1.0 Introduction

1.1. In order to support Coventry and Warwickshire to become an Integrated Care System (ICS) a discussion paper was presented to the June Shadow ICS NHS Board asking members to consider both the makeup of the ICS entities; namely the ICS NHS Body Integrated Care Board and the ICS Integrated Care Partnership. This was followed up in July with a paper wherein further conversation took place.

1.2. These proposals have been shaped by the Strategy and Planning Group Members as well as being socialised with Chairs of NHS Trusts. The Governing Body of the CCG have produced a position paper which can be found at Enclosure E of Board Papers. The author recognises that a number of comments have been put forward and these comments will be collated and shared for the purposes of openness and further co production of the governance arrangements.

1.3. The purpose of this paper is to now seek views and support for the adoption of the proposals as we transition to establishing our shadow ICS Integrated Care Partnership (ICS ICP) and the shadow ICS NHS Integrated Care Board (ICS ICB).

Developing the Governance and Accountability Arrangements

1.4. In line with the NHS Integrated Care Systems: design framework published in June 2021, and the most recent guidance, 'Interim guidance on the functions and governance of the Integrated Care board'. Coventry and Warwickshire ICS now needs to ensure that any framework in place supports decision making at:

- Neighbourhoods (populations circa 30,000 to 50,000 people) -served by groups of GP practices working with NHS community services, social care and other providers to deliver more coordinated and proactive services through primary care networks (PCNs).

- Places (populations circa 250,000 to 500,000 people) -served by a set of health and care providers, care collaboratives, connecting PCNs to broader services including those provided by local councils, community hospitals or voluntary organisations.

- System(s) (populations circa 1 million to 3 million people) -in which the whole area's health and care partners in different sectors come together to set strategic direction and to develop economies of scale, an ICS

1.5. It is the role of the ICS to set the governance and accountability arrangements across the System that then supports each level to fulfil its function.

1.6. It will be important that our developing ICS builds on the progress to date and the great work that has already taken place across Coventry and Warwickshire and that effective transition will see Coventry and Warwickshire taking this existing ways of working and creatively adapting them to the new statutory arrangements when they come into being.

1.7. The new proposed arrangements are designed to meet the above by:

1.8. **A new Integrated Care Partnership (ICP)**, which is central to setting priorities with a view to improving care and the health and wellbeing of the population via the development of an Integrated Care Strategy for Coventry and Warwickshire. The design framework refers to the ICS Partnership as a forum and a Committee rather than a corporate body with it needing to be transparent with formal sessions held in public.

- **Members of the ICS ICP** must include local authorities that are responsible for social care services in the ICS area, as well as a representative of the ICS NHS Body. Beyond this members may be from health and wellbeing boards, VSCE sector, and those with a wider

interest such as housing and education. There is an expectation that Public Health play a significant role in the Partnership.

- **Chair of the ICS Care Partnership** is a matter for local agreement. In transition there may be advantages in appointing the ICS NHS Body Chair across both the Body and the Partnership due to the timing of appointments, a further option is provided in section 2.4.

1.9 **An ICS Body**, bringing the NHS together locally to improve population health and care. The ICS Body will establish the governance arrangements executed through the establishment of an Integrated Care Board and accompanying sub committees to support collective accountability between partner organisations for whole system delivery and performance and to ensure the Integrated Health and Health Care needs plan is implemented within the financial envelope set.

2.0 Proposals

2.1 The proposal is to establish the following in shadow form as of November 2021 with a review and any adjustments made prior to its formal adoption from April 2022.

ICS Integrated Care Board (ICS ICB)

The purpose of the Board is to fulfil all the NHS statutory functions for the ICS Body as set out in the 2021 Health and Care Bill including setting strategy to achieve national priorities (as set out by DHSC/NHSE in Planning and Priorities Guidance), allocation of NHS resources, oversee the commissioning of primary and specialised care, ensuring the component programmes and organisations fulfil their collective and individual responsibilities for delivering their contribution to the aims of Coventry and Warwickshire ICS as agreed in the planning process.

