NHS
Cornwall and
Isles of Scilly

NHS Cornwall and the Isles of Scilly Integrated Care Board

CONSTITUTION

Version	Date approved by the ICB	Effective date
V1.0	N/A	1 July 2022

Contents

1. Introduction

1.1 Foreword

1.1.1 Cornwall and the Isles of Scilly integrated care board (ICB) is part of the wider Cornwall and the Isles of Scilly integrated care system (ICS). This is a partnership of health and care organisations who will work together to plan and deliver services and improve the health of people who live and work in Cornwall and the Isles of Scilly.

1.1.2 NHS England (NHSE) has set out the following as the 4 core purposes of ICSs:

1. Improve outcomes in population health and healthcare.
2. Tackle inequalities in outcomes, experience and access.
3. Enhance productivity and value for money.
4. Help the NHS support broader social and economic development.

1.1.3 The ICB will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

a) improving the health of children and young people
b) supporting people to stay well and independent
c) acting sooner to help those with preventable conditions
d) supporting those with long-term conditions or mental health issues
e) caring for those with multiple needs as populations age
f) getting the best from collective resources so people get care as quickly as possible

1.1.4 The ICB will work to deliver the strategy and key strategic priorities set by the Cornwall and Isles of Scilly integrated care partnership.

1.1.5 Our vision, strategic objectives and priorities are available on our website.

1.2 Name

1.2.1 The name of this integrated care board is NHS Cornwall and the Isles of Scilly Integrated Care Board. In this document the organisation will be referred to as "the ICB".

1.3 Area covered by the integrated care board

1.3.1 The area covered by the ICB is Cornwall and the Isles of Scilly. The area covered is co-terminus with the local government areas of County of Cornwall and Isles of Scilly.

1.4 Statutory framework

1.4.1 The ICB is established by order made by NHS England under powers in the 2006 Act.

1.4.2 The ICB is a statutory body with the general function of arranging for the provision of services for the purposes of the health service in England and is an NHS body for the purposes of the 2006 Act.

1.4.3 The main powers and duties of the ICB to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to ICBs, as well as by regulations and directions (including, but not limited to, those made under the 2006 Act).

1.4.4 In accordance with section 14Z25(5) of, and paragraph 1 of Schedule 1B to, the 2006 Act the ICB must have a Constitution, which must comply with the requirements set out in that Schedule. The ICB is required to publish its Constitution (section 14Z29). This Constitution is published on our website.

1.4.5 The ICB must act in a way that is consistent with its statutory functions, both powers and duties. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to ICBs. Examples include, but are not limited to, the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to ICBs take the

form of general statutory duties, which the ICB must comply with when exercising its functions. These duties include but are not limited to:

a) having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 2009 and section 14Z32 of the 2006 Act)
b) exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act)
c) duties in relation to children including safeguarding, promoting welfare etc (including the Children Acts 1989 and 2004, and the Children and Families Act 2014)
d) adult safeguarding and carers (the Care Act 2014)
e) equality, including the public-sector equality duty (under the Equality Act 2010) and the duty as to health inequalities (section 14Z35)
f) information law, (for instance, data protection laws, such as the UK General Data Protection Regulation 2016/679 and Data Protection Act 2018, and the Freedom of Information Act 2000)
g) provisions of the Civil Contingencies Act 2004

1.4.6 The ICB is subject to an annual assessment of its performance by NHS England which is also required to publish a report containing a summary of the results of its assessment.

1.4.7 The performance assessment will assess how well the ICB has discharged its functions during that year and will, in particular, include an assessment of how well it has discharged its duties under:

a) section 14Z34 (improvement in quality of services)
b) section 14Z35 (reducing inequalities)
c) section 14Z38 (obtaining appropriate advice)
d) section 14Z40 (duty in respect of research)
e) section 14Z43 (duty to have regard to effect of decisions)
f) section 14Z44 (public involvement and consultation)
g) sections 223GB to 223N (financial duties)
h) section 116B (1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies)

1.4.8 NHS England has powers to obtain information from the ICB (section 14Z60 of the 2006 Act) and to intervene where it is satisfied that the ICB is failing, or has failed, to discharge any of its functions or that there is a significant risk that it will fail to do so (section 14Z61).

1.5 Status of this Constitution

1.5.1 The ICB was established on 1 July 2022 by The Integrated Care Boards (Establishment) Order 2022, which made provision for its Constitution by reference to this document.

1.5.2 This Constitution must be reviewed and maintained in line with any agreements with, and requirements of, NHS England set out in writing at establishment.

1.5.3 Changes to this Constitution will not be implemented until, and are only effective from, the date of approval by NHS England.

1.6 Variation of this Constitution

1.6.1 In accordance with paragraph 15 of Schedule 1B to the 2006 Act this Constitution may be varied in accordance with the procedure set out in this paragraph. The Constitution can only be varied in 2 circumstances. These are as follows:

a) where the ICB applies to NHS England in accordance with NHS England's published procedure and that application is approved
b) where NHS England varies the Constitution of its own initiative, (other than on application by the ICB)

1.6.2 The procedure for proposal and agreement of variations to the Constitution is as follows:

c) Amendments may be proposed by the accountable officer through discussion at the constitutional committee with responsibility for internal corporate governance matters.
d) Proposed amendments will be recommended to the ICB board by the relevant constitutional committee.
e) If the proposed amendment is agreed by over 50% of the members of the ICB board present, including support from at least 50% of the non-executive members present (where the chair is counted as one of the non-executive members), the change will be made and progressed for NHS England approval.
f) Proposed amendments to this Constitution will not be implemented until an application to NHS England for variation has been approved.

