure that:

- NHS STW holds the minimum number of bank accounts required to run the organisation effectively. These should be raised through the government banking services contract; and
- NHS STW has effective cash management policies and procedures in place. payments made do not exceed the amount credited to an account;
- NHS STW complies with any mandatory requirements or guidance as regards the level of account balances;
- NHS STW meets any mandatory requirement or guidance as regards the level of cash to be used within any specified period.

## **5.3 Debt management**

5.3.1 The Chief Finance Officer is responsible for NHS STW debt management strategy. This includes:

- a debt management strategy that covers end-to-end debt management from debt creation to collection or write-off in accordance with the losses and special payment procedures;
- ensuring the debt management strategy covers a minimum period of 3 years and must be reviewed and endorsed by NHS STW board every 12 months to ensure relevance and provide assurance;
- accountability to NHS STW board that debt is being managed effectively;
- accountabilities and responsibilities are defined with regards to debt management to budget holders; and
- responsibility to appoint a senior officer responsible for day to day management of debt.

## **6. Financial systems and processes**

### **6.1 Provision of finance systems**

6.1.1 The Chief Finance Officer is responsible for ensuring systems and processes are designed and maintained for the recording and verification of finance transactions such as payments and receivables for NHS STW.

6.1.2 The systems and processes will ensure, inter alia, that payment for goods and services is made in accordance with the provisions of these SFIs, related procurement guidance and prompt payment practice.

6.1.3 As part of the contractual arrangements for ICBs officers will be granted access where appropriate to the Integrated Single Financial Environment ("ISFE"). This is the required accounting system for use by ICBs. Access is based on single access log on to enable users to perform core accounting functions such as to transacting and coding of expenditure/income in fulfilment of their roles.

6.1.4 The Chief Finance Officer will, in relation to financial systems:

- promote awareness and understanding of financial systems, value for money and commercial issues;

- ensure that transacting is carried out efficiently in line with current best practice – e.g. e-invoicing
- ensure that NHS STW meets the required financial and governance reporting requirements as a statutory body by the effective use of finance systems;
- enable the prevention and the detection of inaccuracies and fraud, and the reconstitution of any lost records;
- ensure that the financial transactions of the authority are recorded as soon as, and as accurately as, reasonably practicable;
- ensure publication and implementation of all ICB business rules and ensure that the internal finance team is appropriately resourced to deliver all statutory functions of NHS STW;
- ensure that risk is appropriately managed;
- ensure identification of the duties of officers dealing with financial transactions and division of responsibilities of those officers;
- ensure NHS STW has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of NHS STW;
- ensure that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes; and

where another health organisation or any other agency provides a computer service for financial applications, the Chief Finance Officer shall periodically seek assurances that adequate controls are in operation.

## **7. Procurement and purchasing**

### **7.1 Principles**

- 7.1.1 The Chief Finance Officer will take a lead role on behalf of NHS STW to ensure that there are appropriate and effective financial, contracting,

monitoring and performance arrangements in place to ensure the delivery of effective health services.

- 7.1.2 NHS STW must ensure that procurement activity is in accordance with the Public Contracts Regulations 2015 (PCR) for non-healthcare services and the Healthcare Services (Provider Selection Regime (PSR) Regulation 2023 for all healthcare services and associated statutory requirements whilst securing value for money and sustainability.
- 7.1.3 NHS STW must consider, as appropriate, any applicable NHS England guidance that does not conflict with the above.
- 7.1.4 NHS STW must have a Procurement Policy which sets out all of the legislative requirements.
- 7.1.5 All revenue and non-pay expenditure must be approved, in accordance with these SFIs, prior to an agreement being made with a third party that enters a commitment to future expenditure.
- 7.1.6 All officers must ensure that any conflicts of interest are identified, declared and appropriately mitigated or resolved in accordance with NHS STW standards of business conduct policy.
- 7.1.7 Budget holders are accountable for obtaining the necessary approvals and oversight of all expenditure incurred on the cost centres they are responsible for. This includes obtaining the necessary internal and external approvals which vary based on the type of spend, prior to procuring the goods, services or works.
- 7.1.8 Undertake any contract variations or extensions in accordance with PCR 2015 (non-healthcare) and PSR (healthcare) and NHS STW procurement policy.
- 7.1.10 Retrospective expenditure approval should not be permitted. Any such retrospective breaches require approval from any committee responsible for approvals before the liability is settled. Such breaches must be reported to the Audit Committee.

## **7.2 Tendering & Contracting**

### **7.2.1 Quotations: Competitive and Non-Competitive**

Quotations are required where formal tendering procedures are not adopted and where the intended expenditure or income exceeds, or is reasonably expected to exceed, £25,000 (this figure to be reviewed periodically).

#### **7.2.1.1 Competitive Quotations**

- a) Competitive quotations must be obtained in line with the limits stated in NHS STW's financial scheme of delegation.
  
- b) Quotations should be in writing unless it is impractical to do so in which case they may be obtained by telephone or electronically. Confirmation of telephone or electronic quotations should be obtained in writing without delay, and the reasons why the non-written quotation was obtained should be set out in a permanent record.
  
- c) All quotations should be treated as confidential and should be retained for inspection.
  
- d) The quotations should be evaluated and the one selected should provide the best value for money. If this is not the lowest quotation, then the choice made and the reasons why should be recorded in a permanent record, and pre-approved by the Chief Finance Officer.

#### **7.2.1.2 Non- competitive Quotations**

Non-competitive quotations in writing (i.e. from a limited range of providers) may be obtained in the following circumstances:

- a) The supply of proprietary or other goods of a special character and the rendering of services of a special character, for which it is not possible or desirable to obtain competitive quotations;
- b) The supply of goods or manufactured articles of any kind which are required quickly and are not obtainable under existing contracts.

No quotation shall be accepted which will commit expenditure in excess of that which has been allocated by NHS STW and which is not in accordance with SFIs except with the authorisation of the Chief Finance Officer.

#### **7.2.2 Formal Competitive Tendering**

NHS STW shall ensure that competitive tenders are invited for:

- The supply of goods and materials;

- The rendering of services including all forms of management consultancy services (other than specialised services sought from or provided by the DH); for special arrangements governing the engagement of management consultants;
- For the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens).

#### **7.2.2.1 Healthcare Services**

Where NHS STW elects to invite tenders for the supply of healthcare services, these SFIs shall apply as far as they are applicable to the tendering procedure and must follow the principles of the PSR. There are no financial threshold restrictions

#### **7.2.2.2 Exceptions and Instances where Formal Tendering need not be applied**

Formal tendering procedures need not be applied (only applies to non-healthcare services):

- a) The estimated expenditure or income does not, or is not reasonably expected to exceed £75,000 for the life of the contract. (this figure to be reviewed periodically); or
- b) Where the supply is proposed under special arrangements negotiated by the DH in which event the said special arrangements must be complied with.

#### **7.2.2.3 Formal tendering procedures may be waived in the following circumstances:**

- a) In exceptional circumstances where the Accountable Officer decides that formal tendering procedures would not be practicable or the estimated expenditure or income would not warrant formal tendering procedures, and the circumstances are detailed in an appropriate ICB record;
- b) Where the requirement is covered by an existing contract;
- c) Where Crown Commercial Services framework agreements (or alternative framework agreements) are in place;
- d) Where a consortium arrangement is in place and a lead organisation has been appointed to carry out tendering activity on behalf of the consortium members;
- e) Where the timescale genuinely precludes competitive tendering but failure to plan the work properly would not be regarded as a justification for a single tender;
- f) Where specialist expertise is required and is available from only one source;

- g) When the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate;
- h) There is a clear benefit to be gained from maintaining continuity with an earlier project. However in such cases the benefits of continuity must outweigh any potential financial advantage to be gained by competitive tendering;
- i) For the provision of legal advice and services providing that any legal firm or partnership commissioned by NHS STW is regulated by the Law Society for England and Wales for the conduct of their business (or by the Bar Council or England and Wales in relation to the obtaining of Counsel's opinion) and is generally recognised as having sufficient expertise in the area of work for which they are commissioned. The Chief Finance Officer shall ensure that any fees paid are reasonable and within commonly accepted rates for the costing of such work;

The waiving of competitive quotations or tendering procedures must not be used to avoid competition, nor for administrative convenience, nor simply to award further work to a consultant originally appointed through a competitive procedure.

Where it is decided that competitive quotations or tendering is not applicable and may be waived, the fact of the waiver and the reasons, should be documented and recorded in an appropriate ICB record which must receive prior authorisation from the Accountable Officer or Chief Finance Officer. All waivers will be reported to the Audit Committee and will be subject to scrutiny

### 7.2.3 Fair and Open Competition

NHS STW shall ensure that it complies with the Procurement Regulations which are based on the principles of fairness, equal treatment, non-discrimination, and transparency. Tenders will be advertised in line with these principles to ensure fair and open competition.

### 7.2.4 List of Approved Firms

The Accountable Officer or Chief Finance Officer shall ensure that normally the firms/ individuals invited to tender (and where appropriate, quote) are among those on approved lists. Where, in the opinion of the Chief Finance Officer, it is desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the Accountable Officer.

### 7.2.5 Items which subsequently breach thresholds after original approval

Items estimated to be below the limits set in these SFIs for which formal tendering procedures are not used, but which subsequently prove to have a value above such limits, shall be reported to the Accountable Officer and must be considered in line with the Public Contract Regulations, Reg 72.

Modifications which could be deemed a substantial change are required to be re-tendered.

### 7.2.6 Confidentiality of information received

NHS STW has policies and procedures in place to meet its information governance, data security and protection obligations and to enable NHS STW to fulfil its information governance responsibilities. These policies provide a framework to bring together all of the requirements, standards and best practice that apply to the handling of confidential, business sensitive and personal information and include; Data Protection; Data Quality; Records Management; Access to Information; Freedom of Information and IT/Network Security.

### 7.2.7 Invitation to Tender

a) All invitations to tender shall state the date and time as being the latest time for the receipt of tenders;

b) In line with Public Contract Regulations, Reg 22, all tenders must be conducted through the eTendering System unless there are exceptional circumstances, (e.g.: risk of breach of security). The opening and recording of these tenders will be managed by the authorised user and retained on the portal as a fully auditable record.

c) Every tender for goods, materials, services or disposals shall embody such of the NHS Standard Contract Conditions as are applicable. Every tenderer must give a written undertaking not to engage in collusive tendering or other restrictive practice.

#### **7.2.7.1 Receipt of Safe Custody Tenders**

Formal competitive tenders are date and time stamped at the point of submission via the eTendering System and cannot be accessed until the closing date has passed. An electronic process for the acceptance/rejection of tenders is undertaken by the Procurement Lead in liaison with the Commissioner.



### **7.2.7.2 Accessing Tenders**

After the stated closure date the Procurement Lead accesses the tenders via the eTendering System. The Procurement Lead must remain impartial throughout the tender process and any issues that may occur, (e.g.: a late tender), must be discussed with the Commissioner and escalated to the identified SRO for decision making.

### **7.2.7.3 Admissibility**

a) If for any reason the designated officers are of the opinion that the tenders received are not strictly competitive (for example, because their numbers are insufficient or any are amended, incomplete or qualified) no contract shall be awarded without the approval of the Accountable Officer.

b) Where only one tender is sought and/ or received, the Chief Finance Officer shall be advised and, as far practicable, he/she shall ensure that the price to be paid is fair and reasonable and will ensure value for money for NHS STW.

c) Where examination of tenders reveals errors which would affect the tender price, the tenderer is to be given details of the errors and afforded the opportunity of confirming or withdrawing the offer.

### **7.2.7.4 Late Tenders**

a) Tenders received after the due time and date, but prior to the opening of the other tenders, may be considered only if the Accountable Officer or his/her nominated officer decides that there are clear exceptional circumstances i.e. delayed through no fault of the tenderer. In these circumstances the Procurement Lead and ICB's SRO should escalate the matter to the Accountable Officer prior to releasing the tenders for evaluation.

b) The Accountable Officer or nominated officer shall decide whether such tenders are admissible or whether re-tendering is desirable. Re-tendering may be limited to those tenders reasonably in the field of consideration in the original competition.

c) While decisions as to the admissibility of late, incomplete or amended tenders are under consideration and while re-tenders are being obtained, the tender documents shall be kept securely on the eTendering System and not accessed until a decision has been made.

### **7.2.7.5 Acceptance of Formal Tenders**

a) Any discussions with a tenderer which are deemed necessary to clarify technical aspects of his tender before the award of a contract will not

disqualify the tender. Information provided by a tenderer under these circumstances shall not be acted upon by NHS STW until it has been confirmed in writing by the tenderer.

b) Tenders must be evaluated on the basis of Most Economically Advantages Solution (MEAT) and not awarded solely on the lowest price, (in accordance with PCR15 Regulation 67).

c) No tender shall be accepted which will commit expenditure in excess of that which has been allocated by NHS STW and which is not in accordance with these SFIs except with the authorisation of the Accountable Officer.

d) The use of these procedures must demonstrate that the award of the contract:

- Was not in excess of the going market rate/ price current at the time the contract was awarded;

- Achieved the best value for money.

e) All tenders shall be treated as confidential and shall be retained for inspection.

#### **7.2.7.6 Exceptions of Using Approved Contractors**

If, in the opinion of the Accountable Officer and the Chief Finance Officer, it is impractical to use a potential contractor from the list of approved firms/individuals (for example where specialist services or skills are required and there are insufficient suitable potential contractors on the list), or where a list for whatever reason has not been prepared, the Accountable Officer should be satisfied that appropriate checks are carried out as to the technical and financial capability of those firms that are invited to tender or quote.

#### **7.2.7.7 Authorisation of Tenders and Competitive Quotations**

Providing all the conditions and circumstances set out in these SFIs have been fully complied with, and the intended expenditures or income falls within the relevant budget, formal authorisation and awarding of a contract may be made within the limits laid down in NHS STW's Financial Scheme of Delegation. A list will be maintained of Board members/employees able to authorise invoices and their delegated limits. The Scheme of Delegation is attached at Appendix 1.

Signing and, where appropriate, sealing of contracts and other documents shall be in accordance with the section in the Standing Orders.

#### **7.2.7.8 Instances where Formal Competitive Tendering and Competitive Quotation is not required**

Where competitive tendering or a competitive quotation is not required, NHS STW shall use an external procurement service for procurement of all goods and services unless the Accountable Officer or Chief Finance Officer deem it inappropriate, in which case the Chief Finance Officer shall determine an alternative procurement process. The decision to use alternative sources must be documented and reported to the Audit Committee.

#### **7.2.7.9 Compliance Requirements for All Contracts**

The Board may only enter into contracts on behalf of NHS STW within the statutory powers delegated to it by the Secretary of State and shall comply with:

- a) The ICB's Constitution and SFIs;
- b) Public Contract Regulations 2015 or Provider Selection Regime Principles and other statutory provisions;
- c) The ICB's Constitution and SFIs;
- d) Public Contract Regulations 2015 and other statutory provisions;
- e) Any relevant directions including specific DH guidance, and guidance on the Procurement and Management of Consultants;
- f) The NHS Standard Contract Conditions as are applicable;
- g) Contracts with Foundation Trusts which must be in a form compliant with appropriate NHS guidance;
- h) Where appropriate, contracts which shall be in, or embody, the same terms and conditions of contract as was the bases on which tenders or quotations were invited;
- i) Contracts made by NHS STW, and where, within all, the Board shall endeavour to obtain best value for money by use of all systems in place. The Accountable Officer shall nominate an officer who shall oversee and manage each contract on behalf of NHS STW.
- j) Payments should not be made to suppliers in advance of the service/product being delivered. In exceptional circumstances, and where a special case can be made to issue a prepayment, this must be approved in advance by the Accountable Officer and Chief Finance Officer.
- k) The contract will apportion responsibility for handling a particular risk to the party or parties in the best position to influence the event and financial arrangements should reflect this. In this way NHS STW can jointly manage risk with all interested parties.

#### **7.2.7.10 Adoption of the Tendering Process Conducted by another Organisation**

NHS STW may, on the express approval of the Accountable Officer or the Chief Finance Officer, adopt the tendering process of another organisation provided that organisation is either:

- a) NHSE/I, ICB, FT or other NHS Trust; or
- b) LIFT Company;
- c) A partner organisation where the basis of partnership is a Section 75 agreement and provided specifically that:
  - I. Such process has not proceeded to contract stage; and
  - II. The process would satisfy NHS STW's own Constitution and SFIs with regard to procedure and competition; and
  - III. The ICB's authorisation limits for acceptance of tenders and letting of contracts are observed.

In all such instances, the Board shall be informed by formal report at its next scheduled meeting.

## **8. Staff costs and staff related non pay expenditure**

### **8.1 Chief People Officer**

8.1.1 The Chief People Officer (CPO), or the person assuming these responsibilities in NHS STW, will lead the development and delivery of the long-term people strategy of NHS STW ensuring this reflects and integrates the strategies of all relevant partner organisations within the ICS.

8.1.2 Operationally the CPO will be responsible for;

- defining and delivering the organisation's overall human resources strategy and objectives; and
- overseeing delivery of human resource services to ICB employees.

8.1.3 The CPO will ensure that the payroll system has adequate internal controls and suitable arrangements for processing deductions and exceptional payments.

8.1.4 Where a third-party payroll provider is engaged, the CPO shall closely manage this supplier through effective contract management.

8.1.5 The CPO is responsible for management and governance frameworks that support NHS STW employees' life cycle.

- 8.1.6 Any remuneration, fees and allowances paid to ICB members will be in accordance with decisions taken by NHS STW's Remuneration Committee, having received written recommendations from NHS STW's CPO.
- 8.1.7 Decisions regarding remuneration, fees and allowances for employees and individuals providing services to NHS STW other than ICB members will be taken by the Remuneration Committee.
- 8.1.8 All appointments of staff including the engagement of agency workers or contractors, must be done so in line with the detailed scheme of delegation and in line with NHS STW's Establishment Control Policy.
- 8.1.9 Nobody will re-band any posts, either on a permanent or temporary basis, or implement changes to any aspect of employees' remuneration or reimbursement unless they have been specifically authorised to do so under the detailed scheme of delegation and in line with NHS STW's Establishment Control Policy.
- 8.1.10 The remuneration of any and all individuals providing services to NHS STW will be via the payroll system unless other arrangements have been explicitly authorised by the Chief Finance Officer.
- 8.1.11 The Chief Finance Officer has overall responsibility for
- specifying timetables for the submission of properly authorised time records and expense claims;
  - payments being made on agreed dates;
  - maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay;
  - checks to be applied to completed payroll before and after payment.

- 8.1.12 Budget holders are responsible for submitting properly authorised time records and expense claims in line with the agreed timetables and submitting termination forms immediately upon knowing the effective leaving date of an employee. If an employee or individual providing services to NHS STW behaves in any manner suggesting that they have left without notice, the Chief Finance Officer must be informed immediately.
- 8.1.13 The CPO will ensure that the payroll system has adequate internal controls and suitable arrangements for processing deductions and exceptional payments.
- 8.1.14 The Chief Finance Officer will implement a system to ensure the recovery from those leaving the employment of NHS STW of any sums due or property belonging to NHS STW.

## **9 Non Pay Expenditure**

### **9.1 Official Orders**

- 9.1.1 Official Orders must:
- a) Be consecutively numbered;
  - b) Use the form provided by SBS;
  - c) Be in a form approved by the Chief Finance Officer;
  - d) State NHS STW's terms and conditions of trade;
  - e) Only be issued to, and used by, those duly authorised by the Accountable Officer

### **9.2 Duties of Officers and Managers**

- 9.2.1 Officers and Managers must ensure that they comply fully with the guidance and limits specified by the Chief Finance Officer and that:
- a) All contracts (except as otherwise provided for in the Scheme of Delegation), leases, tenancy agreements and other commitments which may result in a liability are notified to the Chief Finance Officer in advance of any commitment being made;
  - b) Contracts above specified thresholds are advertised and awarded in accordance with rules on public procurement;
  - c) Where consultancy advice is being obtained, the procurement of such advice must be in accordance with DH guidance;
  - d) No order shall be issued for any item or items to any firm which has made an offer of gifts, reward or benefit to directors or members of staff other than:

- I. Isolated gifts of a modest nature or inexpensive seasonal gifts, such as calendars;
- II. Conventional hospitality, such as lunches in the course of working visits, (reference should always be made to NHS STW's Declaration of Gifts, Hospitality and Sponsorship - Anti-Bribery Policy before accepting such items).

e) No requisition/ order is placed for any items for which there is no budget provision unless authorised by the Chief Finance Officer on behalf of the Accountable Officer;

f) All goods, services, or works are ordered on an official order except works and services executed in accordance with a contract, purchases from petty cash, and goods or services purchased via NHS STW's approved purchasing card scheme, (see Payment Card policy);

g) Other than for purchases made via NHS STW's approved purchasing card scheme, verbal orders must only be issued in cases of emergency or urgent need, by a member of staff designated by the Accountable Officer, and only in cases of genuine emergency or urgent necessity. These must be confirmed by an official order and clearly marked "Confirmation Order";

h) Orders are not split or otherwise placed in a manner devised so as to avoid the financial thresholds;

i) Goods are not taken on trial or loan in circumstances that could commit NHS STW to future uncompetitive purchase or other liability;

j) Changes to the list of officers authorised to certify invoices are notified to the Chief Finance Officer;

k) Purchases from petty cash and/or NHS STW's payment card are restricted in value and by type of purchase in accordance with instructions issued by the Chief Finance Officer;

l) Petty cash and payment card records are maintained in a form as determined by the Chief Finance Officer.

### **9.3 Joint Finance Arrangements with Local Authorities and Voluntary Bodies**

9.3.1 Payments to Local Authorities and Voluntary Organisations made under the powers of Sections 256 and 257 of the NHS Act 2006, shall comply with procedures laid down by the Chief Finance Officer which shall be in accordance with these Acts and the 2000 Directions of the Secretary of State.

9.3.2 The Better Care Fund (BCF), is a pooled budget with the local authority which falls under these Acts and the regulations within them. In addition, all payments in respect of the pooled budget shall be in accordance with NHS STW's SFIs and the Scheme of Delegation.

## **10 Annual reporting and Accounts**

10.1.1 The Chief Finance Officer will ensure, on behalf of the Accountable Officer and ICB board, that:

- NHS STW is in a position to produce its required monthly reporting, annual report, and accounts, as part of the setup of the new organisation; and
- NHS STW, in each financial year, prepares a report on how it has discharged its functions in the previous financial year;
- an annual report must, in particular, explain how NHS STW has:
  - discharged its duties in relating to improving quality of services, reducing inequalities, the triple aim and public involvement;
  - review the extent to which the board has exercised its functions in accordance with its published 5 year forward plan and capital resource use plan; and
  - review any steps that the board has taken to implement any joint local health and wellbeing strategy.

10.1.2 NHS England may give directions to NHS STW as to the form and content of an annual report.

10.1.3 NHS STW must give a copy of its annual report to NHS England by the date specified by NHS England in a direction and publish the report.



## **10.2 Internal audit**

10.2.1 The Accountable Officer is responsible for ensuring there is appropriate internal audit provision in NHS STW. For operational purposes, this responsibility is delegated to the Chief Finance Officer to ensure that:

- all internal audit services provided under arrangements proposed by the Chief Finance Officer are approved by the Audit Committee, on behalf of NHS STW board;
- NHS STW must have an internal audit charter. The internal audit charter must be prepared in accordance with the Public Sector Internal Audit Standards (PSIAS);
- NHS STW internal audit charter and annual audit plan, must be endorsed by NHS STW Accountable Officer, Audit Committee and Board;
- the Head of Internal Audit must provide an annual opinion on the overall adequacy and effectiveness of NHS STW Board's framework of governance, risk management and internal control as they operated during the year, based on a systematic review and evaluation;
- the Head of Internal Audit should attend Audit Committee meetings and have a right of access to all Audit Committee members, the Chair and Accountable Officer of NHS STW.
- the appropriate and effective financial control arrangements are in place for NHS STW and that accepted internal and external audit recommendations are actioned in a timely manner.

## **10.3 External Audit**

10.3.1 The Chief Finance Officer is responsible for:

- liaising with external audit colleagues to ensure timely delivery of financial statements for audit and publication in accordance with statutory, regulatory requirements;
- ensuring that NHS STW appoints an auditor in accordance with the Local Audit and Accountability Act 2014; in particular, NHS STW must appoint a local auditor to audit its accounts for a financial year not later than 31

December in the preceding financial year; NHS STW must appoint a local auditor at least once every 5 years (ICBs will be informed of the transitional arrangements at a later date); and

- ensuring that the appropriate and effective financial control arrangements are in place for NHS STW and that accepted external audit recommendations are actioned in a timely manner.

## 11 Losses and special payments

11.1 HM Treasury approval is required if a transaction exceeds the delegated authority, or if transactions will set a precedent, are novel, contentious or could cause repercussions elsewhere in the public sector.

11.2 All cases relating to ICB losses and special payments must be submitted to NHS England for approval if the proposed transaction values exceed the delegated limits that are detailed below or satisfy the conditions in section 11.1.1:

EXPENDITURE TYPE	DELEGATED LIMIT
All losses	Up to £300k
Special Payments including Extra Contractual/ Statutory/ regulatory/ compensation & Ex gratia	Up to £95k
Special severance & Retention payments	£0
Consolatory payments	£500

- 11.3 The Chief Finance Officer will support a strong culture of public accountability, probity, and governance, ensuring that appropriate and compliant structures, systems, and process are in place to minimise risks from losses and special payments.
- 11.4 NHS England has the statutory power to require an integrated care board to provide NHS England with information. The information is not limited to losses and special payments, must be provided in such form, and at such time or within such period, as NHS England may require.
- 11.5 As part of the new compliance and control procedures, ICBs must submit an annual assurance statement confirming the following:
- details of all exit packages (including special severance payments) that have been agreed and/or made during the year;
  - that NHS England and HMT<sup>2</sup> approvals have been obtained (in relation to non-contractual pay elements or amounts that exceed NHS STW delegated limits), before any offers, whether verbally or in writing, are made; and
  - adherence to the special severance payments guidance as published by NHS England.
- 11.6 NHS STW Chief Financial Officer is responsible for ensuring that processes and procedures that facilitate the capturing and reporting of losses and special payments are in place and ensure that a losses and special payments register is maintained.
- 11.7 All losses and special payments must be recorded in the register and reviewed as part of the internal controls process.
- 11.7.1 All losses and special payments (including special severance payments), must be reported to NHS STW Audit Committee.
- 11.7.2 For detailed operational guidance on losses and special payments, please refer to NHS STW losses and special payment guide.

<sup>2</sup> This is only applicable to elements of the exit packages that are classified as non contractual

## **12. Fraud, bribery and corruption (Economic crime)**

- 12.1 NHS STW is committed to identifying, investigating and preventing economic crime.

- 12.2 NHS STW Chief Finance Officer is responsible for ensuring appropriate arrangements are in place to provide adequate counter fraud provision which should include reporting requirements to the board and audit committee, and defined roles and accountabilities for those involved as part of the process of providing assurance to the board. These arrangements should comply with the NHS Requirements the Government Functional Standard 013 Counter Fraud as issued by NHS Counter Fraud Authority and any guidance issued by NHS England.
- 12.3 Unfortunately fraud, bribery and corruption, as well as theft, does occur throughout the NHS. All employees have a duty to ensure that public funds are protected. NHS STW requires all staff to always act honestly and with integrity to safeguard the public resources they are responsible for. There will be many subject areas contained within these DFPs where fraud, bribery and corruption could occur and all staff need to be aware of their responsibility to report any suspicions of economic crime if suspected. NHS STW will not tolerate any fraud perpetrated against it and will actively recover any loss suffered.
- 12.4 If an employee or manager suspects that there has been a potential act of fraud, bribery or corruption against NHS STW or the wider NHS, or has seen any suspicious acts or events, they must report the matter to NHS STW's Counter Fraud Team (contact details can be found on NHS STW's public website and/or intranet) or report the matter to the NHS Fraud and Corruption Reporting Line on 0800 028 4060.
- 12.5 Alternatively, reports can be made through the online reporting tool at <https://cfa.nhs.uk/reportfraud>. Further advice on counter fraud issues is available from the Chief Finance Officer, deputy Chief Finance Officer/Fraud Champion and the ICB's Counter Fraud Team.
- 12.6 Security Management - All members of NHS STW and employees (including its contractors), are responsible for the security of the property of NHS STW; avoiding loss; exercising economy and efficiency in the use of resources; and conforming with the requirements of the Constitution, Standing Orders, Scheme of Delegation and Standing Financial Instructions. In line with their responsibilities, the Audit Committee will monitor and ensure compliance with NHS security management standards. NHS STW shall nominate a suitable person to carry out the duties of the Security Management Specialist.

## **13. Capital Investments & security of assets and Grants**

### 13.1.1 The Chief Finance Officer is responsible for:

- ensuring that at the commencement of each financial year, NHS STW and its partner NHS trusts and NHS foundation trusts prepare a plan setting out their planned capital resource use;
- ensuring that NHS STW and its partner NHS trusts and NHS foundation trusts exercise their functions with a view to ensuring that, in respect of each financial year local capital resource use does not exceed the limit specified in a direction by NHS England;
- ensuring NHS STW has a documented property transfer scheme for the transfer of property, rights or liabilities from ICB's predecessor clinical commissioning group(s);
- ensuring that there is an effective appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans;
- ensuring that there are processes in place for the management of all stages of capital schemes, that will ensure that schemes are delivered on time and to cost;
- ensuring that capital investment is not authorised without evidence of availability of resources to finance all revenue consequences; and
- for every capital expenditure proposal, the Chief Finance Officer is responsible for ensuring there are processes in place to ensure that a business case is produced.

### 13.1.2 Capital commitments typically cover land, buildings, equipment, capital grants to third parties and IT, including:

- authority to spend capital or make a capital grant;
- authority to enter into leasing arrangements.

- 13.1.3 Advice should be sought from the Chief Finance Officer or nominated officer if there is any doubt as to whether any proposal is a capital commitment requiring formal approval.
- 13.1.4 For operational purposes, NHS STW shall have nominated senior officers accountable for ICB property assets and for managing property.
- 13.1.5 ICBs shall have a defined and established property governance and management framework, which should:
- ensure NHS STW asset portfolio supports its business objectives; and
  - comply with NHS England policies and directives and with this standard
- 13.1.6 Disposals of surplus assets should be made in accordance with published guidance and should be supported by a business case which should contain an appraisal of the options and benefits of the disposal in the context of the wider public sector and to secure value for money.

## **13.2 Asset Register**

- 13.2.1 NHS STW shall maintain an asset register recording fixed assets.
- 13.2.2 The Accountable Officer is responsible for the maintenance of registers of assets, taking account of the advice of the Chief Finance Officer concerning the form of any register, and the method of updating and arranging for a physical check of assets against the asset register, to be conducted once a year.
- 13.2.3 Additions to the fixed asset register must be clearly identified to an appropriate budget holder and be validated by reference to:
- a) Properly authorised and approved agreements, architects certificates, supplier invoices and other documentary evidence in respect of purchases from third parties;
  - b) Requisitions and records for own materials and labour including appropriate overheads;
  - c) Lease agreements in respect of assets held under a finance lease and capitalised.
- 13.2.4 The Chief Finance Officer shall approve procedures for reconciling balances on fixed assets accounts in ledgers against balances on fixed asset registers.
- 13.2.5 The value of each asset shall be indexed to current values in accordance with methods specified in the Government Financial Reporting Manual (FReM).

13.2.6 The value of each asset shall be depreciated using methods and rates as specified in the FReM.

13.2.7 The Chief Finance Officer shall calculate and charge depreciation as specified in the FReM.

### **13.3 Security of Assets**

13.3.1 The overall control of fixed assets is the responsibility of the Accountable Officer. Asset control procedures (including fixed assets, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Chief Finance Officer. This procedure shall make provision for:

- a) Recording managerial responsibility for each asset;
- b) Identification of additions and disposals;
- c) Identification of all repairs and maintenance expenses;
- d) Physical security of assets;
- e) Periodic verification of the existence of, condition of, and title to, assets recorded;
- f) Identification and reporting of all costs associated with the retention of an asset; reporting, recording and safekeeping of cash, cheques, and negotiable instruments.

### **13.4 Grants**

13.4.1 The Chief Finance Officer is responsible for providing robust management, governance and assurance to NHS STW with regards to the use of specific powers under which it can make capital or revenue grants available to;

- any of its partner NHS trusts or NHS foundation trusts; and
- to a voluntary organisation, by way of a grant or loan.

13.4.2 All revenue grant applications should be regarded as competed as a default position, unless, there are justifiable reasons why the classification should be amended to non-competed.

## 14. Legal and insurance

14.1 This section applies to any legal cases threatened or instituted by or against NHS STW. NHS STW should have policies and procedures detailing:

- engagement of solicitors / legal advisors;
- approval and signing of documents which will be necessary in legal proceedings; and
- Officers who can commit or spend ICB revenue resources in relation to settling legal matters.

14.2 ICBs are advised not to buy commercial insurance to protect against risk unless it is part of a risk management strategy that is approved by the accountable officer.



## 15. Appendix 1 – Financial Scheme of Delegation

The Financial Scheme of Delegation sets out the levels of financial authority that are delegated to different levels of staff within NHS Shropshire, Telford and Wrekin (NHS STW). Staff may only operate within the authority levels delegated to them and any breaches must be reported immediately to the Chief Finance Officer or Deputy Chief Finance Officer. Breaches will also be reported to the Audit Committee.

The Financial Scheme of Delegation is reviewed and amended from time to time. It is the responsibility of the Chief Executive to communicate current policy to staff.

The Financial Scheme of Delegation must be read in conjunction with other relevant financial and other policies of NHS STW, including NHS STW's policies in relation to Conflicts of Interest.

### **Key:**

CEO – Chief Executive Officer

CFO – Chief Finance Officer

CMO – Chief Medical Officer

CNO – Chief Nurse Officer

Chief Delivery Officer

Chief Strategy Officer

Other Dir - Director other than CFO, CMO, CNO, CDO or CSO

Equiv – equivalent staff member (who may be fulfilling work of similar nature or at an equivalent level of seniority relevant and appropriate for the authority level, to be determined by a more senior line manager)

### **Notes:**

1. An authorised individual may appoint another to formally deputise (e.g. during leave). In that case, the deputy has the authority of the individual that has assigned it. Such appointment must be in writing and clear as to the scope and terms of the assignment.

Delegated matter	Authority							Notes
	Board and chair (if delegated)	Committee	Chief Executive Officer	ICB Directors	Heads of Service (Band 8c & above)	Budget Manager (Bands 8b & 8a)	Resource Manager (Band 6 & above)	
Signing of Healthcare Commissioning Annual Contracts & SLAs and Pooled Budgets	n/a	n/a	No Limit	CFO (No Limit) CMO (No Limit) CNO (No Limit)  CDO (No Limit) CSO (No Limit)	No	No	No	If within budget agreed by Board
Authorisation of monthly block payment for agreed contract value to NHS bodies	n/a	n/a	No Limit	CFO (No Limit)	Head of Contracts (No Limit)	No	No	If within signed annual contract value
Variations to healthcare and non-healthcare contracts	n/a	n/a	No Limit	CFO (No Limit) CMO (No Limit) CNO (No Limit)  CDO (No Limit) CSO (No Limit)	No	No	No	If within budget agreed by Board

Delegated matter	Authority							Notes
	Board and chair (if delegated)	Committee	Chief Executive Officer	ICB Directors	Heads of Service (Band 8c & above)	Budget Manager (Bands 8b & 8a)	Resource Manager (Band 6 & above)	
Continuing Healthcare - Authorisation of Continuing Healthcare contracts and related weekly cost packages.	n/a	n/a	No Limit	CFO (No Limit) CNO (No Limit) CMO (No Limit) CDO (No Limit)	Up to £5,000	Up to £3000	Up to £1500	If supported by contract/tendering and quotation approval and within budget. Limits relate to anticipated total weekly package costs
Authorisation of requisitions (or certification of invoices when no requisition/order was raised).	n/a	n/a	No Limit	CFO (No Limit) CMO (No Limit) CNO (No Limit)  CDO (No Limit) CSO (No Limit)	Up to £250,000	Up to £100,000	Up to £1,000	All ICB Staff
<u>Pharmaceutical, Ophthalmic and Dental Primary Care Delegation (NHSE Staff):</u> Authorisation of requisitions (or certification of invoices when no requisition/order was raised)/ Contract Variations	n/a	n/a	No Limit	CFO (No Limit) CMO (No Limit) CNO (No Limit)  CDO (No Limit) CSO (No Limit)	Up to £250,000	Up to £100,000	Band 5: Up to £5,000 Band 6: Up to £10,000 Band 7: Up to £30,000	NHSE Staff as part of the delegation of Pharmaceutical, Ophthalmic and Dental Primary Care functions

Delegated matter	Authority							Notes
	Board and chair (if delegated)	Committee	Chief Executive Officer	ICB Directors	Heads of Service (Band 8c & above)	Budget Manager (Bands 8b & 8a)	Resource Manager (Band 6 & above)	
Authority to waive tenders or quotations, or to accept a tender or quotation which is not the lowest.	n/a	n/a	No Limit	CFO (No Limit)	No	No	No	All instances to be reported to the Audit Committee
Approve Special Payments	< £95,001	No	No	No	No	No	No	All cases above £95,000 must be submitted to NHSE for approval
Approve losses, including invoice write-offs	> £50,000 and < £300,001	n/a	Up to £50,000 (in conjunction with CFO)	CFO Up to £1,000 and up to £50,000 (in conjunction with AO)	No	No	No	All instances to be reported to the Audit Committee. All cases above £300,000 must be submitted to NHSE for approval
Approve Consolatory Payments	< £501	No	No	No	No	No	No	All cases above £500 must be submitted to NHSE for approval

Delegated matter	Authority							Notes
	Board and chair (if delegated)	Committee	Chief Executive Officer	ICB Directors	Heads of Service (Band 8c & above)	Budget Manager (Bands 8b & 8a)	Resource Manager (Band 6 & above)	
Tenancy agreements/ Licences	n/a	n/a	No Limit in conjunction with CFO	CFO - No Limit in conjunction with AO	No	No	No	
Virements between budgets	n/a	n/a	No Limit (capital & revenue)	All Dirs (No Limit) (capital & revenue)	(No Limit) (capital & revenue)	No	No	Must be in accordance with <b>Budgetary Control Policy</b>
Banking arrangements	n/a	n/a	As specified on bank mandate	CFO as specified on bank mandate	Deputy CFO as specified on bank mandate	No	No	In accordance with mandated Government Banking Service arrangements
Payroll forms (starters/changes/ leavers & expense claims)	n/a	n/a	No Limit	All Dirs (No Limit)	(No Limit)	(No Limit)	(No Limit)	In accordance with approval hierarchy in EASY

## QUOTATION & TENDERING LIMITS

Value for money should be demonstrated by all staff regardless of the levels of expenditure involved. However, the following limits apply to all expenditure in excess of £25,000:

Value of Expenditure (inclusive of irrecoverable VAT)	Requirement
£25,001-£50,000	2 written quotes
£50,001-£75,000	3 written quotes
>£75,000	Tender

Where the Health Care Services (Provider Selection Regime (PSR) Regulations 2023 applies, no expenditure threshold applies. PSR should be applied to all Healthcare Services.

Additional points to note for the inclusion of POD staff:

- The inclusion of lower band staff for the POD team is minimal risk as they are not material values and the staff are still subject to the same policies which is not a fundamental variation;
- The implication of not agreeing this amendment is that the default would be for all POD invoices to require sign off by ICB staff. There is no capacity to resource this within the ICB as the existing resource sits with the POD team.

## 4. Functions, Roles and Decisions Map

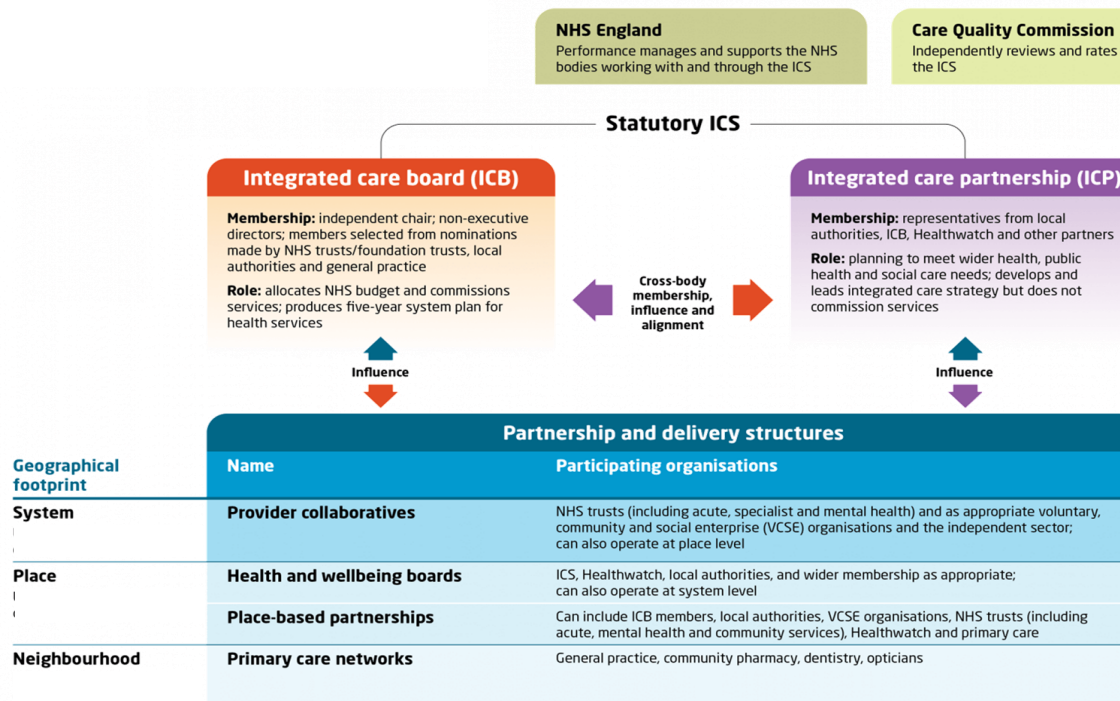
### Integrated Care Systems (ICS)

ICSs are partnerships of organisations that come together to plan and deliver joined up health and care services to improve the lives of people in their area.

The Health and Care Act 2022 introduces two-part statutory integrated care systems (ICSs) comprised of:

An integrated care board (ICB), known as NHS Shropshire, Telford and Wrekin (NHS STW) responsible for NHS strategic planning and allocation decisions; and

An integrated care partnership (ICP), responsible for bringing together a wider set of system partners to develop a plan to address the broader health, public health and social care needs of the local population.



## Roles, Functions and Decisions

Below, a map of roles, functions and decisions is shown. We will discuss each area in further detail within the remainder of this section of the handbook.

Shropshire Telford & Wrekin ICS	Role	Function	Decisions
Integrated Care Board (ICB)	The role of the ICB is to produce a five year plan to meet the health and healthcare needs of our population. The ICB allocates resources to deliver this plan, establishes joint working arrangements to embed collaboration in the plan, establish governance arrangements to support collective accountability and drive joint working.	Statutory key functions: A All Current CCG duties B Agreeing a 5 year Plan for NHS services C Delegated commissioning responsibility for a proportion of specialised services D Delegated responsibility for dental, general ophthalmic and pharmaceutical services	Examples of key decisions: A Scheme of Reservation and Delegation (SoRD) B Allocation of NHS resources C Agreeing the roles of different committees/partnerships/ bodies D Having oversight of delivery of NHS functions and working in collaboration with the 2 local authorities on areas of common work.
Integrated Care Partnership (ICP)	The role of the ICP committee is to bring together multiple system partners to develop an integrated care strategy for our whole population using best available evidence and data, covering health and social care and addressing health inequalities and wider determinants.	The statutory function of the ICP is: A To produce an integrated care strategy B To act as a statutory committee of the ICS C Have regard to relevant mandates and guidance	Key decisions will include: A Priorities for improving system-wide health and care outcomes and experiences B Championing the principle of subsidiarity and empowering local decision making C Highlighting where coordination is needed
Place based partnerships	Place-Based Partnerships are collaborative arrangements formed by the organisations responsible for arranging and delivering health and care services in our communities.	The key functions: A Collectively deliver the outcomes set by the ICS and deliver services within scope B Utilising PHM information and analysing the implications for Place C User and community engagement	Key decisions will include: A Future pathway redesign B Service integration options C efficiency options D Ensuring health inequalities are addressed
Provider collaboratives	Provider collaboratives are partnership arrangements involving at least two trusts working at scale across multiple places, with a shared purpose and effective decision-making arrangements	The key functions of provider collaboratives: A Reducing unwarranted variation and inequality in health outcomes, access and experience B improving resilience C Ensuring specialisation and consolidation occurs where beneficial	Key decisions will include: A Allocation of their resources B Delivery of benefits C Objectives and shared responsibilities
Supra-ICB	There are some functions where ICS NHS bodies will need to work together creating Supra-ICB arrangements, often where relatively small numbers of providers serve large populations.	Depending on the Supra-ICB arrangement, key functions include: A Commissioning more specialised services B Commissioning emergency ambulance services C To work with providers spanning multiple ICSs or clinical networks	Key decisions may include: A Agreeing a shared plan for cancer services B Establishing joint working arrangements across a wide footprint C Implementing effective delegated commissioning responsibilities including specialised commissioning across the W. Midlands

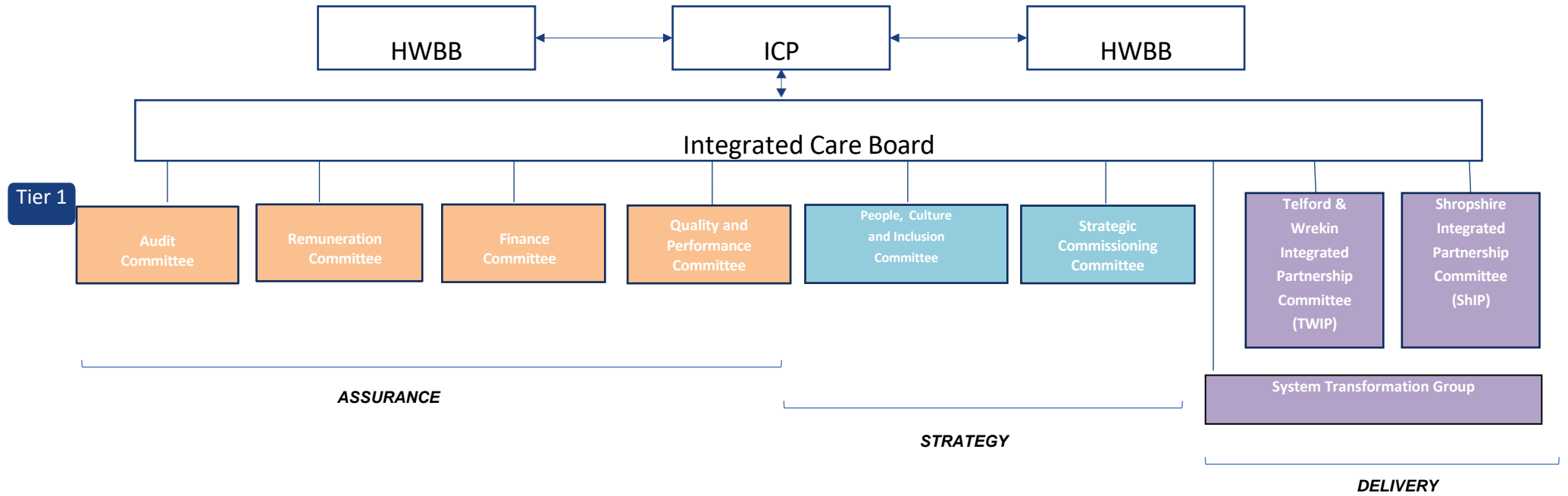


**Our Integrated Care Board (ICB)**

Integrated Care Board (ICB)	Role	Function	Decisions
	<p>The role of the ICB is to produce a five year plan to meet the health and healthcare needs of our population. The ICB allocates resources to deliver this plan, establishes joint working arrangements to embed collaboration in the plan, establish governance arrangements to support collective accountability and drive joint working.</p>	<p>Statutory key functions:            A All Current CCG duties            B Agreeing a 5 year Plan for NHS services            C Delegated commissioning responsibility for a proportion of specialised services            D Delegated responsibility for dental, general ophthalmic and pharmaceutical services</p>	<p>Examples of key decisions:            A Scheme of Reservation and Delegation (SoRD)            B Allocation of NHS resources            C Agreeing the roles of different committees/partnerships/ bodies            D Having oversight of delivery of NHS functions and working in collaboration with the 2 local authorities on areas of common work.</p>

NHS STW governance structure and committees of NHS STW is outlined in the diagram below and is sub-divided into three distinct strands: strategy, delivery and assurance, which we will discuss further in turn:

# Our ICB Governance



## Strategy Committees

### Strategic Commissioning Committee

#### Chairing arrangements

In accordance with the constitution, the Committee will be chaired by a Chair or Non Executive from a provider Trust, appointed on account of their specific knowledge, skills and experience making them suitable to chair the Committee.