Membership considerations for the Shadow ICS ICB (Subject to the model Constitution guidance now expected in Q4) have led members to reach a consensus that the membership should be as described below, a total of 15 Members

- 1 x Independent Chair. (recruitment has taken place)
- 2 x Independent Non-Executive Directors
- 1 x Chief Accountable Officer (recruitment taking place across September)
- 1 x Chief Finance Officer
- 1 x Nursing Director
- 1 x Medical Director
- 8 x Partner Members (2 x Local Authority, 2 x Primary Care, 4 x NHS Provider*
- **The GEH/SWFT Group could be represented by a single member*

Attendees to include:

- ICS Directors such as, Transformation, Workforce, Performance
- VSCE
- Ambulance Trust Representatives
- Healthwatch
- LMC

2.2 The process for appointing the Partner Members, and the rules for qualification to be a member will be set out in the Constitution. In addition, Board Members will be required to comply with the Nolan Principles and meet the Fit and Proper Persons Test.

2.3 The composition of the Board and the principles it will work to in terms of voting rights and member role outlines will be laid down in the Constitution. The terms of reference will describe the ability to have attendees at the Board. Attendees will have no voting rights.

2.4 The Independent Chair of the ICS ICB will be appointed through NHSE and this process is well underway at the time of writing this report. Due to national timings of appointments an option that could be pursued would be to ask the newly appointed Chair designate of Coventry and Warwickshire ICS Body to be the Chair for both the ICS ICB and the ICS Partnership for a term to be agreed, thus allowing the ICS to review and be as flexible as possible over the coming months in its decision making. Another option to increase flexibility could be achieved through having a rotating Chair between the Health and Wellbeing Board and ICS ICB Chair.

2.5 It is proposed that clinical representation must demonstrate experience across primary, secondary, community, mental health and social care within the clinical representation on the Board. The number of representatives is to be discussed and endorsed and it is envisaged that this will be through an open recruitment and interview process.

2.6 The ICB will , through a Scheme of Reservation and Delegation (SORD) to be developed, have the ability to confer authority and delegations. It will, under the constitution also have the ability to establish Joint Committees in the case of a Specialised Commissioning Joint Committee and sub -committees, such as Audit and Remuneration. It is under these arrangements that the Care Collaboratives will receive authority to take decisions on the use of NHS resource.

2.7 The ICB and ICP will be required to develop a functions and decision map that will be locally defined. The map will set out which key decisions are delegated and taken by which part of the system, including those decisions making responsibilities delegated to other committees. E.g. place based partnerships/ provider collaboratives.

2.8 Reporting lines and accountabilities will be described within terms of reference in the case of sub committees and within contractual arrangements, for example, in the case of Care Collaboratives.

2.9 As a minimum, the Board will meet formally in public 6 times a year. A draft terms of reference for the Shadow ICS Integrated Care Board is included at Appendix A

ICS Integrated Care Partnership

In addition to those duties outlined in 1.8 the ICP will fulfil all, if any, statutory functions for the ICP as set out in the Health and Care Bill 2021. It will take responsibility for setting priorities, informing and being informed by national and local priorities and providing a forum for wider engagement and will liaise, where appropriate, with Local Health and Well Being Boards on understanding locality needs, priorities and strategies. The ICP will have the power to establish wider working groups or engagement mechanisms.

Membership considerations for the ICP could include

- 1 x Independent Chair
- 1 x Chief Accountable Officer
- ICS Executive Team Members
- 4 x NHS Provider Chairs
- 2 x Local Authority Elected members (Warks CC , Coventry CC)
- 2 x Primary Care Representatives
- 2 x Directors of Public Health
- 2 x Healthwatch
- 1 x VCSE representative/CEO
- Academic Institution representatives

Attendees could include:

- Directors of Communications & Engagement, Workforce, Transformation
- CEO of Ambulance Trusts
- Local Authority CEOs or representatives
- NHS England Regional Representatives
- Independent Sector

2.8 Both Health and Wellbeing Boards have time booked on the 30 September 2021 to discuss the ICP with a view to agreeing plans in November prior to taking on shadow operation. As a minimum the ICP could meet 4 times a year, aligned with business planning and priority setting

3.0 Committees and constituted meetings of the ICS Integrated Care Board

3.1 The ICS Body will need to have arrangements in place to ensure it can effectively discharge its duties and functions. This will include establishing committees, meetings and advisory groups to advise and feed into the Board and to exercise functions delegated by the Board.