1.7 Related documents

1.7.1 This Constitution is also supported by several documents which provide further details on how governance arrangements in the ICB will operate.

1.7.2 The following are appended to the Constitution and form part of it for the purpose of clause 1.6 and the ICB's legal duty to have a Constitution:

a) Standing orders - which set out the arrangements and procedures to be used for meetings and the processes to appoint the ICB committees.

1.7.3 The following do not form part of the Constitution but are required to be published. NHS Cornwall and the Isles of Scilly ICB publishes these on our website.

a) **The scheme of reservation and delegation (SoRD)** sets out those decisions that are reserved to the board of the ICB and those decisions that have been delegated in accordance with the powers of the ICB and which must be agreed in accordance with and be consistent with the Constitution. The SoRD identifies where or to whom functions and decisions have been delegated to.
b) **The functions and decision map** is a high-level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. It also includes decision making responsibilities that are delegated to the ICB (for example, from NHS England).
c) **The standing financial instructions** set out the arrangements for managing the ICB's financial affairs.
d) **The ICB governance handbook** which brings together all the ICB's governance documents so it is easy for interested people to navigate. It includes:
    - the above documents a) to c)
    - terms of reference for all committees and sub-committees of the board that exercise ICB functions
    - delegation arrangements for all instances where ICB functions are delegated, in accordance with section 65Z5 of the 2006 Act, to another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body: or to a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act
    - terms of reference of any joint committee of the ICB and another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body; or to a joint committee of the ICB and one of those organisations in accordance with section 65Z6 of the 2006 Act
    - the up-to-date list of eligible providers of primary medical services under clause 3.6.2
    - information on how ICB functions map to committees and executive roles
    - corporate business standards policy, which incorporates information on role descriptions, nomination processes and annual appraisal processes for board level roles
    - prime financial policies
e) **Key policy documents**, which should also be included in the governance handbook or linked to it. They include:
    - standards of business conduct policy
    - corporate business standards policy
    - conflicts of interest policy and procedures
    - policy for public involvement and engagement
    - whistleblowing (freedom to speak up) policy
    - safeguarding policies for children and vulnerable adults

2 Composition of the board of the ICB

2.1 Background

2.1.1 This part of the Constitution describes the membership of the NHS Cornwall and the Isles of Scilly ICB board. In this document, this may be referred to as 'the board' or 'the ICB board'. Further information about the criteria for the roles and how they are appointed is in section 3.

2.1.2 Further information about the individuals who fulfil these roles can be found on our website.

2.1.3 In accordance with paragraph 3 of Schedule 1B to the 2006 Act, the membership of the ICB (referred to in this Constitution as "the board" and members of the ICB are referred to as "board members") consists of:

a) a chair
b) a chief executive
c) at least 3 ordinary members

2.1.4 "Ordinary members" is the term used in the Health and Care Act to describe board members who are not the chair or the chief executive.

2.1.5 The membership of the ICB (the board) shall meet as a unitary board and shall be collectively accountable for the performance of the ICB's functions.

2.1.6 NHS England policy requires the ICB to appoint the following additional ordinary members:

a) 3 executive members, namely:
   - chief finance officer
   - chief medical officer
   - chief nursing officer
b) at least 2 non-executive members

2.1.7 The ordinary members include at least 3 members who will bring knowledge and a perspective from their sectors. These members (known as partner members) are nominated by the following and appointed in accordance with the procedures set out in section 3 below:

- NHS trusts and foundation trusts who provide services within the ICB's area and are of a prescribed description.
- The primary care medical services (including general practice) providers within the area of the ICB and are of a prescribed description.
- The local authorities which are responsible for providing social care and whose area coincides with or includes the whole or any part of the ICB's area.

2.1.8 While the partner members will bring knowledge and experience from their sector and will contribute the perspective of their sector to the decisions of the board, they are not to act as delegates of those sectors.

2.2 Board membership

2.2.1 The ICB has 4 partner members:

a) 2 partner members - NHS trusts and foundation trusts.
b) 1 partner member - primary medical services.
c) 1 partner member - local authorities.

2.2.2 In addition to the expectations set out in 2.1.3 the ICB has appointed 3 further non-executive members to the board.

2.2.3 The board is therefore composed of the following members:

a) chair
b) chief executive
c) 2 partner members NHS trusts and foundation trusts
d) 1 partner member primary medical services
e) 1 partner member local authorities
f) 5 non-executive members
g) chief finance officer
h) chief medical officer
i) chief nursing officer

2.2.4 The chair will exercise their function to approve the appointment of the ordinary members with a view to ensuring that at least one of the ordinary members will have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

2.2.5 The board will keep under review the skills, knowledge, and experience that it considers necessary for members of the board to possess (when taken together) in order for the board effectively to carry out its functions and will take such steps as it considers necessary to address or mitigate any shortcoming.

2.3 Regular participants, attendees and observers at board meetings

2.3.1 At the discretion of the ICB chair, the board may invite specified individuals to be participants, attendees and observers at its meetings to inform its decision-making and the discharge of its functions as it sees fit.

2.3.2 Participants are invited regularly to actively contribute to the public sessions ICB board meetings. They will be included in circulation lists and receive advance copies of the agenda and papers. They may, for example, be executive or non-executive members of the ICB or partner organisations. They do not have a vote.

