West Yorkshire
Health and Care Partnership

Summary report	
Report to:	**West Yorkshire Joint Health Overview and Scrutiny Committee**
Item:	**ICB draft constitution**
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Executive summary

We presented the Partnership's developing governance arrangements to the West Yorkshire Joint Health Overview and Scrutiny Committee (JHOSC) in July 2021. This report now presents the draft constitution of the West Yorkshire Integrated Care Board (ICB). From April 2022, subject to legislation, ICBs will take on the commissioning responsibilities of Clinical Commissioning Groups and lead the integration of health and care services across their area.

We have published our draft constitution on our website to enable all interested parties to contribute. The report seeks comments on the constitution and poses some specific questions on which we would particularly welcome feedback. It is important to note that feedback is sought on the content of the constitution, not on whether ICBs should be established – as the latter will be required by law.

The Health and Care Bill, which proposes the establishment of ICBs, reflects how we already work in West Yorkshire. It recognises that collaborative working produces better health and wellbeing outcomes and a more effective approach to reducing health inequalities. Our Partnership has demonstrated the value of collaboration in our response to COVID-19 and a wide range of other initiatives that are making a positive difference for local people. We believe that the legislation is 'catching up' with how we work and that the establishment of our ICB will help us to further improve the health and wellbeing of people across West Yorkshire.

In developing the constitution we have started from the basis that our existing arrangements, as set out in our Partnership Memorandum of Understanding are fundamentally sound and are helping us to achieve better outcomes for local people. We have a mature partnership, in which Health and Wellbeing Boards and the Partnership Board set strategic direction. We have strong place arrangements, mature provider collaboratives and inclusive and transparent system leadership. The constitution supports our principles of subsidiarity, with key decisions about the majority of ICB functions and resources remaining in our places – Bradford District and Craven, Calderdale, Kirklees, Leeds and Wakefield.

The constitution is a high-level document. Much of the detail about our arrangements will be included in a separate Governance Handbook, which we will also publish. To aid interpretation and understanding of the constitution as a 'standalone' document, we have attached the following supporting information:

- A high-level scheme of reservation and delegation outlining key functions and decisions (Annex 1)
- A functions and decisions map - a 'plan on a page' of how decisions will be made (Annex 2)
- A governance structure diagram (Annex 3)
- Our ICS governance standards (Annex 4).

The constitution and our detailed arrangements are still subject to legislation, regulations, and guidance from NHS England. However, to ensure that we are able to establish the ICB as a statutory organisation from 1st April, and to comply with national recruitment processes, we will be progressing appointments to ICB posts.

Recommendations

The views of the Joint Health Overview and Scrutiny Committee are invited on the ICB's draft constitution.

West Yorkshire Integrated Care Board – draft constitution

Background and context

1. The Health and Care Bill establishes **Integrated Care Systems (ICSs).** ICSs will be made up of a statutory NHS body – the **Integrated Care Board (ICB)** and a statutory joint committee - the **Integrated Care Partnership (ICP).** ICBs will be able to **delegate significantly to place level** and to **provider collaboratives**.

2. The ICB will be directly **accountable for NHS spend and performance** within the system. The ICP will be a wider and more inclusive group than the ICB and will develop an **integrated care strategy** to address the health, social care, and public health needs of their system. The membership and detailed functions of the ICP is up to local areas to decide.

3. **Place-based arrangements** between local authorities, the NHS and providers of health and care will be left to local areas to arrange. The statutory ICB will work to support places to integrate services and improve outcomes. **Health and Wellbeing Boards** will continue to have an important role in local places. **NHS provider organisations** will remain separate statutory bodies and retain their current structures and governance but will work collaboratively with partners.

4. A **duty to co-operate will** be introduced to promote collaboration across the healthcare, public health and social care system. ICSs, NHS England and NHS providers will be required to have regard to the '**Triple Aim**' of better health and wellbeing for everyone, better care for all people, and sustainable use of NHS resources.