3.2 The shadow ICB during transition will continue to be supported by the Partnership Executive Group (PEG) comprising of the Chief Executives and Officers of the statutory partners and would work to the Shadow ICB as well as have a formal reporting line back to statutory bodies until such time as the ICS Body is a legal entity. The PEG will be chaired by the ICS Chief Accountable Officer. Membership of this group will be determined by the ICS Chief Accountable Officer.

3.3 The formal Committee and meeting arrangements will address the functional responsibilities of the Body, as well as be constituted to ensure oversight, scrutiny and/or delivery of ICS Coventry and Warwickshire strategy and objectives, and will include (See Appendix B for proposed structure),

- Quality Improvement & Oversight Committee
- Finance and Performance Committee
- Audit and Risk Committee
- Remuneration Committee
- Joint Committees e.g. Specialised Commissioning
- Collaboratives e.g. Geographical and Provider
- Clinical Leadership and Strategy e.g. Clinical Forum
- Investment and prioritisation
- People
- Data and Digital
- Estates
- Capital
- Patient and public engagement
- Place- based partnerships

3.4 The legislation is expected to give ICS NHS bodies flexibility in how they establish and deploy such committees. In particular, they will have the power to:

• appoint individuals who are not board members or staff of the ICS NHS body to be members of any committee it has established

• establish joint committees with NHS Trusts/FTs to which they may delegate responsibilities (decision making) in accordance with those bodies' schemes of delegation

3.5 The flexibility in how and where decisions and functions will be undertaken including voting arrangements will be described in the constitution, the Scheme of Reservation and Delegation and within an accompanying published Governance handbook, and the functions and decisions map.

4.0 Place based Governance

In these transitioning months before April 2022, work will progress to agree with local partners the membership and form of governance that place-based partnerships adopt, building on or complementing existing local configurations and arrangements. Mechanisms for place-based governance that will be explored include:

- Consultative forum that informs and aligns decisions by relevant statutory bodies, such as the ICS Integrated Care Board or Local Authorities in an advisory role. The decisions of statutory bodies should be informed by the consultative forum.

- Committee of the ICS NHS Body with delegated authority to take decisions about the use of ICS NHS resources, including the agreement of contracts for relevant services. at present this could be a committee in common approach before formal adoption in April 2022.

- Joint Committee of the ICS NHS Body and one or more statutory providers where relevant statutory bodies delegate decision making in accordance with their schemes of delegation.

- Individual Executives/ staff of the statutory bodies may agree individual members of staff to exercise delegated functions, and they may convene a committee to support them, with membership which includes representation from other organisations.

- Individual Directors could be a joint appointment between the Integrated Care Board and local authority, or statutory NHS provider and could have delegated authority from those bodies.

- Lead Provider managing resources and delivery at place level under a contract with the ICS NHS Body.

5.0 Next steps

The route map for the further work with regards to developing the governance arrangements for committees and other meetings is described in Appendix C. The workstream lead is the Director of Corporate Affairs at C&W CCG. Progress against plan, risks and issues are monitored and discussed at the Transition Programme Board that reports into the System Strategy and Planning Group and PEG.

6.0 Recommendations

1) To CONSIDER and ENDORSE the proposals for membership as described for the ICB and the ICP and agree to its establishment in “shadow” form in November 2021.

2) AGREE a position on the Chair of the C&W ICS ICB and ICS ICP

3) To CONSIDER and provide feedback on the Draft Terms of reference for the ICS ICB in preparation for endorsement before official shadow operation.