2.3.3 The NHS Cornwall and the Isles of Scilly ICB chair will invite individuals from the following groups to be regular participants at its board meetings, more details are provided in our corporate business standards policy:

a) Members of the ICBs executive team.
b) Public health director for Cornwall and the Isles of Scilly.
c) Other non-executive members and senior executives from ICS partner organisations that will include (but not limited to) representatives of NHS Devon ICB, Cornwall Healthwatch, Cornwall community sector, RCHT, CFT and council.

2.3.4 Attendees are people who are invited to attend the whole, or part of, the ICB board meeting for example, a representative of the local medical committee. They may attend regularly or on an adhoc basis, for example to present reports or provide expert opinion or advice. They may be invited, at the discretion of the chair, to contribute to discussions while they are present but may not vote.

2.3.5 Observers are people who join the ICB board meetings which are held in public, such as members of the public or staff. They will be able to access the ICB board agenda and papers through the ICB website. They are unable to contribute unless specifically invited to by the Chair, for example as part of an agenda item on questions raised by the public. They do not have a vote.

2.3.6 Participants, attendees and/or observers may be asked to leave the meeting by the chair in the event that the board passes a resolution to exclude the public as per the standing orders.

2.3.7 At the discretion of the ICB chair, participants and attendees may be invited to join the closed session of the ICB board meeting.

3 Appointments process for the board

3.1 Eligibility criteria for board membership

3.1.1 Each member of the ICB must:

a) comply with the criteria of the "fit and proper person test"
b) be willing to uphold the Seven Principles of Public Life (known as the Nolan Principles)
c) fulfil the requirements relating to relevant experience, knowledge, skills and attributes set out in a role specification

3.1.2 Section 3.3 to 3.12 set out additional eligibility criteria for specific board roles.

3.2 Disqualification criteria for board membership

3.2.1 A Member of Parliament.

3.2.2 A person whose appointment as a board member ("the candidate") is considered by the person making the appointment as one which could reasonably be regarded as undermining the independence of the health

service because of the candidate's involvement with the private healthcare sector or otherwise.

3.2.3 A person who, within the period of 5 years immediately preceding the date of the proposed appointment, has been convicted:

a) in the United Kingdom of any offence
b) outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part, and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than 3 months without the option of a fine

3.2.4 A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, sections 56A to 56K of the Bankruptcy (Scotland) Act 1985 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings).

3.2.5 A person who, has been dismissed within the period of 5 years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any health service body.

3.2.6 A person whose term of appointment as the chair, a member, a director or a governor of a health service body, has been terminated on the grounds:

a) that it was not in the interests of, or conducive to the good management of, the health service body or of the health service that the person should continue to hold that office
b) that the person failed, without reasonable cause, to attend any meeting of that health service body for 3 successive meetings
c) that the person failed to declare a pecuniary interest or withdraw from consideration of any matter in respect of which that person had a pecuniary interest
d) of misbehaviour, misconduct or failure to carry out the person's duties

3.2.7 A health care professional (within the meaning of section 14N of the 2006 Act) or other professional person who has at any time been subject to an investigation or proceedings, by any body which regulates or licenses the profession concerned ("the regulatory body"), in connection with the person's fitness to practise or any alleged fraud, the final outcome of which was:

a) the person's suspension from a register held by the regulatory body, where that suspension has not been terminated
b) the person's erasure from such a register, where the person has not been restored to the register
c) a decision by the regulatory body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded

d) a decision by the regulatory body which had the effect of imposing conditions on the person's practice of the profession in question, where those conditions have not been lifted

3.2.8 A person who is subject to:

a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002
b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual)

3.2.9 A person who has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person was responsible, to which the person was privy, or which the person by their conduct contributed to or facilitated.

3.2.10 A person who has at any time been removed, or is suspended, from the management or control of anybody under:

a) section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990(f) (powers of the Court of Session to deal with the management of charities)
b) section 34(5) or of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session to deal with the management of charities)

3.2.11 A person who is not eligible to work in the UK.

3.2.12 A person who has a partner or spouse who is already a member of the ICB board, a member of the ICB senior management team or is employed in a senior position by one of the main integrated care system (ICS) providers represented on the ICB board. This is due to actual or perceived conflicts of interest. The ICB chair in conjunction with the audit committee chair (as conflict of interest guardian) may override this on a case by case basis if it is deemed to be in the best interest of the ICB.

3.3 Chair

3.3.1 The ICB chair is to be appointed by NHS England, with the approval of the Secretary of State.

3.3.2 In addition to criteria specified at 3.1, this member must fulfil the following additional eligibility criteria. The chair must:

a) be independent

b) be familiar with the geography of Cornwall and the Isles of Scilly and/or the challenges this can create for rural or coastal communities
c) be willing to attend meetings in county

3.3.3 Individuals will not be eligible if:

a) they hold a role in another health and care organisation within the ICB area
b) any of the disqualification criteria set out in 3.2 apply
c) they have already completed the maximum terms of office in the ICB chair role as per 3.3.4

3.3.4 The term of office for the chair will be 2 years, the total number of terms a chair may serve is 4 terms.

3.3.5 In line with good governance and board effectiveness, the chair will be subject to an annual review by the senior independent non-executive member. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.4 Chief executive

3.4.1 The chief executive will be appointed by the chair of the ICB in accordance with any guidance issued by NHS England.

3.4.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.