#### Purpose:

To provide assurance to the Board on:

- Exercise the ICB's duties and powers to commission certain health services, as set out in sections 3 and 3A of the NHS Act 2006 (as amended by the Health and Care Act 2022), other than those explicitly delegated elsewhere.
- Discharge in accordance with section 65Z5 of the NHS Act the relevant requirements as set out within the Delegation Agreement between NHS England and the ICB (Primary Medical Services), insofar as they relate to the planning, design and commissioning of primary medical services
- Oversee the development of the ICB Joint Forward Plan based upon the Integrated Care Strategy and ensure alignment of strategic activities with the ICS's Ten Pledges and its objectives outlined in the Joint Forward Plan.
- Accelerate the delivery of the ICS's strategic aims, objectives and plans with the ambition of driving improvement in quality and safety, strengthen workforce resilience, reduce duplication and drive productivity improvements and cost reduction.
- Promote a system-wide approach and cross functional alignment to the ICS's strategic activities

### System People, Culture and Inclusion Committee

#### Chairing arrangements

In accordance with the Constitution, the Committee will be chaired by the Chair of a Partner Provider NHS Trust of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee

### **Purpose:**

The Committee's main purpose is to

- To contribute to the overall delivery of ICB objectives by providing oversight and assurance to the Board in the development and delivery of the STW ICS People Plan and its People agenda.
- Provide assurance to the ICB on all aspects of workforce, education and OD supporting the provision of safe, high quality, patient-centred care across Shropshire, Telford and Wrekin.
- Ensure strategic priorities and System ambitions, in relation to workforce and OD, are delivered in an affordable manner and that corporate risks are identified and managed.

### **Delivery Committees\***

\*For Shropshire Integrated Partnership (SHIP) and Telford and Wrekin Integrated Partnership (TWIP) which report into the Board, please see section on 'Place-Based Partnerships'

### **System Transformation Group**

#### **Chairing Arrangements**

In accordance with the Constitution, the Group will be chaired by the ICB Chief Executive Officer.

### **Purpose:**

- To provide assurance, oversight and support to the development and delivery of the STW ICS Transformation Programmes, the Financial Improvement Plan and Cost Improvement Plan to ensure that transformation is achieved at the required pace and remains aligned to Joint Forward Plan and to ensure allocation of resources to support delivery.

## Assurance Committees

### Quality and Performance Committee

#### Chairing arrangements

In accordance with the Constitution, the meeting will be chaired by an ICB Non-Executive Director appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

#### Purpose:

##### For Quality

- To assure the Board that regulatory elements of quality are being met as enshrined in the Health and Care Act 2022 and in line with The National Quality Board, Shared Commitment to Quality 2021 <https://www.england.nhs.uk/publication/national-quality-board-shared-commitment-to-quality/>.
- To assure the Board that our services are safe, effective, caring (which aligns with positive experience in NQB definition of quality), well-led, sustainable and equitable and in line with STW Pledge 1 – Improving Quality
- To assure the Board that there is an effective system of quality governance and internal control that supports the development and delivery of sustainable, high-quality care
- To provide the Board with assurance that the quality strategy, with particular emphasis on addressing health inequalities and quality improvement, is being delivered
- To assure the Board that quality risks are recognised, controlled, mitigated and escalated as appropriate.

##### For Performance

- To assure the board that all system providers have oversight of their key performance indicators and / or oversight frameworks and are reporting to the national / required standard
- To provide the board with intelligence with forecasting against demand across the providers and appropriate plans to meet that demand
- To provide the Board with assurance that our system providers are utilising performance reporting to for the purposes of quality improvement (QI)
- To provide the Board with assurance that performance risks are recognised, controlled, mitigated and escalated as appropriate.

## **Finance Committee**

### **Chairing arrangements**

In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

### **Purpose:**

To contribute to the overall delivery of NHS STW objectives by providing oversight and assurance to the Board in the development and delivery of a robust, viable and sustainable system financial plan. This includes:

- financial performance of NHS STW
- financial performance of NHS organisations within NHS STW footprint

## **Audit Committee**

### **Chairing arrangements**

In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

### **Purpose:**

- To contribute to the overall delivery of NHS STW objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within NHS STW.
- The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks.

## **Remuneration Committee**

### **Chairing arrangements**

In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee

### **Purpose:**

The Committee's main purpose is to exercise the functions of NHS STW relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:

- Confirm NHS STW Pay Policy including adoption of any pay frameworks for all employees including senior managers/directors (including board members) and non-executive directors.

### **Engagement Fora**

**The Integrated Care Executive Committee and the Health and Care Senate are engagement fora to allow transfer of information and a two way conduit for feedback and as such do not form either part of the decision making or assurance governance mechanisms of NHS Shropshire, Telford and Wrekin.**

## Our Integrated Care Partnership (ICP)

Integrated Care Partnership (ICP)	Role	Function	Decisions
	<p>The role of the ICP committee is to bring together multiple system partners to develop an integrated care strategy for our whole population using best available evidence and data, covering health and social care and addressing health inequalities and wider determinants.</p>	<p>The statutory function of the ICP is:</p> <ul style="list-style-type: none"><li>A To produce an integrated care strategy</li><li>B To act as a statutory committee of the ICS</li><li>C Have regard to relevant mandates and guidance</li></ul>	<p>Key decisions will include:</p> <ul style="list-style-type: none"><li>A Priorities for improving system-wide health and care outcomes and experiences</li><li>B Championing the principle of subsidiarity and empowering local decision making</li><li>C Highlighting where coordination is needed</li></ul>

### How does an ICP engage with the public?

- ▶ ICPs must meet in public and have their meeting minutes and papers available online
- ▶ ICP must involve the local Healthwatch organisations
- ▶ ICPs are expected to fully involve people and communities of every system in all aspects of developing the integrated care strategy and set out how they have involved, engaged, and listened to local people, and explain how they have responded to the views given
- ▶ ICPs need to develop proposals for engagement with people in their areas

### How should the ICP represent the community it serves?

- ▶ ICPs need to ensure they have a diverse and inclusive representation of local communities which the system serves

### What are the five expectations for ICPs?

- ▶ ICPs are a core part of ICSs, driving their direction and priorities



- ▶ ICPs will be rooted in the needs of people, communities, and places
- ▶ ICPs create a space to develop and oversee population health strategies to improve health outcomes and experiences
- ▶ ICPs will support integrated approaches and subsidiarity
- ▶ ICPs should take an open and inclusive approach to strategy development and leadership, involving communities and partners to utilise local data and insights.

### **Practical roles that ICPs could undertake**

- ▶ advocating new approaches for places
- ▶ enabling, encouraging, and challenging places to improve and innovate
- ▶ developing system level integration strategies

### **ICP Chairing arrangements**

- the Chair of the ICP will be the jointly held by the Leaders of Shropshire and Telford & Wrekin Local Authorities
- the ICP Committee will meet twice a year
- The ICP will be quorate with representation from each health and Care statutory organisations.

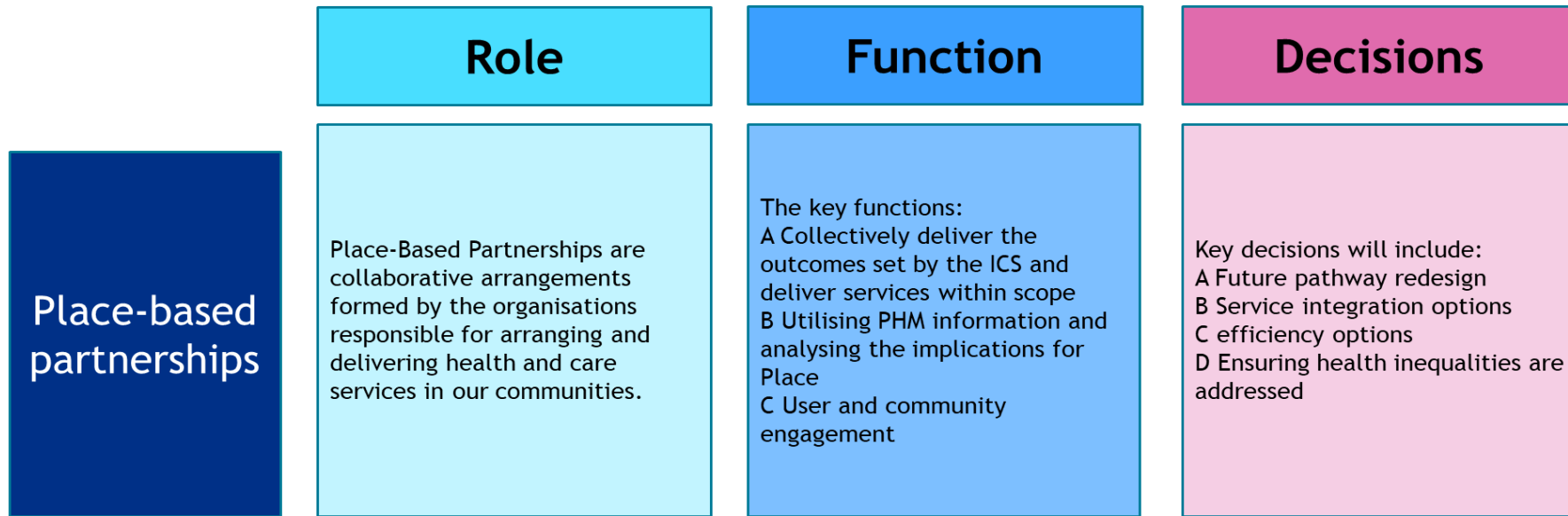
### **ICP Purpose:**

- The ICP will work, first and foremost, on the principle of statutorily equal partnership between the NHS and local government to work with and for their partners and communities.
- The ICP will operate a collective model of accountability, where partners hold each other mutually accountable, including to residents.
- The Integrated Care Strategy will be developed with full engagement / consultation with all stakeholders and drive direction and priorities.
- The Integrated Care Strategy will maximise the opportunities of system wide and place level working and support subsidiarity. The strategy will be developed for the whole population using best available evidence and data to address the wider determinants of health and wellbeing. The integrated care strategy should be based on assessments of needs and assets identified at place level, based on Joint Strategic Needs Assessments (JSNAs).
- The strategy should regard the NHS mandate and any guidance published by the Secretary of State; Healthwatch and people who live or work in the ICP's area must be involved in its preparation. The ICP will consider revising its strategy

whenever it receives a new JSNA. The Integrated Care Strategy will be published and shared with NHS STW and each Local Authority.

- The ICP will continue joined up inclusive working relationships across partners as demonstrated by the Covid pandemic, targeting collective action and resources at the areas which will have the greatest impact on outcomes and inequalities as England recovers from the pandemic
- The Integrated Care Strategy will proactively explore upstream prevention activities and ensure place-based partnership arrangements are respected and supported.

## Our Place-based Partnerships



- ICS should be built from its constituent Neighbourhoods and **places**
- **Place** is central within the formal structure of the ICS
- There are two defined and agreed Places within STW – **Telford & Wrekin Integrated Partnership (TWIP)** and **Shropshire Integrated Partnership (SHIP)**. Both are co-terminus with the two Local Authority Boundaries.
- The Partnerships include representative from health, local authority, public health and the voluntary sector. They work closely with communities and the wider public as we recognise the vital role played by a much wider group of stakeholders in both the leadership of and delivery of care.



- Whilst both partnerships are at slightly different stages of development, there is a shared vision and purpose and set of agreed priorities centred around improving the health and wellbeing of residents, the reduction of inequalities and delivery of sustainable care based on an understanding of population health within and across these communities.

### Our Provider Collaboratives

	Role	Function	Decisions
Provider collaboratives	Provider collaboratives are partnership arrangements involving at least two trusts working at scale across multiple places, with a shared purpose and effective decision-making arrangements	The key functions of provider collaboratives: A Reducing unwarranted variation and inequality in health outcomes, access and experience B improving resilience C Ensuring specialisation and consolidation occurs where beneficial	Key decisions will include: A Allocation of their resources B Delivery of benefits C Objectives and shared responsibilities

As outlined in NHSE’s Working together at scale: guidance on provider collaboratives, all ICS leaders, trusts, and system partners, with support from NHSEI, are expected to work to identify shared Provider Collaborative goals, appropriate membership, and governance, and ensure activities are well aligned with ICS priorities.

In addition to this, all trusts providing acute and mental health services are expected to be part of one or more provider collaboratives by July 2022. Community trusts, ambulance trusts and non-NHS providers should be part of provider collaboratives where this would benefit patients and makes sense for the providers and systems involved.

We recognise, that as a small system, the scope and ambition of our provider collaborative arrangements will be different to large systems that have multiple acute, specialist and mental health providers. The system NHS Trusts have developed Committees in Common to oversee collaboration.

However, we have already seen the advantages of acute collaboration across our ICS boundaries with the standardisation of clinical pathways, efficiencies in corporate and clinical support services and variations in clinical outcomes

We already have a very strong track record of clinical and back-office collaboration both within and outside of our ICS.

Existing strong collaborative work across our system is evidenced by our:

- Hospital Transformation Programme
- Our System Sustainability Programme
- Our People Plan
- Our system view on estates, capital allocations, and workforce planning over recent months and years.
- Our system wide MSK alliance to create a whole and consistent shared clinical pathway is forming to deliver our MSK transformational goals, as part of our 6 big ticket items. We are seeking provider collaborative models to ensure the success of this initiative, likely to be either alliance or lead provider model
- Our Ageing Well work and our planned frailty joint roles planned across ShropCom and SaTH
- Our Outpatient Transformation work to date
- Our system UEC Operational Plan including System Discharge Alliance
- Or joint workforce projects:
  - RJAH/SATH for radiology, radiography and theatres workforce.
  - ShropComm, SaTH and RJAH for pharmacy.

- For therapies workforce - RJAH, SaTH and ShropComm (NB – under the MSK pathways pan-provider workforce sharing agreements as well as clinical governance agreements are being explored)

Beyond our regional footprint, our local geography means that we frequently collaborate with partners outside of our system who are not represented in the governance structure of our ICS but are important to improving our populations health outcomes.

Examples of our wider cross-regional collaboration undertaken by our ICS are outlined below:

- SaTH provides a shared procurement service to three NHS organisations.
- SaTH's Maternity Transformation Programme has partnered with Sherwood Forest Hospitals NHS Trusts (SFH). A set of initial key areas of focus have been agreed and are being progressed, including a maternity safeguarding review and a peer review of SaTH's response to the Ockenden Report.
- SaTH continue to collaborate with the Royal Wolverhampton Trust in the provision of Cancer services, particularly gynaecology and neurology services. This work enables the delivery of statutory NHS Cancer standards (2 week wait standards).
- Birmingham Children's hospital continues to provide children's Trauma services to our system.
- SaTH is part of the integrated discharge workstream with ShropComm, the ICB and two Local Authorities, this a longstanding aspect of the UEC programme.
- We also collaborate with University Hospitals of North Midlands (UHNM) in several areas, some of which are formal SLAs or networks. These arrangements have joint SaTH/ UHNM overview at Executive Level:
  - To provide Cancer services, including, upper gastrointestinal tract, urology, and thoracic surgery.
  - UHNM and SaTH have utilised a network approach to trauma care with UHNM providing care via their Major Trauma Centre and SaTH providing care via their local Trauma service.
  - SaTH are part of the Adult Critical Care network and also the Neonatal network, both with UHNM
  - UHNM are the pathology N8 network partner for SaTH, along with RJAH, East Cheshire and Mid Cheshire and so work collaboratively in this area.
  - In addition, as a result of COVID-19- a mutual aid agreement is in place between SaTH and UHNM to provide support to each other with critical care bed capacity.

## Supra-Integrated Care Board

Role	Function	Decisions
<p><b>Supra-ICB</b></p>	<p>There are some functions where ICS NHS bodies will need to work together creating Supra-ICB arrangements, often where relatively small numbers of providers serve large populations.</p>	<p>Depending on the Supra-ICB arrangement, key functions include:</p> <ul style="list-style-type: none"> <li>A Commissioning more specialised services</li> <li>B Commissioning emergency ambulance services</li> <li>C To work with providers spanning multiple ICSs or clinical networks</li> </ul>
<p>Key decisions may include:</p> <ul style="list-style-type: none"> <li>A Agreeing a shared plan for cancer services</li> <li>B Establishing joint working arrangements across a wide footprint</li> <li>C Implementing effective delegated commissioning responsibilities including specialised commissioning across the West Midlands</li> </ul>		

Beyond our regional footprint, our local geography means that we frequently collaborate with partners outside of our system who are not represented in the governance structure of our ICB but are important to improving our populations health outcomes.

Examples of our wider cross-regional collaboration undertaken by our ICS are outlined below:

- SaTH provides a shared procurement service to three NHS organisations.
- SaTH’s Maternity Transformation Programme has partnered with Sherwood Forest Hospitals NHS Trusts (SFH). A set of initial key areas of focus have been agreed and are being progressed, including a maternity safeguarding review and a peer review of SaTH’s response to the Ockenden Report.

- SaTH continue to collaborate with the Royal Wolverhampton Trust in the provision of Cancer services, particularly gynaecology and neurology services. This work enables the delivery of statutory NHS Cancer standards (2 week wait standards).
- Birmingham Children’s hospital continues to provide children’s Trauma services to our system.
- We also collaborate with University Hospitals of North Midlands (UHNM) in several areas:
- To provide Cancer services, including, upper gastrointestinal tract, urology, and thoracic surgery.
- UHNM and SaTH have utilised a network approach to trauma care with UHNM providing care via their Major Trauma Centre and SaTH providing care via their local Trauma service.
- UHNM are the pathology network partner for SaTH and so work collaboratively in this area.
- In addition, as a result of COVID-19- a mutual aid agreement is in place between SaTH and UHNM to provide support to each other with critical care bed capacity.

NHSE commissions a range of services at national and regional level for the population of the Midlands these include: circa 150 Specialised Acute and Specialised Pharmacy Services; Primary Care Dental, Optometry, Pharmacy Services; Specialised Mental Health Learning Disability and Autism; Screening and Immunisation; and, Health and Justice Services.

The East and West Midlands Collaborative Commissioning board act as a development forum for ICSs and NHSEI to share intelligence, information and jointly plan our approach to strategic commissioning.

A number of key national changes to the commissioning landscape will impact our Supra-ICB commissioning dialogue:

- In July 2022 – The Delegation of Primary Medical Services (GP services) will transfer (legal term ‘confer’) from CCGs to ICSs
- In April 2023 – ICS will take on the delegated responsibility for Primary Care Dental, Optometry, Pharmacy Services.
- In April 2023 – ICS will take on the delegated responsibility for some (circa 65) Specialised Acute and Specialised Pharmacy Services
- In April 2023 – ICSs and NHSEI will work together to commission non-delegated Specialised Acute and Pharmacy services, Specialised Mental Health Learning Disability and Autism, Screening and Immunisation and Health and Justice services



Importantly, NHSEI will retain accountability for all delegated services

In order to ensure that any transition is safe, effective and benefits are maximised, NHSEI and ICS designate chief executives have agreed a phased transition to our future state through 2022 to 2024.

## **5. Committee (Assurance and Decision Making) Terms of Reference**

- Finance Committee
- Quality and Performance Committee
- Strategic Commissioning y Committee
- System Transformation Group
- Audit Committee
- Remuneration Committee
- Shropshire Place Partnership
- Telford and Wrekin Place Partnership
- System People, Culture and Inclusion Committee

# NHS Shropshire, Telford and Wrekin

## Finance Committee

### Terms of Reference

#### 1. Constitution

- 1.1 The Finance Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is an executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.

#### 2. Authority

- 2.1 The Finance Committee is authorised by the Board to:
  - Investigate any activity within its terms of reference
  - Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference
  - Commission any reports it deems necessary to help fulfil its obligations,
  - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice
  - Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD.

#### 3. Purpose

3.1 To contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the Board in the development and delivery of a robust, viable and sustainable system financial plan. This includes:

- financial performance of NHS STW
- financial performance of NHS organisations within the NHS STW footprint

In doing so, the Committee will act with input and insight from Local Authority Partners.

3.2 The Finance Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

## 4. Membership and attendance

### 4.1 Membership

4.1.1 The Committee members shall be appointed by the Board in accordance with the NHS STW Constitution.

4.1.2 The Board will appoint no fewer than four members of the Committee including one who is an Independent Non-Executive Member of the Board. Other members of the Committee need not be members of the Board, but they may be.

4.1.3 In order to efficiently discharge the Committee responsibilities the Committee will subdivide its meeting into two parts; one looking at the responsibilities for NHS STW financial performance and the other looking at the responsibilities for the financial performance of the wider system.

Members for internal ICB responsibilities:

- ICB Chief Finance Officer
- ICB Independent Non Executive Director (Chair)
- ICB Independent Associate Non-Executive Director – Finance (Vice Chair)

Members for external ICS system responsibilities:

- ICB Chief Finance Officer
- ICB Independent Non Executive Director (Chair)
- ICB Independent Associate Non-Executive Director – Finance (Vice Chair)
- SaTH Non Executive Director
- SaTH Chief Finance Officer (or Deputy)
- MPUFT Chief Finance Officer (or Deputy)
- Shropshire Community Health NHS Trust Non Executive Director
- Shropshire Community Health NHS Trust Chief Finance Officer (or Deputy)
- RJAH Non Executive Director
- RJAH Chief Finance Officer (or Deputy)
- Shropshire Council – Finance Lead (or Deputy)
- Telford and Wrekin Council – Finance Lead (or Deputy)

4.1.4 Members will possess between them knowledge, skills and experience in:

- accounting;
- risk management;
- technical or specialist issues pertinent to the ICB's business.

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

#### 4.2 Chair and vice chair

4.2.1 In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.

4.2.2 In the event of the chair being unable to attend, ICB Independent Associate Non Executive Director who is Vice Chair will chair the meeting.

4.2.3 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number Chair the meeting.

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

#### 4.3 Attendees

4.3.1 Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee may also be attended by other invited and appropriately nominated individuals who are not members of the Committee. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter, including representatives from the health and wellbeing board(s), secondary, mental health and community providers.

4.3.2 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

4.3.3 The Chair of NHS STW may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

#### 4.4 Attendance

4.4.1 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

### **5. Meetings, quoracy and decisions**

#### 5.1 Meetings

5.1.1 The Finance Committee will meet least 4 times per year, but with the expectation that the meetings take place monthly except for August and December.

- 5.1.2 Arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
- 5.1.3 The Board, Chair or Chief Executive may ask the Finance Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 5.1.4 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

## **5.2 Quorum**

- 5.2.1 For a meeting to be quorate a minimum of 50% members is required, including the Chair or Vice Chair (or their deputy).
- 5.2.2 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 5.2.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
- 5.2.4 Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members.

## **5.3 Decision-making and voting**

- 5.3.1 Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 5.3.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 5.3.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.
- 5.3.4 Where any such action has been taken between meetings, then these will be reported to the next meeting.
- 5.3.5 The Committee may resolve to hold a meeting in confidential private session where;
- it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or

- voting members and non-voting attendees of the Group have conflicts of interest with items on the agenda such, that they would be required to absent themselves from the meeting.

Where items are discussed in private confidential session a separate agenda with papers and minutes will be created. Distribution of agenda, papers and minutes will be limited to those that are voting members with no conflicts of interest and those specifically invited attendees which will be agreed with the Chair.

## **6. Responsibilities of the Committee**

6.1 The Committee's duties can be categorised as follows.

6.2 System financial management framework

- to set the strategic financial framework of NHS STW and monitor performance against it to develop NHS STW financial information systems and processes to be used to make recommendations to the Board on financial planning in line with the strategy and national guidance to ensure health and social inequalities are taken into account in financial decision-making

6.3 Resource allocations (revenue)

- to develop an approach to distribute the resource allocation through commissioning and direct allocation to drive agreed change based on NHS STW strategy to advise on and oversee the process regarding the deployment of system-wide transformation funding
- to work with ICS partners to identify and allocate resources where appropriate to address finance and performance related issues that may arise
- to work with ICS partners to consider major investment/disinvestment outlined in business cases for material service change or efficiency schemes and to agree a process for sign off
- to develop standing financial instructions for approval by the Board.

6.4 National framework

- to advise NHS STW on any changes to NHS and non-NHS funding regimes and consider how the funding available to NHS STW can be best used within the system to achieve the best outcomes for the local population
- to oversee national ICB level financial submissions
- to ensure the required preparatory work is scheduled to meet national planning timelines

6.5 Financial monitoring information

- to develop a reporting framework for NHS STW as a statutory body, using the chart of accounts devised by NHSE and the integrated single financial environment (ISFE) and NHS STW as a system of bodies
- to articulate the financial position and financial impacts (both short and long-term) to support decision-making

- to work with ICS partners to identify and agree common approaches across the system such as financial reporting, estimates and judgements
- to work with ICS partners to seek assurance over the financial reports from system bodies and provide feedback to them (being clear on how this role interacts with that of the audit committee)
- to oversee the development of financial and activity modelling to support the ICB priority areas
- to develop a medium- and long-term financial plan which demonstrates ongoing value and recovery
- to develop an understanding of where costs sit across a system, system cost drivers and the impacts of service change on costs
- to ensure appropriate information is available to manage financial issues, risks and opportunities across the ICB
- to manage financial and associated risks by developing and monitoring a finance risk register.
- To ensure risks associated with the remit of the Committee are incorporated in the System Board Assurance Framework and the Strategic Operational Risk Register as appropriate, and oversight of mitigation and action on gaps in control is maintained.

#### 6.6 Performance

- to oversee the management of the system financial target and NHS STW's own financial targets
- to agree key outcomes to assess delivery of NHS STW financial strategy to monitor and report to the Board overall financial performance against national and local metrics, highlighting areas of concern
- to monitor and report to the Board key service performance which should be taken into account when assessing the financial position
- monitor arrangements for risk sharing or risk pooling with other organisations i.e. Section 75 arrangements NHS Act 2006.
- Recommend approval of healthcare contracts outside approved budgets to the Board.

#### 6.7 Communication

- to co-ordinate and manage communications on financial governance with stakeholders internally and externally
- to develop an approach with partners, including NHS STW health and care partnership, to ensure the relationship between cost, performance, quality and environment sustainability are understood

#### 6.8 People

- to develop a system finance staff development strategy to ensure excellence by attracting and retaining the best finance talent
- to ensure that suitable policies and procedures are in place to comply with relevant regulatory, legal and code of conduct requirements

#### 6.9 Capital



- to monitor the system capital programme against the capital envelope and take action to ensure that it is appropriately and completely used
- to gain assurance that the estates and digital plans are built into system financial plans
- to ensure effective oversight of future prioritisation and capital funding bids

6.10 The Committee has the authority to make the following decisions on behalf of NHS STW as set out in the Scheme of Reservation and Delegation:

- To approve policies and procedures specific to the Committee's remit which include, but are not limited to:
  - a) Financial policies and procedures

## **7. Behaviours and conduct**

### **7.1 ICB values**

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

### **7.2 Conflicts of interest**

- 7.2.1 In discharging duties transparently, conflicts of interest must be considered, recorded and managed.
- 7.2.2 Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.
- 7.2.3 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### **7.3 Equality and diversity**

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

## **8. Accountability and reporting**

- 8.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.
- 8.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

- 8.3 The Chair will provide assurance reports to the Board after each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
- 8.4 The Committee will provide an annual report to the Board to describe how it has fulfilled its terms of reference, details on progress and a summary of key achievements in delivering its responsibilities.
- 8.5 The following sub Committees and groups will report into this Committee:
- Strategic Finance, Productivity and Planning Group
  - Capital Prioritisation and Oversight Group
  - STW Finance Training & Development Council

## 9. Secretariat and administration

- 9.1 The Committee shall be supported with a secretariat function which will include ensuring that:
- the agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
  - attendance of those invited to each meeting is monitored and those that do not meet the minimum attendance requirements are highlighting to the Chair
  - records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary
  - preparation, collation and circulation of papers in good time
  - good quality minutes are taken in accordance with the standing orders and agreed with the chair so that a record are kept of matters arising, action points and issues carried forward
  - the Chair is supported to prepare and deliver reports to the Board
  - the Committee is updated on pertinent issues/ areas of interest/ policy developments action points are taken forward between meetings and progress against those is monitored.

## 10. Review

- 10.1 The Committee will review its effectiveness at least annually. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

# NHS Shropshire, Telford and Wrekin

## Quality and Performance Committee

### Terms of Reference

#### 1. Constitution

The Quality and Performance Committee (QPC) is established by the Integrated Care Board (The Board or ICB) as a Committee of the Board in accordance with its constitution.

These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the Board.

The Committee is non-executive chaired, and its members, including those who are not members of the Board, are bound by the standing orders and other policies of the ICB.

#### 2. Authority

2.1 The Quality and Performance Committee is authorised by the ICB to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from health and care partners within the ICS.
- Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any decisions to such groups.
- For the avoidance of doubt, the Committee will comply with, the ICB's Standing Orders, Standing Financial Instructions and the SoRD.

#### 2.2 Scope

The QPC is concerned with all services:

- Commissioned by the NHS (either the ICB or NHS England).
- Jointly commissioned by the NHS and local authorities.
- Commissioned by local authorities from NHS and non-NHS providers.

It includes services within its population boundary regardless of whether NHS STW ICB commissions services from that provider, consideration of out of area placements and providers that cross ICS and regional boundaries. Independent providers are also included.

#### 3. Purpose

The purpose of the QPC is:

##### 3.1 For Quality

- To assure the ICB that regulatory elements of quality are being met as set out in the Health and Care Act 2022 and in line with The National Quality Board, Shared Commitment to Quality <https://www.england.nhs.uk/publication/national-quality-board-shared-commitment-to-quality/>.
- To assure the ICB that our services are safe, effective, caring (which aligns with positive experience in NQB definition of quality), well-led, sustainable, and equitable and in line with STW Pledge 1 – Improving Quality.
- To assure the ICB that there is an effective system of quality governance and internal control that supports the development and delivery of sustainable, high-quality care.
- To provide the ICB with assurance that the STW ICB Quality Strategy, with particular emphasis on addressing health inequalities and quality improvement, is being delivered.
- To assure the ICB that quality risks are recognised, controlled, mitigated and escalated as appropriate.

### **3.2 For Performance**

- To assure the ICB that all system providers have oversight of their key performance indicators and / or oversight frameworks and are reporting to the national / required standards.
- To provide the ICB with intelligence with forecasting against demand across the providers and appropriate plans to meet that demand.
- To provide the ICB with assurance that our system providers are utilising performance reporting to for the purposes of quality improvement (QI).
- To provide the ICB with assurance that performance risks are recognised, controlled, mitigated and escalated as appropriate.

3.3 The Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

## **4. Membership and attendance**

### **4.1 Membership**

- 4.1.1 The Committee members will be appointed by the Board in accordance with the ICB's Constitution.
- 4.1.2 The Board will appoint no fewer than four members of the Committee including one Non-Executive Member of the Board and one independent lay member. Other members of the Committee need not be members of the Board.

### **4.2 Chair and Vice Chair**

- 4.2.1 The meeting will be chaired by an NHS STW ICB non-executive director. In the event of the chair being unable to attend, NHS STW Chief Nursing Officer or NHS Chief Medical Officer who are joint Vice Chairs will chair the meeting.
- 4.2.2 The chair will ensure full participation during meetings, all relevant matters and agenda items are discussed, and that effective decisions are made and communicated to the partners within the ICS.

## **4.3 Members**

### **4.3.1 Members include:**

- ICB Non-Executive Director – Chair
- ICB Chief Nursing Officer - Joint Deputy Chair
- ICB Chief Medical Officer - Joint Deputy Chair
- ICB Director of Planning and Performance
- Shropshire Council Director of Public Health
- Telford and Wrekin Council Director of Public Health
- Shropshire Council senior leadership representative
- Telford and Wrekin Council senior leadership representative
- Primary Care representative
- SCHAT Executive representative
- SaTH Executive representative
- RJAH Executive representative
- MPFT Executive representative
- SCHAT Non-Executive representative
- SaTH Non-Executive representative
- RJAH Non-Executive representative
- MPFT Non-Executive representative
- Shropshire Healthwatch
- Telford and Wrekin Healthwatch

4.3.2 Executive members can commit resources within the boundaries of their own organisations Standing Financial Instructions.

4.3.3 Members may nominate suitably informed deputies to have decision-making authority if they are unable to attend the meeting. Where necessary, this should be limited to maintain a trusting group dynamic.

## **4.4 Attendees**

4.4.1 Only members of the Committee have the right to attend Quality and Performance Committee meetings, however others may be invited to attend all or part of any meeting, as and when appropriate, to assist with discussions on any particular matter.

## **5. Meetings Frequency, Quoracy and Decisions**

### **5.1 Frequency**

5.1.1 The Quality and Performance Committee will meet least 4 times per year but with the expectation that the meetings take place monthly, 10 times a year, (with the exception of August and December or January). Members are expected to attend a minimum of 8 meetings a year.

Where necessary, apologies should be sent prior to the start of a meeting. The membership of any member who misses 3 consecutive meetings will be re-considered by the Chair.

### **5.2 Quoracy**

5.2.1 For a meeting to be quorate the following members must be in attendance

- Chair or deputy chair
- ICB Chief Nursing Officer
- Director of Planning and Performance
- Shropshire Council representative.
- Telford and Wrekin Council representative
- NHS Provider representative from each NHS provider (either Exec or non-exec)

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

5.2.3 Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members.

### **5.3 Decision making and voting**

5.3.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote for committee members only and in the event of a tie, the Chair will have the casting vote. The outcome will be recorded in the minutes.

5.3.2 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication.

5.3.3 The Group may resolve to hold a meeting in confidential private session where;

- it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or
- voting members and non-voting attendees of the Group have conflicts of interest with items on the agenda such, that they would be required to absent themselves from the meeting.

Where items are discussed in private confidential session a separate agenda with papers and minutes will be created. Distribution of agenda, papers and minutes will be limited to those that are voting members with no conflicts of interest and those specifically invited attendees which will be agreed with the Chair.

## **6. Responsibilities of the Committee**

### **6.1 Quality**

6.1.1 The Committee will ensure regulatory requirements of the Health and Care Act 2022, relating to quality are met, that quality is considered in context of NQB Shared Commitment to Quality (2021), and that Pledge 1- Improving Quality, is delivered. This will be achieved through the delivery of the Quality Strategy. Key responsibilities therefore include:

### 6.1.2 Assurance and Regulatory Compliance

- To be assured that there are robust structures and processes in place for the effective management of quality planning, control and improvement for the system.
- To be assured that system wide safeguarding arrangements for children and adults meet statutory responsibilities.
- To be assured that system wide area prescribing, and medicines safety arrangements are compliant with statutory requirements.
- To be assured that system wide infection prevention and control arrangements are compliant with statutory requirements.
- To be assured that actions align with addressing health inequalities.
- To approve ICS statutory quality reports in line with reporting framework and seek Board approval for publication.
- Oversee and scrutinise the ICB's response to quality directives, regulations, national standards, policies, reports, or reviews from external agencies (including for example, CQC and Ockenden) to gain assurance that they are appropriately reviewed and required actions are being taken, embedded and sustained.
- Maintain an overview of changes in the methodology employed by regulators and changes in legislation / regulation and assure the ICB that these are disseminated and implemented across all sites.

### 6.1.3 Quality Structure and Processes

- Ensure this committee, and groups that feed into it, remain aligned to the wider organisational governance structure.
- Promote alignment of system wide, quality culture and methodology.
- Ensure Integrated Care System (ICS) systems and processes track quality information from patient / client to ICB through a clearly defined Information Governance framework and in line with GDPR.
- Seek assurance that opportunities to pool skill, knowledge, competence and other resources lead to coordinated actions that drive improvement, whilst respecting statutory responsibilities of member organisations.
- Adopt a culture of operational efficiency and effectiveness by ensuring quality monitoring is fit for purpose, reporting is aligned and all opportunities to share learning are taken (including but not limited to incidents, complaints, mortality reviews, resident engagement).
- Have oversight of and approve the System Quality Group Terms of Reference.
- Consider and, where appropriate invite, additional assurance from independent sources.
- Approve on behalf of the Board arrangements for supporting NHS England in discharging its responsibilities in relation to securing continuous improvement in the quality of primary general medical services.

#### 6.1.4 Quality Strategy

- To recommend updates and revisions and agree the Quality Strategy and seek approval by the STW ICB Board.
- To receive updates on progress against quality priorities and actions outlined in the Quality Strategy.

#### 6.1.5 Risk

- To maintain oversight of a system quality risk register for all risks relating to system quality. This does not include provider specific risks managed at source, and in line with provider's risk appetite.
- To consider any provider specific risks that rate high and emerging risks that may threaten wider service delivery. This does not preclude any individual organisation within the system calling a Rapid Quality Review, as set out in [National Guidance on Quality Risk Response and Escalation in Integrated Care Systems](#) (National Quality Board, June 2022).
- To receive, consider and escalate for ICB action, any system quality risks that manifest across organisational boundaries to a Rapid Quality Review where these cannot be resolved locally.
- To ensure risks associated with the remit of the Committee are incorporated in the System Board Assurance Framework and the Strategic Operational Risk Register as appropriate, and oversight of mitigation and action on gaps in control is maintained.

#### 6.1.6 Quality Metrics

- To approve system quality metrics recommended by ICB System Quality Group.
- To seek assurance that the system is meeting the system quality metrics and where this is not happening, escalate with recommendations to the STW ICB Board for a system approach to be agreed.
- To ensure as the system matures, quality metrics remain fit for purpose.

#### 6.1.7 Quality Improvement

- To be assured that a system wide process is in place to identify and escalate matters for quality improvement.
- To seek assurance that quality improvement programmes demonstrably reduce health inequalities, improve patient / client safety, outcomes and / or experience.
- Ensure that system barriers to quality improvement are addressed and where possible, removed.
- Implement evidence-based practice, recognised good practice and new and innovative procedures to further increase the skills, knowledge and competence of staff.
- Empower those who access the services to own their health and wellbeing with clear signposting when and how to access the most appropriate support.
- Receive deep dives into QI initiatives as required.



## 6.2 Performance

6.2.1 The Performance Directorate aim to turn data into information and then information into insight for the Committee to consider as part of a quality improvement journey.

6.2.2 The Committee will ensure regulatory requirements relating to performance are met and Pledge 1 is delivered. Key performance responsibilities of the Committee are:

(i) Performance Assurance Framework (PAF)

- To recommend updates and revisions and agree the PAF and seek approval by the ICB Board.

(ii) Regulatory compliance

- To approve ICB statutory performance reports for publication.
- To be assured that provider level performance is the best it can be, and on a journey of Quality Improvement (QI).

(iii) Risk

- To receive, consider and escalate for ICB action, any System Performance risks that manifest across organisational boundaries to a Risk Summit where these cannot be resolved locally.
- To consider any provider specific risks that rate high, and emerging risks that may threaten wider service delivery.
- To consider the commissioning prioritisation framework at least annually before approval at Strategic Commissioning Committee.

(iv) Outcome Measures

- The purpose of collecting data is to provide a basis for action, recommendation, and acknowledgement to support a culture of Quality Improvement.

## 6.3 General

6.3.1 Triangulation

- Triangulate quality and performance outcomes to ensure context is understood, the current position is clear and decisions around next steps are both valid and reliable.

6.3.2 The QPC does not have executive powers and will not:

- Directly intervene in performance management, contractual or regulatory functions, though it can advise on necessary changes and improvements.
- Substitute the need for individual organisations to act promptly when pressing concerns become apparent.

6.3.3 Confidentiality

To enable the exchange of information between attendees at this meeting to be carried out in accordance with the Data Protection Act 2018, the Human Rights Act 1998, the Freedom of Information Act 2000 and the Common Law Duty of Confidentiality, all attendees must undertake to:

- Ensure all information shared and exchanged within the confines of this meeting is for the specific purpose of the meeting and members agree to:
  - not to reveal any confidential information to any person outside of the meeting.
  - store all confidential information securely.
  - not to make copies or duplicates of the confidential information except to the extent that it is reasonably necessary to carry out any follow up actions.
- Use information exchanged within this meeting for the purpose of identifying any action that can be taken by any of the agencies or departments in attendance to resolve the problem under discussion.
- Treat a disclosure of information outside the meeting, beyond that agreed at the meeting, as a breach of the subjects' confidentiality and a breach of the confidentiality of the agencies involved.

Unless exempt, all papers should be considered as subject to the Freedom of Information Act (FOI). Information sharing agreements between members will be agreed as a principle of working together. All papers that are exempt from public release under the FOI Act must be clearly marked 'in confidence, not for publication'. These papers may not be copied or distributed outside of the Group membership without the expressed permission of the Chair. FOI exemption 41 (duty of confidence) applies.

## **7. Behaviours and Conduct**

### **7.1 ICB Values**

- 7.1.1 Members will be expected to conduct business in line with the ICB values and objectives ensuring that everyone can be present without harassment, interruption, fear or intimidation.
- 7.1.2 Members of, and those attending the Committee shall behave in accordance with NHS STW's Constitution, Standing Orders, Conflicts of Interest Policy and Standards of Business Conduct Policy.

### **7.2 Conflicts of Interest**

- 7.2.1 In discharging duties transparently, conflicts of interest must be considered, recorded and managed.
- 7.2.2 Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.
- 7.2.3 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### **7.3 Valuing equality, diversity and inclusion**

7.3.1 All delegates attending the meeting, must undertake to:

- treat all people with respect and act in a way which does not unlawfully discriminate against or exclude anyone.
- encourage and enable representation from under-represented groups.
- ensure that the meeting is enabled for people with disabilities, e.g., availability of hearing loops, use of virtual chat functions.
- act in a fair and responsible way to any staff, fellow delegates or volunteers they encounter.
- communicate in advance to the chair, facilitator or nominated officer any information necessary to help them at the meeting or event.

7.3.2 Members must demonstrably consider the equality and diversity implications of decisions they make to ensure health and care is accessible and available.

#### 7.4 Collective responsibility

7.4.1 All people coming to the meeting agree they will:

- Always observe the authority of the chair or facilitator if one is present, raising points and matters for discussion only through the chair at formal meetings.
- Listen to and respect the views and experiences of other people contributing.

## 8. **Accountability and reporting**

8.1 The Committee is accountable to the ICB and provides assurance to the ICB and separately to NHS Midlands via the Regional Quality Surveillance Group.

8.2 The minutes of the meetings shall be formally recorded, supported with an action log and risk registers.

8.3 The Chair will provide assurance reports to the Board after each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

8.4 The Committee will also provide an annual report to the Board to describe how it has fulfilled its terms of reference, details progress and a summary of key achievements in delivering its responsibilities.

8.5 The QPC also reports, through local authority representation, into the relevant Shropshire, Telford and Wrekin Local Authorities Assurance Committees and to the regional NHS England teams on risks and issues.

8.6 Individual members and advisory/task and finish group leads are responsible for reporting back on activities.

8.7 The QPC will consider reports from national policy work and other sources.

8.8 The QPC will receive reports from:

8.8.1 For quality

- ICS Quality Risk Register
- Health Protection Board
- LMNS Programme Board
- Providers by exception
- Healthwatch
- Safeguarding Adult and Child including Looked After Children Group
- System Quality Group
- Learning Disability, and Autism Group
- Children's and Young Peoples Group
- Statutory Quality Reports

8.8.2 For performance

- Primary care (ICB Lead)
- Shropshire Doctors (Provider/Shropshire Doctors)
- Shropshire Community (Provider/SCHT)
- Urgent and Emergency Care Group
- ICB Cancer and Planned Care Group
- Mental Health Provider (Provider/MPFT)
- Elective Recovery Fund (ICB Business Intelligence and Planning)
- ICS Performance Risk Register

8.9 The chair and relevant local authority lead member shall draw to the attention of STW ICB any issues that require its consideration or executive action.

8.10 Reporting arrangements may change and will be updated to reflect the changes.

## **9. Secretariat and Administration**

9.1 The meeting will be administered by STW ICB and this arrangement is to be kept under review. The secretariat function will ensure that:

- The agenda and papers are prepared and distributed in accordance with the time line below.
- Attendance is monitored and non-attendance flagged to the Chair
- Minutes are taken and an action log is maintained
- The agreed business cycle is maintained and reviewed annually or more frequently if required
- Meetings are recorded and made accessible via MS Teams if conducted by virtual means.

## 9.2 Agenda and Papers

9.2.1 Requests to add agenda items should be made to the chair no later than 5 working days prior to each meeting.

9.2.2 A business cycle of reporting will be maintained.

9.2.3 A final agenda and relevant papers will be circulated electronically to members in 5 working days in advance of each meeting.

9.2.4 Organisational representatives are responsible for ensuring papers are submitted in correct format and on time. Any papers for the Group should be accompanied with a front sheet outlining the purpose, summary of points and clear recommendations.

### 9.2.3 Minutes

Draft minutes approved by the chair are to be circulated no later than 10 working days after the meeting date. Minutes will be signed off as a true and accurate record of the meeting at each subsequent meeting as a standing agenda item.

## 10. **Review**

10.1 The Committee will review its effectiveness at least annually.

10.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the ICB for approval.

# NHS Shropshire, Telford and Wrekin

## Strategic Commissioning Committee

### Terms of Reference

#### 1. Constitution

- 1.1 The Strategic Commissioning Committee ('the Committee') is established by the Board of NHS Shropshire, Telford and Wrekin (the Board or NHS STW) as a Committee of the Board in accordance with its Constitution
- 1.2 These Terms of Reference (ToR), which must be published on NHS STW website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee's members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS STW.

#### 2. Authority

- 2.1 The Committee is authorised by the Board to:
  - Exercise the ICB's duties and powers to commission certain health services, as set out in sections 3 and 3A of the NHS Act 2006 (as amended by the Health and Care Act 2022), other than those explicitly delegated elsewhere.
  - Discharge in accordance with section 65Z5 of the NHS Act the relevant requirements as set out within the Delegation Agreement between NHS England and the ICB (Primary Medical Services), insofar as they relate to the planning, design and commissioning of primary medical services.
  - Promote the engagement of the boards of all organisations across the ICS to support the delivery of the Joint Forward Plan and Integrated Care Strategy.
  - Monitor the ICS's progress against the System Oversight Framework Segment 4 (SOF4) Exit Criteria, holding the relevant committees and partners accountable.
  - Accelerate the delivery of the ICS's strategic aims, objectives and plans with the ambition of driving improvement in quality and safety, strengthen workforce resilience, reduce duplication and drive productivity improvements and cost reduction.

- Promote a system-wide approach and cross functional alignment to the ICS's strategic activities
- Ensure alignment of strategic activities with the ICS's Ten Pledges and its objectives outlined in the Joint Forward Plan.
- Work to ensure that the roles and individuals required to support the delivery of agreed strategically-focused tasks, projects, work-streams or actions are identified and resourced and that the requirement to provide sufficient resources is understood at System and organisational level.
- Provide strategic oversight to delegated primary care services delegated to the ICB from NHS England; including General Medical Services (GMS), Pharmacy, Optometry and Dentistry and some prescribed specialised commissioned services.
- Provide oversight and approval of contracting within approved budgets for all health and care commissioned services by the ICB/ICS, including Primary General Medical Services. (Contracting for Pharmacy, Optometry, Dentistry and Specialised Commissioned services will be via the Joint West Midlands ICBs Committee).

2.2 The Strategic Commissioning Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires within its remit, from any employee or member of NHS STW (who are directed to co-operate with any request made by the Committee) as outlined in these terms of reference
- Commission any reports it deems necessary to help fulfil its obligations,
- Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by NHS STW for obtaining legal or professional advice
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with NHS STW's constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any decisions to such groups.
- For the avoidance of doubt, the Committee will comply with NHS STW Standing Orders, Standing Financial Instructions and the SoRD

### 3. **Purpose**

- 3.1 The duties of the Committee will be driven by NHS STW's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks.
- 3.2 The Committee will oversee development of the Joint Forward Plan Plan (owned by NHS STW and approved by the Board) which will be informed by the Integrated Care Partnership's Integrated Care Strategy, the key needs of the STW population and the NHS mandated priorities.
- 3.3 The Committee will provide strategic oversight of commissioning of health and care services by the ICB/ICS, which includes Primary General Medical services (GMS) delegated to the ICB from NHS England. This includes recommendation of clinical and non clinical system strategies within the Committee's remit to the Board for approval and approval of clinical and non clinical commissioning policies and approval of contracting decisions within approved budgets to include:
- Approval of contracts/contract variation for any healthcare services within approved budgets
  - Approval that NHS STW proceeds to procurement for healthcare services which will include the approval of the timeline for procurement, the proposal for procurement and the service specification.
  - Approval of the award of healthcare services procurement
  - Approval of extension of healthcare contracts, where provision for an extension has been made within the contact terms.
  - Approval of the policies and procedures to support the arrangements for discharging the statutory and delegated duties associated with its clinical and non clinical commissioning functions.
  - Approval of the ICB's Commissioning Intentions provided these are within the scope of the Joint Forward Plan.
  - Arranging for the provision of health services in line with allocated resources across the ICS by putting contracts and agreements in place to secure delivery of its plan by providers.
  - Co-ordinating a common approach to the commissioning and delivery of Primary General Medical Services with other health and social care bodies in respect of the area where appropriate.
  - Such other ancillary activities that are necessary in order to exercise the Primary General Medical delegated functions.
  - Arranging for the provision of health services in line with allocated resources across the ICS by supporting the development of primary care networks (PCNs) as the foundations of out of hospital care and building blocks of place based partnerships including through investment in PCN management support, data and digital capabilities, workforce development and estate.
  - Decisions in relation to the commissioning and management of Primary General Medical Services.
  - Approval of budget plan for managing Primary General Medical Service delegated funds in respect of the area and strategic management of funds outside approved budget.



