North East London
Integrated Care Board

North East London ICB board

TERMS OF REFERENCE

Status	1. The ICB Board is established in accordance with the ICB's constitution. 2. These Terms of Reference (ToR) set out the membership, remit and responsibilities of the ICB Board and may only be changed with the approval of the Board. The membership of the Board must be approved in accordance with clause 3.1 of the Constitution. 3. The ICB Board and all its members are bound by the ICB's Constitution, Standing Orders, Standing Financial Instructions, policies and procedures of the ICB.
Authority	4. The ICB Board will: (a) Comply with all relevant laws, including but not limited to the 2006 Act and the duties prescribed within it and any relevant regulations; (b) Comply with directions issued by the Secretary of State for health and Social care; (c) Comply with directions issued by NHS England; (d) Have regard to statutory guidance, including that issued by NHS England; (e) Take account, as appropriate, of other documents, advice and guidance issued by relevant authorities, including that issued by NHS England and; (f) Respond to reports and recommendations made by local Healthwatch organisations within the area. 5. The ICB Board is authorised to grant authority to act on its behalf to: (a) any of its Board members or employees (b) a committee or sub-committee of the ICB 6. In reliance on its authority, the Board has established the following Committees: (c) Quality, Safety and Improvement (d) Strategic Commissioning – with Commissioning Sub-Committee

(e) Finance and Investment – with Contracts Sub-Committee

(f) Audit and Risk

(g) Remuneration

(h) Transition through to 1st July 2026

7. The Board will receive exception reports from each of these Committees and where appropriate information from these will be shared with Committees through reporting or shared membership.

8. The ICB Board and all Local Authority organisations within the North East London Integrated Care System ("ICS"), otherwise known as the North East London Health & Care Partnership, have come together to establish a joint committee in accordance with section 116ZA of the Local Government and Public Involvement in Health Act 2007 ("2007 Act") to be known as the North East London Integrated Care Partnership ("ICP").

Purpose

9. The ICB Board's core purpose as a statutory NHS body is to act as a strategic commissioner and system leader to improve the health and well-being of its local population. This core purpose is delivered through its four fundamental aims which are:

(a) Improving population health and healthcare

(b) Tackling inequalities in outcomes, experience, and access

(c) Enhancing productivity and value for money

(d) Helping the NHS support broader social and economic development

Responsibilities of the board

10. The ICB Board is responsible for supporting the provision of high-quality healthcare to their communities and to ensure the organisation is successfully discharging its duties today and into the future, with six core functions underpinning delivery:

(a) strategy and planning

(b) leadership of the NHS

(c) arranging for the provision of healthcare services (strategic commissioning)

(d) assuring performance, quality and delivery

(e) securing transformation and learning

(f) governance and people

11. The ICB Board is responsible for ensuring appropriate arrangements are in place to enable the ICB to exercise its duties in accordance with the principles of good financial governance and the ICB's statutory duties as set out in the National Health Service Act 2006 (as amended). Specific financial responsibilities are delegated within the organisation but as set out at clause 4.7.4 of the Constitution, the Board remains accountable for all the ICB's functions, including those that it has delegated. All those performing a role on behalf of the ICB, however, must act with due regard to financial stewardship and achievement of value for money in the discharge of their wider duties.

12. The ICB Board is responsible for the financial management of ICB resources; it is not responsible for the financial management of other statutory organisations within the ICS.

13. The ICB Board will ensure that the ICB has appropriate arrangements in place to ensure it exercises its functions effectively, efficiently and economically, and in accordance with principles of good financial governance and the ICB's statutory duties.

14. The ICB Board exercises financial supervision and control by:

    (a) Approving Standing Financial Instructions;

    (b) Approving the Joint Capital Resource Use Plan1;

    (c) Contributing to and approving the ICB financial strategy;

    (d) Reviewing and approving budgets within funding allocations;

    (e) Defining and approving essential features in respect of procedures and financial systems (including the need to obtain value for money); and,

    (f) Defining specific responsibilities placed on members of the Board and employees as indicated in the SoRD.

15. The ICB Board is responsible for approving financial investments and entering into financial commitments for the organisation as detailed in the SoRD.

16. Where the Board of the ICB requires additional financial measures to be in place in order to deliver against their statutory duties or other commitments or priorities it may agree the suspension of the Scheme of Reservation and Delegation, to be replaced by a formal recovery programme and authorisation route or take other such action as required.

17. Members of the ICB Board meet as a unitary board and are collectively accountable for the performance of the ICB's functions, including in relation to financial matters and the compliance of the ICB with the Standing Financial Instructions.