3.4.3 The chief executive must fulfil the following additional eligibility criteria. The chief executive:

a) will be an employee of the ICB, or a person seconded to the ICB who is employed in the civil service of the state or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act
b) shall meet the requirements of the role description prepared in accordance with remuneration committee terms of reference

3.4.4 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply
b) subject to clause 3.4.3(a), they hold any other employment or executive role

3.4.5 In line with good governance and board effectiveness, the chief executive will be subject to an annual review by the chair. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.5 Partner members - NHS trusts and foundation trusts

3.5.1 These partner members are jointly nominated by the NHS Trusts and Foundations Trusts which provide services for the purposes of the health

service within the ICB area and meet the forward plan condition or (if the forward plan condition is not met) the level of services provided condition.

a) Royal Cornwall Hospitals NHS Trust.
b) Cornwall Partnership NHS Foundation Trust.
c) South Western Ambulance Services Foundation Trust.
d) University Hospitals Plymouth NHS Trust.

3.5.2 These members must fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria. They must:

a) be an executive director of one of the NHS trusts or foundation trusts within the ICB's area
b) meet the requirements of the role description prepared in accordance with remuneration committee terms of reference
c) be willing and able to regularly attend ICB board and ICS system meetings (with an expected attendance of at least 80% of ICB board meetings each financial year, unless agreed with the chair in extenuating circumstances)
d) remain organisationally agnostic during board meetings
e) 1 of these 2 partner members shall have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness, fulfilling 2.2.4 above.

3.5.3 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply

3.5.4 These members will be appointed by the panel described in 3.5.5 subject to the approval of the chair.

3.5.5 The appointment process will be as follows:

a) Joint nomination:
- The ICB will provide a role description for partner members.
- One of the two NHS partner members must have significant knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness. This requirement is built into one of the role descriptions.
- When a vacancy arises, each eligible organisation listed at 3.5.1 will be invited to make 2 nominations per vacancy.
- Eligible organisations may nominate individuals from their own organisation or another organisation.
- All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within 5 working days being deemed to constitute agreement.
- For clarity, rejection or agreement is of the whole list not of any single nomination.

- If all eligible organisations agree with the list, the list will be put forward to step b) below.
- Any 1 nominating organisation cannot veto or cancel another eligible organisation's valid nomination. If an eligible organisation disagrees with the list, the ICB will endeavour to resolve any concerns and the nomination process will be re-run until majority acceptance is reached on the nominations put forward with non-responders counted as in agreement.

b) Assessment, selection, and appointment subject to approval of the chair under c)
- The full list of nominees will be considered by a panel convened by the chief executive which includes the chair.
- The panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 3.5.2 and 3.5.3
- In the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.

c) Chair's approval
- The chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

3.5.6 The term of office for these partner members will be 2 years. There is no maximum number of terms.

3.5.7 In line with good governance and board effectiveness, these partner members will be subject to an annual review. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.5.8 In advance of completion of the term of office a nomination and appointment process shall be undertaken in accordance with 3.5.5. Previous partner members may be re-nominated.

3.5.9 In the event of the nomination of a previous partner member, their reappointment will be informed by the reviews outlined in 3.5.7.

3.6 Partner member - providers of primary medical services

3.6.1 This partner member is jointly nominated by providers of primary medical services for the purposes of the health service within the ICB's area and that are primary medical services contract holders responsible for the provision of essential services, within core hours to a list of registered persons for whom the ICB has core responsibility.

3.6.2 The list of relevant providers of primary medical services for this purpose is published as part of the governance handbook. The list will be kept up to date but does not form part of this Constitution.

3.6.3 This member must fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria. They must:

a) meet the requirements of the role description prepared in accordance with remuneration committee terms of reference
b) be willing and able to regularly attend ICB board meetings; the ICB will expect an attendance of at least 80% each financial year (unless agreed with the chair in extenuating circumstances)
c) remain organisationally agnostic during board meetings
d) bring the perspective of the wider primary care interests at place level

3.6.4 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply

3.6.5 This member will be appointed by the panel described in 3.6.6 subject to the approval of the chair.

3.6.6 The appointment process to the ICB board will be as follows:

a) Joint nomination
   - The ICB will provide a role description for this partner member.
   - When a vacancy arises, each eligible organisation described at 3.6.1 and listed in the governance handbook will be invited to make 1 nomination.
   - The nomination of an individual must be seconded by 2 other eligible organisations.
   - Eligible organisations may nominate individuals from their own organisation or another organisation.
   - All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within 5 working days being deemed to constitute agreement.
   - For clarity, rejection or agreement is of the whole list not of any single nomination.
   - If all eligible organisations agree with the list, the list will be put forward to step b) below.
     Any 1 nominating organisation cannot veto or cancel another eligible organisation's valid nomination. If an eligible organisation disagrees with the list, the ICB will endeavour to resolve any concerns and the nomination process will be re-run until majority acceptance is reached on the nominations put forward with non-responders counted as in agreement.

b) Assessment, selection and appointment subject to approval of the chair under c)
   - The full list of nominees will be considered by a panel convened by the chief executive which includes the chair.
   - The panel will assess the suitability of the nominees against the requirements of the role (published before the nomination

process is initiated) and will confirm that nominees meet the requirements set out in clause 3.6.3 and 3.6.4
- In the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.

c) Chair's approval
- The chair will determine whether to approve the appointment of the most suitable nominee as identified under b).

3.6.7 The term of office for this partner member will be 2 years. There is no maximum number of terms.

3.6.8 In line with good governance and board effectiveness, this partner member will be subject to an annual review, which may take place part way through the term of office. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.6.9 In advance of completion of the term of office a nomination and appointment process shall be undertaken in accordance with 3.6.6. Previous partner members may be re-nominated.