5. The Bill requires CCGs to propose the constitution of the ICB and before making a proposal, consult anyone they consider it appropriate to consult. In West Yorkshire, the CCGs have agreed that the West Yorkshire Health and Care Partnership should **co-ordinate the development of the constitution and involvement with stakeholders**. It is important to note that feedback from stakeholders is sought on the **content of the draft constitution, not about whether ICBs should be established –** as the latter will be required by law.

6. An ICS Governance Working Group, chaired by Tim Ryley, the Accountable Officer for Leeds CCG, has **led the co-production of the ICB constitution**. The Group includes partners from across our places (Bradford District and Craven; Calderdale, Kirklees, Leeds and Wakefield) and our sectors including NHS commissioners, provider collaboratives, local authorities, the voluntary, community AND social enterprise (VCSE) sector, Healthwatch and our Race Equality Network.

The ICB constitution

1. The draft constitution is attached at **Annex 1**. Content which is prescribed by the national model is in black text, with local content in green. The constitution, and any subsequent changes to it, will need to be approved by NHS England. The constitution is a high-level document, designed to give us the flexibility to develop our future arrangements. Much of the detail of our governance arrangements (for example Committee Terms of reference, scheme of delegation, governance policies) will be included in an accompanying Governance Handbook, which we will publish, but will not need to be agreed by NHS England. The key sections of the constitution are set out below.

Section 1 – Introduction

2. This section is based on the MoU that all Partners agreed in 2018 and which has underpinned our work as a Partnership. Effective governance is as much about ways of working, values and principles as arrangements and structures. It is critical that our ICB arrangements reflect and support the values and culture that we have established as a genuine partnership. We want to ensure that the ICB supports our focus on outcomes, reducing health inequalities and commitment to diversity and equality. Citizen voice will continue to be at the centre of decision-making.

7. Our Integrated Care Partnership (ICP), which will be chaired by a local authority elected member, will set the overall strategy for our ICS. Our existing Partnership Board already largely fulfils the role of an ICP and means that we are well placed to transition to the new arrangements. In its five year plan the Partnership Board has set out our strategic direction and how we will work together to improve health and wellbeing and reduce health inequalities. The Partnership Board focuses on the wider connections between health and wider issues including socio-economic development, housing, employment and environment.

3. Our integrated care strategy will be built from the five place-based strategies which in turn will have been signed off by Health and Wellbeing Boards in each place and delivered through place-based partnership arrangements. Provider collaboratives will play a key role at both West Yorkshire and place level in delivering operational support, 'at scale' services and facilitating continuous development between partners.

Section 2 – Composition of the ICB Board

4. Our principles of subsidiarity mean that the ICB will primarily discharge its duties through delegation to place, alongside work that is delivered at WY level. Most decisions will be made at place level, in support of local Health and Wellbeing Board priorities. At system level, the ICB board will have a key role in executing the strategy set by the Integrated Care Partnership; its delivery in place and through provider collaboratives; and through engagement with partners at WY level.

5. Whilst aligning with nationally mandated roles, we propose to use our system language of places and providers, supported by system executive, clinical and professional leadership and overseen by independent lay members. The board is built on principles of inclusivity, independent challenge and citizen voice and reflects the scale and complexity of a diverse system which serves a population of 2.4. million.

6. The board will be one part of a complex, mature and inclusive decision-making framework, ensuring inclusivity, independent challenge and effectiveness across our system. The proposed composition is:

Proposed WY ICB Board	**Minimum national requirement**
Independent Lay perspective • Chair • 3 Lay members	• Chair • 2 Non-Executive directors
Healthwatch perspective • Healthwatch	• No minimum requirement
Place perspective • 5 Place members • Local authority	• No minimum place requirement • 1 local authority member
Provider perspectives • Acute provider • Mental health, learning disability and autism provider • Community provider • Primary medical services • Voluntary, community and social enterprise sector	One member drawn from • NHS trusts and foundation trusts • primary medical services (general practice) providers
System executive, clinical and professional • Chief Executive • Director of Finance • Director of Nursing • Medical Director • Director of Public Health	• Chief Executive • Director of Finance • Director of Nursing • Medical Director • No Public Health requirement
Total Board: 21	10

7. Other Participants who will inform decision-making include:
   - The Chair of the Integrated Care Partnership
   - Directors of the ICB
   - A representative of the West Yorkshire Race Equality Network
   - Subject matter experts as required

- Any other person that the Chair considers can contribute to the matter under discussion

Section 3 - Appointments process for the Board

8. This section outlines the proposed nomination and appointment process for all Board roles. The process will include a requirement to have regard to the Partnership's commitment to improve the diversity of its leadership. The minimum eligibility criteria for all roles are to meet the "fit and proper person test", be willing to uphold Nolan Principles and fulfil the requirements for experience, knowledge and skills set out in a role specification. All Board appointments are subject to the approval of the Chair.

