

BOARD MEETING

Title	Revisions to BOB ICB Constitution as required by NHS England		
Paper Date:	03 September 2024	Board Meeting Date:	17 September 2024
Purpose:	Decision	Agenda Item:	13
Author:	Clare Doble, Deputy Director of Governance	Exec Lead/ Senior Responsible Officer:	Sim Scavazza, BOB ICB Acting Chair; Nick Broughton, CEO, BOB ICB
Executive Summary			
<p>The Integrated Care Boards (Establishment) Order 2022 made by NHS England took effect on 1 July 2022. The establishment order also brought into effect the ICB's constitution (and standing orders).</p> <p>On Friday 26 July 2024 NHS England published updated governance guidance for ICBs to take account of wider legislative developments and issues that have arisen in implementation to ensure that governance arrangements remain fit for purpose and all ICBs are being requested to update their constitution and associated governance handbook to accommodate these changes.</p> <p>Amendments are required to ICB constitutions at the earliest opportunity for the following specific reasons which are detailed in this report and are highlighted for ease in the appended constitution so that Board members can be assured that these iterations have been undertaken.</p> <p>For further assurance the Audit and Risk Committee received this paper on 27 August 2024, and through the Audit and Risk Chairs report are supporting recommendation of approval of the highlighted amendments to Board.</p>			
Action Required			
<p>The board are asked to:</p> <ul style="list-style-type: none"> • Approve the changes to the ICB Constitution. • Support an application to NHS England for variation of the constitution. 			
Conflicts of Interest:		No conflict identified.	
Committee Where Last Reviewed:		Audit & Risk Committee, 27 August 2024	

NHS Buckinghamshire, Oxfordshire and Berkshire West ICB Constitution

1. Introduction and Context

- 1.1 The Integrated Care Boards (Establishment) Order 2022 made by NHS England took effect on 1 July 2022. The establishment order also brought into effect the ICB's constitution (and standing orders).
- 1.2 On Friday 26 July 2024 NHS England published [updated governance guidance](#) for ICBs to take account of wider legislative developments and issues that have arisen in implementation to ensure that governance arrangements remain fit for purpose and all ICBs are being requested to update their constitution in line with section 1.6.1 (b) of BOB ICB Constitution 'Variation of this constitution'. The governance guidance has been published to address the following:
- ✓ A ministerial commitment to Parliament that NHS England would issue guidance to ICBs meeting their statutory duty to keep under review the skills, knowledge and experience of their Board
 - ✓ The section on managing conflicts of interest takes into account the introduction of the Provider Selection Regime
 - ✓ A section more clearly setting out the alternatives for ICBs to delegate their statutory functions to other bodies
 - ✓ Recognising the importance of executive leadership on supporting care leavers (not a new role but emphasising it is part of safeguarding leadership responsibilities).
- 1.3 Amendments are required to ICB constitutions at the earliest opportunity for the following specific reasons detailed below and which are highlighted for ease.
- 1.4 The proposed changes to the constitution can be [viewed here](#). It is not appended in full to this report, in order to minimise the volume of papers; references to the appropriate sections are set out below for ease of reference.

2. Summary of required amendments to ICB Constitutions as directed by NHS England

No.	Requested amendment	Link to constitution page/section
1	Ensuring one of the non-executive board members is identified as the deputy chair (cannot be the audit committee chair): made a requirement of all ICBs following the unexpected resignation of an ICB Chair and no non-executive being ready to chair meetings.	Section 3.4 Page(s) 15
2.	Ensuring one of the non-executive board members is identified as the senior independent member: to bring clarity in particular to which non-executive member should support the NHSE Regional Director on the appraisal and Fit and Proper Person compliance of the Chair, consistent with arrangements for NHS Trusts set out in the Code of Governance for providers.	Section 2.2.3 page 12 and NED and Senior Independent Director Board member confirmation

3.	Expressing the Chair's period of office as a maximum, rather than a fixed term: to ensure drafting is compatible with the appointment where necessary of interim Chairs by NHS England with Secretary of State approval. <i>Note: There is no change this was already in place.</i>	Section 3.3.4 Page 15
4.	Confirming that a proposal for the Chair or a non-executive to serve on the board for longer than six years will be subject to rigorous review and they will not serve as a board member for longer than nine years in total: to ensure objectivity is maintained, aligned to the Code of Governance for providers. <i>Note: There is no change this was already in place.</i>	Section 3.3.4 Page 15
5.	Updating references to procurement rules: to take account of the introduction of the Provider Selection Regime. <i>Note: There is no change this was already in place.</i>	Section 7.4.2 Page 36 (page 37 weblink version)
6	Removing clauses related to ICB establishment and updating cross-references to legislation.	As highlighted throughout – strikethrough as shown
7	Section 3.1.1 (b) the model constitution revises the wording from 'willing to uphold' to 'be committed to upholding'.	Section 3.1 Page 13
8	Section 4.6.8 (a) – currently worded as 'OR deputy chair' whereas the model uses 'AND deputy chair' - this has been updated in line with revised model constitution	Section 4.6.8 Page 30
9	Section 7.3.8 (d) and (e) inclusion of paragraphs outlined in the revised model constitution	Section 7.3.8 (d) and (e) Page 36 weblink version
10	Section 4.2.4 is in the model constitution "[...] the Deputy Chair shall preside over meetings in the Chair's stead" this has been added	Section 4.2.2 Page 44
11	Section 4.2.3 is in the model constitution "If both the Chair and Deputy Chair are absent or disqualified from participating by a conflict of interest one of the non-executive member's will preside over the meeting of the Board. This will be agreed by the assembled members to appoint a temporary Deputy for the purpose of chairing the meeting".	Section 4.2.3 Page 44/45
12	Section 4.6.2 "a nominated deputy permitted in accordance with standing orders 4.4 [will/will not] count towards quorum for meetings of the Board"	Section 4.6.2 Page 46

3. Additional amendments

- 3.1 For visibility and transparency minor amendments have also been made which are highlighted throughout the document in the link mentioned in Section 1.4 of this report:
1. naming conventions from Executive, where appropriate, to Chief Officer throughout.
 2. reference to our People/HR directorate
 3. strengthening Appendix 1 definitions of terms used in this constitution
 4. version control at the footer of the constitution
 5. expanding abbreviations throughout
 6. reference to Secretary of State for Health and Social Care
 7. general formatting as shown in highlight

8. updating details in relation to application of the Seal section 6, page 48 (page 49 weblink version).

4. Next Steps

- 4.1 Following approval by the Board, an application for variation will be submitted to NHS England. Once approved by NHS England, the constitution will be updated and published on the ICB's website.

5. Recommendations

- 5.2 The board are asked to:
 - **Approve** the changes to the ICB Constitution.
 - **Support** an application to NHS England for variation of the constitution.

END