3.6.10 In the event of the nomination of a previous partner member, their reappointment will be informed by the reviews outlined in 3.6.8.

3.7 Partner member - local authorities

3.7.1 This partner member is jointly nominated by the local authorities whose areas coincide with, or include the whole or any part of, the ICB's area. Those local authority areas are:

a) County of Cornwall
b) Isles of Scilly

3.7.2 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria. They must:

a) be the chief executive, holder of a relevant executive level role, council leader or a portfolio holder of one of the bodies listed at 3.7.1
b) meet the requirements of the role description prepared in accordance with remuneration committee terms of reference
c) be willing and able to regularly attend ICB board meetings; the ICB will expect an attendance of at least 80% each year (unless agreed with the chair in extenuating circumstances)
d) remain organisationally agnostic during board meetings

3.7.3 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply

3.7.4 This member will be appointed by the panel described in 3.7.5 subject to the approval of the chair.

3.7.5 The appointment process will be as follows:

a) Joint nomination
- The ICB will provide a role description for this partner member.
- When a vacancy arises, each eligible organisation described at 3.7.1 and listed in the governance handbook will be invited to make 2 nominations.
- Eligible organisations may nominate individuals from their own organisation or another organisation.
- All eligible organisations will be requested to confirm whether they jointly agree to nominate the whole list of nominated individuals, with a failure to confirm within 5 working days being deemed to constitute agreement.
- For clarity, rejection or agreement is of the whole list not of any single nomination.
- If all eligible organisations agree with the list, the list will be put forward to step b) below.
- Any 1 nominating organisation cannot veto or cancel another eligible organisation's valid nomination. If an eligible organisation disagrees with the list, the ICB will endeavour to resolve any concerns and the nomination process will be re-run until a majority acceptance is reached on the nominations put forward (with non-responders counted as agreement).

b) Assessment, selection and appointment subject to approval of the chair under c)
- The full list of nominees will be considered by a panel convened by the chief executive which includes the chair.
- The panel will assess the suitability of the nominees against the requirements of the role (published before the nomination process is initiated) and will confirm that nominees meet the requirements set out in clause 3.7.2 and 3.7.3.
- In the event that there is more than one suitable nominee, the panel will select the most suitable for appointment.

c) Chair's approval
- The chair will determine whether to approve the appointment of the most suitable nominee as identified under b)

3.7.6 The term of office for this partner member will be 2 years. There is no maximum number of terms.

3.7.7 In line with good governance and board effectiveness, this partner member will be subject to an annual review. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.7.8 In advance of completion of the term of office a nomination and appointment process shall be undertaken in accordance with 3.7.4. Previous partner members may be re-nominated.

3.7.9 In the event of the nomination of a previous partner member, their reappointment will be informed by the reviews outlined in 3.7.7.

3.8 Chief medical officer

3.8.1 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria. They will:

a) be an employee of the ICB, or a person seconded to the ICB who is employed in the civil service of the state or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act
b) be a registered medical practitioner
c) meet the criteria set out in the role description (see the corporate business standards policy)

3.8.2 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply
b) they will hold a similar role in another health and care organisation within the ICB area
c) they will hold a role in another health and care organisation which is deemed to present a significant conflict of interest (guidance from the conflict of interest guardian may be sought here)

3.8.3 This member will be appointed by the chief executive, subject to the approval of the chair.

3.8.4 In line with good governance and board effectiveness, the chief medical officer will be subject to an annual review by the chief executive. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.9 Chief nursing officer

3.9.1 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria. They must:

a) be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the state or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act
b) be a registered nurse
c) meet the criteria set out in the role description (see the corporate business standards policy)

3.9.2 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply

b) they will hold a similar role in another health and care organisation within the ICB area
c) they will hold a role in another health and care organisation which is deemed to present a significant conflict of interest

3.9.3 This member will be appointed by the chief executive and subject to the approval of the chair.

3.9.4 In line with good governance and board effectiveness, the chief nursing officer will be subject to an annual review by the chief executive. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.10 Chief finance officer

3.10.1 This member will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria. They must:

a) be an employee of the ICB or a person seconded to the ICB who is employed in the civil service of the state or by a body referred to in paragraph 19(4)(b) of Schedule 1B to the 2006 Act
b) meet the criteria set out in the role description (see the corporate business standards policy)

3.10.2 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply
b) they will hold a similar role in another health and care organisation within the ICB area
c) they will hold a role in another health and care organisation which is deemed to present a significant conflict of interest

3.10.3 This member will be appointed by the chief executive and subject to the approval of the chair.

3.10.4 In line with good governance and board effectiveness, the chief nursing officer will be subject to an annual review by the chief executive. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.11 Non-executive members

3.11.1 In addition to the chair, the ICB will appoint 5 non-executive members.

3.11.2 These members will be appointed by a panel convened by the chair (with the involvement of NHS England where appropriate). The appointment will be subject to the approval of the chair.

3.11.3 These members will fulfil the eligibility criteria set out at 3.1 and the following additional eligibility criteria:

a) They must not be employee of the ICB or a person seconded to the ICB.
b) They must not hold a role in another health and care organisation in the ICS area.
c) One shall have specific knowledge, skills and experience that makes them suitable for appointment to the chair of the audit committee.
d) Another should have specific knowledge, skills and experience that makes them suitable for appointment to the chair of the remuneration committee.
e) The remaining appointments will ensure the full range of knowledge, skills and experience needed for the ICB to discharge its statutory duties and obligations are met.