- Overseeing reviews of Primary General Medical Services in respect of the area.
  - Arranging for the provision of health services in line with allocated resources across the ICS by working with local authority and voluntary, community and social enterprises sector (VCSE) partners to put in place personalised care for people, including assessment and provision of continuing healthcare and funded nursing care and agreeing personal health budgets and direct payments for care.
  - Provide oversight and approval of the arrangements for managing exceptional funding requests.
- 3.4 To ensure risks associated with the remit of the Committee are incorporated in the System Board Assurance Framework and the Strategic Operational Risk Register as appropriate, and oversight of mitigation and action on gaps in control is maintained.
- 3.5 The Committee will provide strategic oversight, alignment and scrutiny to the development of the following system-wide programmes of work:

#### Data and Digital

- Ensure the development and delivery of our STW ICS Digital Strategy , underpinned by the Data and Digital Transformation Plan
- Leading system wide action on data and digital; working with partners across the NHS and with local authorities to put in place smart digital and data foundations to connect health and care services to put the citizen at the centre of their care.
- Using joined up data and digital capabilities to understand local priorities, track delivery of plans, monitor and address unwarranted variation, health inequalities and drive continuous improvement in performance and outcomes.

#### Estates and Procurement

- Review the strategic alignment of the One Public Estates' plans with other strategic estates programmes, such as the Healthier Together Programme (HTP).
- Driving joint work on estates, procurement, supply chain and commercial strategies to maximise value for money across the system and support wider goals of development and sustainability.

#### People and Culture

- Ensure alignment of our One People Plan (previously our People Plan and Workforce Transformation Programme) with other strategic priority areas.

#### System Oversight

- Monitor the system's progress against the key areas of the System Oversight Framework Segment 4 (SOF4) Exit Criteria, as described by NHSEI

#### Delegated Commissioning

- Monitor the strategic implementation of our Commissioning practice in alignment with national policy and our Operating Model for delegated

commissioning: Pharmacy, Optometry and Dentistry and from 1<sup>st</sup> April 2024 some Specialised Commissioned services.

#### Primary Care Services

- Ensure the alignment of system plans relating to Primary Care: General Medical services, Pharmacy, optometry and Dentistry with the Joint Forward Plan and other strategic programmes of work in NHS STW

#### System-wide Service Transformation Programmes

- Ensure the alignment of system-wide programmes of work to the Joint Forward Plan and primary care service plans to include but not limited to: Hospitals Transformation Programme (HTP) and Local Care Programme (LCP)

#### Health Inequalities

- Ensure that health inequalities are addressed in the ICB's strategic objectives and that the Joint Forward Plan seeks to improve the outcomes in STW population's health

#### Population Health Management

- Ensure that the population health management data available in the system is used as a key enabler to help drive data led focus on person centred care through integrated services, to inform the development of the Joint Forward Plan and locally commissioned services at Place and neighbourhoods.

#### Climate Change

- Ensure the development and delivery of our STW ICS Green Plan.
- Leading system wide action on climate change; working with partners across the NHS and with local authorities to put in place foundations to address climate change risks.

## **4. Membership and attendance**

### 4.1 Membership

4.1.1 The committee members will be appointed by the Board in accordance with NHS STW Constitution.

4.1.2 The Board will appoint no fewer than 4 members of the Committee. Other members of the Committee need not be members of the Board.

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

4.1.4 The Committee members shall be appointed by the Board in accordance with the constitution.

4.1.5 The Membership of the Committee is:

- The Chair – either an NHS provider Non Executive Director or an ICB Non Executive Director
- Vice Chair - either an NHS provider Non Executive Director or an ICB Non Executive Director

- ICB Chief Strategy Officer
- ICB Chief Finance Officer or deputy
- ICB Chief Medical Officer or deputy
- ICB Chief Nursing Officer or deputy
- A nominated Senior Executive strategy lead from:
  - Shropshire Community Healthcare NHS Trust
  - Shrewsbury and Telford NHS Trust
  - The Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust
  - Midlands Partnership University NHS Foundation Trust
- A nominated non-executive director from:
  - Shropshire Community Healthcare NHS Trust
  - Shrewsbury and Telford NHS Trust
  - The Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust
  - Midlands Partnership University NHS Foundation Trust
- A representative from Shropshire Council
- A representative from Telford and Wrekin Council
- One representative of General Practice Primary Care Providers who will be one of the Board General Practice Partners
- One representative from the VCS

4.1.6 If a member is unable to attend then they may nominate a deputy:

- The deputy for non-executive members must be a non-executive director from the member's own organisation;
- The deputy for the General Practice Primary Care Providers must be another individual from a General Practice Primary Care Provider.
- The deputy for other members must have delegated authority on behalf of the organisation they represent
- The deputy shall be treated as a full member, and count toward quoracy.

4.1.7 The chairs of the Operational Groups that report into the Committee will be responsible for escalating issues or risks to the Committee.

## 4.2 Chair and Vice Chair

4.2.1 In accordance with the Constitution, the Committee will be chaired by either a Non Executive Director of an NHS Provider Trust or an ICB Non Executive Director, appointed on account of their specific knowledge, skills and experience making them suitable to chair the Committee.

4.2.2 The Vice Chair of the Committee shall be either an NHS Provider Trust non Executive Director or an ICB Non Executive Director.

4.2.3 In the event that the Chair is unavailable, the Vice Chair will chair the meeting. Where the Chair and Vice Chair are not in attendance, committee members may appoint a temporary Chair who is qualified and appropriate to lead the meeting in their absence.

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

#### 4.3 Attendees

4.3.1 Only members of the Committee have the right to attend Committee meetings, however all the meetings of the Committee may be attended by individuals who are not members of the committee.

4.3.2 Additional attendees shall be invited as required at the discretion of the Chair and specifically the following:

- Clinical representatives - on the advice of the ICB Chief Medical Officer and Chief Nursing Officer.
- ICS Digital Lead
- ICB Director of Planning and Performance
- ICB Director of Commissioning
- ICB Director of Strategy and Development
- ICS Chief Pharmacist
- Healthwatch Shropshire
- Healthwatch Telford and Wrekin

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

#### 4.4 Attendance

4.4.1 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative attendee may be agreed with the Chair.

### 5. **Meetings, quoracy and decisions**

#### 5.1 Meetings

5.1.1 The Committee will meet remotely, members attending using electronic means will be counted towards the quorum.

5.1.2 Meetings will take place in private.

5.1.3 The Committee shall meet a minimum of four times per year.

5.1.4 Due to the nature of the item on an agenda the Chair may direct that items are taken in confidential session where this is in the public interest; this includes but not limited to, award of contracts and other commercially sensitive contractual discussions. Only voting members will be invited to this part of a meeting. The Chair may invite attendees to the meeting where they are contributing specific knowledge of the items under discussion. This part of the meeting will be minuted separately and approval of the minutes will be by voting members present at the next confidential meeting.

## 5.2 Quorum

- 5.2.1 For a meeting to be quorate a minimum of 50% members is required, including the Chair or Vice Chair (or a deputy elected from the voting members present).
- 5.2.2 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 5.2.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
- 5.2.4 Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members.

## 5.3 Decision-making and voting

- 5.3.1 Decisions will be taken in accordance with the standing orders. The Committee will ordinarily reach conclusions by consensus when making decisions. When this is not possible the Chair may call a vote.
- 5.3.2 Only members of the committee may vote. Each member is allowed one vote and a majority will be conclusive on any matters. Where there is a split vote with no clear majority, the Chair of the Committee will hold the casting vote.
- 5.3.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of the telephone, email or other electronic communication.
- 5.3.4 Where any such action has been taken in between meetings, then these will be reported to the next meeting.
- 5.3.5 The Committee may resolve to hold a meeting in confidential private session where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or voting members and non-voting attendees of the Group have conflicts of interest with items on the agenda such, that they would be required to absent themselves from the meeting.

## 6 **Responsibilities of the Committee**

### 6.1 Development of the Joint Forward Plan.

- 6.1.1. The Committee will recommend the overall strategic direction of the ICS to the Board, and oversee the development of the ICS Joint Forward Plan, working in collaboration with the Statutory Boards, including:

- Formulation of a clear approach to developing and delivering the Joint Forward Plan agreed with all organisational boards
- Development of a decision-making approach in conjunction with organisation boards to agreed any additions to costs across the STW system and to pursue opportunities for cost reduction. This will be in conjunction with both the Integrated Delivery Committee and Finance Committee.
- Benchmarking against regional and national population health outcomes data to develop future opportunities
- Approve the involvement arrangements for the Joint Forward Plan.
- Recommend the commissioning strategic intent for the ICB to the Board.
- Recommend the Joint Forward Plan to the Board and approve any revisions to it.
- Leading system wide action on data and digital: working with partners across the NHS and with local authorities to put in place smart digital and data foundations to connect health and care services to put the citizen at the centre of their care.
- Using joined up data and digital capabilities to understand local priorities, track delivery of plans, monitor and address unwarranted variation, health inequalities and drive continuous improvement in performance and outcomes
- Driving joint work on estates, procurement, supply chain and commercial strategies to maximise value for money across the system and support wider goals of development and sustainability.

## 6.2 System Improvement Plan

6.2.1 The Committee will oversee the development and monitor the delivery of the System Improvement Plan to deliver financial balance including:

- Establishment of robust decision-making processes for agreement of investments within the affordable funding envelope, in conjunction with the Finance Committee and System Transformation Group.
- Development of an integrated approach to system planning processes
- Development of a financial model for the system, in conjunction with the Finance Committee.
- Development of performance processes to provide oversight of SOF Exit criteria to include metrics and improvement plans in conjunction with the System Transformation Group.

## 6.3 Delegated Assurance Activity

6.3.1 The Committee will provide oversight and assurance of any other activity delegated to it by the ICS Board or, at the discretion of the Chair, at the request of any system member organisation.

## 6.4 Public and Patient Involvement

6.4.1 The Committee will oversee and assure at least annually that the ICB is discharging its statutory responsibilities for involvement of its population in service planning and decision making and that this is meeting the Public Sector Equality Duty under the Equalities Act 2010.

- 6.5 To ensure risks associated with the remit of the Committee are incorporated in the System Board Assurance Framework and the Strategic Operational Risk Register as appropriate, and oversight of mitigation and action on gaps in control is maintained.

## **7 Behaviours and conduct**

### **7.1 ICB values**

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

### **7.2 Conflicts of interest**

- 7.2.1 In discharging duties transparently, conflicts of interest must be considered, recorded and managed.
- 7.2.2 Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.
- 7.2.3 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### **7.3 Equality and diversity**

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

## **8 Accountability and reporting**

- 8.1 The Committee shall report to the Integrated Care Board on how it discharges its responsibilities.
- 8.2 The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.
- 8.3 The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.
- 8.4 The Committee will provide an annual report to the Board to describe how it has fulfilled its terms of reference, details on progress and a summary of key achievements in delivering its responsibilities.

8.5 The following sub committees and groups will report into this Committee:

- Commissioning Working Group
- Primary Care Access and Transformation Group
- Strategy Leads Group
- Equality and Involvement Assurance Sub Committee (annually)
- Population Health Management Group
- Health Inequalities Group
- Strategic Digital Group
- Strategic Estates Working Group
- Workforce Transformation Group

## **9. Secretariat and administration**

### **9.1 Agenda and Papers**

9.1.1 The Agenda for each meeting shall be approved by the Chair.

9.1.2 Final agendas and relevant papers will be circulated electronically to members in advance of each meeting.

### **9.2 Secretariat**

9.2.1 The production of papers, agendas and minutes shall be supported by a secretariat provided by the STW ICB which will ensure that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments;
- Action points are taken forward between meetings and progress against those actions is monitored.

## **10. Review**

10.1 The Committee will review its effectiveness at least annually. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to NHS STW for approval.



# NHS Shropshire, Telford and Wrekin

## System Transformation Group

### Terms of Reference

#### 1. Constitution

- 1.1 The System Transformation Group ('the Group') is established by the Board of NHS Shropshire, Telford and Wrekin (the Board or NHS STW) as a Management Group reporting to the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on the NHS STW website, set out the membership, the remit, responsibilities and reporting arrangements of the Group and may only be changed with the approval of the Board.
- 1.3 The Group's members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS STW.

#### 2. Authority

- 2.1 The Group is authorised by the Board to:
  - 2.1.1 Oversee the development and delivery of the Transformation Programme and the individual projects and programmes that reflect the Joint Forward Plan-including:
    - Urgent and Emergency Care
    - Elective Care, Cancer and Diagnostics
    - Children and Young People
    - Workforce (agency and recruitment)
    - Hospital Transformation Programme
    - Local Care Programme
    - Mental health, Learning Disability and Autism
    - Financial Improvement
    - other transformation programmes as they develop.

CEO SRO's will provide exception reporting at each meeting of the Group and deep dive reports as outlined in a forward plan for the year to System Transformation Group:

- Urgent and Emergency Care – Louise Barnett
- Elective Care, Cancer and Diagnostics - Stacey Lee Keegan
- Children and Young People – to be confirmed
- Workforce (agency and recruitment) – Stacey Lee Keegan
- Hospital Transformation Programme – Matthew Neal
- Local Care Programme – Patricia Davies
- Mental health, Learning Disability and Autism – Neil Carr delegated to Cathy Riley
- Financial Improvement – Simon Whitehouse

Oversee the delivery of the ICS performance against the underlying financial deficit.

- 2.1.2 Accelerate the delivery of the sustainability programme through the delivery of agreed programmes to drive improvement in quality and safety, strengthen workforce resilience, reduce duplication and drive productivity improvements and cost reduction.
- 2.1.3 Agreement of key delivery responsibilities at organisation and system level with project plans to ensure clarity and delivery.
- 2.1.4 Provide oversight to the Investment Panel and ensure rigorous evaluation of benefits realisation and return on new investment.
- 2.1.5 Promote a system-wide approach to the delivery of transformation programmes.
- 2.1.6 Work to ensure that the roles and individuals required to support the delivery of agreed tasks, projects, work-streams or actions are identified and resourced and appropriate resources are identified from all system partners as appropriate.
- 2.1.7 Put in place processes to monitor and address relevant risks and issues, particularly in relation to the under-delivery of agreed actions and system delivery against NHS mandated standards and targets.
- 2.1.8 Investigate any activity within its terms of reference
- 2.1.9 Seek any information it requires within its remit, from any employee or member of NHS STW (who are directed to co-operate with any request made by the Group) as outlined in these terms of reference
- 2.1.10 Commission any reports it deems necessary to help fulfil its obligations,
- 2.1.11 Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Group must follow any procedures put in place by NHS STW for obtaining legal or professional advice
- 2.1.12 Create sub groups and task and finish sub-groups to take forward specific programmes of work as considered necessary by the Group's members. The Group shall determine the membership and terms of reference of any such sub group or task and finish sub-groups in accordance with NHS STW's constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, the Group will comply with NHS STW Standing Orders, Standing Financial Instructions and the SoRD.

### **3. Purpose**

- 3.1 The duties of the Group will be driven by NHS STW's objectives, Joint Forward Plan and any associated risks. An annual programme of business will be agreed before the start of the financial year. However, this will be flexible to new and emerging priorities and risks.

### 3.2 The purpose of the Group is to:

- Provide assurance, oversight and support to the development and delivery of the STW ICS Transformation Programmes, the Financial Improvement Plan and Cost Improvement Plan to ensure that transformation is achieved at the required pace and remains aligned to Joint Forward Plan. Ensure allocation of resources to support delivery.
- Provide assurance, oversight and support to the enabling and support services workstreams that contribute to the Transformation Programmes and upon which the programmes are dependent to achieve the required outcomes.
- Serve as the point of escalation for operational transformation groups created by the Group specifically including for the following areas:
  - Urgent and Emergency Care
  - Elective Care, Cancer and Diagnostics
  - Children and Young People
  - Workforce (agency and recruitment)
  - Hospital Transformation Programme
  - Local Care Programme
  - Mental health, Learning Disability and Autism
  - Financial Improvement
- Address interdependencies across STW transformation programmes and ensure continued congruence of programmes with operational activities.
- Ensure that the transformation programmes remain aligned to delivery of the Financial Strategy.
- Provide oversight to the Investment Panel and ensure that that investment decisions across the ICS remain compliant with the requirements of the national Recovery Support Programme and adhere to the agreed System process.
- Establishing joint working arrangements with partners that embed collaboration as the basis for delivery within the plan.
- Arranging for the provision of health services in line with allocated resources across the ICS by convening and supporting providers (working both at scale and at place) to lead major service transformation programmes to achieve agreed outcomes
- Oversee the delivery of the ICS performance against the underlying financial deficit, to include;
  - Recovery Support Programme
  - Financial Improvement Plan
  - System Cost Improvement Programme:
    - Oversight of combined provider and commissioner delivery

- Oversight and assurance of system financial improvement programmes i.e. medicines management, procurement, estates and joint commissioning as required.
- 3.3 To ensure risks associated with the remit of the Group are incorporated in the System Board Assurance Framework and the Strategic Operational Risk Register as appropriate, and oversight of mitigation and action on gaps in control is maintained.
- 3.3 Out of Scope
  - Organisation-specific transformation programmes, although interdependencies will be tracked by the Group to manage risks to delivery of the transformation programmes
  - Organisation-specific financial efficiency programmes, although interdependencies will be tracked by the Group to manage risks to delivery of the transformation programmes
  - Operational performance that is within the remit of the operational groups reporting into System Transformation Group.

## **4. Membership and Attendance**

### **4.1 Membership**

- 4.1.1 The Group members shall be appointed by the Board in accordance with the constitution.
- 4.1.2 The Board will appoint no fewer than 7 members of the Group. Other members of the Group need not be members of the Board.
- 4.1.3 The voting membership of the Group is:
  - ICB CEO (Chair)
  - ICB Chief Finance Officer (Vice Chair)
  - CEO, Midlands Partnership University NHS Foundation Trust
  - CEO, Shrewsbury and Telford Hospital NHS Trust
  - CEO, Shropshire Community Health NHS Trust
  - CEO, Shropshire Council
  - CEO, Telford & Wrekin Council
  - CEO of The Robert Jones and Agnes Hunt (RJAH) Orthopaedic Hospital NHS Foundation Trust
- 4.1.4 If a member is unable to attend then they may nominate a deputy:
  - The deputy for Group members must have delegated authority on behalf of the organisation they represent.
  - The deputy shall be treated as a full member, and count toward quoracy.
- 4.1.5 The chairs of the Operational Groups reporting into The Group will be responsible for escalating issues or risks to The Group within their monthly exception reporting.

## 4.2 Chair and Vice Chair

4.2.1 The Group will be chaired by the NHS STW Chief Executive Officer.

4.2.2 The Vice Chair of the Group shall be NHS STW Chief Finance Officer.

4.2.3 If the Chair and Vice Chair are unavailable, Group members may appoint at the beginning of the meeting a temporary Chair from the voting members of the Group who is qualified and appropriate to lead the meeting in the absence of the Chair and Vice Chair.

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

## 4.3 Attendees

4.3.1 Only members of the Group have the right to attend Group meetings, however all the meetings of the Group will be attended by individuals who are not members of the Group as follows:

- ICB Chief Delivery Officer
- ICB Chief Medical Officer
- ICB Chief Nursing Officer
- ICB Chief Strategy Officer
- Director of Hospital Transformation Programme - SaTH

4.3.2 Additional attendees who are senior managers who support SROs and lead on the programme areas at the discretion of the Chair, shall be invited as required at the discretion of the Chair.

## 4.4 Attendance

4.4.1 Where an attendee of the Group (who is not a member of the Group) is unable to attend a meeting, a suitable deputy may be agreed with the Chair.

## **5. Meetings, quoracy and decisions**

### 5.1 Meetings

5.1.1 The Group will meet in person, however where this is not possible the Group will meet remotely and members attending using electronic means will be counted towards the quorum.

5.1.2 Meetings will take place in private.

5.1.3 The Group shall meet a minimum of four times per year, but with the expectation that meetings occur monthly except for August and December.

5.1.4 Arrangements and notice for calling meetings are set out in the Standing Orders.

5.1.5 Additional meetings may take place as required; The Board, Chair or Chief Executive may ask the Group to convene further meetings to discuss particular issues on which they want the Group's advice.

## 5.2 Quorum

1. For a meeting to be quorate a minimum of 50% members is required, including either the Chair or Vice Chair or the deputy chair where this has been agreed with the Chair and the members of the meeting.
2. If any member of the Group has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
3. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
4. Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members. Any such decisions must be reported to the next scheduled meeting.

## 5.3 Decision-making and voting

5.3.1 Decisions will be taken in accordance with the standing orders. The expectation is that the Group shall ordinarily reach conclusion by consensus when making decisions. If consensus cannot be achieved each member may cast a vote.

5.3.2 Only members of the Group may vote. Each member is allowed one vote and a majority will be conclusive on any matters. If a majority cannot be reached by voting, the Chair shall have a second, deciding vote.

5.3.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

5.3.4 Where any such action has been taken between meetings, then these will be reported to the next meeting.

5.3.5 The Group may resolve to hold a meeting in confidential private session where;

- it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or
- voting members and non-voting attendees of the Group have conflicts of interest with items on the agenda such, that they would be required to absent themselves from the meeting.

Where items are discussed in private confidential session a separate agenda with papers and minutes will be created. Distribution of agenda, papers and minutes will be

limited to those that are voting members with no conflicts of interest and those specifically invited attendees which will be agreed with the Chair.

## 6. **Responsibilities of the Group**

- 6.1 The Committee's responsibilities can be summarised as; development and implementation of the STW ICS Transformation Programmes, the Financial Improvement Programme & Enabling Workstreams and categorised as follows:
- 6.2 The purpose of the Group is to provide oversight of and support to the development and delivery of the STW ICS Sustainability Transformation Programmes and Financial Improvement Programme to:
  - 6.2.1 Ensure that they achieve the financial and quality outcomes expected within time and budgetary constraints
  - 6.2.2 Monitor key risks and ensure that appropriate mitigating action is in place and achieving desired impact
  - 6.2.3 Review and resolve escalated issues as required
  - 6.2.4 Ensure sufficient resources are allocated including across enabling activities
  - 6.2.5 Identify and monitor interdependencies to ensure effective management including:
    - Interdependencies with other System-wide or organisation-specific transformation programmes
    - Dependencies on enabling workstreams
  - 6.2.6 Ensure that the programmes remain aligned to Joint Forward Plan and other System strategies as they emerge inc. the financial strategy and the clinical strategy and that programmes support delivery of the ten System pledges
  - 6.2.7 Oversight of interdependencies with the STW ICS operational groups specifically in relation to the System Transformation programmes through receipt of chair reports and escalated risks and issues
  - 6.2.8 Oversight of enabling groups and workstreams that contribute to the Transformation programmes and upon which the programmes are dependent to achieve the required outcomes
  - 6.2.9 Ensure delivery plans are developed that achieve accelerated implementation
  - 6.2.10 Development of a collective approach to delivery of transformation priorities, reframing the deliverables, impact evaluation and accountabilities
  - 6.2.11 Monitor delivery of Financial Efficiency Programme

6.2 12 Oversight of the Efficiency Programme to ensure alignment with the Sustainability Transformation Programmes

6.2.13 Oversight of the Investment Panel to ensure that investment decisions remain aligned to the Financial Strategy and meet the requirements of the national Recovery Support Programme

6.3 Delegated Assurance Activity:

6.3.1 The Group will provide oversight and assurance of any other activity delegated to it by NHS STW or, at the discretion of the Chair, at the request of any system member organisation.

## 7. **Behaviours and conduct**

### 7.1 ICB Values

7.1.1 Members will be expected to conduct business in line with NHS STW values and objectives.

7.1.2 Members of, and those attending, the Group shall behave in accordance with NHS STW's Constitution, Standing Orders, Conflicts of Interest Policy and Standards of Business Conduct Policy.

### 7.2 Conflicts of interest

7.2.1 In discharging duties transparently, conflicts of interest must be considered, recorded and managed.

7.2.2 Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest.

7.2.3 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### 7.3 Equality and Diversity

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

## 8. **Accountability and reporting**

### 8.1 Reporting

8.1.1 The Group shall report to the Integrated Care Board on how it discharges its responsibilities.



8.1.2 The minutes of the meeting shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

8.1.3 The Chair will provide assurance reports to the Board at each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

## 8.2 Accountability

8.2.1 The Group is accountable to the Integrated Care Board.

## 9. Secretariat and administration

### 9.1 Agenda and Papers

9.1.1 The agenda for each meeting shall be approved by the Chair.

9.1.2 Final agendas and relevant papers will be circulated electronically to members in advance of each meeting.

### 9.2 Secretariat

9.2.1 The production of papers, agendas and minutes shall be supported by a secretariat function provided by the STW ICS

9.2.2 The secretariat function will ensure that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead
- Attendance of those invited to each meeting is monitored and that meetings that do not meet minimum requirements are highlighted to the Chair
- Records of members' appointments and renewal dates are maintained and that the Board is prompted to renew membership and identify new members where necessary
- Good quality minutes are taken in accordance with the standing orders and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept
- The Chair is supported to prepare and deliver reports to the Board
- The Group is updated on pertinent issues/ areas of interest/ policy developments
- Action points are taken forward between meetings and progress against those actions is monitored.

## 10. Review

10.1 The Group will review its effectiveness at least annually.

10.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to NHS STW for approval.

# NHS Shropshire, Telford and Wrekin

## Audit Committee

### Terms of Reference

#### 1. Constitution

- 1.1 The Audit Committee (the Committee) is established by the Board of NHS Shropshire, Telford and Wrekin (the Board or NHS STW) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR), which must be published on NHS STW website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS STW.

#### 2. Authority

- 2.1 The Audit Committee is authorised by the Board to:
  - Investigate any activity within its terms of reference;
  - Seek any information it requires within its remit, from any employee or member of NHS STW (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these terms of reference;
  - Commission any reports it deems necessary to help fulfil its obligations;
  - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by NHS STW for obtaining legal or professional advice;
  - Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with NHS STW's constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may/ not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, the Committee will comply with, NHS STW Standing Orders, Standing Financial Instructions and the SoRD, other than for any exceptions agreed by the Board.

#### 3. Purpose

- 3.1 To contribute to the overall delivery of NHS STW objectives by providing oversight and assurance to the Board on the adequacy of governance, risk management and internal control processes within NHS STW.

- 3.2 The duties of the Committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks.
- 3.3 The Audit Committee has no executive powers, other than those delegated in the Scheme of Reservation and Delegation and specified in these terms of reference.

#### **4. Membership and attendance**

##### **4.1 Membership**

- 4.1.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.
- 4.1.2 The Board will appoint no fewer than four members of the Committee including four who are Independent Non-Executive Members of the Board. Other members of the Committee need not be members of the Board, but they may be.
- 4.1.3 Neither the Chair of the Board, nor employees of NHS STW will be members of the Committee.
- 4.1.4 Members will possess between them knowledge, skills and experience in: accounting, risk management, internal, external audit; and technical or specialist issues pertinent to NHS STW's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.
- 4.1.5 The membership of the Committee will be as follows:
- Non Executive Director – Audit Committee (Chair)
  - Non Executive Director – Remuneration Committee
  - Non Executive Director – Digital
  - Non Executive Director - Inequalities

##### **4.2 Chair and vice chair**

- 4.2.1 In accordance with the constitution, the Committee will be chaired by an Independent Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.
- 4.2.2 The Committee will be chaired by the Non Executive Director – Audit Committee.
- 4.2.3 The Chair of the Committee shall be independent and therefore may not chair any other committees. In so far as it is possible, they will not be a member of any other committee.
- 4.2.4 Committee members may appoint a Vice Chair who may or may not be a Non Executive of NHS STW.
- 4.2.5 In the absence of the Chair, or nominated Vice Chair, the remaining members present shall elect one of their number Chair the meeting.

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

#### 4.3 Attendees

4.3.1 Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- a) Chief Finance Officer or their nominated deputy;
- b) Representatives of both internal and external audit;
- c) Individuals who lead on risk management and counter fraud matters;

4.3.2 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

4.3.3 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Board(s), Secondary and Community Providers.

4.3.4 The Chief Executive should be invited to attend the meeting at least annually.

4.3.5 The Chair of NHS STW may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

#### 4.4 Attendance

4.4.1 Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

#### 4.5 Access

4.5.1 Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee.

### **5. Meetings Quoracy and Decisions**

5.1 The Audit Committee will meet at least four times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

5.2 The Board, Chair or Chief Executive may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

5.3 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

#### 5.4 Quorum

5.4.1 For a meeting to be quorate a minimum of 50% members is required, with at least two ICB Non Executives in attendance.

- 5.4.2 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 5.4.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
- 5.4.4 Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members.

## 5.5 Decision making and voting

- 5.5.1 Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 5.5.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 5.5.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 5.5.4 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## 6. **Responsibilities of the Committee**

The Committee's duties can be categorised as follows.

### 6.1. Integrated governance, risk management and internal control

- 6.1.1 To review the adequacy and effectiveness of the system of integrated governance, risk management and internal control across the whole of NHS STW's activities that support the achievement of its objectives, and to highlight any areas of weakness to the Board.
- 6.1.2 To ensure that financial systems and governance are established which facilitate compliance with DHSC's Group Accounting Manual.
- 6.1.3 To review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of NHS STW's objectives, the effectiveness of the management of principal risks.
- 6.1.4 To have oversight of system risks where they relate to the achievement of NHS STW's objectives.
- 6.1.5 To ensure consistency that NHS STW acts consistently with the principles and guidance established in HMT's Managing Public Money.
- 6.1.6 To seek reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

6.1.7 To identify opportunities to improve governance, risk management and internal control processes across NHS STW.

## 6.2 Internal audit

6.2.1 To ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Board. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved;
- Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- Considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources;
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation; and
- Monitoring the effectiveness of internal audit and carrying out an annual review.

## 6.3 External audit

6.3.1 To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit;
- Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan;
- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee; and
- Reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

## 6.4 Other assurance functions

6.4.1 To review the findings of assurance functions in NHS STW, and to consider the implications for the governance of NHS STW.

- 6.4.2 To review the work of other committees in NHS STW, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility.
- 6.4.3 To review the assurance processes in place in relation to financial performance across NHS STW including the completeness and accuracy of information provided.
- 6.4.4 To review the findings of external bodies and consider the implications for governance of NHS STW. These will include, but will not be limited to:
- Reviews and reports issued by arm's length bodies or regulators and inspectors: e.g. National Audit Office, Select Committees, NHS Resolution, CQC; and
  - Reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges and accreditation bodies).

## 6.5 Counter fraud

- 6.5.1 To assure itself that NHS STW has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet the requirements of the Government Functional Standard 013: Counter Fraud and which will assist the NHS Counter Fraud Authority (NHSCFA) nationally in providing assurance to Cabinet Office of how the ICB is identifying and mitigating the risk of fraud, bribery and corruption.
- 6.5.2 To review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports should the ICB be chosen for a quality inspection by the NHSCFA during the year.
- 6.5.3 To ensure that the counter fraud service provides appropriate progress reports and that these are scrutinised and challenged where appropriate.
- 6.5.4 To be responsible for ensuring that the counter fraud service prepares an Annual Counter Fraud Report, which will incorporate a self-assessment against the Government Functional Standard 013: Counter Fraud (this self-assessment will be known as the Counter Fraud Functional Standard Return (CFFSR)). The report will outline key work undertaken during each financial year to meet the Government Functional Standard 013: Counter Fraud and will be approved by the Audit Committee Chair and Executive Chief Finance Officer in advance of submission by a deadline specified by NHSCFA.
- 6.5.5 To report concerns of suspected fraud, bribery and corruption to the NHSCFA using the national NHS counter fraud management system (known as CLUE).

## 6.6 Freedom to Speak Up

- 6.6.1 To review the adequacy and security of NHS STW's arrangements for its employees, contractors to raise concerns, in confidence, in relation to financial, clinical management, or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

## 6.7 Information Governance (IG)

- 6.7.1 To receive regular updates on IG compliance (including uptake & completion of data security training), data breaches and any related issues and risks.
- 6.7.2 To review the annual Senior Information Risk Owner (SIRO) report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.
- 6.7.3 To receive reports on audits to assess information and IT security arrangements, including the annual Data Security & Protection Toolkit audit.
- 6.7.4 To provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

## 6.8 Financial reporting

- 6.8.1 To monitor the integrity of the financial statements of NHS STW and any formal announcements relating to its financial performance.
- 6.8.2 To ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
- 6.8.3 To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:
  - The wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
  - Changes in accounting policies, practices and estimation techniques;
  - Unadjusted mis-statements in the Financial Statements;
  - Significant judgements and estimates made in preparing of the Financial Statements;
  - Significant adjustments resulting from the audit;
  - Letter of representation; and
  - Qualitative aspects of financial reporting.

## 6.9 Conflicts of Interest

- 6.9.1 The chair of the Audit Committee will be the nominated Conflicts of Interest Guardian.
- 6.9.2 The Committee shall satisfy itself that NHS STW's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with NHS STW policy and procedures relating to conflicts of interest.

## 6.10 Policy Management

- 6.10.1 The Committee shall satisfy itself that NHS STW's policy, systems and processes for the management of policies are effective including receiving reports relating to non-compliance with NHS STW policy on the management of policies.



## 6.11 Management

- 6.11.1 To request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 6.11.2 The Committee may also request specific reports from individual functions within NHS STW as they may be appropriate to the overall arrangements.
- 6.11.3 To receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of NHS STW's standing orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.

## 6.12 Communication

- 6.12.1 To oversee communications on governance, risk management and internal control with stakeholders internally and externally.
- 6.12.2 To develop an approach with other committees, including the Integrated Care Partnership, to ensure the relationship between them is understood.

## 6.13 Decision Making

The Committee has the authority to make the following decisions on behalf of NHS STW as set out in the Scheme of Reservation and Delegation:

- To approve policies and procedures specific to the Committee's remit which include, but are not limited to:
  - Approve NHS STW's counter fraud and security management arrangements including supporting plans, policies and procedures
  - Approve NHS STW's risk management policies and procedures
  - Approve the arrangements, including supporting policies and procedures for ensuring appropriate security, storage, management and transfer of information and data.
  - Approve NHS STW's Freedom to Speak Up processes including supporting plans, policies and procedures.
  - Approve NHS STW's conflicts of interest policy and procedures
  - Approve NHS STW's arrangements including supporting plans, policies and procedures for EPRR and business continuity.
  - Approve arrangements including supporting policies and procedures for handling freedom of information requests.
  - Approve NHS STW's policy management arrangements and oversight, including the policy on the management of policies, supporting plans, policies and procedures.

## 6.14 Auditor Panel

- 6.14.1 To meet Regulations under the Local Audit and Accountability Act 2014 the Chair and members of the Audit Committee will also constitute the Chair and membership of the

Auditor Panel, which will meet separately to the Audit Committee as required and that these are recorded in formal minutes to be submitted to NHS STW and will:

- Advise NHS STW on the maintenance of an independent relationship with external auditors;
- Advise NHS STW on the selection and appointment of external auditors
- If asked, advise NHS STW on any proposal to enter into a limited liability agreement.

## **7. Behaviours and conduct**

### **7.1 ICB values**

7.1.1 Members will be expected to conduct business in line with NHS STW values and objectives.

7.1.2 Members of, and those attending, the Committee shall behave in accordance with NHS STW's Constitution, Standing Orders, Conflicts of Interest Policy and Standards of Business Conduct Policy.

### **7.2 Conflicts of interest**

7.2.1 In discharging duties transparently, conflicts of interest must be considered, recorded and managed.

7.2.2 Members should have regard to both NHS STW's policies and national guidance on managing conflicts of interest.

7.2.3 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### **7.3 Equality and diversity**

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

## **8. Accountability and reporting**

8.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

8.2 The minutes of the meetings shall be formally recorded by the secretary.

8.3 The Chair will provide assurance reports to the Board at each meeting based upon the minutes of the meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

8.4 The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and 'embeddedness' of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements.

## **9. Secretariat and Administration**

9.1 The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Preparation, collation and circulation of papers in good time
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments;
- Action points are taken forward between meetings and progress against those actions is monitored.

## **10. Review**

10.1 The Committee will review its effectiveness at least annually.

10.2 These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

# NHS Shropshire, Telford and Wrekin

## Remuneration Committee

### Terms of Reference

#### 1. Constitution

- 1.1 The Remuneration Committee (the Committee) is established by the Board of NHS Shropshire, Telford and Wrekin (the Board or NHS STW) as a Committee of the Board in accordance with its Constitution.
- 1.2 These terms of reference, which must be published on NHS STW website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS STW.

#### 2. Authority

- 2.1 The Remuneration Committee is authorised by the Board to:
  - Investigate any activity within its terms of reference;
  - Seek any information it requires within its remit, from any employee or member of NHS STW (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference;
  - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by NHS STW for obtaining legal or professional advice;
  - Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with NHS STW's constitution, standing orders and SoRD but may /not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, in the event of any conflict, NHS STW Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference other than the committee being permitted to meet in private.

### 3. Purpose

3.1 The Committee's main purpose is to exercise the functions of NHS STW relating to paragraphs 17 to 19 of Schedule 1B to the NHS Act 2006. In summary:

- Confirm NHS STW Pay Policy including adoption of any pay frameworks for all employees including senior managers/directors (including board members) and non-executive directors.

### 4. Membership and attendance

#### 4.1 Membership

4.1.1 The Committee members shall be appointed by the Board in accordance with NHS STW Constitution.

4.1.2 The Board will appoint no fewer than three members of the Committee including two independent members of the Board. Other members of the Committee need not be members of the board, but they may be.

4.1.3 The Chair of the Audit Committee may not be a member of the Remuneration Committee.

4.1.4 The Chair of the Board may be a member of the Committee but may not be appointed as the Chair.

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

4.1.6 The membership will include:

- ICB Non Executive Director – Remuneration (Chair)
- ICB Non Executive Director – Inequalities
- ICB Non Executive Director – Digital
- ICB Chair

4.1.7 Where the Remuneration Committee is considering the pay policy with regard to Non Executive Directors the membership of the Committee will be amended to avoid any conflicts of interest, with the same quorum, to the following:

- a) ICB Chair
- b) At least 1 partner member
- c) At least 1 ordinary member who is an executive member of the Board

A chair will be nominated from those in attendance.

## 4.2 Chair and Vice Chair

- 4.2.1 In accordance with the constitution, the Committee will be chaired by an independent non-executive member of the Board appointed on account of their specific knowledge skills and experience making them suitable to chair the Committee.
- 4.2.2 Committee members may appoint a Vice Chair from amongst the members.
- 4.2.3 In the absence of the Chair, or nominated Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.
- 4.2.4 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

## 4.3 Attendees

- 4.3.1 Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.
- 4.3.2 Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:
  - a) NHS STW's most senior HR Advisor or their nominated deputy
  - b) Chief Finance Officer or their nominated deputy
  - c) Chief Executive or their nominated deputy
- 4.3.3 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 4.3.4 No individual should be present during any discussion relating to:
  - a) Any aspect of their own pay;
  - b) Any aspect of the pay of others when it has an impact on them.

## **5. Meetings Quoracy and Decisions**

- 5.1 The Committee will meet in private.
- 5.2 The Committee will meet at least twice each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.
- 5.3 The Board, Chair or Chief Executive may ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the committee's advice.
- 5.4 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

## 5.5 Quorum

- 5.5.1 For a meeting to be quorate 50% of the members is required.
- 5.5.2 If any member of the Committee has been disqualified from participating on item in the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 5.5.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
- 5.5.4 Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members.

## 5.6 Decision making and voting

- 5.6.1 Decisions will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.
- 5.6.2 Decisions will be taken in according with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 5.6.3 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 5.6.4 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.
- 5.6.5 Where any such action has been taken between meetings, then these will be reported to the next meeting.

## **6. Responsibilities of the Committee**

6.1 The Committee's duties are as follows:

6.1.1 For the Chief Executive, Directors and other Very Senior Managers:

- Determine all aspects of remuneration including but not limited to salary, (including any performance-related elements) bonuses, pensions, fees, allowances and cars;
- Determine arrangements for termination of employment and other contractual terms and non-contractual terms.

6.1.2 For all staff:

- Determine NHS STW pay policy (including the adoption of pay frameworks such as Agenda for Change);
- Oversee contractual arrangements; terms and conditions, remuneration and

travelling or other allowances, including pensions and gratuities.

- Determine the arrangements for termination payments and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

6.1.3 Confirm NHS STW Pay Policy including adoption of any pay frameworks for non-executive directors.

6.1.4 The Committee has the authority to make the following decisions on behalf of NHS STW as set out in the Scheme of Reservation and Delegation:

- To approve remuneration policies and procedures specific to the Committee's remit
- Consider and make decisions on behalf of the Board on business cases for staff who wish to retire and return to employment of NHS STW that have been considered and recommended by the Executive team.
- Considers and makes decisions on behalf of the Board on remuneration, fees and allowances of an appointee of NHS STW who is neither an employee nor a non-executive director.
- Assurance in relation to ICB statutory duties relating to people such as compliance with employment legislation including such as Fit and proper person regulation (FPPR).
- Reviewing the performance of the Chief Executive and other very senior managers (VSM) and makes decisions on annual salary awards.

## **7. Behaviours and conduct**

### **7.1 ICB values**

7.1.1 Members will be expected to conduct business in line with NHS STW values and objectives.

7.1.2 Members of, and those attending, the Committee shall behave in accordance with NHS STW's Constitution, Standing Orders, Conflicts of Interest Policy and Standards of Business Conduct Policy.

### **7.2 Conflicts of interest**

7.2.1 In discharging duties transparently, conflicts of interest must be considered, recorded and managed.

7.2.2 Members should have regard to both NHS STW's policies and national guidance on managing conflicts of interest.



7.2.3 All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Chair and submitted to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

### 7.3 Equality and diversity

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

## 8. **Accountability and reporting**

8.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

8.2 The minutes of the meetings shall be formally recorded by the secretary.

8.3 The Remuneration Committee Chair will submit a report to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

8.4 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## 9. **Secretariat and Administration**

9.1 The Committee shall be supported with a secretariat function. Which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Preparation, collation and circulation of papers in good time
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept;
- The Chair is supported to prepare and deliver reports to the Board;
- The Committee is updated on pertinent issues/ areas of interest/ policy developments; and
- Action points are taken forward between meetings.

## **10. Review**

- 10.1 The Committee will review its effectiveness at least annually.
- 10.2 These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

# Shropshire Integrated Place Partnership

## Terms of Reference

### Our Vision

**HWBB Vision:** *For Shropshire people to be the healthiest and most fulfilled in England*

### **SHIPP vision:**

“Working together to ensure people in Shropshire are supported to lead healthy, fulfilling lives.”

### **Background**

The NHS Long Term Plan (2018) (LTP) recognised that health and social care commissioning and delivery systems often appeared to be fragmented, resulting in organisations competing with each other rather than working together, and uneven quality of care which exacerbated inequalities. The LTP proposed a move to a new way of providing care which is more joined up and coordinated, more proactive in the services it provides and more differentiated in the services it offers to individuals. This new model of care, through Integrated Care Systems (ICSs), focusses on population health and local partnerships, aiming to expand the care developed provided outside hospitals, to remove divisions between secondary, primary and community services, and to work with people so they have more control over their health, with more personalised care when they need it.

Shropshire people and communities are central to developing new ways of working. Ensuring that we understand our population, their needs, assets and aspirations are all key to developing the SHIPP priorities and work programmes.

Developing our partnerships in which providers and people work together to deliver shared ambitions and outcomes with the population, is vital to delivering the Long Term Plan.

The NHSE *New Models of Care* programme has been central to the development of integrated working in England. It has been able to build on pre-existing partnerships between local services in some parts of the country and has encouraged the development of partnerships in others. Such partnerships are using flexibilities within the current legislative framework to form alliances and deliver services and have agreed to collaborate rather than compete.

### **Purpose**

The purpose of Shropshire Integrated Place Partnership (SHIPP) is to act as a partnership board of commissioners, providers of health and social care and involvement leads, in

Shropshire, to ensure that the system level outcomes and priorities agreed at ICS and Programme boards are implemented at place level in Shropshire. The Board will take into account the different communities and people we work with, the individuals/ citizens (including carers) that we serve, the different delivery models needed, and our focus on reducing inequalities.

The Board focusses on objectives and outcomes, not organisations. It is a partnership of equals with shared collaborative leadership and responsibility, enabled by Shadow ICS governance and decision-making processes. People in Shropshire who make use of our services form a central part of the design and implementation of our new approaches; part of this approach is to consider the assets in a community (human and physical) and how these assets are part of our solutions.

Clinical/care leadership is central to the partnership, to ensure that services provide the best quality evidence-based care and support for our people, improving outcomes and reducing health inequalities.

It is expected that through the programmes of ShIPP, and routine involvement and coproduction local people and workforce can feed ideas and information to inform and influence system strategy and priority development.

### **Principles of Working**

Our ICS sets our system strategies and priorities, based on an overview of our whole health and care system. ShIPP then uses our place-based knowledge and information to determine how these priorities are best delivered at place level in our communities. These are described in a separate document as they are subject to change as the needs of our population evolve and new services are developed and delivered.

We take a holistic approach to supporting our population's health and wellbeing. This involves recognising the way in which communities can support themselves, through skills, knowledge, volunteering, social connection and will require new ways of working for health and care organisations and the communities with which they work. Models of care will focus upon the wider determinants of people's health and care needs; a vital role for communities and the voluntary sector in addressing those needs; and support for the population, in terms of the knowledge and skills which will provide people with the skills and confidence to protect and manage their own health.

Following insight gained through speaking to Shropshire people and the workforce, we aim to deliver the following with our communities:

- More community-based non-clinical initiatives, such as social prescribing
- Support and services available closer to home, based on the health and care needs of the person
- Support and services address the needs of all age groups, including children and families as well as older people.
- Mental health and wellbeing have parity of esteem with physical health conditions
- There will be a greater focus on prevention

- People will be enabled to make healthy lifestyle choices
- People will stay healthy for longer
- Health inequalities will be identified and addressed
- People will have a more active role in their care
- People will feel that they have control of their health and care and are supported throughout their lives, when they need it
- Integrated care records will facilitate seamless, joined up care, without repeated assessments
- Services will be responsive and innovative, putting people at the heart of transformation, making use of technology where appropriate.
- Local communities will feel like they are central to the support offer for local people and services will make best use of local resources and adapt to meet the needs of local communities and populations.

A strategic plan and community outcomes framework based on these principles will provide a framework for delivery of our objectives, and this will be reviewed at least annually.

The Partnership is responsible for ensuring that:

- Assuring that locally designed and delivered services deliver the agreed outcomes
- Programme activities are delivered within agreed timescales
- Requirements for additional activities are highlighted
- Risks are discussed and mitigations sought
- Progress reports are provided to the Health and Wellbeing Board, and to the Integrated Care System Shadow Board via the Community and Place-Based Care Board and other Programme boards

Our way of working builds on and develops further the joint ways of working we have started to develop in delivering projects such as the Care Closer to Home programme, and embeds this into our future working relationships. It enables integration of care delivery teams and services, removing organisational boundaries and ensuring a seamless service is received by care recipients.