4) TO NOTE the committees and meeting arrangements that are being refined and developed in accordance with the milestone plan.

End of Report

Appendix A - Draft Terms of Reference

SHADOW ICS INTEGRATED CARE BOARD

Terms of Reference

1. Strategic Context

The NHS has a clear national direction that states Integrated Care Systems (ICS) NHS Boards will operate in shadow format during quarter three of 2021/22, these terms of reference act as a prelude to enable us to effectively embed our new ways of working.

The ambitions of the ICS will be underpinned by a Memorandum of Understanding (MoU) to be agreed by all constituent bodies of the ICS Shadow Board. Additionally, we will need to iteratively refine our thinking as we learn what works best to support the delivery of integrated care within Coventry and Warwickshire.

While not a statutory body, the role of the ICS Shadow Board is to provide a forum for convening partners across the system to collectively oversee the transformation and alignment of health and care services, focused on the needs of individuals in Coventry and Warwickshire.

2. Role of the ICS Board

The role of the Integrated Care System Shadow Board (ICS Board) is to build on the developments described above; to ensure that they are progressed effectively and inclusively; and to provide a forum for discussion and resolution of crosscutting issues.

The primary role of the ICS Board will be to promote the close collaboration of the entire health and care system in Coventry and Warwickshire, thereby ensuring better health and care outcomes for all the residents in C&W.

The ICS Board will convene leaders from the local health and care system to oversee and co-ordinate the transformation and alignment of health and car services, in line with the aims of the long-term plan and the 5-year system plan.

The ICS Board will seek to act in the best interests of the population of C&W and the system rather than representing the individual interests of one constituent organisation.

The Board will provide a forum where members can challenge and hold each other responsible if they are not working in the best interests of the people of C&W.

3. Duties and Responsibilities

The duties of the ICS Board are as follows:

- to provide a forum for convening leaders from the local health and care system to collectively oversee and co-ordinate the transformation and alignment of health and care services, focused on the needs of individuals in C&W.

- to have responsibility for the development of the ICS memorandum of understanding, for approval by the constituent organisations' boards/cabinet, which will be the blueprint for partnership system working in C&W;

- to review and approve the terms of reference for any subcommittees that are established of the ICS Board;

- to oversee the establishment of the Care Collaboratives, who will be focussed on planning and delivery;
- to have oversight of the system financial resources;
- to be assured that the Strategic Commissioning function produces and champions a coherent vision and strategy for health and care in C&W that seeks to increase healthy life expectancy, addresses local variation and reduces health inequalities and undertakes the appropriate stakeholder engagement and consultation on that strategy;
- to be assured that the Coventry and Warwickshire Care Collaboratives deliver the outcomes required while maintaining business as usual across the constituent provider organisations, ensuring the delivery of high quality, safe care for patients;
- scrutinise reports that enable the ICS Board to receive the levels of assurance described above;
- to act as a forum where difficult issues can be collectively worked through and resolved to ensure the achievement of better health and care outcomes for the population of Coventry & Warwickshire;
- the Board will be the 'voice' of the health and care system in C&W as described by its membership. As such it will seek to escalate matters of concern to the regional and national level.

4. Authority, Accountability, Reporting and Voting Arrangements

- The ICS Shadow Board has no executive powers, other than those specifically delegated in these terms of reference. Individual members will be able to act with the level of authority and the powers granted to them by way of their constituent bodies' policies and make decisions on that basis.

- Notwithstanding and for the avoidance of doubt, the ICS Shadow Board is not a decision-making body but is able to discuss and agree recommendations for approval by the constituent members' statutory bodies; its role is primarily one of oversight and collective co-ordination.

- The ICS Shadow Board Chair will actively seek to reach agreement by consensus on the recommendations for decision by the constituent members' statutory bodies. Should this not be possible then issues should be escalated to all member bodies' boards/cabinet to attempt to find a resolution.