3.11.4 Individuals will not be eligible if:

a) any of the disqualification criteria set out in 3.2 apply
b) they hold a role in another health and care organisation within the ICB area

3.11.5 Each non-executive member will serve a maximum of 6 years in office. This may be made up from a combination of 2 or 3 year terms of office. After 6 years they will not be eligible for re-appointment.

3.11.6 At the inception of the ICB some non-executive member terms of office may be shorter than 2 years to meet the needs of the organisation.

3.11.7 In line with good governance and board effectiveness, the non-executive members will be subject to an annual review. A summary of this will be reported in accordance with the remuneration committee terms of reference.

3.11.8 Subject to satisfactory reviews as outlined in 3.11.7, the chair may approve the re-appointment of a non-executive member up to the maximum number of terms permitted for their role.

3.11.9 One of the non-executive members will hold the position of senior independent director (SID), with a role in the appraisal of the chair. This position cannot be held by the chair nor by the chair of the audit committee. The appointment process to this role, along with its duration which could be less than the individual's tenure, is detailed in the corporate business standards policy.

3.11.10 One of the non-executive members will be appointed as a vice chair of the board, with a role of covering during the absence of the chair and managing instances where the chair may be conflicted. The appointment process for this role, along with its duration which could be less than the individual's tenure, is detailed in corporate business standards policy.

3.12 Other board members

3.12.1 The ICB will seek to maintain a balance on its board, see **Error! Reference source not found.** above. Should changes to board membership be necessary this will require an amendment to this Constitution.

3.13 Board members: removal from office

3.13.1 Arrangements for the removal from office of board members is subject to the term of appointment, and application of the relevant ICB policies and procedures.

3.13.2 With the exception of the chair, board members shall be removed from office if any of the following occurs:

a) If they no longer fulfil the requirements of their role or become ineligible for their role as set out in this Constitution, regulations or guidance.
b) If they fail to attend a minimum of 70% of the meetings within a financial year to which they are invited unless agreed with the chair in extenuating circumstances.
c) If they are deemed to not meet the expected standards at their annual review.
d) If they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the ICB and is likely to bring the ICB into disrepute. This includes but it is not limited to dishonesty; misrepresentation (either knowingly or fraudulently); defamation of any member of the ICB (being slander or libel); abuse of position; non-declaration of a known conflict of interest; seeking to manipulate a decision of the ICB in a manner that would ultimately be in favour of that member whether financially or otherwise.
e) If they are deemed to have failed to uphold the Nolan Principles of Public Life.
f) If they are subject to disciplinary proceedings by a regulator or professional body.
g) If they have persistently failed to abide by the terms of this Constitution.
h) If they have persistently failed to respond to requests in relation to the provisions of the Constitution made by the ICB.
i) If they have repeatedly refused to comply with, or engage with, activities decided by the ICB.
j) If they have persistently behaved in a way that jeopardises the reputation of the ICB.
k) If they have attempted or committed fraud against the ICB.
l) If they have failed to adhere to any other conditions set out in national guidance or regulations.
m) If any partner member fails to put the interests of the ICB ahead of their own organisational interests.

3.13.3 Members may be suspended pending the outcome of an investigation into whether any of the matters in 3.13.2 apply.

3.13.4 For partner members suspension or removal from office relates to their position on the ICB board and not their substantive employment with partner organisations.

3.13.5 Executive directors (including the chief executive) will cease to be board members if their employment in their specified role ceases, regardless of the reason for termination of the employment.

3.13.6 The chair of the ICB may be removed by NHS England, subject to the approval of the Secretary of State.

3.13.7 If NHS England is satisfied that the ICB is failing or has failed to discharge any of its functions or that there is a significant risk that the ICB will fail to do so, it may:

a) terminate the appointment of the ICB's chief executive
b) direct the chair of the ICB as to which individual to appoint as a replacement and on what terms

3.14 Terms of appointment of board members

3.14.1 With the exception of the chair and non-executive members, arrangements for remuneration and any allowances will be agreed by the remuneration committee in line with the ICB remuneration policy and any other relevant policies published within the governance handbook and any guidance issued by NHS England or other relevant body.

3.14.2 Remuneration for chairs will be set by NHS England.

3.14.3 Remuneration for the non-executive members will be set by a separate remuneration panel with terms of reference agreed by the ICB board.

3.14.4 Any other terms of appointment will be determined by the remuneration committee with reference to any relevant published guidance.

3.14.5 Terms of appointment of the chair will be determined by NHS England.

3.14.6 Non-executive members including the chair shall be appointed on a contract for service basis.

3.15 Specific arrangements for appointment of ordinary members made at establishment

3.15.1 Individuals may be identified as "designate ordinary members" prior to the ICB being established.

3.15.2 Relevant nomination procedures for partner members in advance of establishment are deemed to be valid so long as they are undertaken in full and in accordance with the provisions of 3.5 to 3.7.

3.15.3 Any appointment and assessment processes undertaken in advance of establishment to identify designate ordinary members should follow, as far as possible, the processes set out in section 3.5 to 3.12 of this Constitution. However, a modified process, agreed by the chair, will be considered valid.

3.15.4 On the day of establishment, a committee consisting of the chair, chief executive and one other will appoint the ordinary members who are expected to be all individuals who have been identified as designate appointees pre ICB establishment and the chair will approve those appointments.

3.15.5 For the avoidance of doubt, this clause is valid only in relation to the appointments of the initial ordinary members and all appointments post establishment will be made in accordance with clauses 3.5 to 3.12

4 Arrangements for the exercise of our functions.

4.1 Good governance

4.1.1 The ICB will, at all times, observe generally accepted principles of good governance. This includes the Nolan Principles of Public Life and any governance guidance issued by NHS England.