To this end ShIPP members will:

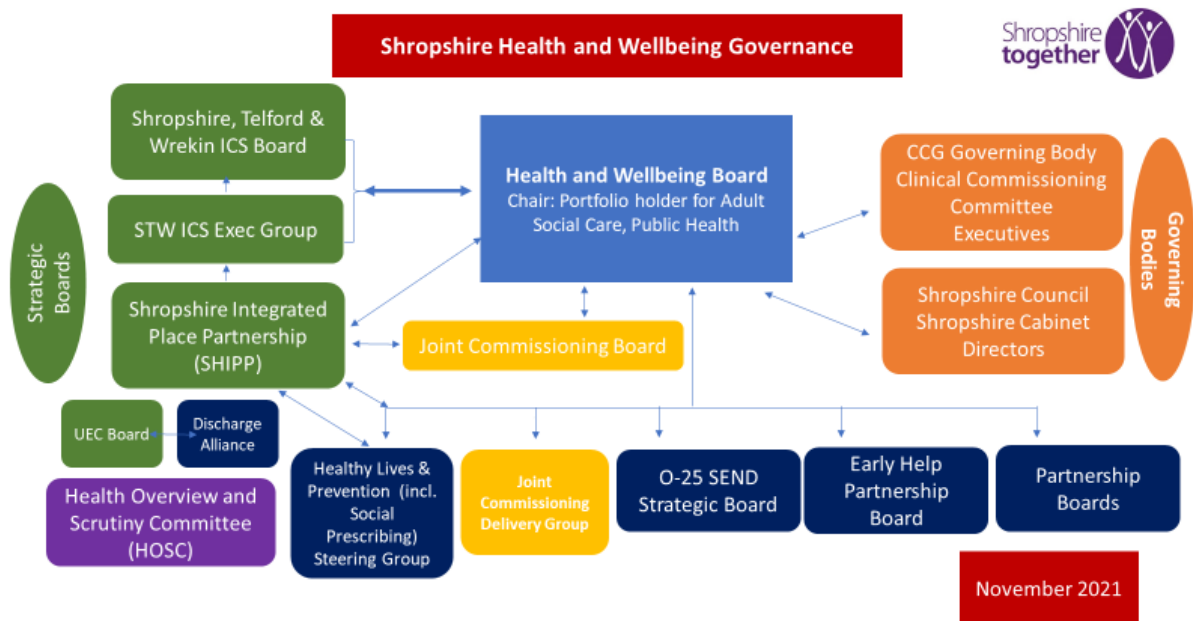
- Share information to achieve the stated aims of the Partnership
- Demonstrate through positive, proactive and inclusive behaviours, a commitment to making the Partnership's work a success
- Embed within our own organisations these values, behaviours and work programmes, leading by example, and holding each other to account
- Share information, experience and resource to work collaboratively to identify solutions, eliminate duplication of effort, mitigate risk and reduce costs to our system, releasing resource to allow focus on transformation
- Adopt an approach of doing things once, together, trusting others to act on our behalf, and on behalf of and for the benefit of our system
- Work collaboratively to deliver our statutory duties to achieve best outcomes
- Learn from each other, from the people who experience our services and from best practice in other organisations, and seek to develop as a Partnership to achieve the full potential of the relationship

- Resolve differences of opinion positively and professionally
- Collaborate to jointly develop our workforce
- Work in accordance with the Alliance Agreement which underpins these principles

## **Accountability and Governance**

SHIPP is accountable to the Shropshire Health and Wellbeing Board and the Shropshire, Telford & Wrekin Integrated Care System Chief Executive Group. The SHIPP will work with Local Government and ICS Partnership Boards as needed to deliver programmes of work.

This is illustrated in the diagram below:



Where appropriate the SHIPP will also report into the Joint Health Overview and Scrutiny Committee which has responsibility for scrutinising the health services within Shropshire, Telford and Wrekin.

A number of task and finish groups will support SHIPP to deliver its strategic priorities and will report to the Partnership Board, for example, the Shropshire Care Closer to Home working group. These groups will be agreed by the Partnership and may meet regularly, for example to scrutinise and deliver assurance on quality and performance of services, or as required, for example to oversee the piloting or implementation of a specific service.

## **Membership**

- Public/service user representative
- Healthwatch Shropshire – Chief Officer
- Shropshire Council – Executive Director People (Adults, Children’s and Housing)
- Shropshire Community Health Trust – Chief Executive

- Shropshire Telford and Wrekin CCG/ICS –Director Partnerships,
- Shropshire Telford and Wrekin CCG / ICS - Director Transformation,
- Shropshire Council – Executive Director Health and Wellbeing
- Shropshire Council – Head of Early Help
- Shropshire Council/ STW CCG – Head of Joint Partnerships
- Shropshire Council – Housing/ Place Directorate – Assistant Director
- All Shropshire Primary Care Network Directors
- Midlands Partnership Foundation Trust
- Robert Jones and Agnes Hunt Hospital Trust
- Shrewsbury and Telford Hospital Trust - Chief Operating Officer
- Voluntary and Community Sector Assembly
- West Midlands Ambulance Service
- System Finance Lead
- System Comms and Engagement Lead

Other members may be co-opted by the Partnership as required. System partners may attend the group as needed or by request.

Each member organisation will determine the most appropriate persons to represent them.

Commissioning and provider members will nominate both clinical/care delivery representatives and managerial/operational representatives, who are of sufficient seniority to be able to make decisions on behalf of their organisation. Where possible, the same individuals should attend the Board meetings consistently. However, when unable to attend they should endeavour to send an appropriate deputy.

### **Chair**

There will be joint Chairs of the Partnership Board.

One Chair will be nominated by Shropshire Council And the co-chair will be the Chief Executive of Shropshire Community Health Trust

This arrangement will be reviewed at least annually.

### **Meetings**

The Partnership will meet monthly on dates and times agreed in advance. Additional meetings may be held as necessary and agreed by the Partnership.

Any member may propose items for the agenda.

The meetings will be considered to be quorate if there is a minimum of one representative from each of: Shropshire Council, Shropshire CCG/ICS, a Shropshire PCN, Shropshire Community Health Trust, Midlands Partnership Foundation Trust, Shrewsbury and Telford Hospitals, VCSA rep, public representative. Each representative should have authority to make decisions on behalf of their organisation.

If a meeting is not quorate but an urgent decision needs to be made, the membership may agree to allow Chair's actions outside the meeting to determine the absent member's views and make a decision.

### **Programme Team**

Delivery of the Partnership's programmes of work and meetings will be supported by a programme team made up of individuals from each of the main member organisations.

### **Review**

In view of the rapidly evolving nature of our health and social care system, these Terms of Reference will be reviewed in six months (June 2022).



# Telford & Wrekin Integrated Place Partnership Terms of Reference

## Our Vision

*“Working together to enable people in Telford and Wrekin to enjoy healthier, happier and more fulfilling lives”*

(Health and Wellbeing Strategy 2020–2023 Vision)

## Purpose

The purpose of TWIPP is to drive the delivery of place-based prevention, services and support (all ages) in Telford and Wrekin.

The TWIPP is a formal partnership board that is accountable to the Telford & Wrekin Health and Wellbeing Board (HWB) and the Shropshire and Telford & Wrekin Integrated Care System Shadow Board

## Our Strategy and Outcomes

The Partnership’s programme is a complex set of activities bringing together all aspects of community centred approaches under the same strategic vision and principles of working to achieve the outcomes for people in Telford and Wrekin as illustrated in the diagram to the right.

To provide a framework for delivery, a strategic plan for the programme is in place and is reviewed annually. TWIPP’s priorities are:

1. Integrated Care and Support Pathways
2. Integrated advice, information and access to support
3. Building community capacity and resilience
4. Integrated Response to tackling health inequalities
5. Prevention and Healthy lifestyles
6. Maintaining the identity of Telford and Wrekin whilst supporting the system.



*(Please refer to the strategic plan on a page for more information.)*

The partnership will ensure that:

- The programme activities are delivered within agreed timescales;
- The requirement for additional activities are highlighted;
- Risks discussed, and solutions sought;
- Progress reports are provided to the Health and Wellbeing Board and Integrated Care System Board when required; and
- Engagement workshops with the VSCE sector are held at least twice a year.

**Membership** Vice Chair to be agreed

**Telford & Wrekin Council**

Executive Director: Adult Social Care, Health Integration and Wellbeing (**Chair**)

Director: Adult Social Care

Director: Health, Wellbeing and Commissioning

Service Delivery Manager: Health Improvement, Prevention and Libraries

Service Delivery Manager: Finance

**Clinical Commissioning Group**

Executive Director of Delivery and Transformation

Director of Partnerships

Deputy Executive of Integrated Care (Tracey J)

Head of Finance

**Shrewsbury & Telford Hospital Trust**

Deputy Chief Operating Officer

**Shropshire Community Health Trust**

Deputy Chief Operating Officer

**Midlands Partnership Foundation Trust**

Head of Operations (Shropshire, Telford & Wrekin Care Group)

**Primary Care representatives**

TELDOC Primary Care Network (PCN) Clinical Directors

Wrekin PCN Clinical Directors

Newport PCN Clinical Director

**Healthwatch Telford and Wrekin**

General Manager

**Voluntary, Community and Social Enterprise Sector**

TBC

**Telford & Wrekin Council**

Integrated Place Partnership Manager

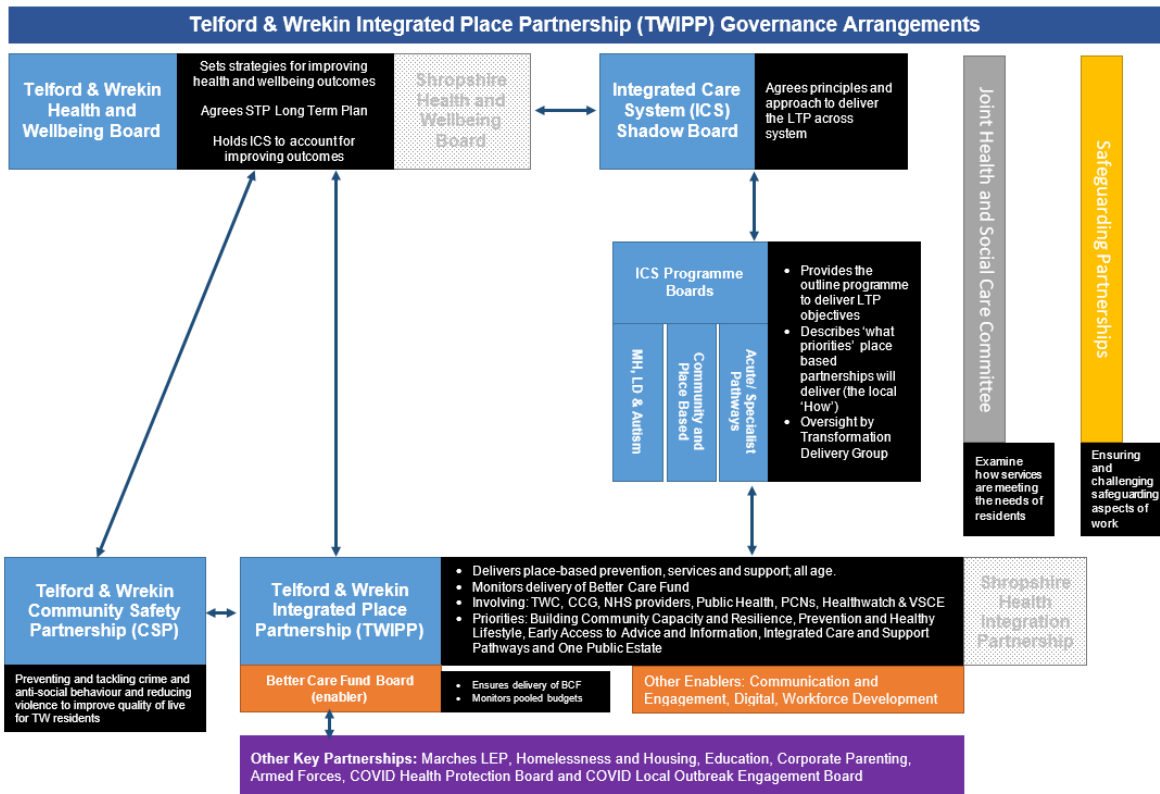
The partnership may co-opt members as and when required.

Telford & Wrekin Integrated Place Partnership members will:

- Share information to achieve the stated aims of the partnership.
- Demonstrate, through our positive, proactive and inclusive manner, a willingness to make the programme's work a success.
- Embed within our own organisations these values, behaviours and work programmes, leading by example.
- Share information, experience and resource, to work collaboratively to identify solutions, eliminate duplication of effort, mitigate risk and reduce cost.
- Work collaboratively across our statutory duties to achieve best outcomes.
- Learn from people who experience our service and best practice of partner organisations, and/or other areas, and seek to develop as a partnership to achieve the full potential of the relationship.
- Work collaboratively on all aspects of our work seeking to release resource to focus on the transformation and adopt an approach based on doing things once together i.e. one plan for everything we do – trusting others to act on our behalf and on behalf of the system.
- Resolve issues of difference positively and professionally.
- Utilise the agreed branding when presenting about the integration work (internally and externally).
- Collaborate to develop the workforce.

## Accountability and Governance

The TWIPP is accountable to the Telford & Wrekin Health and Wellbeing Board 1 (HWB) and the Shropshire and Telford & Wrekin Integrated Care System Shadow Board. The Better Care Fund supports the delivery of the TWIPP programme and reports into TWIPP. The following diagram outlines the TWIPP Governance structure.



Where appropriate the TWIPP will also report into the Joint Health Overview and Scrutiny Committee that has the responsibility for scrutinising the health services within Shropshire, Telford and Wrekin.

Whilst the TWIPP is not accountable to the Safeguarding Partnership, it does include aspects of work that deliver the prevention agenda for safeguarding and as such will engage with them when required.

## Frequency of meetings

The partnership will meet monthly with dates and times agreed in advance. The meetings will be held in advance of the Telford & Wrekin Health and Wellbeing Board. The forward plan will be kept on the TWIPP Sharepoint site, and any member can request agenda items.

## Meeting Support

The meeting will be supported by the Integrated Place Partnership Manager, Sarah Downes: [sarah.downes@telford.gov.uk](mailto:sarah.downes@telford.gov.uk) 01952 380599

# NHS Shropshire, Telford and Wrekin

## System People, Culture & Inclusion Committee

### Terms of Reference

#### 1. Constitution

- 1.1 The System People, Culture & Inclusion Committee (the Committee) is established by the Board of NHS Shropshire, Telford and Wrekin (the Board of NHS STW) as a Committee of the Board in accordance with its Constitution.
- 1.2 These terms of reference, which must be published on NHS STW website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is an executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS STW.

#### 2. Authority

- 2.1 The System People, Culture & Inclusion Committee is authorised by the Board to:
  - Investigate any activity within its terms of reference.
  - Seek any information it requires within its remit, from any employee or member of NHS STW (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference.
  - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by NHS STW for obtaining legal or professional advice.
  - Create sub-Committees and task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with NHS STW's constitution, standing orders and SoRD but may not delegate any decisions to such groups.
- 2.2 For the avoidance of doubt, in the event of any conflict, NHS STW Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

#### 3. Purpose

- 3.1 The Committee's main purpose is to contribute to the overall delivery of ICB objectives by providing oversight and assurance to the Board in the development and delivery of the STW ICS People Plan and its People agenda.
- 3.2 The Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

## 4. Membership and attendance

### 4.1 Membership

4.1.1 The Committee members shall be appointed by the Board in accordance with NHS STW Constitution.

4.1.2 The Board will appoint no fewer than four members of the Committee including one independent non-Executive member of the Board. Other members of the Committee need not be members of the Board, but they may be.

4.1.3 Members will possess between them knowledge, skills and experience in:

- Human Resource Management
- Succession Planning and Talent Management
- Organisational Development
- Equality, Diversity & Inclusion
- Education and training
- Strategic Workforce Planning
- Risk management
- And technical and specialist issues pertinent to NHS STW's business

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

4.1.5 Members are expected to attend 75% of meetings held each calendar year. Where this is not possible a nominated deputy of sufficient seniority (as named above) may attend with delegated authority to make decisions on behalf of their organisation or role on the Committee.

4.1.6 The core membership of the People Committee will be:

- Chair of an NHS Trust Partner ICB Member (Chair)
- Non-Executive Director of NHS STW
- 4 Non-Executive Directors, one from each partner provider
- ICS Chief Executive SRO for People
- ICS Chief People Officer
- System People Collaborative SRO for the People Strategy portfolios:
  - Train
  - Retain
  - Reform
  - Transform (Leadership, Culture & EDI)

### 4.2 Chair and Vice Chair

4.2.1 The Committee will be chaired by the Chair of a Partner Provider NHS Trust of the Board appointed on account of their specific knowledge skills and experience making them

suitable to chair the Committee.

4.2.2 In the event of the Chair being unable to attend, the System Chief People Officer or the ICS Chief Executive SRO for People (who are joint Vice Chairs) will chair the meeting.

4.2.3 In the absence of the Chair, or Vice Chair, the remaining members present shall elect one of their number to Chair the meeting.

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

#### 4.3 Attendees

4.3.1 Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

4.3.2 Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote:

- Directors of Nursing from each provider organisation
- A representative from Shropshire Council
- A representative from Telford and Wrekin Council
- Director of Strategy & Delivery NHS STW
- Associate Director of Primary Care NHS STW, representing PCNs
- Chair of ICS AHP Council
- Representatives from local further education institutions
- Representatives from local higher education institutions
- Representative from Shropshire Partners in Care (SPiC)
- Representative from Shropdoc
- Representative from the Voluntary Community and Social Enterprise (VCSE)
- Representative from NHS England Workforce, Training and Education Directorate
- At least one representative from any working groups created by or reporting to the Committee.

4.3.3 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

## 5. **Meetings Quoracy and Decisions**

### 5.1 Meetings

5.1.1 The Committee will meet at least four times a year and arrangements and notice for calling meetings are set out in the Standing Orders 4.1. Additional meetings may take place as required.

5.1.2 The Board, Chair or Chief Executive(s) may ask the People Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

5.1.3 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

## 5.2 Quorum

5.2.1 For a meeting to be quorate a minimum of 50% members is required including the Chair or Vice Chair (or their deputy), and one NED (NHS STW or provider).

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

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

5.2.4 Decisions deemed by the Chair to be 'urgent' can be taken outside of the meeting via email communication, and with the agreement of a quorate number of members.

## 5.3 Decision Making and Voting

5.3.1 Decisions will be taken in accordance with the Standing Orders. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

5.3.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

5.3.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

5.3.4 Where any such action has been taken between meetings, then these will be reported to the next meeting.

5.3.5 The Committee may resolve to hold a meeting in confidential private session where;

- it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or
- voting members and non-voting attendees of the Group have conflicts of interest with items on the agenda such, that they would be required to absent themselves from the meeting.

Where items are discussed in private confidential session a separate agenda with papers and minutes will be created. Distribution of agenda, papers and minutes will be limited to those that are voting members with no conflicts of interest and those specifically invited attendees which will be agreed with the Chair.

## **6. Reporting Procedures**

- 6.1 The Chair of the People, Culture and Inclusion Committee attends the ICB Board, and is the conduit for reporting to and receiving updates and requests from this Board.
- 6.2 The Chair's report of the People, Culture and Inclusion Committee will be shared with ICB Board to provide updates on activity and risks.
- 6.3 Provider representatives are responsible for ensuring their Boards and Committees are sighted on the programmes of work and strategic plans from the ICB People, Culture and Inclusion Committee. Representatives will be required to provide assurance that this has taken place.

## **7. Responsibilities of the Committee**

- 7.1 The Committee's duties can be categorised as:

- 7.1.1 The objectives of the People Committee are to:

- Align partners across the ICS, to co-create and support a shared approach to the people agenda.
- Develop strategic relationships with key stakeholders at a system, regional and national level.
- Oversee achievement of the ICS People Plan and any underpinning delivery plans.
- Provide assurance to the ICB Board on the delivery of the People, Culture and Inclusion strategic objectives.
- Provide senior leadership, strategic advice and guidance back to the system and to the leadership board on people, culture and inclusion issues.
- Promote creativity in the design, delivery and evaluation of workforce solutions across all partners in the ICS.
- Set the strategic direction for delivery groups ensuring that clear outcomes for each group are agreed, monitored and delivered, including impact on outcomes, performance, activity, quality and finance.
- Oversee achievement of the ICS Workforce Plan and the NHS Long Term Workforce Plan, to ensure alignment to ICS strategies and provide assurance that the System has adequate staff with the necessary skills and competencies to meet the future health and care needs of patients and service users.
- Oversee the development and delivery of workforce, OD and cultural change strategies that support the ICB's strategic priorities, in the context of System and national picture (including the National People Plan).
- Oversee the development and delivery of education, training and learning strategies to upskill and reskill the workforce of the future.
- Actively seek to reduce inequalities in the staff experience and to promote equality, diversity and inclusion in a systematic and effective way.



- Receive reports from People Collaborative Programme SROs in relation to their Portfolio.
- Develop and deliver a coherent approach to measuring people, culture and inclusion outcomes and strategic objectives to support delivery of ICS ambitions & deliverables.
- Provide oversight and insight to the use of Workforce Development Funding entering the system, ensuring appropriate governance.
- Provide a platform for Organisations and ICS workstreams to escalate strategic people, culture and inclusion risks, debate control and mitigation and provide assurance to the Board that such risks are being effectively controlled and managed.
- Oversee the work of identified sub-committees and groups.
- Receive reports on workforce specific FTSU Issues.
- To ensure risks associated with people/workforce are incorporated in the System Board Assurance Framework and the Strategic Operational Risk Register as appropriate, and oversight of mitigation and action on gaps in control is maintained.

## **8. Behaviour and Conduct**

### **8.1 ICB Values**

8.1.1 Members will be expected to conduct business in line with NHS STW values and objectives.

8.1.2 Members of, and those attending, the Group shall behave in accordance with NHS STW's Constitution, Standing Orders, Conflicts of Interest Policy and Standards of Business Conduct Policy.

### **8.2 Conflicts of interest**

8.2.1 The Committee will maintain a standing register, as per any other corporate decision-making body. In advance of any meeting of the Committee, consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This may include steps to be taken prior to the meeting, such as ensuring that supporting papers for a particular agenda item are not sent to conflicted individuals.

8.2.2 At the beginning of each meeting of the Committee, members and attendees will be required to declare any interests that relate specifically to a particular issue under consideration. If the existence of an interest becomes apparent during a meeting, then this must be declared at the point at which it arises. Any such declaration will be formally recorded in the minutes for the meeting. Members must ensure that they continue to comply with relevant organisational policies / guidance.

8.2.3 The Chair of the People, Culture and Inclusion Committee will determine how declared interests should be managed, which is likely to involve one the following actions:

- a) Requiring the individual to withdraw from the meeting for that part of the discussion if the conflict could be seen as detrimental to the Committee decision-making arrangements.
- b) Allowing the individual to participate in the discussion, but not the decision-making process.

8.2.4 Allowing full participation in discussion and the decision-making process, as the potential conflict is not perceived to be material or detrimental to the Committee decision-making arrangements.

### 8.3 Equality and Diversity

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

## 9. **Accountability and reporting**

9.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

9.2 The minutes of the meetings shall be formally recorded by the secretary.

9.3 The Remuneration Committee Chair will submit a report to the Board following each of its meetings. Where minutes and reports identify individuals, they will not be made public and will be presented at part B of the Board. Public reports will be made as appropriate to satisfy any requirements in relation to disclosure of public sector executive pay.

9.4 The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

## 10. **Secretariat**

10.1 The Committee will be serviced by the secretary to the Chair and will operate using the following principles:

- Agenda items will be sought from the members of the Committee 14 days prior to the meeting.
- The Chair will agree the final agenda.
- Papers will be circulated 5 working days before each meeting.
- Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing.
- The minutes of each meeting will be circulated within 10 working days of the meeting being held and will be ratified at the following meeting.

10.2 Ratified minutes of the meeting will be circulated to sub-groups for dissemination to their members as required.

## **11. Review**

- 11.1 The Committee will review its effectiveness at least annually.
- 11.2 These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.

## **6. Joint Committee Terms of Reference**

# Shropshire Telford and Wrekin Integrated Care Partnership (ICP)

## Terms of Reference

### 1. Introduction

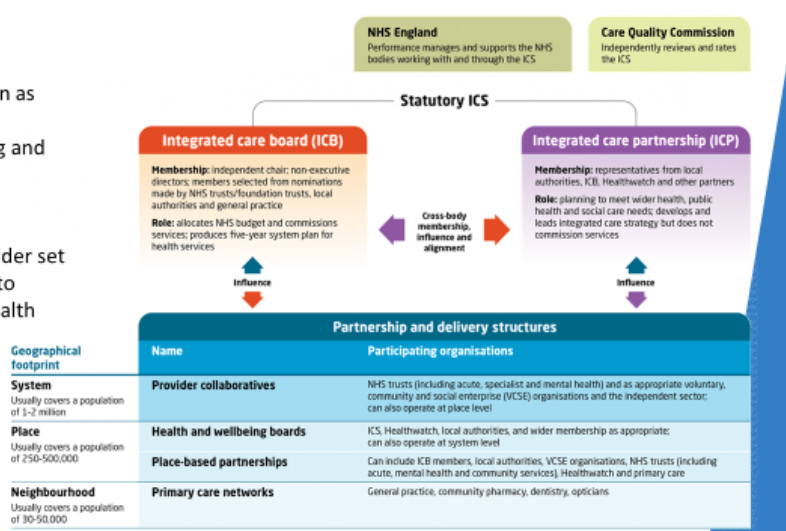
- 1.1 The Integrated Care Partnership (ICP) is a critical part of Integrated Care Systems and the ambition to achieve better health and care outcomes for the residents of Shropshire Telford and Wrekin. The ICP will provide a forum for leaders from the two local authorities, health (including NHS) and social care, and public health to come together with stakeholders from across the health system and community. The ICP will be a meeting held in public.
- 1.2 In accordance with the Health and Care Act 2022, the ICP will be required to develop an integrated care strategy to address the broad health and social care needs of the population within Shropshire Telford and Wrekin, including over time, determinants of health such as employment, environment, and housing issues. The Integrated Care Board and the two local authorities will be required to take account of the ICP's strategy when making decisions, commissioning and delivering services.
- 1.3 The ICP is expected to highlight where coordination is needed on health and care issues and challenge partners to deliver the action required.
- 1.4 The ICP will be a joint committee of the Integrated Care Board.

The diagram below shows the place the ICP holds in the new system.

## What will the new system look like?

The Health and Care Bill introduces two-part statutory **integrated care systems (ICSs)** comprised of:

- An **integrated care board (ICB)**, known as **NHS Shropshire, Telford and Wrekin** responsible for NHS strategic planning and allocation decisions; and
- An **integrated care partnership (ICP)**, responsible for bringing together a wider set of system partners to develop a plan to address the broader health, public health and social care needs of the local population.



### 2. Purpose and Function

- 2.1 The primary focus of the ICP is to support the integration of the health and care system through equal partnership across health and local government to deliver improved health and care outcomes and experiences. The ICP will provide a system wide forum for stakeholders to agree collective objectives, and address population health challenges and inequalities.

2.2 The ICP will have responsibility for the development of a System wide Integrated Care Strategy and to support broad and inclusive integration and improvement across the health and care systems within Shropshire, Telford and Wrekin. In doing so, the ICP will ensure that it acts in the best interest of people, patients and the system rather than representing individual interests of any one constituent partner.

2.3 The ICP will ensure that the Integrated Care Strategy is developed, focused on local needs at a place and neighbourhood level informed by the Health and Wellbeing Strategies created by the two Health and Wellbeing Boards (HWBB) of Shropshire and Telford & Wrekin, in turn informed by Joint Strategic Needs Assessments (JSNAs). Whilst ensuring that the Integrated Care Strategy is focused on local needs, the ICP will seek commitment from the ICS to work collaboratively across partners and other ICSs to deliver wider social and economic opportunities and benefits for residents and patients at a local level across the health and care system.

2.4 To support the development of the ICP in readiness for the 1st July 2022 and beyond, the following core principles are adopted to ensure that the ICP and development of the Integrated Care Strategy maximises the opportunities of system wide/ cross system working whilst delivering outcomes for residents at a place, neighbourhood, and multiple ICS level:

- The ICP will work, first and foremost, on the principle of equal partnership between the NHS and local government to work with and for their partners and communities;
- The ICP will operate a collective model of accountability, where partners hold each other mutually accountable, including to residents;
- The Integrated Care Strategy will be developed with full engagement / consultation with all stakeholders and drive direction and priorities;
- The ICP will support the work of the HWBBs and Place boards across Shropshire and Telford & Wrekin;
- The ICP will continue joined up inclusive working relationships across partners as demonstrated by the Covid-19 pandemic, targeting collective action and resources at the areas which will have the greatest impact on outcomes and inequalities as England recovers from the pandemic; and
- The ICP will operate as a joint committee.

2.5 In preparing the Integrated Care Strategy, the ICP will ensure that the Strategy will:-

- Focus on improving health outcomes and experiences for the population of Shropshire, Telford and Wrekin
- Maximise the opportunities of system wide and place level working and support subsidiarity;
- Be focused on the whole population of Shropshire, Telford and Wrekin using best available evidence and data to address the wider determinants of health and wellbeing.
- Be based upon assessments of needs and assets identified at place level, based on JSNAs;
- Take account of the Health and Wellbeing Strategies and health inequality strategies created by the HWBBs;
- Take account of the NHS mandate;
- Have regard to any guidance published by the Secretary of State;
- Be prepared with involvement from Healthwatch and people who live or work in the ICP's area;
- To work proactively with the Shropshire Telford and Wrekin Joint Health Overview and Scrutiny Committee, being open to critical friend challenge and receiving evidence-based recommendations

- Proactively drive upstream prevention activities and ensure place-based partnership arrangements are respected and supported; and
- Be published and shared with the ICB and the member Local Authorities.

The ICP will consider revising the Integrated Care Strategy in response to refreshes of the JSNAs and Health & Wellbeing Strategies.

2.6 The members of the ICP recognise that collaborative working and collective accountability will provide a foundation for delivering the functions of the ICP and, in particular agree that they will:-

- Come together under a distributed leadership model and commit to working together equally;
- Be accountable to each other and the public through transparency and building trust;
- Promote co-production and inclusiveness;
- Make use of the combined experience of clinical, political, and communal leadership;
- Work through difficult issues by using collective decision making and consensus where appropriate; and
- Create a system which is willing to innovate and open to new ideas but is also willing to learn from mistakes

### 3. Statutory Considerations

3.1 Integrated Care Boards (ICBs) and Local Authorities will be required by law to have regard to the ICPs strategy when making decisions, commissioning, and delivering services.

## PROCEDURE

### 4. General

4.1 The Procedure Rules attached at **Appendix A** will apply to meetings of the ICP. These can be varied or suspended by agreement with at least 50% of the members present at the meeting in the interests of efficient and effective management of the meeting. Any such variation or suspension shall apply for the duration of that meeting only.

### 5. Membership

5.1 At present it is agreed that the partner organisations will be represented by the following individuals or representatives:

- Leader or Cabinet lead of Telford & Wrekin Council (co-Chair)
- Leader or Cabinet lead of Shropshire Council (co-Chair)
- Chair of Telford & Wrekin's Health and Wellbeing Board
- Chair of Shropshire Health and Wellbeing Board
- Chair of the Integrated Care Board
- Chief Executive of the Integrated Care Board
- Primary Care representatives from the Place Based Partnerships
- Chief Executive of Telford & Wrekin Council
- Chief Executive of Shropshire Council
- Director of Public Health of Telford & Wrekin
- Director of Public Health of Shropshire
- Director of Children's' services for both Councils
- Director of Adults' services for both Councils

- VCS Alliance representatives
- Healthwatch Telford and Wrekin representative
- Healthwatch Shropshire representative

5.2 Other partners from the system may be asked to attend meetings to give their expert view on issues. These could include representatives from housing, education, health providers, children's services providers as an example. This is not an exhaustive list.

5.3 Membership of the ICP will be kept under review to ensure that it is able to best meet the needs of the residents of Shropshire, Telford and Wrekin.

5.4 Where the business of the ICP requires it, other organisations and individuals will be invited to attend. For the avoidance of doubt, these invited attendees will not be entitled to vote on any matters considered by the ICP.

## 6. Quorum

Quorum of one quarter (rounded up to the nearest whole number) is required. *There must be at least one representative from each local authority and the ICB, as statutory partners in the ICP.*

## 7. Voting Rights

7.1 All representatives and members of the ICP will be entitled to one vote each on any matters which require a decision.

7.2 Subject to paragraph 7.4, the general rule about decision making by the ICP is that any decision of the ICP must be taken by a majority of the members present. In the event of a deadlock, the Chair of the relevant meeting shall have a casting vote subject to any disputes in relation to the same being managed through the dispute resolution procedure set out in **Appendix B**.

7.3 For the avoidance of any doubt, the Chair is entitled to, and should, vote in any decision before being asked to exercise a casting vote. There is no requirement for the Chair to use the casting vote in the same direction as his/her original vote.

7.4 Should the decision being taken by the ICP relate to the exercise of one or more of the ICB and/or either local authority member statutory functions, either the ICB and/or each local authority members may direct the ICP to take, or refrain from taking, specified action until such time as the matter has been managed through the dispute resolution procedure set out in **Appendix B**. No such direction invalidates anything which the ICP has done before the making of the direction.

## 8. Meetings

8.1 The ICP will meet three times in its first year of operation and then decide on the frequency of meetings in subsequent years.



- 8.2 The ICP will be co-chaired by the Leader / Cabinet Member of Telford & Wrekin Council and the Leader / Cabinet Member of Shropshire Council with the role of Chair alternating after each meeting. The Chair of the first meeting will be the Leader of Telford & Wrekin Council with the Leader of Shropshire Council being nominated as the Chair for the second meeting.
- 8.3 Where the nominated Chair is unable to attend a meeting, the attending Vice Chair will act as Chair for that meeting. This will not affect the rotation of the Chair for subsequent meetings.
- 8.4 Where neither the Chair or Vice Chair are in attendance at a meeting, the members of the ICP that are in attendance will elect a Chair from those present. The person duly-elected will take the Chair for the duration of that meeting only and will be able to exercise all rights of the Chair during this time.
- 8.5 Meetings shall be conducted in accordance with the rules of debate which are set out at **Appendix A**.

## **9. Access to meetings and agendas**

- 9.1 Meetings of the ICP will be held in public in line with the requirements of the Local Government Act 1972. Dates and times of meetings will be agreed and published in advance.
- 9.2 Agendas and supporting papers will be issued at least five clear working days before each meeting. The agenda will be agreed with the Chair and Vice-Chair in advance of the meeting. Members of the ICP will be able to submit items for consideration on the agenda of any meeting. Any suggestions must be submitted at least 15 working days in advance of the meeting date.
- 9.3 There may be occasions when documents falling to be discussed at a meeting of the ICP contain confidential or sensitive information. Where this is the case, such information will not be published provided that the withholding of such information is justified by Schedule 12A Local Government Act 1972. Where any such information is withheld, the reason will be stated on the agenda and within the relevant minutes.
- 9.4 Telford and Wrekin Council and Shropshire Council will be responsible, on an alternate basis, for producing the agenda and preparing minutes of each meeting. The agendas and minutes will be hosted on the ICB website. An action tracker will also be hosted on the ICB website with oversight of these actions being undertaken at ICB meetings. The draft minutes and the action tracker will be presented to the next meeting of the ICP for approval and will then be shared on the ICB website no later than 10 working days following approval by the ICP.
- 9.5 Members of the public may speak at any public meeting of the ICP and Public Participation Guidelines are available at **Appendix C**. Any request to speak should be sent no later than 5pm on the 8<sup>th</sup> working day prior to the meeting date. This request should be sent to **the ICB** Head of Governance and Corporate Affairs.
- 9.6 Members of the ICP may vote to exclude press and public at any point during a meeting so that consideration may be given to an item or items that may involve the disclosure of confidential or exempt information in accordance with Schedule 12A of the Local Government Act 1972.

## **10. Code of Conduct and Declaration of Interest**

- 10.1 The ICP will adopt the attached Code of Conduct attached at **Appendix D**. Any interests in items on the agenda should be declared at the start of the meeting.

10.2 In case of a conflict of interest the conflicted representative member of the ICP will declare an interest and, if required by the Code of Conduct, leave the meeting whilst the item that the member has an interest in is discussed.

## 11. Reporting and Accountability

11.1 The ICP is a Committee of the ICB and will report directly to the board to ensure that the Integrated Care Strategy is developed within required timescales.

11.2 The ICP will ensure that the ICB and Telford & Wrekin Council and Shropshire Council have regard to the Integrated Care Strategy when planning for the delivery of services.

## 12. Date of Review

12.1 These Terms of Reference will be reviewed no later than 6 months after the first meeting of the ICP and every 12 months thereafter. This does not prevent an earlier review should this be necessary.

## Version Control

<b>Date</b>	<b>Version Number</b>	<b>Actions</b>
25 May 2022	1.1	Updated by Telford and Wrekin Council
1 <sup>st</sup> June 2022	1.2	Updated by Nicky O'Connor ICS
30 June 2022	1.4	Updated by Nicky O'Connor ICS
01 July 2022	1.5	Updated by Telford and Wrekin Council
13/07/2022	1.6	Updated by Telford and Wrekin Council
18/07/2022	1.7	Updated by Telford and Wrekin Council
21/07/2022	1.8	Updated by Shropshire Council
21/07/2022	1.9	Updated by Telford and Wrekin Council
11/11/2022	2.0	Updated by Telford and Wrekin Council following approval and amendments at the ICP.

## Appendix A

### 1. The Integrated Care Partnership Procedure Rules

#### What is the Integrated Care Partnership

- 1.1. The Integrated Care Partnership plans to meet wider health, public health and social care needs; develops and leads integrated care strategy but does not commission services. The Integrated Care Partnership membership is made up of representatives from local authorities, ICB, Healthwatch and other partners.

#### Meetings

What type of meeting	When
Ordinary Meetings	The ICP Committee will meet three times in its first year and twice a year thereafter
Extraordinary Meetings	Can be called by: The Joint Chairs both agreeing to hold such an extraordinary meeting; or <ul style="list-style-type: none"> <li>• Any 6 partner representatives signing a request for such an extraordinary meeting and providing proof of such a request to the Joint Chairs</li> </ul>

#### Business to be transacted at Meetings

Business to be transacted	Ordinary Meeting	Extraordinary Meeting
Elect a person to preside if the Joint Chairs are not present	✓ *	✓ *
Receive any apologies for absence	✓ *	✓ *
Business required by statute to be done before other business	✓ *	
Receive any declarations of interest from Members	✓ *	✓ *
Approve the minutes of the previous meeting(s)	✓ *	
Receive any announcements from the Chair, Vice Chair or ICB	✓	
Agree the Integrated Care Partnership's delegation scheme	✓	
Receive the schedule of meetings	✓	
Consider the business set out in the agenda	✓	✓

<b>Receive reports from Place Partnership Boards, etc. and receive questions and answers on those reports and to determine recommendations made in those reports</b>	✓	
<b>To consider questions raised by representatives or members of the Public</b>	✓	
<b>To consider motions in the order in which they were received</b>	✓	

## 2. **Notice of Meetings/ Attendance at meetings**

- 1.1 The Proper Officer will give 5 clear working days' notice of all Integrated Care Partnership meetings by way of summons which will include details of the date, time and place of the meeting as well as detailing the business to be transacted and copies of available reports. Summonses may be delivered by post, by hand or electronically.
- 1.2 The Chair may, if he/ she considers it appropriate and after consulting with the Vice-Chair, alter the date or time of any meeting.
- 1.3 The names of all representatives attending meetings will be recorded.
- 1.4 Substitutes can be appointed as detailed below and have the same powers and duties as an ordinary member of the committee but cannot chair a meeting at which they are attending as a substitute. They must substitute for a whole meeting for a member who cannot attend the meeting and the Proper Officer must be notified by either the representative being substituted or the proposed substitute as soon as is reasonably practicable before the start of the meeting.

## 3. **The role of the Chair**

- 3.1 The Chair and Vice-Chair positions of the ICP will be the jointly held by the Leaders of Shropshire and Telford & Wrekin Local Authorities
- 3.2 the Chair and Vice-Chair positions with alternate after each meeting.
- 3.3 The Chair will:-
  - 3.3.1 Uphold the Terms of Reference and interpret it during Integrated Care Partnership meetings;
  - 3.3.2 Ensure that the business of the Integrated Care Partnership is carried out efficiently and with regard to the rights of all representatives and the community as a whole including the variation of the order of business (except those items marked with an asterisk in 3 above);
  - 3.3.3 Ensure that the meeting is a forum for debate of matters of concern to the local community and the place for members who are not on the Cabinet to hold the Cabinet to account.

## 4. **Questions at Ordinary meetings**

- 4.1 A member of the public or organisation may only ask one question per meeting which cannot be more than 50 words long except with the approval of the Speaker. A maximum of three speakers will be permitted at any one meeting.
- 4.2 All questions pursuant to 6.1 above must be submitted to the ICB Director of Corporate Affairs by 5:00pm on the 8<sup>th</sup> working day before the meeting and will be included in the Agenda in the order in which they are received.
- 4.3 The Chair may, in consultation with the Vice-Chair or the Proper Officer, rule any question out of order if in his/her opinion it would risk the defamation of any individual, relates to confidential or exempt information, relates to an individual or personal dealings with the Integrated Care System or is considered to be frivolous, vexatious or repetitious. The Proper Officer may require any person submitting a public question to amend their question so as to comply with these rules, failing which the question will not be considered at the meeting.
- 4.4 An answer will be provided by the person to whom the question was put or his/ her nominee and can be either a direct oral answer, a reference to an already existing publication or, if the reply cannot be conveniently be given orally A written answer will be sent to the person who asked the question and circulated to all representatives via e-mail within five clear working days.
- 4.5 A person may speak for no more than 3 minutes when either; asking a question/ supplementary question or providing an answer to a question

## **Motions**

- 4.6 There are two types of Motion, those that can be moved during debate and those for which notice is required.

### **Motions without notice**

- 4.7 The following motions can be moved without notice during the meeting:-
  - 4.7.1 to appoint a Chair
  - 4.7.2 in relation to the accuracy of the Minutes
  - 4.7.3 to change the order of business in the agenda
  - 4.7.4 to refer something to an appropriate body or individual
  - 4.7.5 to appoint a committee or representative arising from an item on the agenda for the meeting
  - 4.7.6 to receive reports or adoption of recommendations of Boards or officers and any recommendations following from them
  - 4.7.7 to extend the time limit for speeches
  - 4.7.8 to suspend a particular Integrated Care Partnership meeting rule
  - 4.7.9 to adjourn the meeting
  - 4.7.10 to exclude the public and press
  - 4.7.11 to not hear further from a representative or to exclude them from the meeting
  - 4.7.12 to give the consent of the meeting where its consent is required by this Constitution to ask for a Recorded Vote
  - 4.7.13 to withdraw the motion
  - 4.7.14 to amend the motion
  - 4.7.15 to proceed to the next business

- 4.7.16 that the question be now put
- 4.7.17 to adjourn the debate

- 4.8 The Chair may ask for a written version of a Motion or a proposed amendment to be provided to him/her before it is discussed.
- 4.9 A representative may alter a Motion without notice which he/ she has moved with the consent of the Secunder and the meeting. This shall be given without discussion.

**Motions with notice**

- 4.10 Other Motions must be submitted to the Proper Officer by 5:00pm at least 7 clear working days before the meeting.
- 4.11 Motions received will be published the day after the closing date for receipt and will be included in the Integrated Care Partnership agenda in the order in which they are received.
- 4.12 Motions must relate to matters for which the Integrated Partnership has responsibility or which affect the Shropshire, Telford & Wrekin Integrated Care System.
- 4.13 A representative may alter a Motion with notice which he/she has moved with the consent of the meeting. This shall be given without discussion.
- 4.14 Where two motions are received in advance of a meeting, which cover substantially the same subject, the motion which was received first shall take precedence. The other motion(s) which are substantially the same shall not be put to the meeting.

**Special Motions with notice - Rescinding a previous decision**

- 4.15 A Motion or amendment to rescind a decision made at the Integrated Care Partnership in the last 6 months can only be considered once in the 6 months immediately following the date of the original decision if the notice of motion is signed by at least 10 representatives.
- 4.16 A motion or amendment that is substantially similar to one that has been rejected by Integrated Care Partnership in the last 6 months can only be considered once in the 6 months immediately following the date of the original decision if the notice of motion is signed by at least 10 members.

**Rules of Debate**

- 4.17 Other than when asking questions or when these rules have been suspended representatives can speak once on the motion, any proposed amendment to the motion and on any further amended motion as detailed below:-

	<b>Substantive motion</b>	<b>Propose amendments</b>	<b>Proposed amendment</b>	<b>Right of reply</b>
<b>Proposer</b>	✓	✗	<b>Right of Reply only</b>	✓
<b>Secunder</b>	✓	✗	✓	✗
<b>All other members</b>	✓	✓	✓	✗

<b>except the Chair/Vice Chair</b>				
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**Amendments to Motions or Recommendations**

- 4.18 Any proposed amendment to a motion or recommendation at the Integrated Care Partnership should be submitted to the Proper Officer no later than 4 hours before the meeting starts. The Proper Officer will ensure that representatives are notified by telephone or e-mail of any amendments received as soon as possible prior to the commencement of the meeting.
- 4.19 Unless the notice of motion has already been given the Chair may require it to be written down and handed to him/ her before it is discussed.
- 4.20 Only one Motion can be moved and debated at any one time.
- 4.21 No more than one amendment can be proposed to either the substantive Motion or the amended Motion at any one time.
- 4.22 When seconding a motion or amendment a representative may reserve their speech until later in the debate.
- 4.23 If an amendment is carried the motion as amended takes the place of the original motion. This becomes the substantive motion to which any further amendments are moved.
- 4.24 After an amendment has been carried the Chair may read out the amended motion before accepting any further amendments or, if there are one, continue the debate or put it to the vote.
- 4.25 Amendments can be proposed that:-
- 4.26 Refer the matter to an appropriate body or individual for consideration or reconsideration.
- 4.27 Any combination of leaving out words and/or adding others as long as this does not negate or substantially alter the Motion.

**Withdrawal of Motions**

- 4.28 A representative may withdraw a Motion which he/she has moved with the consent of the seconder and the meeting. This shall be given without discussion.

**Alteration of motion**

- 4.29 A representative may alter a motion of which he/she has given notice with the consent of the meeting. The meeting's consent will be signified without discussion.
- 4.30 A representative may alter a motion which he/she has moved without notice with the consent of both the meeting and the seconder. The meeting's consent will be signified without discussion.
- 4.31 Only alterations which could be made as an amendment may be made.

## **Closure motions**

- 4.32 A representative may move, without comment, the following motions at the end of a speech of another member:
- 9.15.1 to proceed to the next business;
  - 9.15.2 that the question be now put;
  - 9.15.3 to adjourn a debate; or
  - 9.15.4 to adjourn a meeting.
- 4.33 If a motion to proceed to next business is seconded and the Chair thinks the item has been sufficiently discussed, he or she will give the mover of the original motion a right of reply and then put the procedural motion to the vote.
- 4.34 If a motion that the question be now put is seconded and the Chair thinks the item has been sufficiently discussed, he/she will put the procedural motion to the vote. If it is passed he/she will give the mover of the original motion a right of reply before putting his/her motion to the vote.
- 4.35 If a motion to adjourn the debate or to adjourn the meeting is seconded and the Chair thinks the item has not been sufficiently discussed and cannot reasonably be so discussed on that occasion, he/she will put the procedural motion to the vote without giving the mover of the original motion the right of reply.

## **Speeches**

<b>Purpose of speech</b>	<b>Who can make the speech</b>	<b>Duration</b>
<b>Presenting a report</b>	<b>Representative presenting a report</b>	<b>5 minutes</b>
<b>Proposing a motion or moving an amendment to a motion</b>	<b>Any Representative</b>	<b>5 minutes</b>
<b>The adoption of minutes</b>	<b>Representative moving the adoption of minutes</b>	<b>5 minutes</b>
<b>Speeches at meetings:</b>	<b>Chair</b> <b>Vice Chair</b> <b>ICB</b> <b>Healthwatch</b> <b>Other Partners</b>	<b>20 minutes</b> <b>10 minutes</b> <b>10 minutes</b> <b>10 minutes</b>
<b>Substantive motion</b>	<b>Any representative</b>	<b>3 minutes</b>
<b>Point of Order</b>	<b>Any representative</b>	<b>3 minutes</b>
<b>Personal Explanation</b>	<b>Any representative</b>	<b>3 minutes</b>
<b>Right of Reply</b>	<b>Mover of Motion</b>	<b>3 minutes</b>

- 4.36 No speeches may be made after the mover has moved a proposal and explained the purpose of it until the motion has been seconded.
- 4.37 The Proposer of the substantive motion (or his/ her nominee) has a right of reply at the end of the debate but the Proposer of an amendment has no right of reply at the end



of the debate on the proposed amendment.

### **Point of Order**

4.38 A point of order can be raised at any time and will be heard by the Chair as soon as it is raised. It must allege a breach of the Integrated Care Partnership Rules or the law and the representative must indicate the rule or the law and the way in which he/she considers it has been broken. The decision of the Chair in respect of the matter is final.

### **Personal Explanation**

4.39 A representative can make a personal explanation at any time. It can only relate to a material part of an earlier speech made during the current debate which relates to them and appears to have been misunderstood during the debate. The ruling of the Chair in respect of the personal explanation is final.

### **Speaking**

4.40 Except with the leave of the Chair all representative must stand and address the meeting through the Chair. When more than one member is standing up the Chair will invite one of them to speak and the remaining representatives must sit down and remain seated.

4.41 When a representative is speaking all representatives must remain seated unless they wish to make a Point of Order or a Point of Personal Explanation.

4.42 The Chair may allow officers to give advice to the Integrated Care Partnership as and when appropriate in which case the rules on speaking for representatives apply.

### **Voting**

4.43 Subject to any other rules below, any matter is decided by a simple majority of those present and voting in the room. This can be done either by a show of hands or, if there is no dissent, by the affirmation of the meeting.

4.44 A representative may, before the vote is taken, ask for a Recorded Vote which would record in the minutes the way in which individual representatives voted.