- The ICS Shadow Board members may meet either in person, via telephone/video conference or communicate by email if an urgent recommendation for decision is required or if there is an urgent matter to discuss. The quorum, as described at section 7, must be adhered to for urgent meetings.

- The ICS Board is authorised to investigate any activity within its terms of reference and to request reports or information on this basis from its constituent bodies. Colleagues across the constituent organisations are expected to cooperate with any request duly made by the ICS Board.

- The ICS Board will be formally recorded, and the Chair shall provide a written report to the constituent members' statutory bodies after each meeting, to be presented alongside the minutes, and they should draw attention to any recommendations that require decision.

5. Membership
The Shadow ICS Integrated Care Board members shall consist of:

- 1 x Independent Chair. (recruitment taking place across August and September)
- 2 x Independent Non-Executive Directors
- 1 x Chief Accountable Officer
- 1 x Chief Finance Officer
- 1x Nursing Director
- 1 x Medical Director
- 8 x Partner Members (2 x Local Authority, 2 x Primary Care, 4 x NHS Provider)
- 1 x Chair of the Healthcare Partnership (If different)

The ICS Board may identify other individuals that it requires to be in attendance.

6. Attendance

Members are expected to attend 75% of meetings held each year. It is expected that members will prioritise these meetings.

Where it is not possible for a member to attend, they may nominate an appropriate deputy to attend meetings in their absence.

Members may attend meetings either in person, via telephone/video conference or communicate by email if an urgent recommendation for decision is required or if there is an urgent matter to discuss.

Attendance will be recorded within the minutes of each meeting and monitored annually.

7. Quorum
A quorum will be reached with at least the Chair and four members

If the quorum has not been reached, then the meeting may proceed if
those attending agree, but no recommendations for decision by the constituent member bodies may be taken.

In the unlikely event that a member has been disqualified from participating in the discussion of an item on the agenda, for example, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

Nominated deputies attending a meeting on behalf of a member may count towards the quorum

8. Notice and Frequency of Meeting

Generally, meetings will be bimonthly but more frequently if required for specific matters.

As a matter of routine, an annual schedule of meetings should be prepared and distributed to all members. In other specific instances or in cases where the date or time of a meeting needs to be changed, notice shall be sent electronically to members at least 10 clear days before the meeting, save in the case of emergencies or the need to conduct urgent business.

An agenda specifying the business proposed to be transacted shall be delivered electronically to each member, to be available to him at least 5 days before the meeting, save in the case of emergencies or the need to conduct urgent business.

Supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than 3 days before the meeting.

9. Managing Conflicts of Interest

A conflict of interest may be defined as “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”.

The Board specifically recognises and acknowledges that its members have legal responsibilities to the organisations which they represent and that this may give rise to conflicts of interest being present. Discussions at the meetings are to be focussed on the needs of the population and health and care and members will not be excluded from engaging in discussions that will benefit the system.