4.1.2 The ICB has agreed a code of conduct and behaviours which sets out the expected behaviours that members of the board and its committees will uphold whilst undertaking ICB business. It also includes a set of principles that will guide decision making in the ICB. The ICB code of conduct and behaviours is published in the governance handbook.

4.2 General

4.2.1 The ICB 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
f) respond to reports and recommendations made by local Healthwatch organisations within the ICB area

4.2.2 The ICB will develop and implement the necessary systems and processes to comply with (a)-(f) above, documenting them as necessary in this Constitution, its governance handbook and other relevant policies and procedures as appropriate.

4.3 Authority to act

4.3.1 The ICB is accountable for exercising its statutory functions and may grant authority to act on its behalf to:

a) any of its members or employees
b) a committee or sub-committee of the ICB

4.3.2 Under section 65Z5 of the 2006 Act, the ICB may arrange with another ICB, an NHS trust, NHS foundation trust, NHS England, a local authority, combined authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that other body or for the functions of that other body to be exercised by or jointly with the ICB. Where the ICB and other body enters such arrangements, they may also arrange for the functions in question to be exercised by a joint committee of theirs and/or for the establishment of a pooled fund to fund those functions (section 65Z6). In addition, under section 75 of the 2006 Act, the ICB may enter partnership arrangements with a local authority under which the local authority exercises specified ICB functions or the ICB exercises specified local authority functions, or the ICB and local authority establish a pooled fund.

4.3.3 Where arrangements are made under section 65Z5 or section 75 of the 2006 Act the board must authorise the arrangement, which must be described as appropriate in the SoRD.

4.4 Scheme of reservation and delegation

4.4.1 The ICB has agreed a scheme of reservation and delegation (SoRD) which is published in full in its governance handbook.

4.4.2 Only the board may agree the SoRD and amendments to the SoRD may only be approved by the board.

4.4.3 The SoRD sets out:

a) those functions that are reserved to the board
b) those functions that have been delegated to an individual or to committees and sub committees
c) those functions delegated to another body or to be exercised jointly with another body, under section 65Z5 and 65Z6 of the 2006 Act

4.4.4 The ICB remains accountable for all its functions, including those that it has delegated. All those with delegated authority are accountable to the board for the exercise of their delegated functions.

4.5 Functions and decision map

4.5.1 The ICB has prepared a functions and decision map which sets out at a high level its key functions and how it exercises them in accordance with the SoRD.

4.5.2 The functions and decision map is published in the ICB governance handbook.

4.5.3 The map includes:

a) key functions reserved to the board of the ICB
b) commissioning functions delegated to committees and individuals
c) commissioning functions delegated under section 65Z5 and 65Z6 of the 2006 Act to be exercised by, or with, another ICB, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body
d) functions delegated to the ICB (for example, from NHS England)

4.6 Committees and sub-committees

4.6.1 The ICB may appoint committees and arrange for its functions to be exercised by such committees. Each committee may appoint sub-committees and arrange for the functions exercisable by the committee to be exercised by those sub-committees.

4.6.2 All committees and sub-committees are listed in the SoRD.

4.6.3 Each committee and sub-committee established by the ICB operates under terms of reference agreed by the board (or their parent committee in the case of sub-committee terms of reference). All terms of reference are published in the governance handbook.

4.6.4 The board remains accountable for all functions, including those that it has delegated to committees and subcommittees and therefore, appropriate reporting and assurance arrangements are in place and documented in terms of reference. All committees and sub committees that fulfil delegated functions of the ICB, will be required to:

a) provide regular assurance reports to the ICB board (and/or parent committee in the case of sub-committees)
b) comply with the membership requirements specified by the ICB board
c) ensure their membership is agreed by the ICB chair (see 4.6.6)
d) set out in their terms of reference the arrangements for their meetings
e) submit their terms of reference to the ICB board (or parent committee of the board where relevant) for approval
f) ensure the chair of each committee attends ICB board and provides further assurance, when requested
g) ensure the chair of each committee attends the audit committee at least once a year to provide assurance on the committee's effectiveness in discharging its remit and responsibilities
h) comply with internal audit findings and committee effectiveness reviews

4.6.5 Any committee or sub-committee established in accordance with clause 4.6 may consist of, or include, persons who are not ICB members or employees.

4.6.6 All members of committees and sub-committees that exercise the ICB commissioning functions will be approved by the chair. The chair will not approve an individual to such a committee or sub-committee if they consider that the appointment could reasonably be regarded as undermining the independence of the health service because of the candidate's involvement with the private healthcare sector or otherwise

4.6.7 All members of committees and sub-committees are required to act in accordance with this Constitution, including the standing orders as well as the SFIs and any other relevant ICB policy.

4.6.8 The following committees will be maintained, as a minimum:

a) **Audit committee**: This committee is accountable to the board and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The committee is responsible for arranging appropriate internal and external audit.

The audit committee will be chaired by a non-executive member (other than the chair of the ICB) who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters.

The board will appoint the audit committee members, to include at least 2 non-executive members of the ICB board. The ICB chair may not be a member of the audit committee.

The audit committee chair should not chair any other committee of the ICB nor be a member of the remuneration committee.

b) **Remuneration committee**: This committee is accountable to the board for matters relating to remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the ICB.

The remuneration committee will be chaired by a non-executive member other than the chair of the ICB or the chair of audit committee.