4.45 After a vote is taken any representative can ask for the way that they voted to be recorded in the minutes.

4.46 In the interests of probity, no representative may vote on a particular item if they have not been present for the entirety of the debate on said item.

### **Suspending Rules**

4.47 These Integrated Care Partnership Rules, can be suspended by Motion on notice or without notice if at least 50% of the representatives present agree. Any suspension under this rule will last only for the duration of that Integrated Care Partnership Meeting.

### **Conduct**

#### **Representatives**

4.48 When the Chair stands up or indicates in some other manner the representative speaking must stop speaking and sit down and the meeting must be silent.

- 4.49 Any representative can move that another representative be not heard further if that representative is persistently disregarding the ruling of the Chair or behaving improperly or offensively or deliberately obstructing business. Any such Motion will, if seconded, be voted on without debate.
- 4.50 If, after such a Motion is carried, the representative continues to behave improperly then the Chair may move that the representative leaves the meeting and/or that the meeting is adjourned for as long and/or to such a place as he/she considers appropriate. Any such Motion will, if seconded, be voted on without debate.

### **Public**

- 4.51 If a member of the public interrupts proceedings or continually interrupts proceedings then the Chair may either warn them about their behaviour or order their removal from the meeting room as he/she considers appropriate.

### **General Provisions**

- 4.52 If there is general disturbance which, in the opinion of the Chair, makes orderly business impossible then the Chair may adjourn the meeting for as long and to such a place as he/she thinks appropriate or call for all or any part of the meeting room to be cleared.

## Appendix B

### ICP DISPUTE RESOLUTION

The general rule about decision making by the ICP is that any decision of the ICP must be taken by a majority of the eligible members present. In the event of a deadlock, the Chair of the relevant meeting shall have a casting vote subject to any disputes in relation to the same being managed through the dispute resolution set out below.

Should the decision being taken by the ICP relate to the exercise of one or more of the ICB and/or either local authority member statutory functions, either the ICB and/or each local authority member may direct the ICP from taking, or refrain from taking, specified action until such time as the matter has been managed through the dispute resolution procedure set out below. No such direction invalidates anything which the ICP has done before the making of the direction.

In the event of a dispute arising out of the decisions taken within the ICP concerning the exercise of either local authority member and/or the ICB's statutory functions, each of the partner organisations concerned with the dispute may serve written notice of the dispute on the other partner organisation, setting out full details of the dispute.

Upon service, the Director of Adult Social Care of each local authority partner organisation shall meet with the Director of Strategy and Integration of the ICB in good faith as soon as possible and in any event within seven (7) days of notice of the dispute being served pursuant to Clause 1.3, at a meeting convened for the purpose of resolving the dispute.

If the dispute remains after the meeting detailed in Clause 1.4 above has taken place, the partner organisations' respective chief executives shall meet in good faith as soon as possible after the relevant meeting and in any event within fourteen (14) days of the date of the meeting, for the purpose of resolving the dispute.

If the dispute remains after the meeting detailed in Clause 1.5 has taken place, then the partner organisations will attempt to settle such dispute by mediation in accordance with the CEDR Model Mediation Procedure or any other model mediation procedure as agreed by the partner organisations. To initiate a mediation, either partner organisation involved in the dispute may give notice in writing (a "Mediation Notice") to the other requesting mediation of the dispute and shall send a copy thereof to CEDR or an equivalent mediation organisation as agreed by the partner organisations asking them to nominate a mediator. The mediation shall commence within twenty (20) Working Days of the Mediation Notice being served. Neither partner organisation will terminate such mediation until each of them has made its opening presentation and the mediator has met each of them separately for at least one (1) hour. Thereafter, paragraph 14 of the Model Mediation Procedure will apply (or the equivalent paragraph of any other model mediation procedure agreed by the partner organisations). The partner organisations will co-operate with any person appointed as mediator, providing him with such information and other assistance as he shall require and will pay his costs as he shall determine or in the absence of such determination such costs will be shared equally.

## Appendix C

### **Public Participation Rules**

Members of the public may speak at the ICP meetings. The rules governing this are:

- Topics must be in the remit of the ICP.
- Members of the public who wish to speak must notify the ICB Director of Corporate Affairs, in writing, no later than the 8<sup>th</sup> working day before any meeting.
- A maximum of three minutes is allocated to each speaker, which will be strictly adhered to.
- A maximum of three speakers will be permitted at any one meeting.

## Appendix D

### ICP Code of Conduct

The role of councillor across all tiers of local government is a vital part of our country's system of democracy. It is important that as councillors we can be held accountable and all adopt the behaviours and responsibilities associated with the role. Our conduct as an individual councillor affects the reputation of all councillors. We want the role of councillor to be one that people aspire to. We also want individuals from a range of backgrounds and circumstances to be putting themselves forward to become councillors.

As councillors, we represent local residents, work to develop better services and deliver local change. The public have high expectations of us and entrust us to represent our local area; taking decisions fairly, openly, and transparently. We have both an individual and collective responsibility to meet these expectations by maintaining high standards and demonstrating good conduct, and by challenging behaviour which falls below expectations.

Importantly, we should be able to undertake our role as a councillor without being intimidated, abused, bullied or threatened by anyone, including the general public.

This Code has been designed to protect our democratic role, encourage good conduct and safeguard the public's trust in local government.

#### Introduction

The Local Government Association (LGA) has developed this Model Councillor Code of Conduct, in association with key partners and after extensive consultation with the sector, as part of its work on supporting all tiers of local government to continue to aspire to high standards of leadership and performance. It is a template for councils to adopt in whole and/or with local amendments.

All councils are required to have a local Councillor Code of Conduct.

The LGA will undertake an annual review of this Code to ensure it continues to be fit-for-purpose, incorporating advances in technology, social media and changes in legislation. The LGA can also offer support, training and mediation to councils and councillors on the application of the Code and the National Association of Local Councils (NALC) and the county associations of local councils can offer advice and support to town and parish councils.

#### Definitions

For the purposes of this Code of Conduct, a "councillor" means a member or co-opted member of a local authority or a directly elected mayor. A "co-opted member" is defined in the Localism Act 2011 Section 27(4) as "a person who is not a member of the authority but who

- a) is a member of any committee or sub-committee of the authority, or;
- b) is a member of, and represents the authority on, any joint committee or joint sub-committee of the authority;

and who is entitled to vote on any question that falls to be decided at any meeting of that committee or sub-committee".

For the purposes of this Code of Conduct, "local authority" includes county councils, district councils, London borough councils, parish councils, town councils, fire and rescue authorities, police authorities, joint authorities, economic prosperity boards, combined authorities and

National Park authorities.

## **Purpose of the Code of Conduct**

The purpose of this Code of Conduct is to assist you, as a councillor, in modelling the behaviour that is expected of you, to provide a personal check and balance, and to set out the type of conduct that could lead to action being taken against you. It is also to protect you, the public, fellow councillors, local authority officers and the reputation of local government. It sets out general principles of conduct expected of all councillors and your specific obligations in relation to standards of conduct. The LGA encourages the use of support, training and mediation prior to action being taken using the Code. The fundamental aim of the Code is to create and maintain public confidence in the role of councillor and local government.

## **General principles of councillor conduct**

Everyone in public office at all levels; all who serve the public or deliver public services, including ministers, civil servants, councillors and local authority officers; should uphold the Seven Principles of Public Life, also known as the Nolan Principles.

Building on these principles, the following general principles have been developed specifically for the role of councillor.

In accordance with the public trust placed in me, on all occasions:

- I act with integrity and honesty
- I act lawfully
- I treat all persons fairly and with respect; and
- I lead by example and act in a way that secures public confidence in the role of councillor.

In undertaking my role:

- I impartially exercise my responsibilities in the interests of the local community
- I do not improperly seek to confer an advantage, or disadvantage, on any person
- I avoid conflicts of interest
- I exercise reasonable care and diligence; and
- I ensure that public resources are used prudently in accordance with my local authority's requirements and in the public interest.

## **Application of the Code of Conduct**

This Code of Conduct applies to you as soon as you sign your declaration of acceptance of the office of councillor or attend your first meeting as a co-opted member and continues to apply to you until you cease to be a councillor.

This Code of Conduct applies to you when you are acting in your capacity as a councillor which may include when:

- you misuse your position as a councillor
- Your actions would give the impression to a reasonable member of the public with knowledge of all the facts that you are acting as a councillor;

The Code applies to all forms of communication and interaction, including:

- at face-to-face meetings
- at online or telephone meetings
- in written communication
- in verbal communication
- in non-verbal communication
- in electronic and social media communication, posts, statements and comments.

You are also expected to uphold high standards of conduct and show leadership at all times when acting as a councillor.

This Code will **not** apply in relation to your private life **unless** you make reference to your position as a Councillor. For example, if you operate a private social media account but reference your work as a Councillor, show pictures of you acting in your role as Councillor or otherwise make it clear that you are a Councillor, then this Code will apply to your social media activity.

Your Monitoring Officer has statutory responsibility for the implementation of the Code of Conduct, and you are encouraged to seek advice from your Monitoring Officer on any matters that may relate to the Code of Conduct. Town and parish councillors are encouraged to seek advice from their Clerk, who may refer matters to the Monitoring Officer.

You are also expected to fulfil the role of corporate parent and ensure that appropriate steps are taken to protect all children, young people and vulnerable adults living, working or in education within the Council's area and, where necessary, refer any matters that **might** amount to a safeguarding concern to Family Connect.

## **Standards of councillor conduct**

This section sets out your obligations, which are the minimum standards of conduct required of you as a councillor. Should your conduct fall short of these standards, a complaint may be made against you, which may result in action being taken.

Guidance is included to help explain the reasons for the obligations and how they should be followed.

### **General Conduct**

#### **1. Respect**

**As a councillor:**

**1.1 I treat other councillors and members of the public with respect.**

**1.2 I treat local authority employees, employees and representatives of partner organisations and those volunteering for the local authority with respect and respect the role they play.**

Respect means politeness and courtesy in behaviour, speech, and in the written word.

Debate and having different views are all part of a healthy democracy. As a councillor, you can express, challenge, criticise and disagree with views, ideas, opinions and policies in a robust but civil manner. You should not, however, subject individuals, groups of people or organisations to personal attack.

In your contact with the public, you should treat them politely and courteously. Rude and offensive behaviour lowers the public's expectations and confidence in councillors.

In return, you have a right to expect respectful behaviour from the public. If members of the public are being abusive, intimidatory or threatening you are entitled to stop any conversation or interaction in person or online and report them to the local authority, the relevant social media provider or the police. This also applies to fellow councillors, where action could then be taken under the Councillor Code of Conduct, and local authority employees, where concerns should be raised in line with the local authority's councillor-officer protocol.

## **2. Bullying, harassment and discrimination**

**As a councillor:**

**2.1 I do not bully any person.**

**2.2 I do not harass any person.**

**2.3 I promote equalities and do not discriminate unlawfully against any person.**

The Advisory, Conciliation and Arbitration Service (ACAS) characterises bullying as offensive, intimidating, malicious or insulting behaviour, an abuse or misuse of power through means that undermine, humiliate, denigrate or injure the recipient. Bullying might be a regular pattern of behaviour or a one-off incident, happen face-to-face, on social media, in emails or phone calls, happen in the workplace or at work social events and may not always be obvious or noticed by others.

The Protection from Harassment Act 1997 defines harassment as conduct that causes alarm or distress or puts people in fear of violence and must involve such conduct on at least two occasions. It can include repeated attempts to impose unwanted communications and contact upon a person in a manner that could be expected to cause distress or fear in any reasonable person.

Unlawful discrimination is where someone is treated unfairly because of a protected characteristic. Protected characteristics are specific aspects of a person's identity defined by the Equality Act 2010. They are age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

The Equality Act 2010 places specific duties on local authorities. Councillors have a central role to play in ensuring that equality issues are integral to the local authority's performance and strategic aims, and that there is a strong vision and public commitment to equality across public services.

## **3. Impartiality of officers of the council**

**As a councillor:**

**3.1 I do not compromise, or attempt to compromise, the impartiality of anyone who works for, or on behalf of, the local authority.**



Officers work for the local authority as a whole and must be politically neutral (unless they are political assistants). They should not be coerced or persuaded to act in a way that would undermine their neutrality. You can question officers in order to understand, for example, their reasons for proposing to act in a particular way, or the content of a report that they have written. However, you must not try and force them to act differently, change their advice, or alter the content of that report, if doing so would prejudice their professional integrity.

#### **4. Confidentiality and access to information**

**As a councillor:**

##### **4.1 I do not disclose information:**

- a. given to me in confidence by anyone**
- b. acquired by me which I believe, or ought reasonably to be aware, is of a confidential nature, unless**
  - i. I have received the consent of a person authorised to give it;**
  - ii. I am required by law to do so;**
  - iii. the disclosure is made to a third party for the purpose of obtaining professional legal advice provided that the third party agrees not to disclose the information to any other person; or**
  - iv. the disclosure is:**
    - 1. reasonable and in the public interest; and**
    - 2. made in good faith and in compliance with the reasonable requirements of the local authority; and**
    - 3. I have consulted the Monitoring Officer prior to its release.**

##### **4.2 I do not improperly use knowledge gained solely as a result of my role as a councillor for the advancement of myself, my friends, my family members, my employer or my business interests.**

##### **4.3 I do not prevent anyone from getting information that they are entitled to by law.**

Local authorities must work openly and transparently, and their proceedings and printed materials are open to the public, except in certain legally defined circumstances. You should work on this basis, but there will be times when it is required by law that discussions, documents and other information relating to or held by the local authority must be treated in a confidential manner. Examples include personal data relating to individuals or information relating to ongoing negotiations.

#### **5. Disrepute**

**As a councillor:**

##### **5.1 I do not bring my role or local authority into disrepute.**

As a Councillor, you are trusted to make decisions on behalf of your community and your actions and behaviour are subject to greater scrutiny than that of ordinary members of the public. You should be aware that your actions might have an adverse impact on you, other councillors and/or your local authority and may lower the public's confidence in you or your local authority's ability to discharge your/its functions. For example, behaviour that is considered dishonest and/or deceitful can bring your local authority into disrepute.

You should be aware that your behaviour in your personal capacity may result in action being taken under this Code of Conduct if you identify as being a Councillor whilst behaving in a manner which is in breach of the Code of Conduct or if you give members of the public the impression that you are a councillor despite acting in your personal capacity. One exception to this is where you are found guilty of certain criminal offences which would preclude you from being a councillor or would bring the role of councillor into disrepute regardless of whether you had identified yourself as a Councillor.

You are able to hold the local authority and fellow councillors to account and are able to constructively challenge and express concern about decisions and processes undertaken by the council whilst continuing to adhere to other aspects of this Code of Conduct.

## **6. Use of position**

**As a councillor:**

### **6.1 I do not use, or attempt to use, my position improperly to the advantage or disadvantage of myself or anyone else.**

Your position as a member of the local authority provides you with certain opportunities, responsibilities, and privileges, and you make choices all the time that will impact others. However, you should not take advantage of these opportunities to further your own or others' private interests or to disadvantage anyone unfairly.

## **7. Use of local authority resources and facilities**

**As a councillor:**

### **7.1 I do not misuse council resources.**

### **7.2 I will, when using the resources of the local or authorising their use by others:**

- a. act in accordance with the local authority's requirements; and**
- b. ensure that such resources are not used for political purposes unless that use could reasonably be regarded as likely to facilitate, or be conducive to, the discharge of the functions of the local authority or of the office to which I have been elected or appointed.**

You may be provided with resources and facilities by the local authority to assist you in carrying out your duties as a councillor.

Examples include:

- office support
- stationery
- equipment such as phones, and computers
- transport
- access and use of local authority buildings and rooms.

These are given to you to help you carry out your role as a councillor more effectively and are not to be used for business or personal gain. They should be used in accordance with the purpose for which they have been provided and the local authority's own policies regarding their use.

## **8. Complying with the Code of Conduct**

**As a Councillor:**

- 8.1 I undertake Code of Conduct training provided by my local authority.**
- 8.2 I cooperate with any Code of Conduct investigation and/or determination.**
- 8.3 I do not intimidate or attempt to intimidate any person who is likely to be involved with the administration of any investigation or proceedings.**
- 8.4 I comply with any sanction imposed on me following a finding that I have breached the Code of Conduct.**

It is extremely important for you as a councillor to demonstrate high standards, for you to have your actions open to scrutiny and for you not to undermine public trust in the local authority or its governance. If you do not understand or are concerned about the local authority's processes in handling a complaint you should raise this with your Monitoring Officer.

## **Protecting your reputation and the reputation of the local authority**

### **9. Interests**

**As a councillor:**

- 9.1 I register and disclose my interests.**

Section 29 of the Localism Act 2011 requires the Monitoring Officer to establish and maintain a register of interests of members of the authority.

You need to register your interests so that the public, local authority employees and fellow councillors know which of your interests might give rise to a conflict of interest. The register is a public document that can be consulted when (or before) an issue arises. The register also protects you by allowing you to demonstrate openness and a willingness to be held accountable. You are personally responsible for deciding whether or not you should disclose an interest in a meeting, but it can be helpful for you to know early on if others think that a potential conflict might arise. It is also important that the public know about any interest that might have to be disclosed by you or other councillors when making or taking part in decisions, so that decision making is seen by the public as open and honest. This helps to ensure that public confidence in the integrity of local governance is maintained.

You should note that failure to register or disclose a disclosable pecuniary interest as set out in **Table 1**, is a criminal offence under the Localism Act 2011.

**Appendix B sets** out the detailed provisions on registering and disclosing interests. If in doubt, you should always seek advice from your Monitoring Officer.

### **10. Gifts and hospitality**

**As a councillor:**

- 10.1 I do not accept gifts or hospitality, irrespective of estimated value, which could give**

**rise to real or substantive personal gain or a reasonable suspicion of influence on my part to show favour from persons seeking to acquire, develop or do business with the local authority or from persons who may apply to the local authority for any permission, licence or other significant advantage.**

**10.2 I register with the Monitoring Officer any gift or hospitality with an estimated value of at least £25 within 28 days of its receipt.**

**10.3 I register with the Monitoring Officer any significant gift or hospitality that I have been offered but have refused to accept.**

In order to protect your position and the reputation of the local authority, you should exercise caution in accepting any gifts or hospitality which are (or which you reasonably believe to be) offered to you because you are a councillor. The presumption should always be not to accept significant gifts or hospitality. However, there may be times when such a refusal may be difficult if it is seen as rudeness in which case you could accept it but must ensure it is publicly registered. However, you do not need to register gifts and hospitality which are not related to your role as a councillor, such as Christmas gifts from your friends and family. It is also important to note that it is appropriate to accept normal expenses and hospitality associated with your duties as a councillor. If you are unsure, do contact your Monitoring Officer for guidance.

## **Appendices**

### **Appendix A – The Seven Principles of Public Life**

The principles are:

#### **Selflessness**

Holders of public office should act solely in terms of the public interest.

#### **Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must disclose and resolve any interests and relationships.

#### **Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

#### **Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

#### **Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

#### **Honesty**

Holders of public office should be truthful.

#### **Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## Appendix B – Registering interests

Within 28 days of becoming a member or your re-election or re-appointment to office you must register with the Monitoring Officer the interests which fall within the categories set out in **Table 1 (Disclosable Pecuniary Interests)** which are as described in “The Relevant Authorities (Disclosable Pecuniary Interests) Regulations 2012”. You should also register details of your other personal interests which fall within the categories set out in **Table 2 (Non-pecuniary Interests.)**

**“Disclosable Pecuniary Interest”** means an interest of yourself, or of your partner if you are aware of your partner's interest, within the descriptions set out in Table 1 below.

**"Partner"** means a spouse or civil partner, or a person with whom you are living as husband or wife, or a person with whom you are living as if you are civil partners.

1. You must ensure that your register of interests is kept up-to-date and within 28 days of becoming aware of any new interest, or of any change to a registered interest, notify the Monitoring Officer.
2. A ‘sensitive interest’ is as an interest which, if disclosed, could lead to the councillor, or a person connected with the councillor, being subject to violence or intimidation.
3. Where you have a ‘sensitive interest’ you must notify the Monitoring Officer with the reasons why you believe it is a sensitive interest. If the Monitoring Officer agrees they will withhold the interest from the public register.

### Non participation in case of Disclosable Pecuniary Interest

4. Where a matter arises at a meeting which directly relates to one of your Disclosable Pecuniary Interests as set out in **Table 1**, you must disclose the interest, not participate in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation. If it is a ‘sensitive interest’, you do not have to disclose the nature of the interest, just that you have an interest. Dispensation may be granted in limited circumstances, to enable you to participate and vote on a matter in which you have a disclosable pecuniary interest.
5. Where you have a disclosable pecuniary interest on a matter to be considered or is being considered by you as a Cabinet member in exercise of your executive function, you must notify the Monitoring Officer of the interest and must not take any steps or further steps in the matter apart from arranging for someone else to deal with it

### Disclosure of Non-Pecuniary Interests

6. Where a matter arises at a meeting which **directly relates** to one of your non-pecuniary interests (as set out in **Table 2**), you must disclose the interest. You may speak on the matter only if members of the public are also allowed to speak at the meeting but otherwise must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation. If it is a ‘sensitive interest’, you do not have to disclose the nature of the interest.

7. Where a matter arises at a meeting which **directly relates** to your financial interest or well-being (and is not a Disclosable Pecuniary Interest set out in Table 1) or a financial interest or well-being of a relative or close associate, you must disclose the interest. You may speak on the matter only if members of the public are also allowed to speak at the meeting. Otherwise you must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation. If it is a 'sensitive interest', you do not have to disclose the nature of the interest.
8. Where a matter arises at a meeting which **affects** –
  - a. your own financial interest or well-being;
  - b. a financial interest or well-being of a relative, close associate; or
  - c. a body included in those you need to disclose under non-pecuniary interests as set out in **Table 2**

you must disclose the interest. In order to determine whether you can remain in the meeting after disclosing your interest the following test should be applied

9. Where a matter **affects** your financial interest or well-being:
  - a. to a greater extent than it affects the financial interests of the majority of inhabitants of the ward affected by the decision and;
  - b. a reasonable member of the public knowing all the facts would believe that it would affect your view of the wider public interest

You may speak on the matter only if members of the public are also allowed to speak at the meeting. Otherwise you must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation.

If it is a 'sensitive interest', you do not have to disclose the nature of the interest.

10. Where you have a personal interest in any business of your authority and you have made an executive decision in relation to that business, you must make sure that any written statement of that decision records the existence and nature of your interest.

**Table 1: Disclosable Pecuniary Interests**

This table sets out the explanation of Disclosable Pecuniary Interests as set out in the [Relevant Authorities \(Disclosable Pecuniary Interests\) Regulations 2012](#).

<b>Subject</b>	<b>Description</b>
<b>Employment, office, trade, profession or vocation</b>	Any employment, office, trade, profession or vocation carried on for profit or gain. [Any unpaid directorship.]
<b>Sponsorship</b>	Any payment or provision of any other financial benefit (other than from the council) made to the councillor during the previous 12-month period for expenses incurred by him/her in carrying out his/her duties as a councillor, or towards his/her election expenses. This includes any payment or financial benefit from a trade union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992.
<b>Contracts</b>	Any contract made between the councillor or his/her spouse or civil partner or the person with whom the councillor is living as if they were spouses/civil partners (or a firm in which such person is a partner, or an incorporated body of which such person is a director* or a body that such person has a beneficial interest in the securities of*) and the council — (a) under which goods or services are to be provided or works are to be executed; and (b) which has not been fully discharged.
<b>Land and Property</b>	Any beneficial interest in land which is within the area of the council. 'Land' excludes an easement, servitude, interest or right in or over land which does not give the councillor or his/her spouse or civil partner or the person with whom the councillor is living as if they were spouses/civil partners (alone or jointly with another) a right to occupy or to receive income.



<b>Licenses</b>	Any licence (alone or jointly with others) to occupy land in the area of the council for a month or longer
<b>Corporate tenancies</b>	Any tenancy where (to the councillor's knowledge)— (a) the landlord is the council; and (b) the tenant is a body that the councillor, or his/her spouse or civil partner or the person with whom the councillor is living as if they were spouses/ civil partners is a partner of or a director* of or has a beneficial interest in the securities* of.
<b>Securities</b>	Any beneficial interest in securities* of a body where— (a) that body (to the councillor's knowledge) has a place of business or land in the area of the council; and (b) either— (i) the total nominal value of the securities* exceeds £25,000 or one hundredth of the total issued share capital of that body; or (ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which the councillor, or his/ her spouse or civil partner or the person with whom the councillor is living as if they were spouses/civil partners has a beneficial interest exceeds one hundredth of the total issued share capital of that class.

\* 'director' includes a member of the committee of management of an industrial and provident society.

\* 'securities' means shares, debentures, debenture stock, loan stock, bonds, units of a collective investment scheme within the meaning of the Financial Services and Markets Act 2000 and other securities of any description, other than money deposited with a building society.

**Table 2: Non-Pecuniary Interests**

You have a personal interest in any business of your authority where it relates to or is likely to affect:

- a) any body of which you are in general control or management and to which you are nominated or appointed by your authority
- b) any body
  - (i) exercising functions of a public nature
  - (ii) any body directed to charitable purposes or
  - (iii) one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union)
- c) A matter that **directly relates** to your financial interest or well-being (and is not a Disclosable Pecuniary Interest set out in Table 1) or a financial interest or well-being of a relative or close associate,
- d) A matter that **affects**:–
  - a. your own financial interest or well-being;
  - b. a financial interest or well-being of a relative, close associate; or

## Appendix C – the Committee on Standards in Public Life

The LGA has undertaken this review whilst the Government continues to consider the recommendations made by the Committee on Standards in Public Life in their report on [Local Government Ethical Standards](#). If the Government chooses to implement any of the recommendations, this could require a change to this Code.

The recommendations cover:

- Recommendations for changes to the Localism Act 2011 to clarify in law when the Code of Conduct applies
- The introduction of sanctions
- An appeals process through the Local Government Ombudsman
- Changes to the Relevant Authorities (Disclosable Pecuniary Interests) Regulations 2012
- Updates to the Local Government Transparency Code
- Changes to the role and responsibilities of the Independent Person
- That the criminal offences in the Localism Act 2011 relating to Disclosable Pecuniary Interests should be abolished

The Local Government Ethical Standards report also includes Best Practice recommendations. These are:

**Best practice 1:** Local authorities should include prohibitions on bullying and harassment in codes of conduct. These should include a definition of bullying and harassment, supplemented with a list of examples of the sort of behaviour covered by such a definition.

**Best practice 2:** Councils should include provisions in their code of conduct requiring councillors to comply with any formal standards investigation and prohibiting trivial or malicious allegations by councillors.

**Best practice 3:** Principal authorities should review their code of conduct each year and regularly seek, where possible, the views of the public, community organisations and neighbouring authorities.

**Best practice 4:** An authority's code should be readily accessible to both councillors and the public, in a prominent position on a council's website and available in council premises.

**Best practice 5:** Local authorities should update their gifts and hospitality register at least once per quarter, and publish it in an accessible format, such as CSV.

**Best practice 6:** Councils should publish a clear and straightforward public interest test against which allegations are filtered.

**Best practice 7:** Local authorities should have access to at least two Independent Persons.

**Best practice 8:** An Independent Person should be consulted as to whether to undertake a formal investigation on an allegation, and should be given the option to review and comment on allegations which the responsible officer is minded to dismiss as being without merit, vexatious, or trivial.

**Best practice 9:** Where a local authority makes a decision on an allegation of misconduct following a formal investigation, a decision notice should be published as soon as possible on its website, including a brief statement of facts, the provisions of the code engaged by the allegations, the view of the Independent Person, the reasoning of the decision-maker, and any sanction applied.

**Best practice 10:** A local authority should have straightforward and accessible guidance on its website on how to make a complaint under the code of conduct, the process for handling complaints, and estimated timescales for investigations and outcomes.

**Best practice 11:** Formal standards complaints about the conduct of a parish councillor towards a clerk should be made by the chair or by the parish council, rather than the clerk in all but exceptional circumstances.

**Best practice 12:** Monitoring Officers' roles should include providing advice, support and management of investigations and adjudications on alleged breaches to parish councils within the remit of the principal authority. They should be provided with adequate training, corporate support and resources to undertake this work.

**Best practice 13:** A local authority should have procedures in place to address any conflicts of interest when undertaking a standards investigation. Possible steps should include asking the Monitoring Officer from a different authority to undertake the investigation.

**Best practice 14:** Councils should report on separate bodies they have set up or which they own as part of their annual governance statement and give a full picture of their relationship with those bodies. Separate bodies created by local authorities should abide by the Nolan principle of openness and publish their board agendas and minutes and annual reports in an accessible place.

**Best practice 15:** Senior officers should meet regularly with political group leaders or groupwhips to discuss standards issues.

## **West Midlands ICBs Joint Committee Terms of Reference**

**Introduction and purpose**      The Joint Committee has been established by the ICBs as listed:

**Integrated Care Board of NHS Birmingham and Solihull ("ICB");**

**Integrated Care Board of NHS Black Country ("LLR ICB");**  
**Integrated Care Board of NHS Herefordshire and Worcestershire ("{} ICB").**

**Integrated Care Board of NHS Coventry and Warwickshire ("{} ICB").**

**Integrated Care Board of NHS Shropshire, Telford and Wrekin ("{} ICB").**

**Integrated Care Board of NHS Staffordshire and Stoke on Trent ("{} ICB").**

**And**

### **NHS England**

In order to jointly discharge commissioning responsibilities covering the WEST Midlands geographical footprint defined in Schedule 4 of the Joint Working Agreement between the parties. This includes:-

- Responsibilities for which the ICBs and NHSE are jointly responsible for commissioning. [PART A of the meeting].
- Responsibilities for which the ICBs are responsible for (including those delegated to them by NHSE England). [PART B of the meeting].
- The Joint Committee will collaboratively make decisions on the strategic planning and delivery, including resource allocation, oversight and assurance, to improve health and care outcomes and reduce health inequalities.
- Subject to Clauses 6.1 and 6.2 of the Joint Working Agreement (Further Collaborative Working), the Partners may, to such extent that they consider it desirable, table an item at the Joint Committee relating to any other of their functions that is not a Joint Function to facilitate engagement, promote integration and collaborative working.

The Partners may establish sub-groups or sub-committees of the Joint Committee, with such Terms of Reference as may be agreed between them. Any such arrangements that are in place at the commencement of the Joint Working Agreement may be documented in the Local Terms (Schedule 7).

<b>The Terms of Reference</b>	<p>These Terms of Reference support effective collaboration between all Partners acting through this Joint Committee. They set out the role, responsibilities, membership, decision-making powers and reporting arrangements of the Joint Committee in accordance with the Joint Working Agreement between the ICBs, and ICBs &amp; NHSE.</p> <p>The Joint Committee will operate as the decision-making forum for exercising the agreed Joint Functions in accordance with the Joint Working Agreement.</p> <p>By agreement, the Partners may use an alternative title for the Joint Committee that reflects local arrangements, for example, 'Commissioning Committee.'</p>
<b>Statutory Framework</b>	<p>The Partners have arranged to exercise the Relevant Functions jointly pursuant to section 65Z5 of the NHS Act 2006.</p> <p>The Joint Committee is established pursuant to section 65Z6 of the NHS Act 2006. Apart from as set out in the Agreement, the Joint Committee does not affect, and must act in accordance with, the statutory responsibilities and accountabilities of the Partners.</p>
<b>Role of the Joint Committee</b>	<p>The role of the Joint Committee for Part A and Part B is to provide strategic decision-making, leadership and oversight for the Joint Working and Joint Commissioning services and any associated activities. The Joint Committee and aligned subsidiary arrangements will safely, effectively, efficiently and economically discharge the Joint Functions and deliver these services through the following key responsibilities:-</p> <ul style="list-style-type: none"> <li>• Making relevant joint decisions in relation to the planning and commissioning of the services, and any associated commissioning or statutory functions, for the population, for example, through undertaking population needs assessments;</li> <li>• Making recommendations on population-based services financial allocation and financial plans;</li> <li>• Identifying and setting strategic priorities and undertaking ongoing assessment and review of services within the remit of the Joint Committee and aligned subsidiary arrangements, including tackling unequal outcomes and access;</li> <li>• Supporting the development of partnership and integration arrangements with other health and care bodies that facilitate population health management and providing a forum that enables collaboration to integrate service pathways, improve population health and services and reduce health inequalities. This includes establishing links and working effectively with Provider Collaboratives and cancer alliances, and working closely with other ICBs, Joint Committees and NHSE where there are cross-border patient flows to providers;</li> <li>• Will provide strategic quality leadership and oversight for services outlined in Schedule 4</li> <li>• Determining the appropriate structure of subsidiary arrangements to enable:- <ul style="list-style-type: none"> <li>○ Oversight and assurance of the services in relation to quality, operational and financial performance, including co-ordinating risk / issue management or escalation; and developing the approach to intervention with Specialised Services Providers where there are quality or contractual issues;</li> </ul> </li> </ul>

- Effective engagement with stakeholders, including patients and the public, and involving them in decision-making;
- The input of appropriate clinical advice and leadership, including through Clinical Reference Groups and Relevant Clinical Networks;
- Otherwise ensuring that the roles and responsibilities set out in the Agreement between the Partners are discharged in compliance with all statutory duties, guidance and good practice, including ensuring that the Joint Committee and aligned subsidiary arrangements have sufficient independent scrutiny of its decision-making and processes.

#### PART A – NHSE & ICB

NHS England will be a Partner for the commissioning of Specialised Services defined under a separate Joint Working Agreement. ICB and NHSE under that agreement will make joint decisions for the benefit of the population

#### PART B – ICB Only

ICBs defined in the Tier One Joint Committee of the East Midlands will make decisions regarding all services outlined in Schedule 4 and will act as a forum for discussion and make recommendations to ICBs on issues where further joint action or working between ICBs would be of benefit outside the arrangements delegated to it. This might include but would not be limited to:-

- Joint Policy development
- Links to other regional structures such as Academic Health Science Networks and Clinical networks.

### **Accountability and reporting**

#### PART A

The Joint Committee will be formally accountable to the Boards of the ICBs and the Board of NHSE through the relevant NHSE regional governance structure for the functions delegated to the Joint Committee through the Schemes of Reservation and Delegation (SORDs).

Individual votes for each ICB organisation coupled with NHS England right to substitute an alternative decision: each organisation that is a Core Partners of the Joint Committee has a single vote. However, NHS England can substitute an alternative decision if it considers it is in the best interests of the health service. The reasons for substituting a decision should be documented. Partners also have a right to refer the decision to the regional director for review.

#### PART B

The Joint Committee will be formally accountable to the Boards of the ICBs for the functions delegated to the Joint Committee through the Schemes of Reservation and Delegation (SORDs).

Where an ICB Board requests that the Joint Committee provides information or reports on its proceedings or decisions, the Partners must comply with that request within a reasonable timescale.

## **Membership**

### Core Membership

The following individuals will be the core members of the Joint Committee:-

- An Authorised Officer (the CEO) from each ICB
- An Authorised Officer from NHSE [PART A of the meeting only]

Each of the Core Members may nominate a named substitute to attend meetings if they are unavailable or unable to attend or because they are conflicted. Each of the Partners must ensure that the members nominated on their behalf (and any named substitutes) are of a suitable level of seniority and duly authorised to act on its behalf and to agree to be bound by the final position or decision taken at any meeting of the Joint Committee.

One of the authorised officers from a single ICB will act as the Executive Lead for the Joint Committee, it is expected therefore that the Chair of the Joint Committee be nominated from another ICB.

### Discretionary Membership

Each of the Partners may be represented at meetings by representatives (who may be officers or, in the case of an ICB, Non-Executive Members / Directors of the ICB) who may observe proceedings and contribute to the deliberations as required, but these will not have the right to vote. The Partners may also identify individuals or representatives of other organisations that may be invited to observe proceedings and contribute to the Joint Committee's deliberations as required. These representatives will not have the right to vote.

### Term of Membership

Members (and any substitutes appointed) will hold their appointment until the partner they represent nominates an alternative member or they cease to hold their substantive role with the relevant partner.

### Membership Lists

The Chair (or in the absence of a Chair, the Partners themselves) shall ensure that there is prepared (and updated from time to time) a list of the members and that this list is made available to the Partners.



- Chair** At the first meeting of the Joint Committee, the Core Membership shall select a Chair, or joint Chairs, from among the membership. A Chair will be selected for PART A (NHSE having the casting vote) and PART B of the meeting (these may be the same person or a different person).
- The Chair(s) shall hold office for a period of two years and be eligible for re-appointment for one further term. At the first scheduled meeting after the expiry of the Chair's term of office, the Core membership will select a Chair, or joint Chairs, who will assume office at that meeting and for the ensuing term. If the Chair(s) is / are not in attendance at a meeting, the Core Membership will select one of the members to take the chair for that meeting.
- Meetings** The Joint Committee shall meet at least quarterly.
- At its first meeting (and at the first meeting following each subsequent anniversary of that meeting) the Joint Committee shall prepare a schedule of meetings for the forthcoming year ("the Schedule"). The Chair(s), or in the absence of a Chair, the Partners themselves, shall see that the Schedule is notified to the members.
- Any of the Partners may call for a special meeting outside of the Schedule as they see fit, by giving notice of their request to the Chair. The Chair(s) may, following consultation with the Partners, confirm the date on which the special meeting is to be held and then issue a notice giving not less than four weeks' notice of the special meeting.
- Quorum** A Joint Committee meeting is quorate if the following are in attendance:
- the Authorised Officer (or substitute) nominated by NHSE [PART A only];
  - at least one representative member (or substitute) from each ICB.
- Attendance at meetings by telephone/video conferencing will count towards the quorum.
- Decisions and veto.** The Committee must seek to make decisions relating to the exercise of the Joint Functions on a consensus basis. The Partners must ensure that matters requiring a decision are anticipated and that sufficient time is allowed prior to Joint Committee meetings for discussions and negotiations between Partners to take place.
- Where it has not been possible, despite the best efforts of the Core Membership, to come to a consensus decision on any matter before the Joint Committee, the Chair for Part A (NHSE) and Chair of Part B (s) may require the decision to be put to a vote in accordance with the following provisions:-
- For decisions in PART A of the meeting each core member shall have a single vote with a decision made by a simple majority of those present and voting, with the NHSE having a second and casting vote in the event of a tie. Decisions made under this provision will be subject to NHSE having a right to substitute an alternative decision if it considers it is in the best interests of the health service. The reasons for substituting a decision should be documented. Core Members also have a right to refer the decision to the Regional Director for review.

- For decisions in PART B of the meeting, each ICB will have one vote with decisions being made by a simple majority of those voting. Any disputes will be resolved using the dispute resolution process outline in sections 17 of the joint working agreement.

Decisions of the Joint Committee will be binding on the Partners (subject to the right of NHSE [PART A only] to substitute alternative decisions in line with the provision above).

**Conduct and conflicts of interest**

Members will be expected to act consistently with existing statutory guidance, NHS Standards of Business Conduct and relevant organisational policies. The NHS Standards of Business Conduct policy is available from: <https://www.england.nhs.uk/publication/standards-of-business-conduct-policy/>

Members should act in accordance with the Nolan Principles (the Seven Principles of Public Life): <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

Members should refer to and act consistently with the NHSE guidance: *Managing Conflicts of Interest in the NHS: Guidance for staff and organisations*. See: <https://www.england.nhs.uk/ourwork/coi/>

Where any member has an actual or potential conflict of interest in relation to any matter under consideration, the Chair (with appropriate advice) will determine the appropriate action to be taken in line with the principles of proportionality and preserving the spirit of collaborative decision making. Such action could include the member not participating in meetings (or parts of meetings) in which the relevant matter is discussed, or from the decision making and/or voting on the relevant item. A Partner whose Authorised Officer is conflicted in this way may secure . that their named substitute attends the meeting (or part of meeting) in the place of that member. A record of how the conflict has been managed will be recorded in the minutes.

**Confidentiality of proceedings**

The Committee is not subject to the Public Bodies (Admissions to Meetings) Act 1960. Admission to meetings is at the discretion of the Partners.

All members in attendance are required to give due consideration to the possibility that the material presented to the meeting, and the content of any discussions, may be confidential or commercially sensitive, and to not disclose information or the content of deliberations outside of the meeting's membership, without the prior agreement of the Partners.

**Publication of notices, minutes and papers**

The Partners shall provide sufficient resources, administration and secretarial support to ensure the proper organisation and functioning of the Committee.

The Chair(s), or in the absence of a Chair, the Partners themselves, shall see that notices of meetings, together with an agenda listing the business to be conducted and supporting documentation, is issued to the Partners

one working week (or, in the case of a special meeting, three calendar days prior to the date of the meeting).

The proceedings and decisions taken shall be recorded in minutes, and those minutes circulated in draft form within one week of the date of the meeting. The Committee shall confirm those minutes at its next meeting.

**Review of the  
Terms of  
Reference**

These terms of reference will be reviewed within twelve months of the committee's establishment and then at least annually thereafter.

Any changes to the committee's decision-making membership or core functions must be approved by the partners. Other changes to the terms of reference may be agreed by the committee and reported to the Partners for assurance.

**Date of Approval  
of Terms of  
Reference**

31<sup>st</sup> March 2023

## 7. Delegation Arrangements

None yet agreed

## 8. List of eligible ICB Partner Primary Care Contractors

**List of eligible ICB Partner Primary Care Contractors that are able to nominate Primary Care Ordinary Partner Members on the Board of NHS Shropshire, Telford and Wrekin**

Practice Name	Address
Albrighton Medical Practice	Shaw Lane, Albrighton, Wolverhampton, WV7 3DT
Alveley Medical Practice	Village Road, Alveley, Bridgnorth, WV15 6NG
The Beeches Medical Practice	1 Beeches Road, Bayston Hill, Shrewsbury, SY3 0PF
Belvidere Medical Practice	23 Belvidere Road, Shrewsbury, SY2 5LS
Bishop's Castle Medical Practice	Schoolhouse Lane, Bishop's Castle, SY9 5BP
Bridgnorth Medical Practice	Northgate Health Centre, Northgate, Bridgnorth, WV16 4EN
Broseley Medical Centre	Bridgnorth Road, Broseley , TF12 5EL
Brown Clee Medical Practice	Ditton Priors, Bridgnorth, WV16 6SS
Cambrian Surgery	Oswestry Health Centre, Thomas Savin Road, Oswestry, SY11 1GA
The Caxton Surgery	Oswald Road, Oswestry, SY11 1RD
Charlton Medical Centre	Lion Street, Oakengates , Telford, TF2 6AQ
Churchmere Medical Group	Trimpley Street, Ellesmere, SY12 0DB
Church Stretton Medical Practice	Easthope Road, Church Stretton, SY6 6BL

Practice Name	Address
Claremont Bank Surgery	Claremont Bank, Shrewsbury, SY1 1RL
Cleobury Mortimer Medical Centre	Vaughan Road, Cleobury Mortimer, Kidderminster, Worcestershire, DY14 8DB
Clive Surgery	20 High Street, Clive, Shrewsbury, SY4 5PS
Court Street Medical Practice	Court Street Medical Centre, Court Street, Madeley, Telford, TF7 5DZ
Craven Arms Medical Practice	20 Shrewsbury Rd, Craven Arms, SY7 9PY
Dawley Medical Practice	Webb House, King Street, Dawley, Telford, TF4 2AA
Donnington Medical Practice	Wrekin Drive, Donnington, Telford, TF2 8EA
Highley Medical Centre	Bridgnorth Road, Highley, Bridgnorth, WV16 6HG
Hodnet Medical Centre	18 Drayton Road, Hodnet, Market Drayton, TF9 3NF
Hollinswood and Priorslee Medical Practice	Downmeade, Hollinswood, Telford, TF3 2EW
Ironbridge Medical Practice	Trinity Hall, Dale Road, Coalbrookdale, Telford, TF8 7DT
Knockin Medical Centre	Knockin, Oswestry, SY10 8HL
Linden Hall	Station Road, Newport, Nr Telford, Shropshire, TF10 7EN
Marden Medical Practice	25 Sutton Road, Shrewsbury, SY2 6DL
Market Drayton Medical Practice	Market Drayton Primary Care Centre, Maer Lane, Market Drayton, TF9 3AL
Marysville Medical Practice	Brook Street, Belle Vue, Shrewsbury, SY3 7QR
The Meadows Medical Practice (Clun and Knighton)	Penybont Road, Knighton, Powys, LD7 1HB
Much Wenlock & Cressage Medical Practice	Kingsway Lodge, Much Wenlock, TF13 6BL
Mytton Oak Surgery	Racecourse Lane, Shrewsbury, SY3 5LZ
Plas Ffynnon Medical Centre	Middleton Road, Oswestry, SY11 2RB

Practice Name	Address
Pontesbury and Worthen Medical Practice	Hall Bank, Pontesbury, Shrewsbury, SY5 0RF
Portcullis Surgery	Portcullis Road, Ludlow, SY8 1GT
Prescott Surgery	Baschurch, Shrewsbury, SY4 2DR
Radbrook Green Surgery	Bank Farm Road, Shrewsbury, SY3 6DU
Riverside Medical Practice	Barker Street, Shrewsbury SY1 1QJ
Severn Fields Medical Practice	Severn Fields Health Village, Sundorne Road, Shrewsbury SY1 4RQ
Shawbirch Medical Practice	5 Acorn Way, Shawbirch, Telford, TF5 0LW
Shawbury Medical Practice	Poynton Road, Shawbury, SY4 4JS
Shifnal & Priorslee Medical Practice	Shrewsbury Road, Shifnal, TF11 8AJ
South Hermitage Surgery	South Hermitage, Belle Vue, Shrewsbury, SY3 7JS
Station Drive Surgery	Station Drive, Ludlow, SY8 2AB
Stirchley Medical Practice	Sandino Road, Stirchley , Telford, TF3 1FB
Teldoc	Malinslee Surgery, Church Road, Malinslee, Telford, TF3 2JZ
The Surgery	Wellington Road, Newport, Nr Telford, Shropshire, TF10 7HG
Wem & Prees Medical Practice (Wem Site)	New Street, Wem, Shrewsbury, SY4 5AF
Wellington Medical Practice	The Health Centre, Victoria Avenue, Wellington, Telford, TF1 1PZ
Westbury Medical Centre	Westbury, Shrewsbury, SY5 9QX
Woodside Medical Practice	Woodside Health Centre, Wensley Green, Woodside, Telford, TF7 5NR

## 9. Conflicts of Interest Policy

<b>Document Title:</b>	Conflicts of Interest Policy
<b>Author/originator:</b>	Alison Smith
<b>Date of approval:</b>	1 <sup>st</sup> July 2022
<b>Approving Committee:</b>	The Board
<b>Responsible Director:</b>	Executive Director of Strategy and Integration
<b>Category:</b>	General
<b>Sub Category:</b>	Corporate
<b>Date policy due for review:</b>	July 2025
<b>Target audience:</b>	Members of NHS STW's Board (clinical, executive and non-executive), committee and sub-committee members, localities and their members and all decision making staff involved in commissioning, contracting and procurement processes and decision-making

## VERSION CONTROL

### Document location

This document is only valid on the day it was printed.

### Revision History

Date of this revision: 2 April 2024

Date of next revision: April 2026 (or as required)

Version	Date	Author	Change Description
1	1 <sup>st</sup> July	Alison Smith	n/a
2	11 April 2024	Alison Smith	Change of contact details

### Approvals

This document requires the following approvals:

Name/Committee	Title (if individual)
The Board	n/a



## 1. Introduction

NHS Shropshire, Telford and Wrekin (NHS STW) and the people who work with and for us, collaborate closely with other organisations, delivering high quality care for our patients.

These partnerships have many benefits and should help ensure that public money is spent efficiently and wisely. But there is a risk that conflicts of interest may arise.

Providing best value for taxpayers and ensuring that decisions are taken transparently and clearly, are both key principles in the NHS Constitution. We are committed to maximising our resources for the benefit of the whole community. As an organisation and as individuals, we have a duty to ensure that all our dealings are conducted to the highest standards of integrity and that NHS monies are used wisely so that we are using our finite resources in the best interests of patients.

Managing conflicts of interest appropriately is essential for protecting the integrity of NHS Shropshire, Telford and Wrekin from perceptions of wrongdoing. The organisation must meet the highest level of transparency to demonstrate that conflicts of interest are managed in a way that cannot undermine the probity and accountability of NHS STW.

It will not be possible to avoid conflicts of interest. They are inevitable in many aspects of public life, including the NHS. However, by recognising where and how they arise and dealing with them appropriately, commissioners will be able to ensure proper governance, robust decision-making, and appropriate decisions about the use of public money.

Section 14O of the National Health Service Act 2006, inserted by the Health and Social care Act 2012, sets out that each ICB must:

- maintain one or more registers of interest of: the members of the organisation, members of its board, members of its committees or sub-committees of its board, and its employees;
- publish, or make arrangements to ensure that members of the public have access to these registers on request;
- make arrangements to ensure individuals declare any conflict or potential conflict in relation to a decision to be made by the organisation, and record them in the registers as soon as they become aware of it, and within 28 days; and
- make arrangements, set out in their constitution, for managing conflicts of interest, and potential conflicts of interest in such a way as to ensure that they do not and do not appear to, affect the integrity of the organisation's decision-making processes.