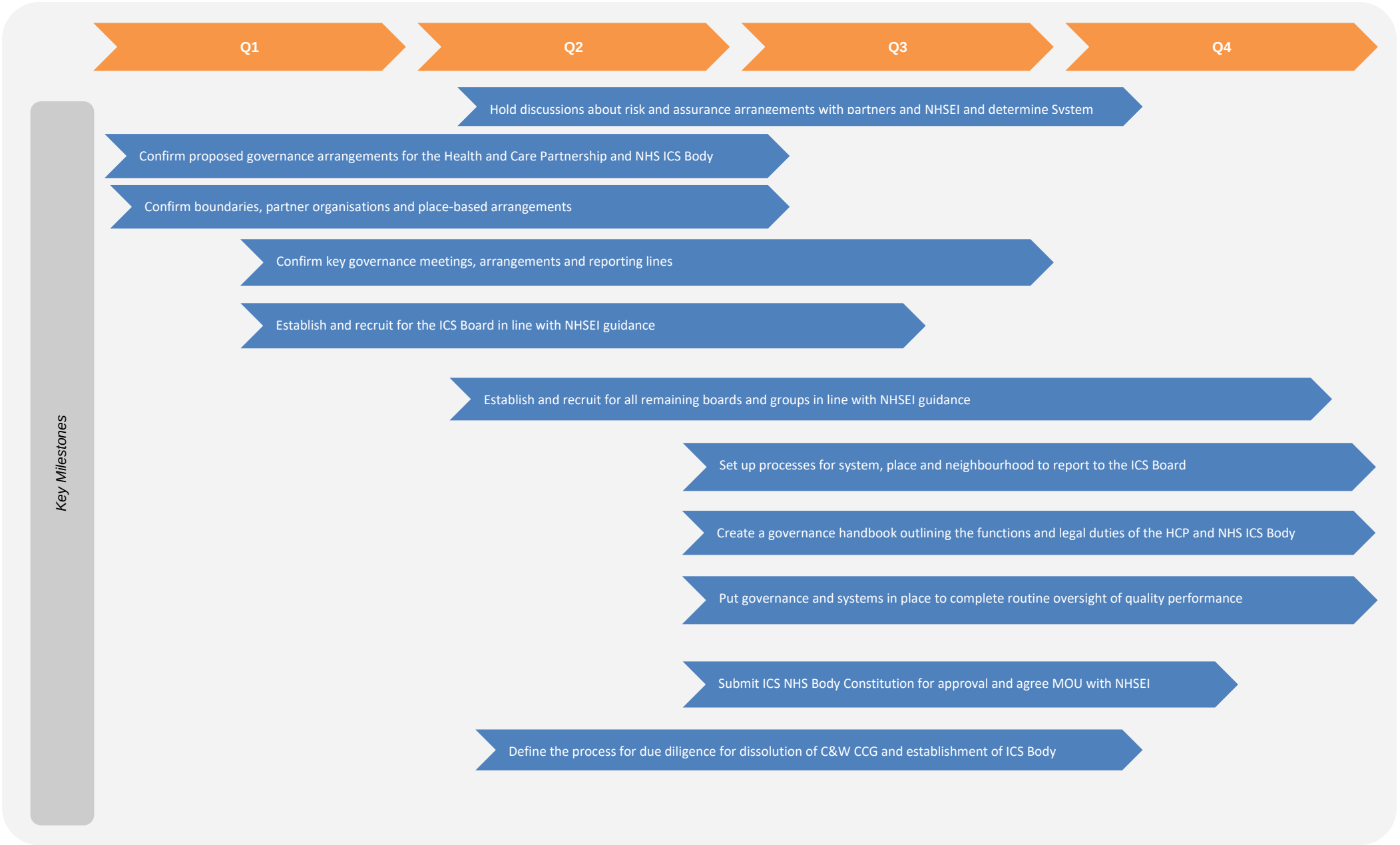
Members of the ICS Board shall adopt the following approach for managing any actual or potential material conflicts of interest.

- to operate in line with their organisational governance framework
- for managing conflicts of interest / probity and decision making;
- for the Chair to take overall responsibility for managing conflicts of interest within meetings as they arise;
- to work in line with the ICS system objectives, principles and behaviours;
- members to ensure that they advise of instances where the register of members interests requires updating in relation to any interests that they have.