Chairing arrangements	18. The Chair of the North East London ICB will chair the ICB Board meetings. 19. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference. 20. The ICB Board members may appoint a deputy chair from its members. If a Chair has a conflict of interest then the deputy Chair or, if necessary, another member of the Board will be responsible for deciding the appropriate course of action.
Membership	21. The ICB Board will operate in accordance with the ICB's governance framework, as set out in its Constitution and Handbook and wider ICB policies and procedures. 22. The ICB Board is composed of the following members: (a) Chair (b) Chief Executive Officer (c) Two Partner Members (NHS trusts and foundation trusts) (d) Two Partner Members (primary medical services) (e) Two Partner Members (local authorities) (f) Chief Strategy Officer (g) Chief Strategic Commissioning Officer (h) Chief Clinical and Quality Commissioning Officer (i) Chief Finance Officer (j) Five Non-Executive Members (k) VCSFE Member
Nominated deputies	*Nominated deputies* 23. With the permission of the Chair, in exceptional circumstances members may nominate a deputy to attend a board meeting if they are unable to attend. The deputy may speak and vote on their behalf. 24. The decision of the Chair regarding authorisation of nominated deputies is final.
Regular participants	25. The following individuals who are not members of the ICB Board will also be expected to attend meetings:

(a) Healthwatch Member

(b) The Head of Governance and Company Secretary

Meetings, Quoracy and Decisions

26. The ICB Board shall ordinarily meet in public at least 4 times per year.

27. The Chair or Chief Executive may ask the ICB Board to convene further meetings.

Quoracy

28. The quorum for meetings of the ICB Board will be five members and must include:

(a) either the Chief Executive or Chief Finance Officer; and

(b) at least one Chief Officer

(c) at least two non-executive Members; and

(d) at least one Partner Member.

29. If any member of the ICB Board 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.

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

Voting

31. The ICB Board has agreed to use a collective model of decision making that seeks to find consensus between system partners and make decisions based on unanimity, including working through difficult issues where appropriate.

32. Generally, it is expected that decisions of the ICB Board will be reached by consensus. Should this not be possible, then a vote will be required.

33. The process for voting, which should be considered as a last resort, can be found in Appendix 2: Standing Orders within the ICB's Constitution.

Urgent decisions

34. In the case of urgent decisions and/or extraordinary circumstances. Every attempt will be made for the ICB Board to meet virtually. Where this is not possible, the following will apply:

(a) The powers which are reserved or delegated to the ICB Board may, for an urgent decisions, be exercised by the Chair of the ICB and chief executive, subject to every effort having been made to consult

with as many members as possible given the circumstances.

(b) The exercise of such powers shall be reported to the next formal meeting of the Board for formal ratification and to the Audit & Risk Committee for oversight.

(c) Before resolving to use the powers set out in Standing order 4.8.4a, the chair must consider whether a virtual meeting of the ICB Board should be convened.

Papers and notice

35. A minimum of seven clear working days' notice is required of the date and time of a meeting. Notice of all meetings will comprise venue, time and date of the meeting, together with an agenda of items to be discussed. Supporting papers must be distributed at least five working days ahead of the meeting.

36. Agendas and papers for meetings open to the public, including details about meeting dates, times and venues will be published on the ICB's website.

Virtual attendance

37. It is for the Chair to decide whether or not the ICB Board will meet virtually. The Board may meet virtually using telephone, video and other electronic means, in accordance with any specific requirements for virtual attendance at meetings. Where a meeting is not held virtually, the Chair may nevertheless agree that individual members may attend virtually. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. How a person has attended a meeting shall be specified in the meeting minutes.

Recordings of meetings and publication

38. ICB Board meetings are meetings held in public and as such, the meeting will be recorded and published on the ICB's website.

Confidential information

39. The ICB Board may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted. Where confidential information is presented to the board, all those who are present will ensure that they treat that information appropriately in light of any confidentiality requirements and information governance principles.

Meeting minutes

40. The minutes of ICB Board meetings will be formally taken in the form of key points of debate, actions and decisions. The minutes will be submitted for agreement at the next meeting where they will be signed by

	the Chair. *Governance support* 41. Governance support to the Board will be provided by the ICB's governance team. *Conflicts of interest* 42. Conflicts of interest will be managed in accordance with the policies and procedures of the ICB and those contained in the Handbook and shall be consistent with the statutory duties contained in the National Health Service Act 2006 and any statutory guidance issued by NHS England.
Behaviours and Conduct	43. Members will be expected to behave and conduct business in accordance with: (a) The ICB's policies and procedures including its Constitution, Standing Orders and Standards of Business Conduct Policy which sets out the expected behaviours that all members of the Board and its committees will uphold whilst undertaking ICB business; (b) The NHS Constitution; (c) The Nolan Principles 44. Members must demonstrably consider equality, diversity and inclusion implications of the decisions they make.
Accountability and reporting	45. The ICB Board is accountable to NHSE and shall report on how it discharges its responsibilities. 46. The ICB Board will submit an annual report to NHSE which will be published on the ICB website.
Review	47. The ICB Board will review its effectiveness and that of committees at least annually. The review will consider whether the ICB Board and committees have: (a) Fulfilled their responsibilities set out in the Terms of Reference. (b) Provided effective scrutiny, challenge and assurance to the Board. (c) Received timely and appropriate information to support their work. (d) Maintained effective membership, attendance and participation. 48. The outcome of the review and any proposed improvements will be reported to the Board. 49. These ToR will be reviewed at least annually and more frequently if

	required. Any proposed amendments to the ToR will be submitted to the ICB Board for approval.
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