NHS England has published guidance for ICBs on the discharge of their functions under this section and each ICB must have regard to this guidance. This policy has been based upon this guidance.

In addition, the NHS (Procurement, Patient Choice and Competition) Regulations 2013 set out that commissioners:

- must manage conflicts and potential conflicts of interests when awarding a contract by prohibiting the award of a contract where the integrity of the award has been or appears to have been affected by a conflict;
- must keep appropriate records of how they have managed any conflicts in individual cases.

NHS STW has set out in its constitution under Section 6, and specifically sections 6.1 and 6.2, how NHS STW will comply with these requirements.

## **2. Purpose**

The aim of this policy is to protect both the organisation and individuals involved from impropriety or any appearance of impropriety by setting out how the NHS Shropshire, Telford and Wrekin will manage conflicts of interest to ensure there can be confidence in the probity of commissioning decisions. The policy will help to foster an open and transparent culture which provides an environment where everyone working on behalf of NHS STW is able to identify and help manage conflicts of interest where they may arise. It is important to emphasise that by managing conflicts or perceived conflicts of interest, this is not a judgement on the integrity of the individual concerned, but the mechanism by which both the individual and organisation can be protected from criticism of impropriety.

This policy will help our staff manage conflicts of interest risks effectively. It:

- Introduces consistent principles and rules
- Provides simple advice about what to do in common situations.
- Supports good judgement about how to approach and manage interests

Conflicts of interest may arise where an individual's personal interests or loyalties or those of a connected person (a relative or close friend) conflict with those of NHS STW, or might be perceived to conflict with those of NHS STW. Such conflicts may create problems such as inhibiting or being seen to inhibit free discussion which could result in decisions or actions that are not in the interests of NHS STW, and risk giving the impression that NHS STW has acted improperly.

The Board's responsibility includes the stewardship of significant public resources and the commissioning of health and social care services to the population of Shropshire, Telford and Wrekin. The Board is therefore determined to ensure the organisation inspires confidence and trust amongst its staff, partners, funders, suppliers and the public by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision-making of NHS STW.

NHS STW requires all serving members of the Board, committees/sub-committees and staff who take decisions where they are acting on behalf of the public or spending public money should observe the principles of good governance:

- (a) The Nolan Principles
- (b) The Good Governance Standards for Public Services (2004), Office for Public Management (OPM) and Chartered Institute of Public Finance and Accountancy (CIPFA)
- (c) The seven principles of the NHS Constitution
- (d) The Equality Act 2010
- (e) The UK Corporate Governance Code
- (f) Standards for members of NHS Boards and ICB Governing bodies in England.

Appendix 1: First report of the Committee on Standards in Public Life (1995)  
The Nolan Principles

This policy should be considered alongside NHS STW's other organisational policies:

- NHS Shropshire, Telford and Wrekin Constitution
- NHS Shropshire, Telford and Wrekin Governance Handbook
- NHS Shropshire, Telford and Wrekin Standing Orders, Scheme of Reservation and Delegation of Powers and Standing Financial Instructions
- Declaration of Gifts, Hospitality and Sponsorship – Anti-Bribery Policy and Procedure.
- Policy and Guidance for Joint Working with the Pharmaceutical Industry (including rebate schemes) and commercial Sponsorship of Meetings/Training Events
- Raising Concerns at Work Policy
- Other relevant HR Policies

## **2.1 Fraud Bribery and Corruption**

As set out in this policy, all employees, member of the Board and its committees and sub committees and contractors and providers of services working on behalf of NHS STW or ICS will at all times comply with this policy and declare any conflicts of interest both on appointment and as personal circumstances change during the course of their working with NHS STW. Failure to declare such interests or alternative employment, may result in disciplinary action and/or criminal investigation by NHS STW.

All employees, members of the Board and its committees and sub committees and contractors and providers of services have a duty to ensure that public funds are safeguarded.

If there are any suspicions that there has been a potential act of fraud, bribery or corruption, or there has been any suspicious acts or events witnessed, these concerns must report the matter to NHS STW's Counter Fraud Team (contact details can be found in Section 5, page 33 of the policy or on NHS STW's website or alternatively the concerns can be reported to the NHS Fraud and Corruption Reporting Line on 0800 028 4060. Alternatively reports can be made through the online reporting tool at <https://cfa.nhs.uk/reportfraud>

### **3. Responsibilities**

- 3.1 Employees, Board members and its committees and sub committees and contractors and providers of services working on behalf of NHS STW or ICS will at all times comply with this policy.
- 3.2 It is the responsibility of all Shropshire, Telford and Wrekin employees, Board members and members of its committees and sub committees, contractors and provider of services to familiarise themselves with this policy and comply with its provisions.
- 3.3 The Board will ensure that all employees, the Board itself and members of its committees and sub committees, contractors and providers of services are aware of the existence of, and responsibilities resulting from, the policy.
- 3.4 The Chief Executive has overall accountability for NHS STW's management of conflicts of interest.
- 3.5 The Director of Corporate Affairs is responsible for:
  - The day to day management of conflicts of interest matters and queries;
  - Maintaining NHS STW's register(s) of interest and the other registers referred to in this policy;
    - Supporting the Conflicts of Interest Guardian to enable them to carry out the role effectively;
  - Providing advice, support and guidance on how conflicts of interest should be managed; and
  - Ensuring that appropriate administrative processes are put in place.
- 3.6 The Conflicts of Interest Guardian role will be undertaken by the Chair of Audit Committee, providing they have no provider interests. They should, in collaboration with the Director of Corporate Affairs:
  - Act as a conduit for Board members, staff, members of the public and healthcare professionals working on behalf of NHS STW or ICS, who have any concerns with regards to conflicts of interest;
  - Be a safe point of contact for employees, contractors, Board and committee members of NHS STW to raise any concerns in relation to this policy;

- Support the rigorous application of conflict of interest principles and policies;
  - Provide independent advice and judgment where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
  - Provide advice on minimising the risks of conflicts of interest.
- 3.7** NHS STW Chair and Conflicts of Interest Guardian are responsible for making decisions on arrangements for mitigating conflicts or potential conflicts of interest once declared, based upon the decision making framework set out in section 4.8 of this policy. NHS STW Chair and the Conflicts of Interest Guardian are also responsible for reviewing the operation of this policy and for proposing changes to this policy for consideration by Audit Committee as part of its assurance review.
- 3.8** Executive members of NHS STW’s Board have an ongoing responsibility for ensuring the robust management of conflicts of interest. All ICB employees, Board and committee members and ICS providers will continue to have individual responsibility in declaring their interests when required at meetings or other situations, keeping their declarations up to date and following the mitigating actions set out in the register of interests if a conflict arises.
- 3.9** Line Managers of NHS Shropshire, Telford and Wrekin must ensure members of staff are aware of the policy and the process to be followed for declaring interests. Line managers must consider any declarations of interest made by their staff and put in place mitigating arrangements where appropriate. Where this is not clear, they should consult the Director of Corporate Affairs the Chair of NHS STW or the Conflicts of Interest Guardian for advice and guidance.
- 3.10** Heads of Commissioning and the procurement function in the Commissioning Support Unit (CSU) must ensure that bidders, contractors and direct service providers adhere to this policy, and that the service re-design and procurement processes used by NHS STW reflect the procedures set out in this policy.

## **4. Procedures/Processes**

### **4.1 Definition of a conflict of Interest**

A ‘conflict of interest’ is:

“A set of circumstances by which a reasonable person would consider that an individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold.”

A conflict of interest may be:

- Actual - there is a material conflict between one or more interests
- Potential – there is the possibility of a material conflict between one or more interests in the future

Staff may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see it differently and perceived conflicts of interest can be damaging. All interests should be declared where there is a risk of perceived improper conduct.

A conflict of interest occurs where an individual's ability to exercise judgement or act in a role is, could be, or is seen to be impaired or otherwise influenced by, his or her involvement in another role or relationship. The individual does not need to exploit his or her position or obtain an actual benefit, financial or otherwise. A potential for competing interests and/or a perception of impaired judgement, or undue influence can also be a conflict of interest.

Conflicts can arise in a number of different ways; an indirect financial interest (e.g. payment to a spouse) or a non-financial interest (e.g. kudos or reputation). Conflicts of loyalty may arise (e.g. in respect of an organisation of which the individual is a member or has an affiliation). Conflicts can arise from personal or professional relationships with others, e.g. where the role or interest of a family member, friend or acquaintance may influence an individual's judgement or actions, or could be perceived to do so. These are all conflicts of interest.

The important things to remember are that:

- a perception of wrongdoing, impaired judgement or undue influence can be as detrimental as any of them actually occurring;
- if in doubt, it is better to assume a conflict of interest and manage it appropriately, rather than ignore it;
- for a conflict to exist, financial gain is not necessary.

## 4.2 Identifying conflicts of interest

Interests can be captured in four different categories:

- a financial interest: this is where an individual may get a direct financial benefit from the consequences of a commissioning decision they are involved in making. This could, for example, include being:
  - A director, including a non-executive director or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations.
  - A shareholder (or similar ownership interests), a partner or owner of a private or not-for-profit company, business, partnership or

consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations.

- A management consultant for a provider.

This could also include an individual being:

- In secondary employment – with another NHS body, another organisation which might be in a position to supply goods/services to NHS STW, Directorship of a GP Federation and self employment, including private practice, in a capacity which might conflict with the work of NHS STW or which might be in a position to supply goods/services to NHS STW.
  - In receipt of secondary income from a provider;
  - In receipt of a grant from a provider;
  - In receipt of any payments (for example Honoraria, one-off payments, day allowances or travel or subsistence) from a provider;
  - In receipt of research funding, including grants that may be received by the individual or any organisation in which they have an interest or role; and
  - Having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider).
  - Non-financial interest: This is where an individual may obtain a non-financial professional benefit from the consequences of a commissioning decision they are involved in making, such as increasing their professional reputation or status or promoting their professional career. This may, for example include situations where the individual is:
    - An advocate for a particular group of patients;
    - A GP with special interests e.g. in dermatology, acupuncture etc.
    - A member of a particular specialist professional body (although routine GP membership of the RCGP, British Medical Association (BMA) or a medical defence organisation would not usually by itself amount to an interest which needed to be declared);
    - An advisor for the Care Quality Commission (CQC) or the National Institute for Health and Care Excellence (NICE);
    - A medical researcher.
- ICB partners, who are members of NHS STW Board or committees of NHS STW, should declare details of their roles and responsibilities held within their practices or businesses.
- Non-financial personal interest: This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the individual is:
    - A voluntary sector champion for a provider;

- A volunteer for a provider;
- A member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation;
- Suffering from a particular condition requiring individually funded treatment;
- A member of a lobby or pressure group with an interest in health.
- Indirect Interests: This is where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a commissioning decision they are involved in making (as those categories are described above) for example:
  - A spouse/partner (someone who is married to, a civil partner of, or someone with whom the member of staff lives);
  - A close relative to the individual or partner e.g. parent or parent in law, grandparent, child, grandchild or sibling;
  - A close friend;
  - Business Partner.

A declaration of interest for a “business Partner” in a GP partnership would include all relevant collective interests of the partnership, and all interests of their fellow GP partners by cross referring to the separate declarations made by those GP partners on their declarations.

Whether an interest held by another person gives rise to a conflict of interests will depend upon the nature of the relationship between the person and the individual, and the role of the individual within NHS STW.

The above categories and examples are not exhaustive and discretion will be exercised on a case by case basis, having regard to the principles set out in section 2 of this policy in deciding whether any other role, relationship or interest which would impair or otherwise influence the individual’s judgement or actions in their role with NHS STW.

Where individuals are unsure whether a situation falling outside of the above categories may give potential for a conflict of interest, this should be discussed initially with the Director of Corporate Affairs who will co-ordinate advice from the Conflicts of Interest Guardian of NHS Shropshire, Telford and Wrekin ICB, if necessary, who will provide an independent view. If in doubt, the individual concerned should assume that a potential conflict of interest exists.

When considering if an interest is relevant and material, the Financial Reporting Standard No. 8 (issued by the accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest.

NHS STW requires individuals employed by or contracted to provide services to NHS STW, to obtain prior permission to engage in secondary employment, and reserves the right to refuse permission where it believes a conflict will arise which cannot be effectively managed.



### 4.3 Declaring and registering interests

NHS Shropshire, Telford and Wrekin uses the skills of many different people, all of whom are vital to its work. This includes people on differing employment terms, who for the purposes of this policy we refer to as 'staff' and are listed below:

- All salaried employees
- All appointed members of the Board
- All prospective employees – who are part-way through recruitment
- Contractors and sub-contractors
- Agency staff; and
- Committee, sub-committee and advisory group members (who may not be directly employed or engaged by the organisation)

Some staff are more likely than others to have a decision making influence on the use of taxpayers' money, because of the requirements of their role. For the purposes of this policy these people are referred to as 'decision making staff.'

Decision making staff in this organisation are:

- Executive and non executive directors (or equivalent roles) who have decision making roles which involve the spending of taxpayers' money
- Members of advisory groups which contribute to direct or delegated decision making on the commissioning or provision of taxpayer funded services
- Those at VSM level but who are not Executive Directors.
- Those at Agenda for Change band 8d and above
- Administrative and clinical staff who have the power to enter into contracts on behalf of their organisation
- Administrative and clinical staff involved in decision making concerning the commissioning of services, purchasing of good, medicines, medical devices or equipment, and formulary decisions

In line with the points set out above, examples of the categories of staff this may apply to includes:

- ICB Employees – all full and part time staff, permanent staff, staff on sessional or short term contracts, students, trainees and apprentices, agency staff and seconded staff;
- Partner Members of the ICS - all ICS Partners and any other NHS organisation, practice or business individual (clinical or non clinical) directly involved with business or decision making of NHS STW;
- Members of the Board (and its committees and sub committees) – including co-opted members, appointed deputies and any members from other organisations.

- and anyone else required to declare interests under a contract for their services – all self employed consultants, CSU embedded staff.

All these categories must complete the declaration of Interest form (Appendix 2) and ensure that declarations of interest are made and regularly confirmed or updated in the following circumstances:

- On appointment: applicants for any appointment to NHS STW should be asked to declare any relevant interests as part of the election/recruitment process. When an appointment is made, a formal declaration of interests should be made and recorded.
- Annually: all interests should be confirmed annually to ensure that the register is accurate and up to date. Where interests have changed a newly completed and signed form will be required. Where interests have not changed a “nil return” sent via email will be accepted and recorded.
- At meetings: all attendees should be asked under a standing item on the agenda of the meeting by the Chair, to declare any interest they have in any agenda item before it is discussed or as soon as it becomes apparent. Even if the interest is declared in the register of interests, it should be declared in meetings where matters relating to that interest are discussed. Declarations of interest made should be recorded in the minutes of the meeting.
- On changing role or responsibility: where an individual changes role or responsibility within NHS STW or its Board, any change to the individual's interests should be declared.
- On any other change of circumstances: wherever an individual's circumstances change in a way that affects the individual's interests (e.g. where an individual takes on a new role outside NHS STW or sets up a new business or relationship), a further declaration should be made to reflect the change in circumstances. This could involve a conflict of interest ceasing to exist or a new one materialising.
- At the beginning of a new project/piece of work

In keeping with the Health and Social Care Act Regulations, individuals who have a conflict should declare this as soon as they become aware of it, and in any event no later than 28 days after becoming aware. The declaration of interest form should be completed and returned for all interests (restating existing interests and with new interests added) to the Director of Corporate Affairs.

Where an individual is unable to provide a declaration in writing, e.g. if a conflict becomes apparent in the course of a meeting, they will make an oral declaration before witnesses, and provide a written declaration as soon as possible thereafter, but no later than 28 days. If the individual, for any reason, has difficulty making a declaration in writing, then they should contact the Director of Corporate Affairs for assistance and support.

If an individual fails to declare an interest or the full details of the interest this may result in disciplinary action resulting in the individual being dismissed or removed from their role.

#### **4.4 What should be declared**

##### Outside Employment

- Staff should declare any existing outside employment on appointment and any new outside employment when it arises.
- The nature of the outside employment (eg who it is with, a description of duties, time commitment) and relevant dates.

Where a risk of conflict of interest arises, the general management actions outlined in this policy should be considered and applied to mitigate risks.

Where contracts of employment or terms and conditions of engagement permit, staff may be required to seek prior approval from the organisation to engage in outside employment.

The organisation may also have legitimate reasons within employment law for knowing about outside employment of staff, even when this does not give rise to risk of a conflict.

##### Shareholdings and other ownership issues

- Staff should declare, as a minimum, any shareholdings and other ownership interests in any publicly listed, private or not-for-profit company, business, partnership or consultancy which is doing, or might be reasonably expected to do, business with the organisation. Including the nature of the shareholdings/other ownership interest and relevant dates.
- There is no need to declare shares or securities held in collective investment or pension funds or units of authorised unit trusts.

Where shareholdings or other ownership interests are declared and give rise to risk of conflicts of interest then the general management actions outlined in this policy should be considered and applied to mitigate risks.

##### Patents

- Staff should declare patents and other intellectual property rights they hold (either individually, or by virtue of their association with a commercial or other organisation), including where applications to protect have started or are ongoing, which are, or might be reasonably expected to be, related to items to be procured or used by the organisation.
- Staff should seek prior permission from the organisation before entering into any agreement with bodies regarding product development, research, work on pathways etc, where this impacts on the organisation's own time, or uses its equipment, resources or intellectual property.

Where holding of patents and other intellectual property rights give rise to a conflict of interest then the general management actions outlined in this policy should be considered and applied to mitigate risks.

### Loyalty interests

Loyalty interests should be declared by staff involved in decision making where they:

- Hold a position of authority in another NHS organisation or commercial, charity, voluntary, professional, statutory or other body which could be seen to influence decisions they take in their NHS role.
- Sit on advisory groups or other paid or unpaid decision making forums that can influence how an organisation spends taxpayers' money.
- Are, or could be, involved in the recruitment or management of close family members and relatives, close friends and associates, and business partners.
- Are aware that their organisation does business with an organisation in which close family members and relatives, close friends and associates, and business partners have decision making responsibilities.

Where loyalty interests are declared and give rise to risk of conflicts of interest then the general management actions outlined in this policy should be considered and applied to mitigate risks.

## **4.5 Maintaining a Register of Interests**

The declaration of interest forms will be used to create registers of interest. The Director of Corporate Affairs will maintain the following registers of the declared relevant and material interests of:

- Members of NHS STW Board
- Members of the committees and sub committees of the Board
- Employees of NHS STW and other NHS bodies acting for them and Contractors of NHS STW

The registers will be published on NHS STW's website at [Register of Interests - NHS Shropshire, Telford and Wrekin \(shropshiretelfordandwrekin.nhs.uk\)](https://shropshiretelfordandwrekin.nhs.uk) and will be made available on request for inspection at NHS STW's headquarters. The registers will also be reported to Audit Committee twice a year, and a weblink included in NHS STW's Annual Report. By signing and declaring interests, the individual is deemed to give permission for this information to be shared publicly. If there is any reason that the individual believes that their interest should not be included on the public register, then they should contact the Director of Corporate Affairs to explain why. In exceptional circumstances, for instance where publication of information might put a member of staff at risk of harm, information may be withheld or redacted on public registers. However, this would be the exception and information will not be withheld or redacted merely because of a personal preference.

NHS STW will send annual reminders to all its members, Board and committee members and employees to check for accuracy of the register.

An interest should remain on the public register for a minimum of 6 months after the interest has expired. In addition NHS STW will retain a private record of historic interests for a minimum of 6 years after the date on which it expired. This record of historic interests may be viewed by members of the public following application to the Director of Corporate Affairs.

The register of interests will also record the planned mitigating action if the actual or potential conflict arises. Individuals declaring interests should make themselves aware of these proposed actions, so they can comply if the conflict arises.

Appendix 3: Declarations of Interest Register

#### **4.6 Managing conflicts of interest**

Within a week of any relevant interest being declared for the first time in line with section 4.3 above, the arrangements for managing any actual or potential conflicts of interest arising from the declared interest will be set out in the register of interests against the specific declared interest for the individual by the Director of Corporate Affairs.

All individuals covered by this policy must comply with the arrangements communicated to them in the register of interests. Where an interest has been declared, the individual will ensure that before participating in any activity connected with commissioning, he or she has received confirmation of the arrangements to manage the conflict of interest via the register of interests.

In relation to the procedure for declaring interest at meetings, the chair will ask at the beginning of each meeting under the “Declarations of Interest” agenda item if anyone has:

- Any interest already declared on the register that conflicts with any item on that specific agenda; and/or
- Any new interest that has not already been declared on the register, that may or may not conflict with any item on that specific agenda.

In response, where an individual, employee or person providing services to NHS STW is attending a meeting and is aware of an interest that has previously been declared on the register, the individual will bring this interest and the agenda item it conflicts with, to the attention of the chair of the meeting, together with details of arrangements which have been confirmed in the register of interests for the management of the conflict of interest or potential conflict of interest.

The Chair will then make a decision about what action needs to be taken in the meeting based upon the arrangements already stated in the register.

Alternatively, where an individual, employee or person providing services to NHS STW attending a meeting is aware of any new interest which has not

been declared in the register (whether this conflicts with an agenda item or not), he or she will declare this under the “Declaration of Interest” agenda item. If the declaration of the interest is simply because it is a new interest and does not conflict with any item on the agenda, this will be noted by the Chair and added to the minutes and the Director of Corporate Affairs will be informed to add to the register of interests.

If this new interest conflicts with an item on the agenda, the individual will also outline what the conflict is. As no arrangements will have been confirmed in the register for managing this new conflict, the Chair of the meeting will decide how the conflict will be managed in the meeting. If the Chair feels the conflict is sufficiently material, they may require the individual to withdraw from the meeting or part of it until the arrangements for managing the conflict in the future are added to the register. The individual will then comply with these arrangements, which must be recorded in the minutes of the meeting. The Chair will then communicate this to the Director of Corporate Affairs.

The Chair of the Board or any of its committees or sub committees has ultimate responsibility for determining how any conflict should be managed, and will inform the individual of the decision. This may mean that the management arrangements in the register are overridden, if the Chair feels the circumstances warrant it. In making such decisions, the Chair (or vice chair or remaining non-conflicted members) may wish to consult with the Conflicts of Interest Guardian or another member of the Board if this is possible.

It is the responsibility of each individual member of the meeting to declare any relevant interest which they may have. However, should the Chair or any other member of the meeting be aware of facts or circumstances which may give rise to a conflict, but which the individual themselves have not declared, then they should bring this to the attention of the Chair. This may happen particularly if the individual has not realised that an agenda item has an indirect link with the declared interest, yet another member of the meeting has.

It is good practice for the Chair, with support of the Director of Corporate Affairs and if required the Conflicts of Interest Guardian, to proactively consider ahead of meetings what conflicts are likely to arise and how they should be managed, including taking steps to ensure that supporting papers for particular agenda items of private meetings are not sent to conflicted individuals in advance of the meeting where relevant.

Where the Chair him/herself has a personal interest, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, he or she must make a declaration and the deputy Chair will act as Chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the conflict of interest or potential conflict of interest in relation to the Chair, the meeting must ensure these are followed. Where no arrangements have been confirmed, the Deputy Chair may require the Chair to withdraw from the meeting or part of it. Where there is no Deputy Chair, the members of the meeting will agree between themselves who will chair the meeting. In making such decisions, the chair (or vice chair or

remaining non-conflicted members) may wish to consult with the Conflicts of Interest Guardian if this is possible.

Declarations of interests, and the arrangements agreed to manage them, will be recorded in the minutes of the meeting.

To support chairs in their role, they should refer to the declaration of interest checklist attached as Appendix 4.

Appendix 4: Declarations of Interest Checklist for Chairs

#### **4.7 Declarations of Interests on Application for Appointment or Election/appointment to NHS STW**

Individuals applying for appointment for any position in NHS STW will be required, as part of the appointments process, to declare any relevant interests. This includes:

- Non Executive Director appointments to the Board;
- Other appointments of external individuals to the Board, its committees, sub committees and other working or project groups;
- Professional medical practitioners or practice employees standing for selection to the Board; and
- All employees and individuals contracted to work for NHS STW, particularly those operating at senior or Board level.

The purpose of such declarations will be to enable the Conflicts of Interest Guardian (for Board/Committee roles) or line manager (for staff) to assess, on a case to case basis, whether any of the declared interests are such that they could not be managed under this policy, and would prevent the individual from making a full and proper contribution to NHS STW, thus excluding the individual from appointment or election to NHS STW.

In so doing the Conflicts of Interest Guardian or line manager will take into consideration the materiality of the declared interest and the extent to which the individual could benefit from any decision of NHS STW. For example, any individual who has a material interest in an organisation that undertakes, or is likely to undertake, substantial business with NHS STW as a healthcare provider or a commissioning support service should not be a member of the Board, if the nature of their interest is such that they are likely to need to exclude themselves from decision making on so regular basis that it significantly limits their ability to effectively operate as a Board member.

#### **4.8 Mitigating conflicts of interest**

Where a conflict of interest exists, there are various ways in which the conflict may be managed, depending on its impact. The level of mitigating action will be determined by the Chair of the meeting based upon previously prescribed mitigating actions stated in the register of interests, in consultation with the Conflicts of Interest Guardian or another non-conflicted Board member, and

in the case of an employee, by the line manager. This decision will be recorded in the relevant minutes based upon what is stated in the register of interests and communicated to the individual making the declaration in writing as per section 4.5 above.

The appropriate course of action will depend on the particular circumstances, but could include:

- Requiring the individual who has a conflict of interest not to attend the meeting;
- Ensuring the individual concerned does not receive the supporting papers or minutes of the meeting which relate to the matter where these are not already available in the public domain;
- Requiring the individual to leave the discussion when the relevant matter(s) are being discussed and when decisions are being taken in relation to those matters. When this happens in a public meeting the individual would still need to leave the room and not sit in the public gallery, as they may be perceived to influence any decision taken by remaining in the room.
- Allowing the individual to participate in some or all of the discussion when the relevant matter is being discussed but requiring them to leave the meeting when any decisions are being taken in relation to those matters. This may be appropriate where, for example, the conflicted individual has important relevant knowledge and experience of the matter under discussion, which it would be of benefit for the meeting to hear, but this will depend on the nature and extent of the interest which has been declared;
- Noting the interest and ensuring that all attendees are aware of the nature and extent of the interest, but allowing the individual to remain and participate in both the discussion and in any decisions. This is only likely to be appropriate course of action where it is decided that the interest which has been declared is either immaterial or not relevant to the matter under discussion.

The following framework<sup>1</sup> will be used to determine what level of mitigation can be put in place to limit the conflict of interest.

Application of the different levels is cumulative, so each interest will be judged against level 1 in the first instance, and if not suitable then level 2 and so on.

Where mitigation arises from any level of management strategy above level 1, the Chair and Conflicts of Interest Guardian would be expected to conduct informal discussions with the individual concerned to ensure they fully understand the action requested of them, and they have an opportunity to seek clarity or raise concerns.

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<sup>1</sup> Based upon the publication from ICAC and CMC: "Managing Conflicts of Interest in the Public Sector" – Toolkit November 2004, Tool 9.2 management options ready reckoner Page 60.



It is imperative that to ensure complete transparency, if any conflicts of interests are declared or otherwise arise in a meeting the Chair must ensure the following information is recorded in the minutes:

- Who has the interest
- The nature of the interest and why it gives rise to a conflict
- The items on the agenda to which the interest relates
- How the conflict was agreed to be managed
- Evidence that the conflict was managed as intended i.e. by recording when individuals left or returned to the meeting.

A template is appended as Appendix 5

Appendix 5: Template for recording minutes

Mitigation	When most suitable	When least suitable	Strategies
<p><u>Level 1 - Register</u> Where details of the existence of a possible or potential conflict of interest are formally registered</p> <p><b><u>All interests must be registered in full</u></b></p>	<ul style="list-style-type: none"> <li>For very low-risk conflicts of interest and potential conflicts of interest</li> <li>Where the act of transparency through recording the conflict of interest is sufficient</li> </ul>	<ul style="list-style-type: none"> <li>The conflict of interest is more significant or of higher risk</li> <li>The potential or perceived effects of a conflict of interest on the proper performance of the individual acting for NHS STW requires more proactive management</li> </ul>	<ul style="list-style-type: none"> <li>Ensure that the interest is widely known by including in the publicly available register of interests</li> <li>Ensure register of interests is included with the Board agenda so Board members are aware of the conflict.</li> <li>Ensure register of interests is shared and accessible to all managers so they are aware of staff declarations of interest</li> <li><b>If an individual fails to declare an interest or the full details of the interest, this may result in the individual being dismissed or removed from their role.</b></li> </ul>
<p><u>Level 2 - Restrict</u> Where restrictions are placed on the individual's involvement in the matter</p>	<ul style="list-style-type: none"> <li>The individual can be effectively separated from parts of the activity or process</li> <li>The conflict is not likely to arise frequently</li> </ul>	<ul style="list-style-type: none"> <li>The conflict is likely to arise more frequently</li> <li>The individual is constantly unable to perform a number of their regular duties/role because of the conflict of interest issues.</li> </ul>	<ul style="list-style-type: none"> <li>Non-involvement in any critical criteria setting or decision-making role in the process concerned</li> <li>Refrain from taking part in any debate about the issue</li> <li>Abstaining from voting on decision proposal</li> <li>Withdrawing from discussion of affected proposals and plans whether in part 1 or part 2 or a meeting.</li> <li>Having restricted access to information relating to the conflict of interest</li> </ul>

			<ul style="list-style-type: none"> <li>• Being denied access to sensitive documents or confidential information relating to the conflict of interest</li> </ul>
<p><u>Level 3 - Recruit</u></p> <p>Where a disinterested third party is used to oversee part or all of the process that deals with the matter.</p>	<ul style="list-style-type: none"> <li>• It is not feasible or desirable for the individual to remove themselves from the decision making process</li> <li>• Where the expertise of the individual is necessary and not genuinely not easily replaced</li> </ul>	<ul style="list-style-type: none"> <li>• The conflict is serious and ongoing, rendering ad hoc recruitment of others unworkable</li> <li>• Recruitment of a third party is not appropriate for the proper handling of the matter</li> <li>• A suitable third party is unable to be sourced</li> </ul>	<ul style="list-style-type: none"> <li>• Arranging for the affected decision to be made by an independent third party</li> <li>• Engaging a third party or auditor to oversee or review the integrity of the decision making process.</li> <li>• Increase the number of people sitting on the decision-making body to balance the influence of a single member who may have a conflict of interest but who has a defensible reason for remaining on the decision making body</li> <li>• Seeking the views of those likely to be concerned about a potential, actual or reasonably perceived conflict of interest, about whether they object to the individual having any, or any further, involvement in the matter</li> </ul>
<p><u>Level 4 - Remove</u></p> <p>Where the individual is removed from the matter</p>	<ul style="list-style-type: none"> <li>• For ongoing serious conflicts of interest where ad hoc restriction or recruitment of others is not appropriate</li> </ul>	<ul style="list-style-type: none"> <li>• The conflict of interest and its perceived or potential effects are of low risk or low significance</li> <li>• The individual is prepared to relinquish the relevant private interest rather than radically change their work responsibilities or environment</li> </ul>	<ul style="list-style-type: none"> <li>• Removing the individual from any involvement in the matter</li> <li>• Abstaining from any formal or informal discussion about the matter</li> <li>• Removing the individual from the situation where they may still exert or be perceived to exert a covert influence on decisions or actions in the matter.</li> </ul>

			<ul style="list-style-type: none"> <li>• Rearranging the individual's duties and responsibilities to a non-conflicting function</li> <li>• Transferring the individual to another project</li> <li>• Transferring the individual to another area of NHS STW</li> <li>• Ensuring that the duties/role in which the conflict of interest has arisen are not reallocated to another officer who is supervised by the individual concerned.</li> </ul>
<p><u>Level 5 - Relinquish</u></p> <p>Where the individual relinquishes the private interest that is creating the conflict</p>	<ul style="list-style-type: none"> <li>• The individual's commitment to public duty outweighs their attachment to their private interest</li> </ul>	<ul style="list-style-type: none"> <li>• The individual is unable or willing for various reasons to relinquish the relevant private interest</li> </ul>	<ul style="list-style-type: none"> <li>• Individual liquidates their private interest</li> <li>• Individual divests themselves of or withdraws their support for the private interest (this would not be appropriate if the interest is an essential part of the individual's qualification for the position, such as membership of a professional body.)</li> </ul>
<p><u>Level 6 - Resign</u></p> <p>Where the individual resigns from their position with NHS STW</p>	<ul style="list-style-type: none"> <li>• No other options are workable</li> <li>• The individual cannot or will not relinquish their conflicting private interest and changes to their work responsibilities or environment are not feasible</li> </ul>	<ul style="list-style-type: none"> <li>• The conflict of interest and its potential or perceived effects are of low risk or low significance</li> <li>• Other options exist that are workable for the individual and ICB</li> </ul>	<ul style="list-style-type: none"> <li>• Resignation from the position with NHS STW</li> </ul>

	<ul style="list-style-type: none"><li>• The individual prefers this course as a matter of personal principle</li></ul>		
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#### **4.9 Quorum**

If members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests and the number of unconflicted members left is below the quorum stipulated for the meeting, the Chair (or Deputy Chair) will determine whether or not the discussion can proceed.

In making this decision, the Chair will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the organisation's standing orders. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the Chair of the meeting shall consult with the Chief Executive and the Director of Corporate Affairs what action should be taken.

These arrangements must be recorded in the minutes.

#### **4.10 Declarations of Interest in relation to Procurement**

In order for NHS STW to recognise and manage any conflicts or potential conflicts, declarations of interest, including nil returns where appropriate, will be required from ICB members and ICB/CSU staff in relation to every procurement exercise, including the use of single tender actions (waivers), on which they are engaged. NHS STW Commissioning Lead overseeing a procurement process should ensure that the CSU Procurement Team seeks declarations of interest at the outset from those individuals involved, and at key points in the procurement process, including at the beginning of project meetings, upon receipt of tenders and during the moderation process. The original signed declaration of interest will be held by the CSU Procurement Team and a copy sent to the Director of Corporate Affairs for inclusion in the Register of Interests, and for notification to the Audit Committee and Board. A copy of the declaration of interest form for procurement is attached as Appendix 6.

Particular consideration needs to be given to the role of ICB members in procurement exercises where:

- NHS STW is proposing to commission through competitive tender and ICS partners are likely to bid
- NHS STW is proposing to commission through an Any Qualified Provider process, where ICS partners are likely to be among the qualified providers offering to provide the service
- NHS STW is proposing to commission through single tender from ICS Partners
- NHS STW is proposing to continue to commission by contract extension from ICS partners

Where a declaration states an interest that has not already had mitigating action considered and communicated to the individual concerned, then the Director of Corporate Affairs will liaise with the Chair and Conflicts of Interest Guardian to consider whether the conflicts of interest declared specifically for a procurement process would preclude the individual from continuing, or whether mitigating actions can be taken to allow the individual to continue to take a part in the procurement process.

Appendix 6: Procurement declaration of Interest (Project Team)

#### **4.11 Register of Procurement Decisions**

In order for NHS STW to maintain transparency of decision making and to demonstrate conflicts of interest are managed effectively, NHS STW will maintain and publish a register of procurement decisions. A copy of the register of procurement decisions is attached as Appendix 7 and will be made public on NHS STW's website.

The register should be updated whenever a procurement decision is taken, which includes procurement of a new service, any extension of a current contract or material variation to a current contract.

In the interests of transparency, the register of Procurement decisions, like the register of interests, will be published on NHS STW's website [Register of Procurement Decisions - NHS Shropshire, Telford and Wrekin \(shropshiretelfordandwrekin.nhs.uk\)](http://shropshiretelfordandwrekin.nhs.uk) and will be made available on request for inspection at NHS STW's headquarters. The registers will also be reported to Audit Committee three times a year, reported twice yearly to the Board and included in NHS STW's Annual Report.

Appendix 7: Register of Procurement Decisions

#### **4.12 Designing services and conflicts of interest**

NHS STW recognises the benefits to be gained from engagement with relevant providers, especially clinicians, in confirming the design of service specifications. However, Monitor's procurement regulations highlights that conflicts of interest can occur if a commissioner engages selectively with only certain providers (be they incumbent or potential new providers) in developing a service specification for a contract for which they may later bid for in a competitive process.

The same difficulty could arise in developing a specification for a service that is to be commissioned using the 'Any Qualified Provider' process, such as where there is not a competitive procurement but patients can instead choose from any qualified provider that wishes to provide the service and can meet NHS standards and prices.

NHS STW will seek, as far as possible, to specify the outcomes that they wish to see delivered through a new service, rather than the way in which these outcomes are to be achieved. As well as supporting innovation, this helps prevent bias towards particular providers in the specification of services.

NHS STW will seek to follow the principles set out in the Office of Government Commerce guidance on pre-procurement engagement with potential bidders, in engaging with potential providers when designing service specifications. Such engagement should follow the three main principles of procurement law, namely equal treatment, non-discrimination, and transparency. This includes ensuring that the same information is given to all at the same time and procedures are transparent.

NHS STW will consider the following points when engaging with potential service providers:

- Use engagement to help shape the requirement but take care not to gear the requirement in favour of any particular provider(s).
- Ensure at all stages that potential providers are aware of how the service will be commissioned, e.g. through competitive procurement or through the 'Any qualified provider' process.
- Work with participants on an equal basis, e.g. ensure openness of access to staff and information.
- Be transparent about procedures.
- Maintain commercial confidentiality of information received from providers.

Engagement with potential providers should be used to:

- frame the requirement;
- focus on desired outcomes rather than specific solutions; and
- consider a range of options for how a service is specified.

Other practical steps NHS STW may also consider adopting are:

- Advertise the fact that a service design/re-design exercise is taking place widely (e.g. on NHS Supply2Health) and invite comments from any potential providers and other interested parties (ensuring a record is kept of all interactions) – i.e. do not be selective in who works on the service specifications unless it is clear conflicts will not occur;
- As the service design develops, engage with a wide range of providers on an ongoing basis to seek comments on the proposed design, e.g. via the commissioner's website or workshops with interested parties;
- Use engagement to help shape the requirement to meet patient need but take care not to gear the requirement in favour of any particular provider(s);
- If appropriate, engage the advice of an independent clinical adviser on the design of the service;
- Be transparent about procedures;
- Ensure at all stages that potential providers are aware of how the service will be commissioned;



- Maintain commercial confidentiality of information received from providers; and
- When specifying the service, specify desired (clinical and other) outcomes instead of specific inputs.

Where an individual has declared a relevant and material interest or position in the context of the specification for, or award of, a contract the individual concerned will be expected to act in accordance with the arrangements for the management of conflicts of interest outlined with this policy and may be excluded from the decision making process in relation to the specification or award.

Monitor has issued guidance on the use of provider boards in service design: [https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/284832/ManchesterCaseClosure.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/284832/ManchesterCaseClosure.pdf)

#### **4.13 Commissioning New Care Models (NCM)**

This section addresses the management of conflicts of interest in the changing landscape of the NHS. As this landscape changes and providers/commissioners develop new models of care consideration of the Conflicts of Interest that may result will be needed. New care models refer to any multi-speciality community provider (MCP), Primary and Acute Care Systems (PACS) or other arrangements of a similar scale or scope that (directly or indirectly) includes primary medical services.

Where NHS STW is commissioning new care models, particularly those that include primary medical services, it is likely that there will be some individuals with roles in NHS STW (whether clinical or non clinical) that also have roles within a potential provider, or may be affected by decisions relating to new care models. Any conflicts of interest must be identified and appropriately managed, in accordance with statutory guidance and this policy. The position should also be reviewed whenever an individual's role, responsibility or circumstances change in a way that affects the individual's interests.

There may be occasions where the conflict of interest is profound and acute, to an extent where NHS STW will want to consider whether, practically, such an interest is manageable at all. If an interest is not manageable, the appropriate course of action may be to refuse to allow the circumstances which gave rise to the conflict to persist. This may require an individual to step down from a particular role and/or move to another role within NHS STW and may require NHS STW to take action to terminate an appointment if the individual refuses to step down as set out in the table on page 23, level 7 - terminate.

Where a member of ICB staff participating in a meeting has dual roles, for example a role with NHS STW and a role with a new care model provider organisation, but it is not considered necessary to exclude them from the whole or any part of a ICB meeting, he or she should ensure that the capacity in which they continue to participate in the discussions is made clear and correctly recorded in the meeting minutes, but where it is appropriate for them to participate in decisions they must only do so if they are acting in their ICB role.

NHS STW should identify as soon as possible where staff might be affected by the outcome of a procurement exercise, e.g., they may transfer to a provider (or their role may materially change) following the award of a contract. This should be treated as a relevant interest, and ICBs should ensure they manage the potential conflict. This conflict of interest arises as soon as individuals are able to identify that their role may be personally affected.

Similarly, NHS STW should identify and manage potential conflicts of interest where staff are involved in both the contract management of existing contracts, and involved in procurement of related new contracts.

Appropriate governance arrangements must be put in place that ensure that conflicts of interest are identified and managed appropriately, in accordance with this statutory guidance, without compromising NHS STW's ability to make robust commissioning decisions.

NHS STW should consider whether it is appropriate for the Board to take decisions on new care models or (if there are too many conflicted members to make this possible) whether it would be appropriate to refer decisions to a ICB committee. There are a number of options NHS STW could consider:

- NHS STW could consider delegating the commissioning and contract management of the entire new care model to its Primary Care Commissioning Committee. This Committee is constituted with a non executive and executive majority, and includes a requirement to invite a Local Authority and Healthwatch representative to attend.
- The establishment of a NCM Commissioning Committee as a sub committee of the Board could help to provide an alternative forum for decisions where it is not possible/appropriate for decisions to be made by the Board due to the existence of multiple conflicts of interest amongst members of the Board.

#### **4.14 Contract Monitoring**

The management of conflicts of interest applies to all aspects of the commissioning cycle, including contract management.

Any contract monitoring meeting needs to consider conflicts of interest as part of the process by the Chair of the contract meeting inviting declarations of interest, record and declared interests in the minutes of the meeting (see Appendix 5); and manager any conflicts appropriately and in line with this guidance. This applies equally where a contract is held jointly with another organisation such as the Local Authority or with other ICBs under co-ordinating commissioner arrangements.

The individuals involved in the monitoring of a contract should not have any direct or indirect financial, professional or personal interest in the incumbent provider or in any other provider that could prevent them, or be perceived to

prevent them, from carrying out their role in an impartial, fair and transparent manner.

Commissioning Leads should be mindful of any potential conflicts of interest when they disseminate any contract or performance information/reports on providers, and manage the risk appropriately.

#### **4.15 Specific safeguards for managing conflicts of interest for General Practices that are potential providers of ICB-commissioned services**

NHS STW may commission primary care services, including incentive schemes, from General Practices. If a General Practice, or group of practices, provides a service, NHS STW will need to demonstrate to the Audit Committee (and to the external and internal auditors) that the service:

- a) clearly meets local health needs, and has been planned appropriately;
- b) goes beyond the scope of the GMS / PMS contract;
- c) offers best value for money; and
- d) has been commissioned via the appropriate procurement process.

A General Practice or group of practices may belong to a provider consortium in which GPs have a financial interest.

Where General Practices are potential providers of ICB-commissioned services, the NHS England's Code of Conduct for managing conflicts of interest should be followed (Appendix 8) and the procurement should be approved by the Audit Committee.

Appendix 8: Code of Conduct template

#### **4.16 Specific safeguards for managing conflicts of interest for contractors and people who provide services directly to NHS STW**

Anyone participating in the procurement, or otherwise engaging with ICB, in relation to the provision of services or facilities, will be required to make a declaration of any conflict or potential conflict of interest.

The Commissioning Lead overseeing a procurement process should ensure that the CSU Procurement Team seeks declarations of interest from potential bidders/contractors in the procurement process (Appendix 9), with the original signed declaration of interest held by the CSU Procurement Team.

Anyone contracted to provide services or facilities directly to NHS STW will be subject to the same provisions of the Constitution in relation to managing conflicts of interests. This will include services provided by external organisations like Commissioning Support Services, private businesses, and third sector/non profit organisations. This requirement will be set out in the contract for services. Contractors will be required to make a declaration on form included as Appendix 9, which will need to be returned to the CSU Procurement Team.

## **5. Raising Concerns and Reporting Breaches**

Failure to comply with NHS STW's policy on conflicts of interest could result in NHS STW facing civil challenges to decisions they make which could delay development of better services for patients. In extreme cases staff and other individuals could face personal civil liability e.g. a claim of misfeasance in public office. Failure to manage conflicts of interest could also lead to criminal proceedings including for offences such as fraud, bribery and corruption. The Conflicts of Interest Policy should be read in conjunction with NHS STW's Declaration of Gifts, Hospitality and Sponsorship – Anti Bribery Policy and Procedure and Counter Fraud and Corruption response Policy.

It is therefore the duty of every ICB employee, Board member, committee or sub-committee member to speak up about genuine concerns in relation to the administration of NHS STW's policy on conflicts of interest management and to report these concerns to the Conflicts of Interest Guardian or the Director of Corporate Affairs who will investigate.

However, where an individual wishes to have their concern dealt with in confidence, non compliance or suspected non-compliance with the Conflicts of Interest Policy should be reported in the first instance to the Director of Corporate Affairs following NHS STW's Raising Concerns at Work Policy. If anyone wishes to report non compliance who is not an employee of NHS STW and they wish it to be treated confidentially then they should ensure that they follow their own organisation's Whistleblowing Policy. The procedure for investigation and reporting back is set out in NHS STW's Raising Concerns at Work Policy which can be found on NHS STW's website.

Following investigation, an anonymised report would be presented to NHS STW's Audit Committee, together with an action plan and/or areas for lessons learnt to be disseminated.

In those cases where the breach is of such a material nature that it requires an HR investigation, the Director of Corporate Affairs will liaise with HR on evoking processes under NHS STW's Disciplinary Policy. In these circumstances the Chief Executive will inform The Area Director at NHS England Midlands and East.

In addition to the reporting mechanisms described above, patients and other third parties can make a complaint to NHS England in relation to a commissioner's conduct under the Procurement Patient Choice and Competition Regulations. The regulations are designed as an accessible and effective alternative to challenging decisions in the courts.

Any suspicions or concerns of acts of fraud, bribery or corruption should be reported to NHS STW's nominated Counter Fraud Specialist:

- Mr Paul Westwood, Counter Fraud Specialist
- Telephone 07545 502400
- Email [pwestwood@nhs.net](mailto:pwestwood@nhs.net)

Or ICB's Fraud Champion:

- Ms Angel Szabo, Director of Finance
- Telephone 07551 292259
- Email [angela.szabo2@nhs.net](mailto:angela.szabo2@nhs.net)

Alternatively any suspicions or concerns of acts of fraud, bribery and/or corruption can be reported online via <https://cfa.nhs.uk/reportfraud> or via the NHS Fraud and Corruption reporting line on 0800 028 4060.

Anonymised details of breaches will be published on NHS STW's website for the purpose of learning and development.

## 6. Breaches of the Policy

If any individual fails to declare an interest or the full details of the interest, this may result in disciplinary action resulting in the individual being dismissed or removed from their role.

Any unwitting failure to declare a relevant and material interest or position of influence, and/or to record a relevant or material interest or position of influence that has been declared, will not necessarily render void any decision made by NHS STW or its properly constituted committees and sub-committees, although NHS STW will reserve the right to declare such a contract void.

## 7. Related Documents

The following documents contain information that relates to this policy:

- NHS Shropshire, Telford and Wrekin Constitution
- NHS Shropshire, Telford and Wrekin Standing Orders, Scheme of Reservation and Delegation of Powers and Standing Financial Instructions
- Declarations of Gifts, Hospitality and Sponsorship - Anti-Bribery Policy and Procedure
- Fraud, Bribery and Corruption Policy
- Raising Concerns at Work Policy
- NHS England's Managing Conflicts of Interest: Revised Statutory Guidance for ICBs gateway reference 06768 16/06/17

## 8. Dissemination

This policy will be disseminated by the following methods:

Publication on NHS STW website and intranet site:

Staff:

- Staff bulletin with declaration of interest form attached for completion.
- Executive Directors/line managers to raise awareness of the policy via staff briefings.

Board members:

- Email circulated by the Director of Corporate Affairs to highlight the new policy and ask for any amended interests to be declared.

ICS Partners:

- Awareness raising to ICS Partners by the Chair of NHS STW.

## **9. Training and Advice**

Training will be provided on an annual basis via an online training package provided by Midlands and Lancashire CSU.