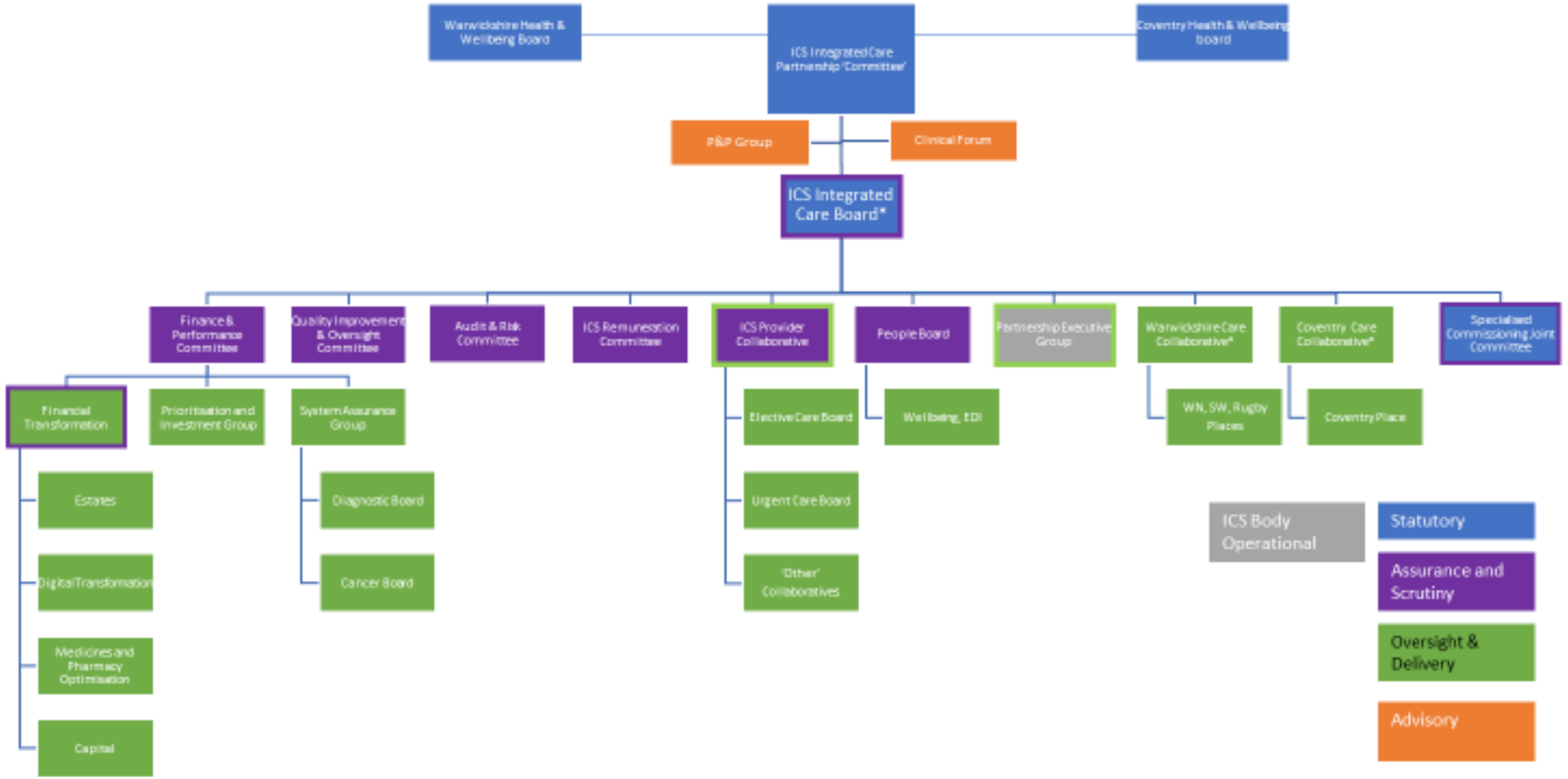
In advance of every ICS Board meeting consideration will be given as to whether conflicts of interest are likely to arise in relation to any agenda item and how they should be managed. This action will be led by the Chair with support from their governance advisor.

At the beginning of each meeting of the ICS Board, members and attendees will be required to declare any interests that relate specifically to an item 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.

APPENDIX B - Milestones



Appendix C - Draft Governance Structure



*The purpose of the Board is to fulfil all the NHS statutory functions for the ICS Body as set out in the 2021 Health and Care Bill including setting strategy to achieve national priorities (as set out by DHSC/NHSE in Planning and Priorities Guidance), allocation of NHS resources, oversee the commissioning of primary and specialised care.

* Care Collaboratives , could be Joint Committees and therefore receive delegations and authority from the ICS Body as well as other statutory Bodies. They will have a reporting line to the ICP for the wider determinants of health