Section 4 – Arrangements for the exercise of our functions

9. This section sets out the high-level arrangements for exercising the ICB's functions. The vast majority of ICB capacity and resources will remain in our places. To enable the delegation of key decisions and functions, places are developing governance models and committee structures to fit local circumstances, within the context of the principles set out in our constitution. Further detail about the proposed scope of the delegation is included in the draft high level scheme of delegation **(Annex 1)** and functions and decisions map **(Annex 2**). We propose that arrangements for the scrutiny of ICB plans and decisions should align with our scheme of delegation and reservation, with WY level matters being scrutinised by JHOSC and place matters by the relevant place scrutiny committee.

10. In line with our approach of minimising detail in the constitution, we have not included details of the committees that the ICB may establish, except for the place-based committees to which the ICB will delegate many of its functions and those committees required by statute (Audit and Remuneration). A draft structure diagram is attached at **Annex 3.**

8. We have developed a set of governance standards which summarise the principles set out in our constitution and which we will apply across our system. The standards cover outcomes, values, transparency, citizen involvement, diversity, independent challenge and probity and are attached at **Annex 4.**

Section 5 - Procedures for Making Decisions

9. This section is linked to the Standing Orders attached at Appendix 2 to the constitution.

Section 6 – Conflicts of interest and standards of business conduct

11. This section sets out the principles of our approach to managing conflicts of interest. ICB policies for managing conflicts and standards of business conduct are currently under development.

Section 7 – Accountability and transparency

12. This section sets out our overarching principles for ensuring accountability and transparency. It covers:

    - Arrangements for holding meetings in public and publishing papers.
    - Arrangements for independent challenge, including complying with local authority overview and scrutiny requirements.

13. This section also includes our proposed approach to complying with the provider selection regime. Further details about this will be included in a separate policy.

Section 8 - Terms and conditions of employees

14. This section covers our proposed approach to determining the terms and conditions of employees, including the establishment of a Remuneration and Nomination Committee.

Section 9 - Public involvement

15. This section sets out our principles for involving people and communities and includes a link to the Partnership's communication and involvement framework.

Appendix 2 - Standing orders

16. The standing orders set out our arrangements for making decisions, which are based on governance good practice.

Next steps and timeline

10. The Partnership invites feedback on the content of the draft constitution and the supporting documents. In particular, we would welcome feedback on:

    a) the composition of the Board of the ICB.
    b) the appointments process for members of the Board of the ICB.
    c) the delegation of functions to place-based committees of the ICB, as set out in the high level scheme of reservation and delegation (Annex 2) and functions and decisions map (Annex 3).
    d) the way the ICB will deal with conflicts of interest.
    e) our principles for ensuring accountability and transparency.
    f) how the ICB will comply with the requirements of the NHS Provider Selection Regime (subject to regulations).
    g) the way the ICB intends to involve the public, patients, carers and stakeholders.

11. The timetable for involvement on the constitution is as follows:

Draft constitution published for comment Draft to NHS England.	8th November 2021

Involvement on constitution closes	14th January 2022
Collation of comments about the constitution	Nov to Jan 2022
Draft constitution amended to take account of comments.	Feb 2022
Final draft constitution presented to Partnership Board (3rd March) and Shadow ICB Board (TBA)	March 2022
Final version to NHS England.	11th March 2022
Constitution comes into being with creation of ICB	1st April 2022

Recommendation

12. The views of the Joint Health Overview and Scrutiny Committee are invited on the ICB's draft constitution.

Stephen Gregg
Governance Lead, WY Health and Care Partnership