Advice on declaration of interests can be sought from the following people:

Name: Alison Smith  
Title: Director of Corporate Affairs  
NHS Shropshire, Telford and Wrekin  
Wellington Civic Offices  
Larkin Way, Tan Bank  
Wellington  
Telford  
TF11LX  
Tel: 07975 757188  
Email: alison.smith112@nhs.net

Name: Roger Dunshey  
Non Executive Director - Audit  
Conflicts of Interest Guardian  
NHS Shropshire, Telford and  
Wrekin  
Wellington Civic Offices  
Larkin Way, Tan Bank  
Wellington  
Telford  
TF11LX  
Email: roger.dunshea@nhs.net

## **10. Review and Compliance Monitoring**

### **10.1 Review**

An annual review of the policy will be undertaken by Internal Audit as part of their audit plan. The outcomes will be reported to the Audit Committee and in NHS STW's Annual Governance Statement which forms part of NHS STW's Annual Report.

### **10.2 Compliance Monitoring**

The Audit Committee will require assurance annually on compliance with the policy as part of its assurance programme.

## Appendix 1

### First report of the Committee on Standards in Public Life (1995) The Nolan Principles:

**Selflessness** – holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

**Integrity** – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** – holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** – holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** – holders of public office should promote and support these principles by leadership and example.

## Appendix 2

### Declaration of Interest Form for Employees and Members

<b>Name:</b>	
<b>Relevant ICB(s):</b>	
<b>Position within, or relationship with, NHS STW (or NHS England in the event of joint committees):</b>	

**Detail of interests held (complete all that are applicable). If there are no interests please indicate a 'nil' response:**

Type of Interest* *See reverse of form for details	Description of Interest (including, for Indirect Interests, details of the relationship with the person who has the interest)	Date interest Relates from and to:		Actions to be taken to mitigate risk (to be agreed with line manager)
		From	To	

The information submitted will be held by NHS STW for personnel or other reasons specified on this form and to comply with the organisations' policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and, in the case of decision making staff (as defined in the statutory guidance on managing conflicts of interest for ICBs) may be published in registers that NHS STW hold.

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to NHS STW as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, or internal disciplinary action may result.. The information detailed on this signed declaration can be used by NHS STW's Counter Fraud Team for the purposes of investigation, sanction and redress.

Decision making staff should be aware that the information provided in this form will be added to NHS STW's register which are held in hardcopy for inspection by the public and published on NHS STW's website. Decision making staff must make any third party whose personal data they are providing in this form aware that the personal data will held in hardcopy for inspection by the public and published on NHS STW's website and must inform the third party that NHS STWs' privacy policy is available on NHS STWs' website. If you are not sure whether you are a 'decision making' member of staff, please speak to your line manager before completing this form.

***This paragraph applies to decision making staff only (if not applicable please indicate in box below)***

**I do / do not [delete as applicable] give my consent for this information to published on registers that NHS STW holds. If consent is NOT given please give reasons in the box below:**

**Employee/individuals Signature:**

**Signature:** \_\_\_\_\_ **Position:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Line Manager or Senior ICB Manager**

**Signature:** \_\_\_\_\_ **Position:** \_\_\_\_\_ **Date:** \_\_\_\_\_



## Types of interest

Type of Interest	Description
<b>Financial Interests</b>	<p>This is where an individual may get direct financial benefits from the consequences of a commissioning decision. This could, for example, include being:</p> <ul style="list-style-type: none"> <li>• A director, including a non-executive director, or senior employee in a private company or public limited company or other organisation which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations;</li> <li>• A shareholder (or similar owner interests), a partner or owner of a private or not-for-profit company, business, partnership or consultancy which is doing, or which is likely, or possibly seeking to do, business with health or social care organisations.</li> <li>• A management consultant for a provider;</li> <li>• In secondary employment (see paragraph 56 to 57);</li> <li>• In receipt of secondary income from a provider;</li> <li>• In receipt of a grant from a provider;</li> <li>• In receipt of any payments (for example honoraria, one off payments, day allowances or travel or subsistence) from a provider</li> <li>• In receipt of research funding, including grants that may be received by the individual or any organisation in which they have an interest or role; and</li> <li>• Having a pension that is funded by a provider (where the value of this might be affected by the success or failure of the provider).</li> </ul>
<b>Non-Financial Professional Interests</b>	<p>This is where an individual may obtain a non-financial professional benefit from the consequences of a commissioning decision, such as increasing their professional reputation or status or promoting their professional career. This may, for example, include situations where the individual is:</p> <ul style="list-style-type: none"> <li>• An advocate for a particular group of patients;</li> <li>• A GP with special interests e.g., in dermatology, acupuncture etc.</li> <li>○ A member of a particular specialist professional body (although routine GP membership of the RCGP, BMA or a medical defence organisation would not usually by itself amount to an interest which needed to be declared);</li> <li>○ An advisor for Care Quality Commission (CQC) or National Institute for Health and Care Excellence (NICE);</li> <li>○ A medical researcher.</li> </ul>
<b>Non-Financial Personal Interests</b>	<p>This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include, for example, where the individual is:</p> <ul style="list-style-type: none"> <li>○ A voluntary sector champion for a provider;</li> <li>○ A volunteer for a provider;</li> <li>○ A member of a voluntary sector board or has any other position of authority in or connection with a voluntary sector organisation;</li> <li>○ Suffering from a particular condition requiring individually funded treatment;</li> <li>1 A member of a lobby or pressure groups with an interest in health.</li> </ul>
<b>Indirect Interests</b>	<p>This is where an individual has a close association with an individual who has a financial interest, a non-financial professional interest or a non-financial personal interest in a commissioning decision (as those categories are described above). For example, this should include:</p> <ol style="list-style-type: none"> <li>2 Spouse / partner;</li> <li>3 Close relative e.g., parent, grandparent, child, grandchild or sibling;</li> <li>4 Close friend;</li> <li>5 Business partner.</li> </ol>



## Appendix 4

### Declaration of interests Checklist for Chairs

<b>Timing</b>	<b>Checklist</b>
In advance of the meeting	<ol style="list-style-type: none"><li>8 Check agenda has standing item for declarations of Interest and states a definition of a conflict of interest</li><li>9 Check the register of interests to establish any actual or potential conflicts of interest that may occur in the meeting from the public register held on NHS STW website</li></ol>
During the meeting	<ol style="list-style-type: none"><li>1 Check and declare the meeting is quorate</li><li>2 Chair requests members to (1) declare any interests in specific agenda items – stating what conflict has arisen and (2) any new interests that may not have been declared previously, and if they conflict with a specific agenda item.</li><li>3 Chair makes decision as to how to manage each interest which has been declared, either (1) following the prescribed mitigating action outlined in the register of interests for interests already declared on the register or (2) determining for interests newly declared in the meeting, whether /to what extent the individual member should continue to participate in the meeting and that this decision is recorded and actioned.</li></ol>
Following the meeting	<ol style="list-style-type: none"><li>7 Check that all new interests declared in the meeting are promptly updated onto a declaration form and transferred onto the register of interests by the Director of Corporate Affairs.</li><li>8 Report what action was taken in relation to a conflicts of interest arising at the meeting or where a conflict of interest has affected quoracy in the Chair's report to the Board or to the meeting's parent Committee.</li></ol>

## Appendix 5

### Template for recording minutes

#### XXXX Integrated Care Board Primary Care Commissioning Committee Meeting

Date: XXXXXXXX  
Time: XXXXXXXX  
Location: XXXXXXXX

#### Attendees:

Name	Initials	Role
XXXXXX	XX	XXX ICB Board Non Executive Director (Chair)
XXXXXX	XX	XXX ICB Audit Chair
XXXXXX	XX	XXX ICB Remuneration Chair
XXXXXX	XX	Assistant Head of Finance
XXXXXX	XX	Interim Head of Localities
XXXXXX	XX	Secondary Care Doctor
XXXXXX	XX	Chief Clinical Officer
XXXXXX	XX	Chief Executive – Local Healthwatch

#### In attendance from 2.35pm

XXXXXX                      XX                      Primary Care Development Director

Item No	Agenda Item	Actions
1	<b>Chairs welcome</b>	
2	<b>Apologies for absence</b>  <apologies to be noted>	
3	<p><b>Declarations of interest</b></p> <p><i>XX reminded committee members of their obligation to declare any interest they may have on any issues arising at committee meetings which might conflict with the business of XXX ICB.</i></p> <p><i>Declarations declared by members of the Primary Care Commissioning Committee are listed in NHS STW's Register of Interests. The Register is available either via the secretary to the board or NHS STW website at the following link:</i></p> <p><b>Declarations of interest from sub committees.</b> <i>None declared</i></p>	

Item No	Agenda Item	Actions
	<p><b>Declarations of interest from today's meeting</b></p> <p><i>The following update was received at the meeting:</i></p> <ul style="list-style-type: none"> <li>• <i>With reference to business to be discussed at this meeting, XX declared that he is a shareholder in XXX Care Ltd.</i></li> </ul> <p><i>XX declared that the meeting is quorate and that XX would not be included in any discussions on agenda item X due to a direct conflict of interest which could potentially lead to financial gain for XX.</i></p> <p><i>XX and XX discussed the conflict of interest, which is recorded on the register of interest, before the meeting and XX agreed to remove himself from the table and not be involved in the discussion around agenda item X.</i></p>	
4	<b>Minutes of the last meeting &lt;date to be inserted&gt; and matters arising</b>	
5	<p><b>Agenda Item &lt;Note the agenda item&gt;</b></p> <p><i>XX left the meeting, excluding himself from the discussion regarding xx.</i></p> <p><b>&lt;conclude decision has been made&gt;</b></p> <p><b>&lt;Note the agenda item xx&gt;</b></p> <p><i>XX was brought back into the meeting.</i></p>	
6	<b>Any other business</b>	
7	<b>Date and time of the next meeting</b>	

## Appendix 6

Procurement declaration of Interest (Project Team)  
NHS Shropshire, Telford and Wrekin

**[INSERT PROJECT TITLE AND ICB NAME]**  
**TENDER REF: [INSERT REF]**

### **PART 1 – CONFLICT OF INTEREST DECLARATION**

#### **Name & Organisation:**

<b>Name:-</b>	
<b>Title:-</b>	
<b>Organisation:-</b>	
<b>Date:-</b>	

#### **Project Role:**

--

#### **Nature of Conflict (please state “none” if no conflict exists):**

--

<b>Signed:-</b>	
-----------------	--

#### **Summary Assessment / Recommendation** (to be completed by Project Manager)

This person's involvement in the project [should cease/can continue]:-

<b>Signed:-</b>	
<b>Name:-</b>	
<b>Date:-</b>	

**[INSERT PROJECT TITLE]**  
**NHS SHROPSHIRE, TELFORD AND WREKIN**  
**TENDER REF: [INSERT REF]**

**PART 2 – CONFIDENTIALTY UNDERTAKING**

**Name & Organisation:**

<b>Name:-</b>	
<b>Title:-</b>	
<b>Organisation:-</b>	
<b>Date:-</b>	

**Project Role:**

--

I understand that I may be invited to participate either directly or indirectly in the procurement process and hereby undertake:

- To treat all information and documents under conditions of strict confidentiality.
- Not to disclose, make any copies of, or discuss any received information with any person who is not directly involved in the procurement process.
- Not to use (or authorise any other person to use) information and documents other than for the purpose of my work in connection with the procurement process.
- To dispose of, or return to the project manager, documents as confidential material as soon as I have no further use of them.

This undertaking applies until the time when the tendering process is complete and a contract signed with the chosen supplier. This undertaking shall not apply to any document or information that becomes public knowledge otherwise than as a result of a breach of any of the above undertakings.

<b>Signed:-</b>	
<b>Date:-</b>	

## **Notes and Guidance**

The commissioner is required to ensure that any procurement exercise is undertaken in such a way that ensures:

1. Transparency – procurement activities must be fair and open.
2. Objectivity – decisions must be based on objective data and criteria.
3. Non-discrimination – the procurement process must not discriminate amongst providers.

In support of the above, the commissioner requires that any individual involved in procurement exercise signs up to a conflict of interest and confidentiality undertaking.

Both parts should be completed. All pages should be dated and signed. If the document is completed by hand please ensure that the information required is presented clearly.

- **Notes - Conflict of Interest Declaration**

Examples of conflicts of interest include:

2. Having a financial interest (e.g. holding shares or options) in a Potential Bidder or any entity involved in any bidding consortium including where such entity is a provider of primary care services or any employee or officer thereof (Bidder Party);
3. Having a financial or any other personal interest in the outcome of the Evaluation Process;
4. Being employed by or providing services to any Bidder Party;
5. Receiving any kind of monetary or non-monetary payment or incentive (including hospitality) from any Bidder Party or its representatives;
6. Canvassing, or negotiating with, any person with a view to entering into any of the arrangements outlined above;
7. Having a close member of your family who falls into any of the categories outlined above; and
8. Having any other close relationship (current or historical) with any Bidder Party.

The above is a non-exhaustive list of examples, and it is the participant's responsibility to ensure that any and all potential conflicts – whether or not of the type listed above – are disclosed in the declaration prior to participation in the procurement process.

Any disclosure will be assessed by the commissioner on a case-by-case basis. Individuals will be excluded from the procurement process where the identified conflict is in the commissioner's opinion material and cannot be mitigated or be reasonably dealt with in another way.



- Notes – Confidentiality Undertaking

The procurement process encompasses any formal and informal meetings, associated discussions, meeting preparation and follow up or any other related activity.

Information means all information, facts, data and other matters of which knowledge is acquired, either directly or indirectly, as a result of participating in the procurement process.

Documents means all draft, preparatory information, documents and any other material, together with any information contained therein, to which the participant has access, either directly or indirectly, as a result of participation in the procurement process. Furthermore, any records or notes made by the participant relating to information or documents shall be treated as confidential documents.

**Midlands and Lancashire CSU**

Kingston House  
438-450 High Street,  
West Bromwich  
B70 9LD



## Appendix 8

### Code of Conduct Template

Service:	
Question	Comment/ Evidence
1. How does the proposal deliver good or improved outcomes and value for money – what are the estimated costs and the estimated benefits? How does it reflect NHS STW's proposed commissioning priorities? How does it comply with NHS STW's commissioning obligations?	
2. How have you involved the public in the decision to commission this service?	
3. What range of health professionals have been involved in designing the proposed service?	
4. What range of potential providers have been involved in considering the proposals?	
5. How have you involved your Health and Wellbeing Board(s)? How does the proposal support the priorities in the relevant joint health and wellbeing strategy (or strategies)?	
6. What are the proposals for monitoring the quality of the service?	
7. What systems will there be to monitor and publish data on referral patterns?	
8. Have all conflicts and potential conflicts of interests been appropriately declared and entered in registers?	
9. In respect of every conflict or potential conflict, you must record how you have managed that conflict or potential conflict. Has the management of all conflicts been recorded with a brief explanation of how they have been managed?	
10. Why have you chosen this procurement route e.g., single action tender? <sup>2</sup>	

<sup>2</sup>Taking into account all relevant regulations (e.g. the NHS (Procurement, patient choice and competition) (No 2) Regulations 2013 and guidance (e.g. that of Monitor).

11. What additional external involvement will there be in scrutinising the proposed decisions?	
12. How will NHS STW make its final commissioning decision in ways that preserve the integrity of the decision-making process and award of any contract?	
Additional question when qualifying a provider on a list or framework or pre selection for tender (including but not limited to any qualified provider) or direct award (for services where national tariffs do not apply)	
13. How have you determined a fair price for the service?	
Additional questions when qualifying a provider on a list or framework or pre selection for tender (including but not limited to any qualified provider) where GP practices are likely to be qualified providers	
14. How will you ensure that patients are aware of the full range of qualified providers from whom they can choose?	
Additional questions for proposed direct awards to GP/NHS providers	
15. What steps have been taken to demonstrate that the services to which the contract relates are capable of being provided by only one provider?	
16. In what ways does the proposed service go above and beyond what GP practices /NHS Provider should be expected to provide under the GP contract?	
17. What assurances will there be that a GP practice/NHS Provider is providing high-quality services under the GP/standard NHS contract before it has the opportunity to provide any new services?	

## Appendix 9

### Template Declaration of conflict of interests for bidders/contractors

<b>Name of Organisation:</b>	
<b>Details of interests held:</b>	
<b>Type of Interest</b>	<b>Details</b>
Provision of services or other work for NHS STW or NHS England	
Provision of services or other work for any other potential bidder in respect of this project or procurement process	
Any other connection with NHS STW or NHS England, whether personal or professional, which the public could perceive may impair or otherwise influence NHS STW's or any of its members' or employees' judgements, decisions or actions	

<b>Name of Relevant Person</b>	<i>[complete for all Relevant Persons]</i>	
<b>Details of interests held:</b>		
<b>Type of Interest</b>	<b>Details</b>	<b>Personal interest or that of a family member, close friend or other acquaintance?</b>
Provision of services or other work for NHS STW or NHS England		
Provision of services or other work for any other potential bidder in respect of this project or procurement process		

<p><b>Any other connection with NHS STW or NHS England, whether personal or professional, which the public could perceive may impair or otherwise influence NHS STW's or any of its employees' judgements, decisions or actions</b></p>		
---	--	--

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to NHS STW as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, professional regulatory or internal disciplinary action may result.

The information detailed on this signed declaration can be used by NHS STW's Counter Fraud Team for the purposes of investigation, sanction and redress.

Signed: .....

On behalf of: .....

Date: .....

## Equality Impact Assessment

<b>Title of policy</b>	Conflicts of Interest Policy	
<b>Names and roles of people completing the assessment</b>	Director of Corporate Affairs	
<b>Date assessment started/completed</b>	1 <sup>st</sup> July 2022	1 <sup>st</sup> July 2022
<b>Reviewed</b>		

<b>1. Outline</b>	
<b>Give a brief summary of the policy</b>	The Conflicts of Interest Policy seeks to ensure a consistent and transparent approach to managing conflicts of interest.
<b>What outcomes do you want to achieve?</b>	<p>To ensure:</p> <ul style="list-style-type: none"> <li>▫ NHS STW remains impartial and honest in the conduct of business and employees remain beyond suspicion;</li> <li>▫ NHS STW operates within an environment of mutual openness, honesty and transparency; and</li> <li>▫ both staff and NHS STW are protected against contention or allegations of misconduct.</li> </ul>

<b>2. Analysis of impact</b>
This is the core of the assessment. Using the information above detail the actual or likely impact on protected groups, with consideration of the general duty to eliminate unlawful discrimination; advance equality of opportunity; and foster good relations.

	<b>Are there any likely impacts? Are any groups going to be affected differently? Please describe.</b>	<b>Are these negative or positive?</b>	<b>What action will be taken to address any negative impacts or enhance positive ones?</b>
<b>Age</b>	None identified.		
<b>Carers</b>	None identified.		
<b>Disability</b>	None identified.		
<b>Sex</b>	None identified.		
<b>Race</b>	None identified.		
<b>Religion or belief</b>	None identified.		
<b>Sexual orientation</b>	None identified.		
<b>Gender reassignment</b>	None identified.		
<b>Pregnancy and maternity</b>	None identified.		
<b>Marriage and civil partnership</b>	None identified.		
<b>Other relevant group</b>	None identified.		
<b>If any negative/positive impacts were identified are they valid, legal and/or justifiable? Please detail.</b>		N/A	



<b>4. Monitoring, Review and Publication</b>			
<b>How will you review/monitor the impact and effectiveness of your actions?</b>	Whilst no specific actions have been identified to address any equality issues, the policy will be reviewed at scheduled intervals, and the review of this assessment will form part of those reviews.		
<b>Lead Officer:</b>	<i>Alison Smith</i>	<b>Review date:</b>	1 <sup>st</sup> July 2024

<b>5. Sign off</b>			
<b>Lead Officer</b>			
<b>Senior Manager</b>	<i>Alison Smith</i>	<b>Date approved:</b>	1 <sup>st</sup> July 2022

## 10. Standards of Business Conduct Policy

<b>Document Title:</b>	Standards of Business Conduct Policy
<b>Author/originator:</b>	Alison Smith
<b>Date of approval:</b>	1 <sup>st</sup> July 2022
<b>Approving Committee:</b>	The Board
<b>Responsible Director:</b>	Executive Director of Strategy and Integration
<b>Category:</b>	General
<b>Sub Category:</b>	Corporate
<b>Date policy due for review:</b>	July 2025
<b>Target audience:</b>	Members of NHS STW's Board (clinical, executive and non-executive), committee and sub-committee members, localities and their members and all decision making staff involved in commissioning, contracting and procurement processes and decision-making

## VERSION CONTROL

### Document location

This document is only valid on the day it was printed.

### Revision History

Date of this revision: 24<sup>th</sup> April 2024

Date of next revision: April 2026(or as required)

Version	Date	Author	Change Description
1	1 <sup>st</sup> July 2022	Alison Smith	n/a
2	24 <sup>th</sup> April 2024	Alison Smith	Change of contact details

### Approvals

This document requires the following approvals:

Name/Committee	Title (if individual)
The Board	n/a

## **1 Introduction**

- 1.1 As a public sector body, Shropshire, Telford and Wrekin (NHS STW) must be impartial and honest in the conduct of business and employees should remain beyond suspicion. NHS STW operates within an environment of mutual openness, honesty and transparency. This policy has been developed to protect both staff and NHS STW against contention or allegations of misconduct.
- 1.2 This policy sets out the standards of business conduct for Shropshire, Telford and Wrekin, hereafter referred to as “NHS STW”, and provides guidance. It should be read in conjunction with NHS STW’s Conflicts of Interest Policy.

## **2 Purpose**

- 2.1 NHS STW’s Constitution, at section 6, Provisions for Conflict of Interest Management and Standards of Business Conduct, confirms that all employees, members of the Board, Committee members and sub-committee members of NHS STW should act in good faith in the interests of NHS STW, follow the Seven Principles of Public Life (Nolan Principles) and comply with NHS STW’s policy on Standards of Business Conduct.
- 2.2 The supplementary guidance in this policy seeks to ensure a consistent and transparent approach to standards of business conduct throughout the organisation.
- 2.3 This policy:
- ▶ provides guidance to ensure that employees, co-opted members and members of the Board and its committees do not misuse their official position or information acquired in their official duties for personal gain or to benefit their family or friends or seek to advantage or further private business or other interests, in the course of their official duties.
  - ▶ signposts the Conflicts of Interests Policy and Gifts, Hospitality and Sponsorship - Anti-Bribery Policy.
  - ▶ highlights staff responsibilities to declare outside interests and employment outside of the organisation, ensuring that outside interests are in no way detrimental to NHS STW and signposting the Conflicts of Interests Policy.
  - ▶ provides guidance on charitable fundraising.

- provides guidance regarding the award of contracts, ensuring there is no unfair advantage of one competitor over another or show favouritism in awarding contracts in line with ICB and national policy.
- raises awareness that the Bribery Act makes it an offence to give, promise, or offer a bribe; and to request, agree to receive or accept a bribe.

### 3 Definition of Terms

3.1 A “**gift**” is defined as any item of cash or goods, or any service, which is provided for personal benefit, free of charge or at less than its commercial value. Full guidance on declaring offers of gifts is contained in the Gifts, Hospitality and Sponsorship - Anti-Bribery Policy.

3.2 “**Hospitality**” is defined as food, drink, accommodation or entertainment offered to an individual employee or ICB member outside of their usual place of work, or provided in the nature of the organisation’s business by anyone other than the organisation itself. Hospitality offered on an organisation-wide basis will be dealt with as “sponsorship”. Full guidance on declaring offers of hospitality is contained in the Gifts, Hospitality and Sponsorship - Anti-Bribery Policy.

3.3 “**Sponsorship**” is defined within DH guidance<sup>1</sup> as funding from an external source, including funding of all or part of the cost of a member of staff, NHS research, staff training, pharmaceuticals, equipment, meeting rooms, costs associated with meetings, meals, gifts, hospitality, hotel and transport costs (including trips abroad), provision of free services and buildings or premises.

Sponsorship may also be indirect – such as the offer from a current contractor to deliver a pilot scheme at no cost to NHS STW.

Full guidance on declaring offers of commercial sponsorship is contained in Gifts, Hospitality and Sponsorship - Anti-Bribery Policy and Joint Working with the Pharmaceutical Industry (including rebate schemes) & Commercial Sponsorship of Meetings/Training Events.

### 4 Scope of the Policy

4.1 NHS STW expects this policy to be complied with by:

- all employees
- co-opted members
- members of the Board and its committees/sub committees

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<sup>1</sup> [Commercial Sponsorship – Ethical Standards for the NHS](#) (DH, 2000)

- those on temporary or honorary contracts, secondments, pool staff, contractors and students.
- 4.2 Staff are responsible for ensuring that they are not placed in a position which risks conflict between their private interests and their NHS duties. Every member of staff is responsible for ensuring that he/she complies with this policy on Standards of Business Conduct. Some staff may additionally be required to adhere to a code of conduct of their own professional body.
- 4.3 ICS Partners and Board/Committee/Sub Committee members are responsible for the management of standards of business conduct within their own practices and businesses.
- 4.4 Any non-compliance with the policy may lead to disciplinary action which could result in dismissal for gross misconduct.
- 4.5 Breaches of the provisions of the legislation referred to in section 2 may render individuals liable to criminal prosecution and may lead to dismissal, loss of NHS employment or appointment and superannuation rights.

## **5 Policy Details**

### **5.1 Gifts**

All offers of gifts must be declared in accordance with the Gifts, Hospitality and Sponsorship - Anti-Bribery Policy.

### **5.2 Hospitality**

All offers of hospitality must be declared in accordance with the Gifts, Hospitality and Sponsorship - Anti-Bribery Policy.

### **5.3 Commercial Sponsorship**

All offers of commercial sponsorship must be declared in accordance with the Gifts, Hospitality and Sponsorship - Anti-Bribery Policy and Joint Working with the Pharmaceutical Industry (including rebate schemes) & Commercial Sponsorship of Meetings/Training Events

#### **5.4 Rewards for Initiative**

As a general principle, any financial gain resulting from any external work undertaken and connected with ICB business, whether undertaken in work or private time, will be due to NHS STW. Employees are required to speak to their line manager before undertaking any work.

Any patent or copyright resulting from the work of a ICB employee in the course of their duties shall be the property of NHS STW.

Consideration will be given to rewarding employees who, within the course of their work, have produced innovative work of outstanding benefit to NHS STW.

#### **5.5 Declarations of Outside Interests**

All employees, members of the Board/Committees and Sub Committees and co-optees must ensure that public confidence in their integrity is not compromised or damaged in any way by maintaining high standards of conduct at all times.

Whilst the off duty hours of employees are their own concern, employees should ensure that their private interests do not come before their job and they should not put themselves in a position where their private interests conflict with their job.

Staff must declare any interest they, their immediate family, partner or close associate may have in a contract or other similar matter under consideration by NHS STW by declaring this matter in accordance with the Conflicts of Interest Policy. Staff should familiarise themselves with the policy and ensure they adhere to it.

The interests of members of the Board and its committees/sub committees, staff are registered and reported to the Audit Committee twice a year. They are also recorded in the appropriate minutes when issues giving rise to possible conflicting interests are discussed.

#### **5.6 Declarations of Outside Employment/Private Practice**

Staff must inform and obtain prior permission from NHS STW by notifying their line manager if they wish to engage in outside employment in addition to their work with NHS STW. The purpose of this is to ensure that NHS STW is aware of any potential conflict of interest with their ICB employment. The process for declaring outside employment (along with examples of work which might conflict with the business of NHS STW) is set out in the Conflicts of Interest Policy.

## **Private Practice**

Employees may undertake private practice or work for outside agencies, provided they do not do so within the time they are contracted to the NHS, and they observe the conditions set out above and in the Conflicts of Interest Policy.

Agreements with medical staff regarding private practice are as specified in their terms and conditions of service/employment. Relevant professional guidance, e.g. "A guide to the Management of Private Practice in the NHS", should be adhered to.

## **5.7 Financial References**

Organisations or individuals external to the NHS have on occasion approached members of staff requesting the provision of references to support their application for funding from sources internal or external to NHS STW.

NHS STW will support such applications where appropriate. However, such references must be signed off at Chief Officer or Chief Finance Officer level. This is because NHS STW may carry liability should the organisation or individual develop financial problems.

## **5.8 Contracts**

Members of the Board, its committees/sub committees and ICB employees who are in contact with suppliers and contractors (including external consultants) and in particular, those who are authorised to sign purchase orders, or place contracts for goods, materials or services, must adhere to the standards of behaviour expected that are set out in this policy and:

- the Constitution
- Standing Orders, Scheme of Reservation and Delegation of Powers and Standing Financial Instructions
- Conflict of Interests Policy

Fair and open competition between prospective contractors or suppliers for NHS contracts is a statutory requirement. This means that:

- No private, public or voluntary organisation or company which bids for NHS business should be given any advantage over its competitors, such as advance notice of NHS requirements. This applies to all potential contractors, whether or not there is a relationship between them and NHS STW, such as a long running series of previous contracts.
- Each new contract should be awarded solely on merit, taking into account the requirements of NHS STW and the ability of the contractors to fulfil them.



- No special favour must be shown to current or former employees or Board members/committee/sub committee members, or their close relatives or associates, in awarding contracts to private or other businesses run by them, or employing them in a senior relevant managerial capacity. Contracts may be awarded to such businesses where they are won in fair competition against other tenders.
- Employees, Board and committee/sub committee members with a relevant interest must play no part in the selection, and scrupulous care must be taken to ensure that the selection process is conducted impartially.
- All invitations to potential contractors to tender for ICB business must include a tender notice warning tenderers of the consequences of engaging in any corrupt practices involving employees of public bodies.
- All tenderers are routinely required to sign a form relating to canvassing in respect of collusive tendering.

## **5.9 Commercial Confidentiality**

Employees should, at all times, guard against using or making public, information on the operations of NHS STW which might provide a commercial advantage to any organisation in a position to supply goods and/or services to NHS STW in line with NHS STW's Conflicts of Interest Policy.

## **5.10 Research and Development**

Any research, as opposed to audit, or service evaluation undertaken must first be approved by a Local Research Ethics Committee and be given approval by NHS STW as part of the Research Governance Framework.

NHS STW works in partnership with the Research and Development Team to ensure that all research activity that takes place within NHS STW and its ICB partners is undertaken in accordance with current governance and regulatory requirements,

Anyone planning to undertake a Research and Development project should seek advice on the proposed project from the Research and Development Team.

## **5.11 Charitable Fundraising**

NHS STW support the raising of funds for donation to a charitable organisation or appeal. To ensure that these funds are raised in the spirit of this policy, the following process must be followed by anyone intending to raise more than £100 from a fundraising event, sponsorship or sale of raffle tickets:

- All individuals wishing to raise money must complete the Charitable Fundraising form at Appendix 2 and send the completed form to the Director of Corporate Affairs who, in consultation with the relevant Head of Service, will decide if this is appropriate. The Director of Corporate Affairs will keep a record of all ICB staff raising money for charity.
- If the Head of Service or Director of Corporate Affairs has any concern about the proposal then they will raise the matter with the Chief Finance Officer and inform the member of staff of the outcome.
- The fundraiser is responsible for organising the event and any indemnity insurance as required if members of the public attend an event which is something other than the normal working interface with such groups of public. NHS STW does not guarantee to provide any resources to assist in the process, unless a request was made in the initial submission and agreed at that point.
- After the fundraising activity, the fundraiser must inform the Director of Corporate Affairs in writing, detailing the amount of money raised at the event, together with a receipt from the charity to indicate that they have received the money.

## **6 Accountabilities and Responsibilities**

### **6.1 Duties within the Organisation**

Standards of Business Conduct state that all employees and officers of the NHS must be impartial and honest in the conduct of their business and do not place themselves in a position which risks or appears to risk conflict between their private interest and NHS duties. High standards of corporate and personal conduct are a requirement throughout the NHS and, since it is publicly funded, it must be accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money.

NHS STW endorses the three crucial public service values that must underpin the work of the NHS:

#### **a. Accountability**

Everything done by those who work in the NHS must be able to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.

#### **b. Probity**

There should be an absolute standard of honesty in dealing with the assets of the NHS. Integrity should be the hallmark of all personal conduct in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.

### c. **Openness**

There should be sufficient transparency about NHS activities to promote confidence between any NHS body and its staff, service users and the public.

## **NOLAN PRINCIPLES OF CONDUCT IN PUBLIC LIFE**

In addition to the public service values described above, principles of conduct in the NHS and codes of conduct detailed in the Codes of Conduct and Accountability Framework, ICB staff should adopt the seven Principles of Public Life (the “Nolan Principles”) published and subsequently updated by the Committee for Standards in Public Life, which aim to ensure the highest standards of propriety in public life.

These are:

- i. **Selflessness**  
Holders of public office should act solely in terms of the public interest.
- ii. **Integrity**  
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- iii. **Objectivity**  
Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- iv. **Accountability**  
Holders of public office are accountable to the public for their decisions and actions must submit themselves to the scrutiny necessary to ensure this.
- v. **Openness**  
Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- vi. **Honesty**  
Holders of public office should be truthful.
- vii. **Leadership**  
Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour whenever it occurs.

All staff are expected to adopt these principles when conducting official business for and on behalf of NHS STW so that appropriate ethical standards can be demonstrated at all times.

## 6.2 **Senior Management Team**

The Chief Executive has overall responsibility for ensuring NHS STW operates in a transparent and open manner.

The Director of Corporate Affairs is responsible for ensuring this policy is in place and is disseminated to all staff and Board/committee and sub committee members.

## 6.3 **Officers, ICB Ordinary and Partner members and Heads of Service**

All officers and ICB ordinary and partner members, must act in accordance with this policy and lead by example in acting with the utmost integrity and ensuring adherence to all relevant regulations, policies and procedures.

Clinical Leads, Officers, Heads of Service and Line Managers are responsible for assisting employees in complying with this policy by:

- ensuring that this policy and its requirements are brought to the attention of employees for whom they are responsible, and that those employees are aware of its implications for their work.
- ensuring that members of staff have a thorough understanding of the ICB's governance arrangements.

## 6.4 **Director of Corporate Affairs**

The Director of Corporate Affairs is responsible for administering this policy and ensuring reporting to the Audit Committee. The Director of Corporate Affairs will maintain registers covering:

- a. Gifts and Hospitality
- b. Outside employment and interests
- c. Sponsorship
- d. Charitable Fundraising

## 6.5 **Staff**

All staff are expected to ensure that the interests of patients remain paramount at all times:

- be impartial and honest in the conduct of their official business;
- use the public funds entrusted to them to the best advantage of the service, always ensuring value for money;

- not abuse their official position for personal gain or to benefit their family or friends;
- not seek to gain advantage or further private business or other interests, in the course of their official duties;
- be aware that it is both a serious criminal offence (the Bribery Act 2010, the Theft Act 1968 and the Fraud Act 2006) and disciplinary matter to corruptly receive or give any fee, loan, gift, reward or other advantage in return for doing (or not doing) anything or showing favour (or disfavour) to any person or organisation;
- understand that failure to follow this policy may damage NHS STW and its work and so may be viewed as a disciplinary matter.

All staff must:

- act honestly and with integrity at all times and to safeguard the organisation's resources for which they are responsible;
- ensure that they read, understand and comply with this policy;
- comply with the spirit, as well as the letter, of the laws and regulations of all jurisdictions in which the organisation operates, in respect of the lawful and responsible conduct of activities;
- adhere to all relevant regulations, policies and procedures;
- raise concerns as soon as possible if they believe or suspect that a conflict with this policy has occurred, or may occur in the future.

Should members or staff wish to report any concerns or allegations, they have a number of options available to them:

- Report all suspected irregularities to the Chief Finance Officer who is also the contact point for NHS Counter Fraud Authority, the Police and External Audit.
- Contact your Local Counter Fraud Specialist:  
Mr Paul Westwood, Counter Fraud Specialist  
Telephone 07545 502400  
Email [pwestwood@nhs.net](mailto:pwestwood@nhs.net)
- Contact the NHS Counter Fraud Authority Fraud and Corruption Reporting  
Line 0800 028 4060 or <https://cfa.nhs.uk/reportfraud>
- Follow NHS STW's Raising Concerns at Work Policy

The consequences of non-compliance with this policy are set out in section 4.

## 6.6 Audit Committee

The Audit Committee will review the policy regularly on behalf of the Board and recommend amendment whenever there is a material change in legislation or guidance underpinning the policy.

The committee will receive reports on declarations in line with this policy on a regular basis.

## **7. Public Sector Equality Duty**

7.1 NHS STW, as a public body, have to demonstrate due regard to the general duty. This means active consideration of equality must influence the decision(s) reached that will impact on patients, carers, communities and staff.

7.2 NHS STW aims to design and implement services, policies and measures that meet the diverse needs of our service, population and workforce, ensuring that none is placed at a disadvantage relative to others.

7.3 An Equality Impact Assessment (EIA) has been carried out for this policy – no impact was identified.

## **8. Consultation**

Consultation on this policy will be undertaken via the Senior Management Team and Counter Fraud Team.

## **9. Training**

The Director of Corporate Affairs will identify staff groups who require training on this policy and decide how this training need will be met.

## **10. Monitoring Compliance with the Document**

NHS STW will monitor compliance with the policy via the Audit Committee and the Director of Corporate Affairs with the Chief Officer will take any action as necessary.

## **11. Arrangements for Review**

This policy will be reviewed in July 2025 or sooner if required.

## **12. Dissemination**

This policy will be disseminated by the following methods:

- Publication on NHS STW website and intranet site

Staff:

- Staff bulletin with declaration of interest form attached for completion.

- Directors/line managers to raise awareness of the policy via staff briefings.

Board members:

- Email circulated by the Director of Corporate Affairs to highlight the new policy and ask for any amended interests to be declared.

ICS Partners:

- Awareness raising at Committee and sub committee meetings.

### **13. Associated Documentation**

Professional Standards Authority 'Standards for Members of NHS Boards and ICB Governing Bodies in England' November 2013

HSG (93) 5 Standards of Business Conduct for NHS staff

Nolan Principles of Standards in Public Life (descriptions last revised 2013)

The Codes of Conduct and Accountability for NHS Boards 2004

The Code of Conduct for NHS Managers 2002

[CIPFA Better Governance Forum – CIPFA Networks](#)

### **14. References**

ICB Constitution

ICB Standing Orders, Scheme of Reservation and Delegation of Powers and Standing Financial Instructions

Code of Conduct for NHS Managers (2002)

Code of Accountability for NHS Boards (July 2004)

HSG (93) 5 Standards of Business Conduct for NHS Staff

Nolan Principles of Standards in Public Life (descriptions last revised 2013)

Raising Concerns at Work Policy

Conflicts of Interest Policy

Gifts, Hospitality and Sponsorship – Anti- Bribery Policy

Fraud, Bribery and Corruption Policy

Discipline Policy and Procedure

Research Governance Framework for Health and Social Care (2<sup>nd</sup> edition 2005)

Institute of Business Ethics

## **15. Appendices**

The following appendices are attached to this policy:

Appendix 1 – Charitable Fundraising Form

Appendix 2 – Equality Impact Assessment



## Appendix 1 - CHARITABLE FUNDRAISING FORM

To be completed and signed by the person intending to raise the money either individually or on behalf of a charitable organisation.

Name of Charity / Appeal for which money is to be raised	
Contact details of liaison person within the charity	
Purpose of the fundraising	
Type of fundraising – collection, cake sale, etc	
Date of event / period of fundraising	

I confirm that I have read NHS STW's Standards of Business Conduct Policy, and have complied with the requirements. I confirm that this does not breach the policy.

Signed: .....

Dated: .....

Name of fundraiser: .....  
(please print)

Please return completed form to the Director of Corporate Affairs.

## Appendix 2 - Equality Impact Assessment

<b>Title of policy</b>	Standards of Business Conduct Policy	
<b>Names and roles of people completing the assessment</b>	Director of Corporate Affairs	
<b>Date assessment started/completed</b>	July 2022	July 2022
<b>Reviewed</b>		

<b>1. Outline</b>	
<b>Give a brief summary of the policy</b>	The Standards of Business Conduct Policy seeks to ensure a consistent and transparent approach to standards of business conduct throughout the organisations.
<b>What outcomes do you want to achieve?</b>	To ensure: <ul style="list-style-type: none"> <li>▫ NHS STW remains impartial and honest in the conduct of business and employees remain beyond suspicion;</li> <li>▫ NHS STW operates within an environment of mutual openness, honesty and transparency; and</li> <li>▫ both staff and NHS STW are protected against contention or allegations of misconduct.</li> </ul>

<b>2. Analysis of impact</b>
This is the core of the assessment. Using the information above detail the actual or likely impact on protected groups, with consideration of the general duty to eliminate unlawful discrimination; advance equality of opportunity; and foster good relations.

	<b>Are there any likely impacts? Are any groups going to be affected differently? Please describe.</b>	<b>Are these negative or positive?</b>	<b>What action will be taken to address any negative impacts or enhance positive ones?</b>
<b>Age</b>	None identified.		
<b>Carers</b>	None identified.		
<b>Disability</b>	None identified.		
<b>Sex</b>	None identified.		
<b>Race</b>	None identified.		
<b>Religion or belief</b>	None identified.		
<b>Sexual orientation</b>	None identified.		
<b>Gender reassignment</b>	None identified.		
<b>Pregnancy and maternity</b>	None identified.		
<b>Marriage and civil partnership</b>	None identified.		
<b>Other relevant group</b>	None identified.		
<b>If any negative/positive impacts were identified are they valid, legal and/or justifiable? Please detail.</b>		N/A	

<b>4. Monitoring, Review and Publication</b>			
<b>How will you review/monitor the impact and effectiveness of your actions?</b>	Whilst no specific actions have been identified to address any equality issues, the policy will be reviewed at scheduled intervals, and the review of this assessment will form part of those reviews.		
<b>Lead Officer:</b>	<i>Alison Smith</i>	<b>Review date:</b>	July 2024

<b>5. Sign off</b>			
<b>Lead Officer</b>			
<b>Senior Manager</b>	<i>Alison Smith</i>	<b>Date approved:</b>	July 2022

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

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## The purpose of the document

**This strategy explains how the newly formed NHS Shropshire, Telford and Wrekin (NHS STW) intends to involve people and communities. We are an organisation bringing together providers and commissioners of NHS services with local authorities and other local partners to plan, co-ordinate and deliver health and care services.**

We see the formation of NHS STW as an exciting opportunity to really strengthen our connections and work with local people of all ages and our local communities – to us that means groups of people living in the same place or having a particular characteristic in common – as well as building on our existing relationships, networks and activities.

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*To be a strong and effective organisation, we need a deep awareness of all our communities and the people living within them. Understanding their diverse hopes, needs and experiences will be essential in enabling us to tackle health inequalities and the other challenges all health and care systems face.*

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This strategy will help us to make sure we establish a shared approach to hearing the needs, experiences and wishes of local people, learning from them, and ensuring they inform our priorities and key decisions about health and care services.

In this document, we describe our approach and our methods to ensure we are putting the people of Shropshire, Telford and Wrekin at the heart of everything we do.

The overarching responsibility for approval and monitoring of this strategy is with the NHS STW Board.

In developing this document, we have taken national guidance into account and, our intention is to further refine its content and our approach to involvement over time with input from our partners and the communities we serve.

# Background and context

## o ICS overview

**NHS STW is part of the Shropshire, Telford and Wrekin Integrated Care System (ICS). ICSs embody a new way of working which brings together all the health and care organisations in a particular local area, to work together more closely.**

An ICS is responsible for looking after and delivering all the health and care services in the area it covers. Each ICS is made up of an integrated care board and an integrated care partnership, working together:

an **integrated care board (ICB)** – an organisation bringing together providers and commissioners of NHS services with local authorities and other local partners to plan, co-ordinate and commission health and care services. In our area, this organisation is called **NHS Shropshire, Telford and Wrekin** (NHS STW)

an **integrated care partnership (ICP)** – a wider set of system partners to develop a plan to address the broader health, public health and social care needs of the local population. These new arrangements empower us to deliver more joined-up health and care services, improve population health and reduce health inequalities. The term ‘health inequalities’ generally refers to differences in the status of people’s health. It can also refer to differences in the care people receive and the opportunities they have to lead healthy lives.

Much of our work will be completed over smaller geographies (‘places’) which mirror the footprint of our local authorities – Shropshire Council and Telford and Wrekin Council – and through teams delivering services in even smaller areas (‘neighbourhoods’).

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*We follow the ethos of ‘Think Local, Act Personal’. This means we are committed to working with the people in our communities and, through their insight, deliver care that meets their current and future needs and wishes. Together, we are on an exciting journey to provide compassionate, well-designed services that make a positive difference to our local communities.*

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Partners in our ICS include:

NHS Shropshire, Telford and Wrekin (the organisation that holds responsibility for planning NHS services, including those previously planned by NHS Shropshire, Telford and Wrekin Clinical Commissioning Group)

The Shrewsbury and Telford Hospital NHS Trust – which includes the Princess Royal Hospital in Telford and the Royal Shrewsbury Hospital in Shrewsbury

The Robert Jones Agnes Hunt Orthopaedic Hospital NHS Foundation Trust

Midlands Partnership NHS Foundation Trust

Shropshire Community Health NHS Trust

51 GP practices

Shropshire Council

Telford and Wrekin Council

Healthwatch Shropshire and Healthwatch Telford and Wrekin

Voluntary, community and social enterprise (VCSE) organisations.

## ○ Our vision

Our vision is for us all to work together with our population to develop safe and high-quality services – supporting people to live healthy and independent lives and to stay well for as long as possible.

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*An ambitious ICS, we want to make a real difference to the lives of local people. To guide our work, we are committed to delivering on **10 key pledges**. One of these pledges is enhanced engagement and accountability – increasing our engagement, involvement and communication with stakeholders, politicians and the public.*

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## ○ Our communities

Shropshire, Telford and Wrekin is a highly diverse area, from the agricultural villages of the Shropshire Hills to the urban landscapes of Telford town.

### ○ Population<sup>3,4,5</sup>

Our growing population includes many younger people but as people are living longer, we also have an increasing number of older residents.

We know people's health and wellbeing is impacted by many factors – their homes, income, opportunities for education and employment, and access to public services.



Telford and Wrekin:

**181,000**

Shropshire:

**325,000**

**18%** of people in Shropshire, Telford and Wrekin live with a long-term illness



### ○ Long-term conditions<sup>6</sup>

18% of people in Shropshire, Telford and Wrekin live with a long-term illness.

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<sup>3</sup> ONS Mid 2020 population estimates

<sup>4</sup> <https://shropshire.gov.uk/information-intelligence-and-insight/facts-and-figures/shropshire-snapshots/population/>

<sup>5</sup> Shropshire, Telford and Wrekin ICS Annual Review

<sup>6</sup> Shropshire CCG and Telford and Wrekin CCG Annual Report Summary 2020/21

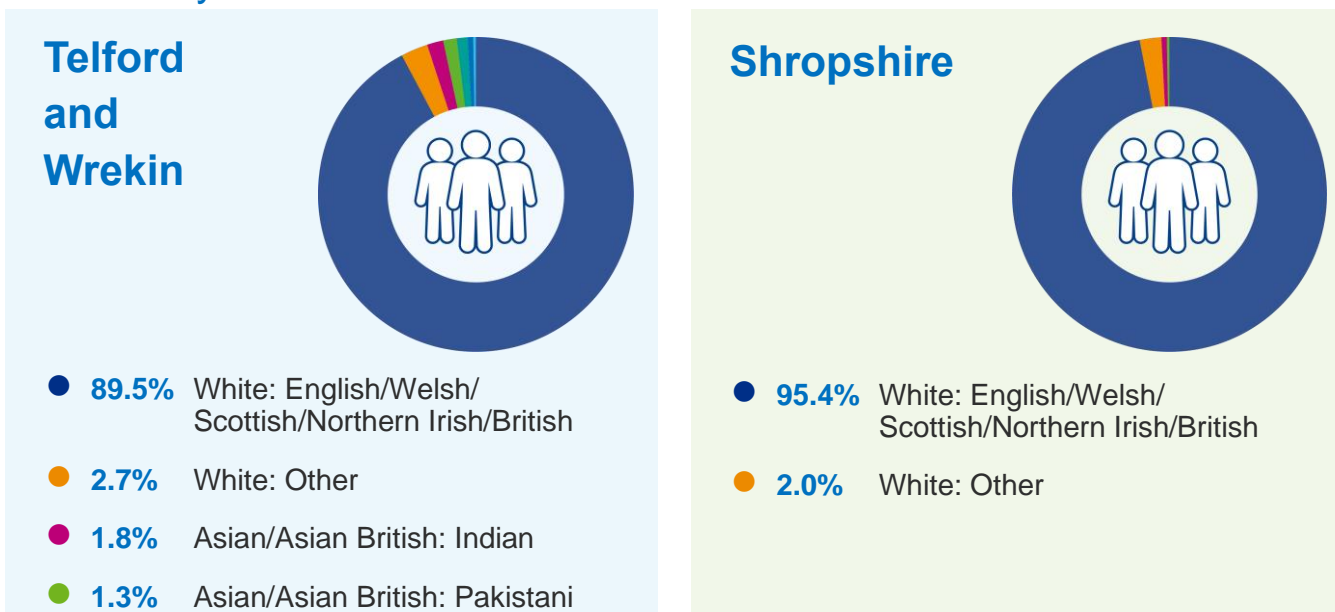


## ○ Deprivation<sup>7</sup>

In Telford and Wrekin, around 30% of local authorities in England have higher levels of deprivation than Telford and Wrekin (99th out of 317), although 18 areas in the borough fall within the 10% most deprived boroughs nationally

Shropshire has overall average deprivation (165th out of 317 local authority areas), with rural areas being mostly of higher affluence with hidden pockets of deprivation. Two areas within the more urban setting of Shrewsbury fall within the 10% most deprived boroughs nationally.

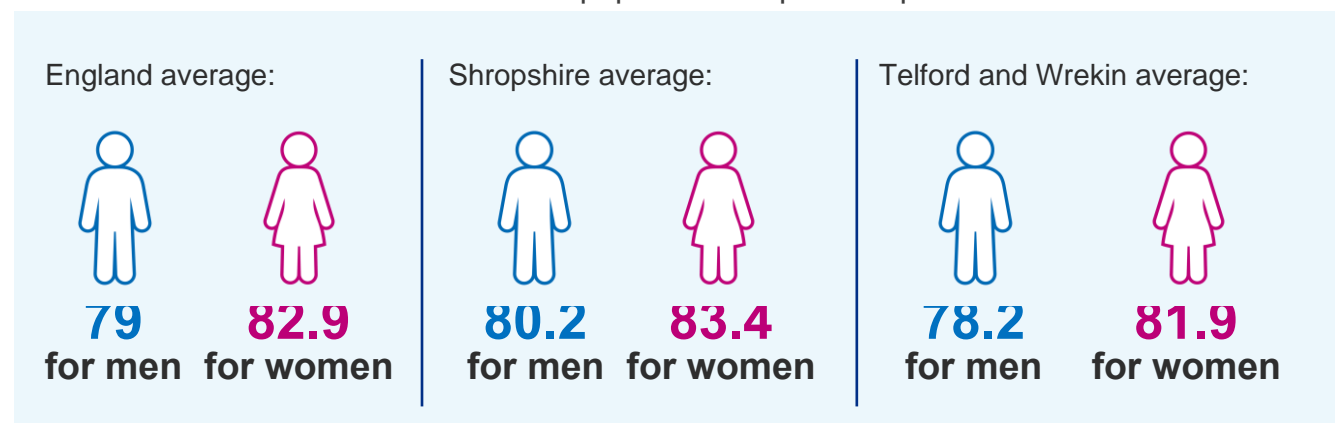
## ○ Ethnicity



We also have smaller numbers of people from a range of other ethnicities within our communities across both Shropshire, Telford and Wrekin, including White: Irish; Asian/Asian British: Chinese; Mixed/multiple: White and Asian; British: Bangladeshi; and Other: Arab.

## ○ Life expectancy<sup>8</sup>

There is a large variation in life expectancy across our area, so understanding the health conditions that are more common in our population helps us to prioritise our efforts.



<sup>7</sup> 2019 Indices of Deprivation

<sup>8</sup> 2020 Office for National Statistics figures, as reported in Shropshire Star:

<https://www.shropshirestar.com/news/health/2021/09/30/life-expectancy-for-shropshire-men-falls/>

- **Cardiovascular disease** is the most common cause of death in Shropshire (around 35% of all deaths each year)<sup>9</sup>
- Higher-than-national-average hospital admissions in Telford and Wrekin for **coronary heart disease and stroke**<sup>10</sup>
- Deaths from **coronary heart disease**<sup>11</sup>:
  - Telford and Wrekin: 42 in 100,000 each year
  - Shropshire: 34 in 100,000 each year
- An estimated one in four people have a **mental health disorder**<sup>12</sup>.

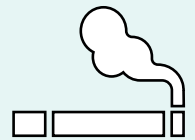
We know helping people to make healthier lifestyle choices and improve their overall health reduces their risk of certain health conditions.

**72%**  
of adults in  
Shropshire,  
Telford and  
Wrekin are  
overweight or obese  
(national average: 63%)



**19.1%** of people in Telford and  
Wrekin smoke (national average: 17.2%)

**13.1%** of Shropshire women and  
**17.2%** of Telford and Wrekin  
women smoke in pregnancy  
(national average: 10.8%)



<sup>9</sup> Shropshire CCG Annual Report 2020/21

<sup>10</sup> Telford and Wrekin Council JSNA: <https://www.telford.gov.uk/factsandfigures>

<sup>11</sup> 2019 BHF Report, as reported in Shropshire Star:

<https://www.shropshirestar.com/news/health/2019/05/21/hundreds-under-75-die-from-stroke-and-heart-disease-in-shropshire>

<sup>12</sup> Shropshire CCG and Telford and Wrekin CCG Annual Report Summary 2020/21

# What do we mean by involvement?

## ○ Communication and involvement

**‘Communication’ can be defined as what to say and who to say it to, while ‘involvement’ is about actively gathering and listening to people’s input. Communication can happen without involvement, but involvement cannot happen without communication.**

NHS England defines involvement as: “Enabling people to voice their views, needs and wishes, and to contribute to plans, proposals and decisions about services...Different approaches will be appropriate, depending on the nature of the commissioning activity and the needs of different groups of people.”

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*Health and care organisations have a duty to involve the public in any plans, proposals or decisions that are likely to impact on services provided. This is the right way to ensure our services meet the needs and hopes of people living in Shropshire, Telford and Wrekin. We are committed to this approach for involving our local people and communities.*

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As public sector organisations, the approach we take to involving local people must be appropriate and proportionate to each piece of work including spending public money wisely.

## ○ What is a ‘formal consultation’?

**‘Formal consultation’ describes the statutory requirement for NHS bodies to consult with local authority health overview and scrutiny committees (HOSCs), the public and stakeholders when considering a proposal for a substantial development or change of a service.**

Consultations help to gather information and shape decisions to be made around proposed service changes. The information gathered from the consultation process gives those making the decisions an insight into the feelings and needs of local people to help inform what steps to take next.

Formal consultation is not needed for every service change – the HOSC will take a view on whether a formal consultation is required or if a local involvement programme is appropriate.

Before carrying out any formal consultation, we will follow the [Gunning principles](#). These principles are good to apply to any consultation process to ensure the consultation is fair and meaningful:

Consultation must be at a time when proposals are still at a formative stage

There is sufficient information provided to give ‘intelligent consideration’

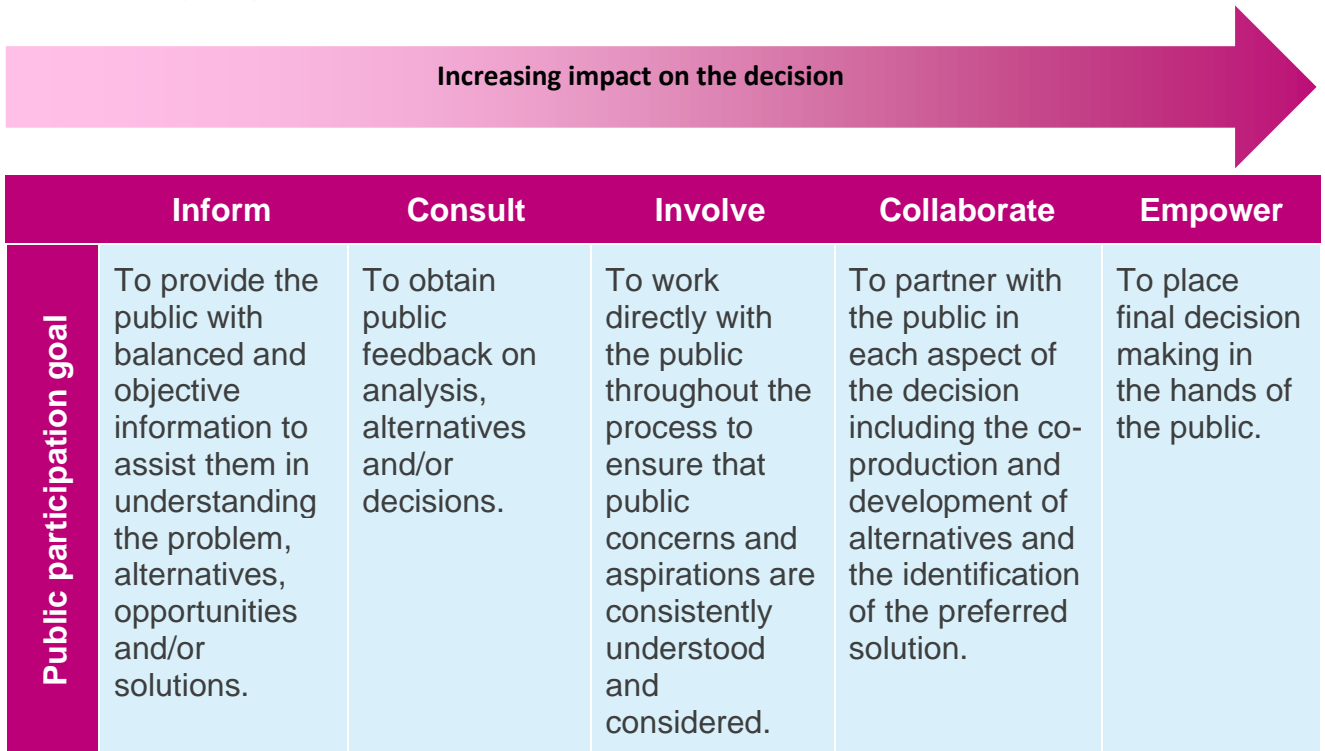
Adequate time is given for consideration and response

The responses to the consultation are conscientiously taken into account before a decision is made

## ○ Spectrum of Public Participation

The [International Association for Public Participation](#) (IAP2)'s Spectrum of Public Participation<sup>13</sup> was designed to assist with the selection of the level of participation that defines the public's role in any public participation process. The Spectrum is used internationally, and is found in public participation plans around the world.

The following diagram has been adapted from their model:



<sup>13</sup> © IAP2 International Federation 2018. All rights reserved. 20181112\_v1

Source: [https://cdn.ymaws.com/www.iap2.org/resource/resmgr/pillars/Spectrum\\_8.5x11\\_Print.pdf](https://cdn.ymaws.com/www.iap2.org/resource/resmgr/pillars/Spectrum_8.5x11_Print.pdf)

**Promise to the public**

We will keep you informed.

We will keep you informed, listen to and acknowledge concerns and aspirations.

We will provide feedback on how public input influenced the decision.

We will work with you to ensure that your concerns and aspirations are directly reflected in the alternatives developed.

We will provide feedback on how public input influenced the decision.

We will look to you for advice and innovation in formulating solutions.

We will incorporate your advice and recommendations into the decisions to the maximum extent possible.

We will implement what you decide.

# Developing our approach to involvement – our journey so far

**We have already made significant steps in developing our approach to involving people and communities but recognise that our approach will be refined over time with further input from our partners and the communities we serve.**

The COVID-19 pandemic strengthened the way we work together with partners and communities. It harnessed and strengthened relationships driven by a shared purpose with a focus on health inequalities.

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*We have built on this collaborative approach by setting out our ambition to work more closely with the voluntary, community and social enterprise sector (VCSE) and sharing good practice examples of involving people so we can bring this learning into our shared strategy.*

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## o Involving the VCSE sector

**We have more than 2,000 registered VCSE organisations and over 1,800 small, unregistered community groups and organisations in Shropshire, Telford and Wrekin. With many focused on health and wellbeing, we value their considerable resource, knowledge and community connections which helps us to understand, reach and involve with our diverse population.**

We began an open conversation on our future relationship with the VCSE sector during a workshop in May 2021. A key part of the event was the development of a Memorandum of Understanding (MOU) that sets out our shared ambitions and commitment to:

- Improving health outcomes and reducing health inequalities for local people
  - Getting the most value for our money and focusing on interventions that make a major difference
  - Building successful partnerships to enable health improvements and create healthier communities
  - Engaging and involving people and communities in the transformation of health and social care
  - Increasing mutual learning and continuous professional development
  - Working together effectively to create better services and provide greater support.
- [The MOU was signed in October 2021 and can be viewed on our website.](#)

We are now in the process of developing a VCSE Alliance with our system partners that will be meaningfully connected into our ICS to enable inclusivity and closer working with the VCSE as a strategic partner. The overall objective of the VCSE Alliance will be to:

- Enable the sector and the ICS to work together in a coordinated way and ensure a robust mechanism for representation and feed-back building on the connections already established between the sector and the two local authorities
- Provide the ICS with a single route of contact and involvement with the sector and links to communities

Better position the VCSE sector in the ICS and enable it to contribute to the design and delivery of integrated care and have a positive influence on health priorities, support population growth or reduce inequalities

Develop and support active two-way communication and feedback mechanisms between the NHS and VCSE sector at system, place and neighbourhood levels, ensuring the influence of the VCSE sector is amplified

Ensure the VCSE Alliance is inclusive – representing organisations of all sizes and diverse communities, including those with [protected characteristics](#) or those who experience health inequalities

Ensure the VCSE has a leading role within the prevention agenda

The Alliance will be responsible for scrutinising strategies/plans and avoiding unintentionally disadvantaging or discrimination.

## ○ Making involvement and co-production business as usual

**In September 2021, we hosted a workshop to demonstrate our commitment to involving people in local decision-making. The event was open to anyone from the VCSE sector, health and care sector, as well as interested members of the public keen to work with us in shaping how we involve people, communities, organisations in the development of health and care services.**

Approximately 55 people attended this virtual event, contributing a number of key themes and sharing local examples of where involvement is already working well. These have helped both to build our understanding of good practice and the existing frameworks for involvement, and to agree on how we develop a more consistent approach to involvement with various stakeholders across Shropshire, Telford and Wrekin.

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*There are a number of existing frameworks created and adopted by partners which will inform further development of our system approach to involvement and underpin specific areas of activity. For example:*

[Think Local Act Personal \(TLAP\) – Making it Real Framework](#)

[The Shropshire Parent and Carer Council \(PACC\) ‘Bench’ co-production model](#)

[Parents Opening Doors Telford Participation Handbook](#)

[Maternity Voices Partnership toolkit](#)

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## ○ Developing our Strategy for Involving People and Communities

At a workshop in March 2022, over 70 people from across our system, including representatives from the VCSE, local authorities and the NHS came together to help shape this strategy. At the same time, we engaged with our communities to better understand how they want to be involved in the work of the ICS.

We have listened to what people have told us is needed to develop a culture of meaningful involvement for our ICS and incorporated it into our approach as set out in this document.

We know there is more work to be done to refine our approach which will continue to evolve with the input of all partners and our people and communities as the ICS develops.





# Our vision and principles

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*Our vision: 'To create a culture of inclusion and involvement throughout our ICS so people and communities are able and enthusiastic about contributing in a meaningful way to help develop services that improve the lives of our whole population.'*

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**We will ensure all our involvement activities are geared towards having a positive impact on people's lives.**

The strategy sets out our ambition and commitment for embedding a culture of involvement within our ICS.

It places a system-wide focus on encouraging a creative, positive and welcoming environment where people can contribute in a meaningful way and acts as the platform for further work to plan how we will put our principles and approach to involvement into practice.

Our principles have been developed and shaped from the rich conversations which took place in our three workshops.

They have been informed by the knowledge and experience of the diverse range of people who attended, including those with lived experience of using our services and those for whom involvement is already embedded into their working practices. We have ensured they align with and build on the ten principles set out in the [national guidance](#) but reflect our collective local aspirations.

## **Our principles:**

1. Seek out, listen, and respond to the needs, experiences, and wishes of our communities to improve our health and care services
2. Ensure people are involved within everything we do as an ICS – from an individual's care, to service design and making decisions about health and care priorities
3. Relationships between our communities and health and care organisations are based on equal partnerships, trust, and mutual respect
4. Use existing and new knowledge about our communities to understand their needs, experiences and wishes for their health and care by developing methods for gaining people's insights
5. Involve people early and clearly explain the purpose of the involvement opportunities
6. Reach out to and involve groups and individuals who are often seldom heard by working with community partners and organisations
7. Make sure the communications and the ways people can get involved are clear and accessible
8. Record what people say and let them know what happened as a result
9. Ensure staff understand the importance of involving people in their work, and have the skills and resources they need to do it

**10.** Learn from when involvement is done well and when it could be improved.

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*Our shared principles are underpinned by a set of standards which we have included in a toolkit to support our staff to involve people in their work.*

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These principles and standards will help us to clearly communicate the reasons and objectives for involving people. They will ensure our stakeholders recognise the value of being involved, and also support us to effectively monitor the impact of our involvement.

# Tackling health and care challenges and reducing inequalities

ICSs are required to tackle the health and care challenges within their local areas. The organisations that are part of the ICS are increasingly working together and sharing their knowledge, expertise and resources to find solutions to local health and care challenges. Engaging with the public and stakeholders gives the ICS valuable information which helps to address these health and care issues.

COVID-19 has given fresh momentum to tackling health inequalities and supporting broader social and economic development. The power of our ICS comes from our ability to influence beyond health and social care, we can also influence the wider factors that have such a fundamental effect on tackling inequalities, such as access to employment, education and housing.

Paying particular attention to hearing from people who have difficulty accessing services and have poorer experiences and outcomes – understanding their needs, barriers, aspirations – will enable us to work together to reduce inequalities.

We will work with our partners and use all of our networks to reach our diverse communities, for example building on the relationships established through the pandemic including with local businesses, faith and community groups, and educational settings.

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*Our VCSE partners will be vital in this work of improving population health, and we also intend to use [population health management \(PHM\)](#) to better understand local needs. PHM is a way of working to help understand current health and care needs and predict what local people will need in the future. It uses historical and current data to understand what factors are driving poor outcomes in different population groups.*

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It is important to us that we listen, respond, and make every effort to involve individuals from all [protected characteristic](#) groups. It is also important we listen to other seldom-heard groups such as condition-specific groups, homeless people, or people living in deprivation to make sure we reach a diverse range of people to give them the opportunity to share their views.

We have set out a number of [pledges](#) which demonstrate our commitment to racial equality, diversity and inclusion within which involvement plays a key factor. These include:

Ensuring diverse representation on key groups, boards and in decision-making processes  
Encouraging staff to positively challenge when they see a lack of diversity and call out inappropriate behaviour or discrimination

Actively engaging with people from marginalised and seldom-heard groups, ensuring we include them in our work.

By committing to these pledges, we will ensure we involve all members of our local population to find out how we can improve their experiences of health and care in Shropshire Telford and Wrekin.

We will use our integrated impact assessment process to help us understand which groups may need to be specifically targeted for a programme of work. We will also be informed by

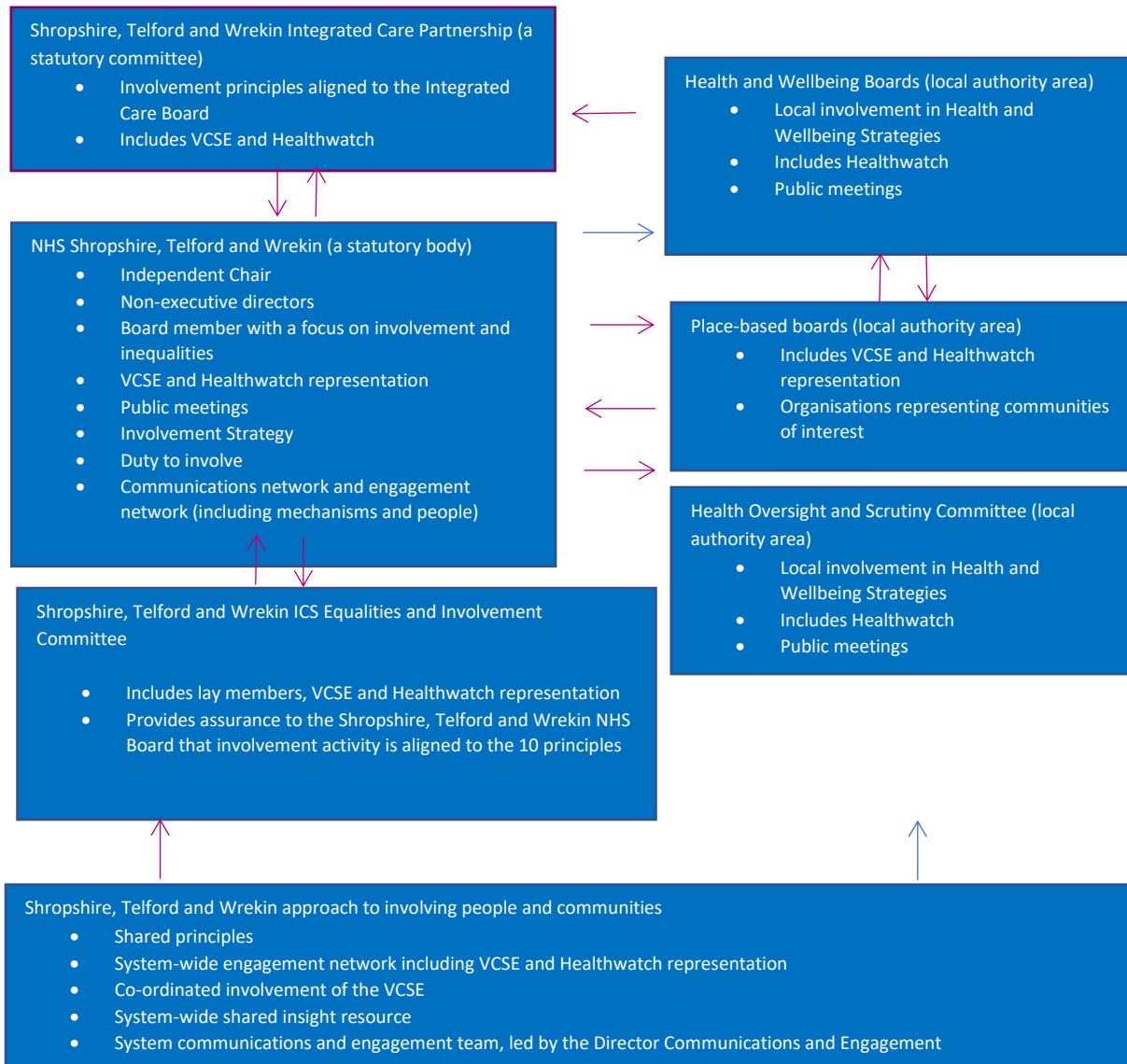
the Shropshire and Telford & Wrekin Joint Strategic Needs Assessments and evidence on health inequalities.

All our involvement activity will be equality monitored, to help us better understand how representative it is. Using this data can help understand if the reach is appropriate, and if new approaches are needed to address gaps. Once complete, the data can be analysed to understand if all groups share the same views, experiences, and access. This analysis can identify themes and areas to be explored to address inequalities.

We also need to ask and be aware of what stops people from getting involved, and collectively think about the solutions to overcoming these barriers.

# Embedding involvement in governance

The infographic below sets out how involving people and communities is embedded in the governance of our system:



From 1 July 2022 the new organisation, NHS Shropshire, Telford and Wrekin (NHS STW), will take over from NHS Shropshire, Telford and Wrekin Clinical Commissioning Group (which will cease to exist) to become responsible for allocating, and accounting for NHS resources. It will oversee a plan for NHS services across the county including how we involve people and communities.

This statutory body is a new type of organisation, governed by partners from across the system and focused on collaboration as a means of driving improved outcomes for people in our communities and reducing inequalities, at a local and system-wide level.

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*NHS STW will delegate budgets to our two local 'Place-based Partnerships' (Shropshire, and Telford & Wrekin), so they can determine how the money is spent in order to meet people's needs and wishes. Local places work with their health and wellbeing boards to develop plans that work for local people.*

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NHS STW is responsible for agreeing the strategy for our health and care system and strengthens joint working arrangements between the NHS, councils, care providers, hospices, Healthwatch, the voluntary, community and social enterprise sector. It brings together elected members, executive and non-executives and independent co-opted members in one decision making process.

This new organisation is also influenced by the voice of local people. It includes representation from both Healthwatch and a board member whose role it is to ensure we maintain a strong commitment to listening to the public's views and aspirations.

## How we make decisions

### ○ Shropshire, Telford and Wrekin Integrated Care Partnership

The integrated care partnership (ICP) operates as a statutory committee. It is made up of partners from across the local area, including VCSE organisations and independent healthcare providers, as well as representatives from NHS STW. One of the key roles of the partnership is to assess the health, public health and social care needs of the area it serves, and to produce an Integrated Care Strategy to address them. This, in turn, will direct NHS STW planning of health services and the local authorities' planning of social care services.

### ○ NHS Shropshire, Telford and Wrekin Board

NHS Shropshire, Telford and Wrekin Board will agree and oversee a plan to deliver the Integrated Care Strategy and will be responsible for allocating, and accounting for NHS resources.

### ○ Place-based partnerships

The two Health and Wellbeing Boards (Shropshire, and Telford and Wrekin) agree a health and wellbeing strategy for each place. These place-based strategies are based on what is most important to local people. Most of the decisions about spending and services will be made by committees in our local place-based partnerships.

### ○ Health Overview and Scrutiny Committees

Health Overview and Scrutiny Committees (HOSC) are local authority committees with the powers to review and scrutinise health and care services. The aim of HOSC is to make decision-making processes more transparent, accountable, and inclusive.

All their work is underpinned by the following values and behaviours:

- to provide a constructive 'critical friend' challenge
- to amplify the voices and concerns of the public
- to drive improvement in public services.

We have good working relationships with local and joint OSCs and provide regular updates both in written format and by attending meetings. We take their role of 'critical friend' very seriously – they are an important part of the way we work.

### ○ Assuring Equality and Involvement Committee

Our Assuring Equality and Involvement Committee includes a number of members of the public and partners from across the system. It acts as a 'critical friend' to review and advise on plans to involve people and communities across all our work programmes, with a particular focus on ensuring we are addressing and reducing inequalities.

This committee is chaired by a member of the NHS Shropshire, Telford and Wrekin board who has responsibility for involvement and equalities. The committee reports directly into the ICB Strategy Committee and Director of Communications and Engagement, who holds formal responsibility for ensuring involvement guidance is adhered to and good practice is consistent.

# Methods and channels for involvement

**We are committed to providing opportunities for everyone to contribute and help shape our plans and services. We shall be inclusive of the range and diversity of voices and ensure we include a balance from across Shropshire, Telford and Wrekin. This will be achieved through a variety of methods:**

## ○ Community outreach

To involve local people effectively and make sure we are reaching our diverse population and those most seldom heard, we must physically get out into communities, attending local events and groups, holding focus groups, reaching out to people through our services and working closely with our VCSE and community leaders.

Sometimes varied approaches are needed to reach into different communities, so we adapt our activity depending on who we are aiming to involve and value the knowledge and insight from our VCSE and partners to support this.

## ○ Insight

Insight from people using our services can provide rich intelligence that other performance data cannot, such as their experience of a service, whether there are any barriers to accessing a service, or their views about a potential change to a service.

We will continue to capture people's experiences and views through different methods such as surveys and patient feedback. People will be given a choice of different formats to ensure these opportunities to get involved are accessible and appropriate to those we are seeking to hear from.

We will use insight derived from what people tell us to: improve the quality of our services; design better services and pathways based on people's experiences; plan services around people's health and care needs; and understand our communities and the place that health plays in their everyday lives.

Working as a local health and care system offers an excellent opportunity to combine our insight across pathways of care to provide us with a more holistic understanding of people's lives, experiences and needs.

## ○ An involvement and insight network

We have established a system-wide involvement and insight network to map out and identify the existing involvement infrastructure such as which stakeholders, partners, groups and communities we currently involve with. The network will identify any gaps or groups that are under-represented and seek to build relationships and connections to encourage their involvement.

In addition, the involvement network will support the co-ordination of future involvement opportunities, share good practice, and manage relationships with local people and communities.

## ○ Involvement at 'Place'

We will grow and develop place-based networks, to increase reach and active involvement across our diverse communities, making sure we work with people and our partners to develop collaborative solutions to issues and barriers that are identified.



## ○ An insight library

We are developing a Shropshire, Telford and Wrekin insight library to host intelligence and insight about communities produced by all partners. This will be accessible to all partners across the ICS to help improve and inform future involvement activities.

Having a central place for this information will help us identify emerging themes and avoid duplicating involvement activities.

## ○ Experts by Experience

Experts by experience are people that work with organisations very closely, who have personal experience of using, or caring for someone who uses health or care services. Sometimes in the health sector we refer to experts by experience as patient representatives.

Across our health and care system, experts by experience sit on various boards, project groups and work streams, or work directly in co-production with organisations that provide them with the support and platform to share their experiences and shape the services they use.

## ○ Examples

**Making It Real Boards** – Shropshire Council and Telford and Wrekin Council have established Making It Real Boards which are made up of people who use adult services or who are interested in the development of Adult Social Care (ASC). The Boards work in co-production with council leaders, making recommendations on how different service areas can improve and develop, with the aim of seeing services progress towards more person-centred, community-based support.

**Shropshire Parents and Carer Council and Parents Opening Doors Telford** – Both these organisations support and empower parents and carers of children with a disability or additional need, to enable them to be actively involved in the design and delivery of the services they use, through the sharing of their experience and knowledge of their family's needs.

**Shropshire, Telford and Wrekin Maternity Voices Partnership** – The MVP is an independent team made up of women and their families; commissioners (who plan, buy and monitor services); and providers (who deliver services such as midwives and doctors). This team of people work in partnership to design and improve maternity care together.

## ○ Meetings held in public

We are committed to working in an open and transparent way and want to make sure people can learn about all the work of the health and care system. This includes holding meetings in public and live streaming.

## ○ Website and digital (online tools)

Our website is an important tool to inform our various stakeholders about our plans, activities, and opportunities to transform the health and care across Shropshire, Telford and Wrekin.

We keep our website up to date and publish all our current and previous involvement activity, clearly setting out all the ways for people to get involved – including meetings,

events, consultations and surveys. We use our website to share news and plans that affect current and future services.

Our new website to support the work of the ICS has been developed through involvement with people from our communities, our staff and partners. The look, feel and content has been informed by what they have told us is important to them.

We use social media and other digital platforms to provide opportunities for genuine, open, honest, and transparent involvement with all stakeholders, giving them a chance to participate and influence the work we do. Digital exclusion is very real, and affects many of our most disadvantaged communities.

We will therefore make sure this is not the only route to involvement, and we will make arrangements to reach groups and communities to hear their views.

## ○ Staff involvement

We are committed to staff involvement and recognise many of our staff are also members of our communities. We will continue to hold our very well attended all staff 'huddles' and distribute bi-weekly written briefings. We are also in the process of developing a new intranet to support our staff involvement activity.

## ○ Political involvement

Local MPs and councillors represent the interests of our local population, they have significant reach into our communities, and people often raise their experiences of health and care services with them.

We are therefore committed to making sure we inform, involve, and consult with Health and Wellbeing Boards, the local authority Overview and Scrutiny Committees, and MPs in each area about our plans and make sure we hear what their constituents are telling them. We keep them updated via regular written briefings, face-to-face meetings, and updates and attendance at appropriate Committees and Boards

## ○ Continuous feedback

As a system, we want to enable people to share their experiences of our services at any time, not only when we are seeking to review or develop a specific service or strategy. We promote these everyday channels, including via our Patient Advice and Liaison Service (PALS), both Healthwatch, and our Maternity Voices Partnership, through our website and other communication tools.

We use the insight captured through these channels to identify and learn from common experiences of our services, what is working well and what can be improved.

# Roles and responsibilities

**We believe good involvement is everyone's business not just a handful of people with 'involvement' or 'engagement' in their job title. However, there are some specific roles within our health and care system that are key to ensuring good involvement happens.**

## ○ Role of senior leadership

The senior leadership is committed to ensuring we seek out and listen to the people and communities in Shropshire, Telford and Wrekin.

As well as championing the importance of involvement, our leaders are critical to ensuring adequate resources are committed, including time and funding, to enable it to happen. They also have a really important role in being visible to our communities, encouraging people to get involved, and ensuring transparency about the way decisions are made.

## ○ Role of senior responsible officer

The Director for Communications and Engagement is a member of NHS STW senior leadership team and works directly with the board members to not only champion and drive involvement but ensure it is embedded in the system. This role is critical to realising our vision and approach and ensuring involvement is discussed at the top table.

## ○ Role of engagement practitioners

NHS Shropshire, Telford and Wrekin has a core Communications and Engagement team led by the Director of Communications and Engagement. This team provides advice, guidance and support to programme leaders to help them properly involve people and communities in the development and design of services.

Engagement leads within each of the organisations work together to co-ordinate involvement activity and make the best use of the relationships and connections with our communities.

## ○ Role of programme leads

Involvement is not the sole responsibility of the Communications and Engagement team – programme leads have a fundamental responsibility for ensuring they involve people and communities in their work. It is their role to lead and plan involvement and ensure adequate resource is committed, including time and budget, to carry out any involvement activity to support their work. Any involvement work of these programmes should be planned and coordinated with expertise from the engagement leads.

Training is essential to support programme leads to plan and undertake good involvement. We are developing a system resource for our programme leads as well as wider workforce to support them with involvement. This resource will include case studies from programme leads sharing their own experiences of involvement to highlight good practice but also some of the challenges they faced and how they managed to overcome them.

## ○ Role of Healthwatch

Healthwatch Shropshire and Healthwatch Telford and Wrekin have been effective partners in contributing to the development of our communication and involvement approach. Their

role is to challenge the partnership on areas of concern and to hold the partnership to account if we don't follow the principles of involvement.

They also provide a voice and a channel for our communities through which to share their experiences of health and care services and ensure they are heard by the NHS STW Board.

## ○ Role of the VCSE and community partners

VCSE organisations improve health outcomes and tackle health inequalities not only by delivering services but also by shaping their design and advocating for, representing and amplifying the voice of service users, patients and carers, particularly those experiencing the poorest health.

The VCSE and our community partners are often closer to our communities and hold trusted relationships with some of our most vulnerable or marginalised members of society.

We are committed to positive involvement with the VCSE sector so that their knowledge, expertise and networks are utilised and protected, for the benefit of the whole community. Where possible we will look to provide financial support to our partners in the VCSE to undertake involvement with our communities in order to capture insight to help develop services.

Working closely with voluntary and community colleagues, we are committed to building on our MOU with the VCSE by appointing a VCSE partnership coordinator. This will ensure there are clear points of connections in place between the system and VCSE to facilitate and support effective two-way involvement.

## ○ Reviewing and evaluating involvement activity

We are committed to continually reviewing how we involve people and communities to check that the purpose of the involvement is being achieved and is having a real impact on our local health and care landscape. We must assure ourselves and our communities that it is making a positive difference to the services we design and deliver, and ultimately the lives of the people we serve.

Informed by the conversations we have had with our partners and communities to design our approach and principles, we have developed a toolkit (add link to toolkit) which includes a set of standards to help shape and measure the effectiveness of our involvement activity:

**Purpose** – clearly set out the purpose and what the involvement activity hopes to achieve

**Be clear**– be clear about the scope of the involvement activity and what can be changed and what can't. When changes can't be made, explain why

**Identify** – complete an Integrated Impact Assessment to identify who is likely to be impacted and needs to be involved

**Involve** – involve the people and organisations who have an interest in/be impacted by the focus of the involvement and work with people you seek to involve to help design your approach to ensure it is inclusive and appropriate.

**Collaborate** – work with others where appropriate to avoid duplication of involvement and explore existing intelligence

**Plan** – agree the purpose, scope, required resources and timescale of the involvement and the actions to be taken

**Methods** – agree and use methods of involvement that are fit for purpose and relevant to the target audience

**Communicate** – communicate the ways and opportunities to involve and update regularly on your progress

**Reach out** – attend existing meetings/groups/spaces and go to where people are rather than expect people to come to you, making a particular effort in reaching diverse communities and those who are seldom heard

**Support** – identify and overcome any barriers to involvement and support people to involve

**Embed the learning** – ensure involvement feeds into service development

**Feedback** – feed back the results of the involvement to the wider community and those who undertook the involvement in a timely manner

**Monitor and evaluate** – monitor and evaluate whether the involvement is achieving its purpose and keep a record of those who have been involved.

○ We will further strengthen our ability to review our involvement by co-producing, with partners, people, and communities, a system approach to evaluation through the development of an Evaluation Framework Tool.

## ○ Providing feedback to people and communities

Collecting the views and opinions of our local people and communities is one part of the involvement process and we understand it doesn't stop there. We must provide feedback to those who have participated in our involvement process but also our wider population.

It is essential for us to feed back on the outcome of people's involvement and provide an overview of 'you said, we heard, we did' to build confidence in our decision-making processes. We publish updates on our website and share through our social media channels, but also ask people how they would like to receive feedback and ensure it is timely. Feedback also needs to include the decision-making process and clearly explain the reason for the decision taken.

## 12. Petitions Policy

<b>Document Title:</b>	Petitions Policy
<b>Author/originator:</b>	Alison Smith
<b>Date of approval:</b>	1 <sup>st</sup> July 2022
<b>Approving Committee:</b>	The Board
<b>Responsible Director:</b>	Executive Director of Strategy and Integration
<b>Category:</b>	General
<b>Sub Category:</b>	Corporate
<b>Date policy due for review:</b>	July 2025
<b>Target audience:</b>	Members of NHS STW's Board (clinical, executive and non-executive), committee and sub-committee members, localities and their members and all decision making staff involved in commissioning, contracting and procurement processes and decision-making

## VERSION CONTROL

### Document location

This document is only valid on the day it was printed.

### Revision History

Date of this revision: 24<sup>th</sup> April 2024

Date of next revision: April 2026 (or as required)

Version	Date	Author	Change Description
1	1 <sup>st</sup> July 2022	Alison Smith	n/a
2	24 <sup>th</sup> April 2024	Alison Smith	Change of ICB headquarters address

### Approvals

This document requires the following approvals:

Name/Committee	Title (if individual)
The Board	n/a

## **1. Introduction**

- 1.1 A petition represents the expression of the views of the people who sign it. For the Board of NHS Shropshire, Telford and Wrekin (NHS STW) petitions are an important mechanism for local people to have a voice on local health matters.

However, to ensure that the voices are heard appropriately and in order to avoid the danger of listening only to active lobby groups, petitions will not be viewed in isolation but as one piece of evidence and information which contributes to an overall picture of public opinion. Petitions can be raised as a discrete statement by the signatories or as a response to a public consultation or proposal being made by NHS STW.

- 1.2 This policy outlines how NHS Shropshire, Telford and Wrekin will handle any petitions received from the local community.

## **2. Aims & Objectives**

- 2.1 This guidance outlines how NHS Shropshire, Telford and Wrekin will handle any petitions from the local community. This guidance is relevant to the receipt and management of either paper or e-petitions.

- 2.2. It sets out two circumstances in which petitions may be received, outside a formal consultation period or during a formal consultation period.

## **3. Scope**

- 3.1 This policy relates to the receipt and management of either hard copy or e- petitions. When considering the receipt and management of e-petitions, NHS STW wishes to ensure that it follows best practice. Therefore it has drawn on published terms and conditions for submitting e-petitions, utilised by HM Government.

- 3.2 Petitions may be pro-active e.g. unsolicited; where there is public opinion that a new service may be required to fill a perceived gap in service provision or re- active i.e. in response to an NHS STW initiated proposal to change an existing service.



3.3 The policy sets out how petitions will be received whether outside a formal consultation period or during a formal consultation period.

#### **4. Definitions of terms used**

4.1 For the purpose of this policy a petition is defined as a written document signed by a number of people demanding some form of action from NHS STW.

#### **5. Principles**

5.1 In order to be received for consideration, petitions should meet the criteria outlined below:

5.1.1 A petition amounting to any number of signatures will be considered by NHS STW in their commissioning decisions. The sentiment indicated in the petition will be forwarded to the most appropriate internal commissioning process. This will be determined by the subject of the petition e.g. the petition may be passed to a Commissioning Manger to incorporate into a service specification, a Place Committee or Integrated Delivery Committee, Strategy Committee or Quality and Performance Committee.

5.1.2 Where a petition, with significant support (with a minimum of 1000 signatures) has been received by NHS STW the Chair of the Governing Board shall include the petition as a specific item for the agenda and consideration of the next meeting of the Board to agree any appropriate actions.

5.1.3 Petitions may be received in paper or electronic (e.g. email, web based or social media) format.

5.1.4 Petitions should include a statement of petition which should include:

- the organisation to which the petition is being addressed
- the proposition which is being promoted by the petition
- the timeframe over which the petition has been collected

5.1.5 The following information about each petitioner should be included:

- Name
- Postcode
- Signature (in the case of a written petition)
- Email address (in the case of an electronic petition). If this data is not collected due to the data controller not sharing the data e.g. a social media (e.g. Facebook) or 38 degrees petition, the petition will only be acknowledged as an indicator of public sentiment.

5.1.6 The name and address of the petition organiser, who must be resident within the area to which the petition relates, should be provided on the first page of the petition.

## **6. Roles & responsibilities**

6.1 Where a petition, with significant support (with a minimum of 1000 signatures), has been received by NHS STW, the Chair shall include the petition as an item for the agenda of the next meeting of the Board.

6.2 NHS STW is responsible for considering the petition and providing a response to the petition organiser.

6.3 The Executive Directors of NHS STW are responsible for producing and reporting to the NHS STW the response to any petitions received.

6.4 The Chief Executive has responsibility for ensuring that this policy is adhered to by the NHS STW.

6.5 The Corporate Affairs Team is responsible for providing administrative support to the process of acknowledging receipt of the petition.

6.6 All NHS STW staff are responsible for forwarding all petitions received by their team to the Corporate Services Team for attention of the Chair.

## **7. Review of the policy**

7.1 The policy will reviewed in every three years unless there are any significant changes which require an earlier review.

## **8. Policy Statement**

8.1 This policy has been assessed in relation to having due regard to (1) the public sector equality duty (PSED) 3 aims, dropping down from the Equality Act 2010 to: eliminate discrimination, harassment victimisation; advance equality of opportunity; and foster good relations”, (2) The Health & Social Care Act 2012 re evidencing showing due regard to reducing health inequalities between the people of England.

## **9. Management of Petitions**

9.1 Acceptance of Petitions is as follows:

- a) An acknowledgement of receipt of the petition will be provided to the lead petitioner within 5 working days of receipt with a clear explanation about what will happen next.
- b) Petitions will not be considered if they are repeated, vexatious or if they concern issues which are outside NHS STW's remit. Petitions will also not be considered if the information contained is confidential, libellous, false, defamatory or offensive.

9.2 A petition will be considered as a repeat petition if:

- a) it covers the same or substantially similar subject matter to another petition received within the previous six months;
- b) it is presented by the same or similar individuals or groups as another petition received within the previous six months.

- 9.3 A petition will be considered as a vexatious petition if:
- a) it focuses on individual grievances
  - b) it focuses on the actions or decisions of an individual and not the organisation
- 9.4 A petition will be considered as outside NHS STWs' remit if:
- a) it focuses on a matter relevant to another organisation
  - b) it requests information available via Freedom of Information legislation
  - c) its aim is to correspond on personal issue(s) with an individual(s)
  - d) signatories are not based in the UK
- 9.5 A petition will be considered as confidential, libellous, false or defamatory if:
- a) it contains information which may be protected by an injunction or court order
  - b) it contains material which is potentially confidential, commercially sensitive, or which may cause personal distress or loss
- 9.6 A petition will be considered as offensive if:
- a) it contains language that may cause offence, is provocative or extreme in its views
- 9.7 Where a petition does not meet the requirement set out in the criteria above then the relevant ICB will respond in writing within ten working days to confirm that the petition has been received and that, as the petition does not meet the criteria. The reason for rejection will be given clearly and explicitly.

- 9.8 For petitions received outside a formal consultation period, the Chair may delegate responsibility for receiving a petition to a nominated representative. The Chair or nominated representative will arrange for a short private meeting with the Petition Organiser to formally receive the Petition. All photographic opportunities may be politely declined by NHS STW during this meeting.
- 9.9 Once received, the Chair's nominated representative will ensure that the petition receives appropriate and proportionate consideration and that a response is made in writing.
- 9.10 Petitions received during a formal consultation period and relating to a subject, proposal or matter about which NHS STW is actively seeking public opinion, and if the petition is submitted before the publicised close date of the engagement or consultation process, the petition will be considered as an item of correspondence, in the same way that any other response would be considered. Petitions will be considered as valid for consideration as part of the consultation if they meet the requirements set out in the criteria outlined in this policy.

#### **9.11 Management of Petitions during formal consultation:**

9.11.1 When a report on the outcome of consultation is prepared, the following issues will be taken into account when considering a petition:

- If a petition is raised about a perceived lack of or missing service,
- Consultation is not a public referendum or public vote.
- Influence will be afforded to the most cogent ideas and arguments, based upon clinical effectiveness, quality, patient safety, clinical and cost effectiveness and not necessarily to the views of the most numerous stakeholders.

- The petition should be relevant to the subject of the consultation. It may not necessarily use the same words, but it should have a bearing on the proposal(s) that NHS STW/s have put forward.
- The petition should reflect the latest proposals and policy statements being made by NHS STW and not relate to issues that are no longer under consideration. This is particularly relevant when considering the timescale during which signatures have been collected.
- The petition should provide an accurate reflection of the proposals in the consultation, rather than including misleading information or statements.
- The petition should relate to the consultation and to the proposed action of NHS STW (and/or its stakeholders), rather than to broader policy agenda beyond the scope of the consultation.
- The petition's concerns will be assessed in relation to the aims being put forward in the consultation, and the rationale and constraints behind it. For example, a petition that proposes a realistic alternative option will normally be given greater weight than a petition that simply opposes an option that has been put forward for valid reasons.
- The petition's concerns will also be assessed in relation to the impact on other populations if these demands were accepted. This assessment could take into account views expressed in other petitions (which may conflict) or in more direct responses to the consultation.

9.11.2 The organiser of the petition will receive correspondence from NHS STW as the body that has initiated the consultation, in the same manner as other respondents (e.g. acknowledgement, an outcome letter describing how the issues raised during consultation have or will influence the decisions made following consultation) within 28 days of receipt of the petition.

9.11.3 Petitions will be formally acknowledged in the analysis of consultation responses, along with all the other responses. If what Petitioners call for is accepted or rejected, the reasons for this should be given.

9.11.4 Hard copy and electronic petitions will be stored in a secure place within NHS STW for 3 years and will then be destroyed as Confidential Waste (in the case of hard copies) or deleted (e-petitions.).

## **9.12 Return of petitions**

9.12.1 Hard copy petitions should be addressed to

The Chief Executive  
c/o Director of Corporate Affairs  
NHS Shropshire, Telford and Wrekin  
Wellington Civic Offices  
Larking Way, Tan Bank  
Wellington  
Telford  
TF1 1LX

E-petitions should be sent to the general enquiries inbox:

[stw.generalenquiries@nhs.net](mailto:stw.generalenquiries@nhs.net)

## Appendix 1 - Equality Impact Assessment

<b>Title of policy</b>	Petitions Policy	
<b>Names and roles of people completing the assessment</b>	Director of Corporate Affairs	
<b>Date assessment started/completed</b>	1 June 2022	14 June 2022
<b>Reviewed</b>	20 <sup>th</sup> June 2022	

<b>1. Outline</b>	
<b>Give a brief summary of the policy</b>	The Petitions Policy seeks to ensure a consistent and transparent approach to receiving and responding to petitions submitted by members of the public
<b>What outcomes do you want to achieve?</b>	To ensure: <ul style="list-style-type: none"> <li>That petitions are identified and managed in a consistent way</li>   <li>That members of the public can have their concerns and views raised through a petition</li>   <li>That the organisation has a standard approach to responding to petitions</li> </ul>

<b>2. Analysis of impact</b>
This is the core of the assessment. Using the information above detail the actual or likely impact on protected groups, with consideration of the general duty to eliminate unlawful discrimination; advance equality of opportunity; and foster good relations.



	<b>Are there any likely impacts? Are any groups going to be affected differently? Please describe.</b>	<b>Are these negative or positive?</b>	<b>What action will be taken to address any negative impacts or enhance positive ones?</b>
<b>Age</b>	None identified.		
<b>Carers</b>	None identified.		
<b>Disability</b>	None identified.		
<b>Sex</b>	None identified.		
<b>Race</b>	None identified.		
<b>Religion or belief</b>	None identified.		
<b>Sexual orientation</b>	None identified.		
<b>Gender reassignment</b>	None identified.		
<b>Pregnancy and maternity</b>	None identified.		
<b>Marriage and civil partnership</b>	None identified.		
<b>Other relevant group</b>	None identified.		
<b>If any negative/positive impacts were identified are they valid, legal and/or justifiable? Please detail.</b>		N/A	

<b>4. Monitoring, Review and Publication</b>			
<b>How will you review/monitor the impact and effectiveness of your actions?</b>	Whilst no specific actions have been identified to address any equality issues, the policy will be reviewed at scheduled intervals, and the review of this assessment will form part of those reviews.		
<b>Lead Officer:</b>	Alison Smith	<b>Review date:</b>	July 2025

<b>5. Sign off</b>			
<b>Lead Officer</b>			
<b>Senior Manager</b>	Alison Smith	<b>Date approved:</b>	1 <sup>st</sup> July 2022