The board will appoint no fewer than 3 members to the committee, this will include at least 2 non-executive members of the ICB board. One of these may be the ICB board chair. The chair of the audit committee may not be a member of the remuneration committee.

4.6.9 The terms of reference for each of the above committees are published in the governance handbook.

4.6.10 The board has also established a number of other committees to assist it with the discharge of its functions. These committees are set out in the

SoRD and further information about these committees, including terms of reference, is published in the governance handbook.

4.7 Delegations made under section 65Z5 of the 2006 Act

4.7.1 As per 4.3.2 the ICB may arrange for any functions exercisable by it to be exercised by or jointly with any one or more other relevant bodies (another ICB, NHS England, an NHS trust, NHS foundation trust, local authority, combined authority or any other prescribed body).

4.7.2 All delegations made under these arrangements are set out in the ICB SoRD and included in the functions and decision map.

4.7.3 Each delegation made under section 65Z5 of the act will be set out in a delegation arrangement which sets out the terms of the delegation. This may, for joint arrangements, include establishing and maintaining a pooled fund. The power to approve delegation arrangements made under this provision will be reserved to the board.

4.7.4 The board remains accountable for all the ICB's functions, including those that it has delegated and therefore, appropriate reporting and assurance mechanisms are in place as part of agreeing terms of a delegation and these are detailed in the delegation arrangements, summaries of which will be published in the governance handbook.

4.7.5 In addition to any formal joint working mechanisms, the ICB may enter into strategic or other transformation discussions with its partner organisations on an informal basis.

5 Procedures for making decisions

5.1 Standing orders

5.1.1 The ICB has agreed a set of standing orders which describe the processes that are employed to undertake its business. They include procedures for:

- conducting the business of the ICB
- the procedures to be followed during meetings
- the process to delegate functions

5.1.2 The standing orders apply to all committees and sub-committees of the ICB unless specified otherwise in terms of reference which have been agreed by the board.

5.1.3 A full copy of the standing orders is included at appendix 1 and form part of this constitution.

5.2 Standing financial instructions (SFIs)

5.2.1 The ICB has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD.

5.2.2 A copy of the SFIs is published in the governance handbook.

6 Arrangements for conflict of interest management and standards of business conduct

6.1 Conflicts of interest

6.1.1 As required by section 14Z30 of the 2006 Act, the ICB has made arrangements to manage any actual and potential conflicts of interest to ensure that decisions made by the ICB will be taken and seen to be taken without being unduly influenced by external or private interest and do not, (and do not risk appearing to) affect the integrity of the ICB's decision-making processes.

6.1.2 The ICB has agreed policies and procedures for the identification and management of conflicts of interest which are published on the ICB website and aligns with the ICB's decision map.

6.1.3 All board, committee and sub-committee members, and employees of the ICB, will comply with the ICB policy on conflicts of interest in line with their terms of office and/or employment. This will include but not be limited to declaring all interests on a register that will be maintained by the ICB.

6.1.4 All delegation arrangements made by the ICB under section 65Z5 of the 2006 Act will include a requirement for transparent identification and management of interests and any potential conflicts in accordance with suitable policies and procedures comparable with those of the ICB.

6.1.5 Where an individual, including any individual directly involved with the business or decision-making of the ICB and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the ICB considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this Constitution, the conflicts of interest policy and the standards of business conduct policy.

6.1.6 The ICB will appoint the chair of the audit committee to be the conflicts of interest guardian. In collaboration with the ICB's governance lead, their role is to:

a) act as a conduit for members of the public and members of the partnership who have any concerns with regards to conflicts of interest
b) be a safe point of contact for employees or workers to raise any concerns in relation to conflicts of interest

c) support the rigorous application of conflict of interest principles and policies
d) provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
e) provide advice on minimising the risks of conflicts of interest

6.2 Principles

6.2.1 In discharging its functions, the ICB will abide by the following principles:

a) It is better to over declare than under-declare.
b) An assumption that most people are registered with a GP practice and that these are likely to be within the ICB area. As such, we do not ask for this to be declared unless deemed relevant to specific circumstances.
c) Likewise with any health conditions staff or their family/friends may have – no need to declare as standard unless becomes relevant to decision making/influencing (for example, commissioning or funding decisions).
d) A copy of the declaration of interest register will be publicly available.

6.3 Declaring and registering interests

6.3.1 The ICB maintains registers of the interests of:

a) members and participants of the ICB
b) members and participants of the board's committees and sub-committees
c) its employees
d) other individuals who play a role in the formal decision making of the ICB but are not included at a), b) or c)

6.3.2 In accordance with section 14Z30(2) of the 2006 Act registers of interest are published on the ICB website.

6.3.3 All relevant persons as per 6.1.3 and 6.1.5 must declare any conflict or potential conflict of interest relating to decisions to be made in the exercise of the ICB's commissioning functions.

6.3.4 Declarations should be made as soon as reasonably practicable after the person becomes aware of the conflict or potential conflict and in any event within 28 days. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.

6.3.5 All declarations will be entered in the registers as per 6.3.1.

6.3.6 The ICB will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually.

6.3.7 Interests (including gifts and hospitality) of decision-making staff will remain on the public register for a minimum of 6 months. In addition, the ICB will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of 6 years after the date on which it expired. The ICB's published register of interests states that historic interests are retained by the ICB for the specified timeframe and details of whom to contact to submit a request for this information.

6.3.8 Activities funded in whole or in part by third parties who may have an interest in ICB business such as sponsored events, posts and research will be managed in accordance with the ICB policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.4 Standards of business conduct

6.4.1 Board members, employees, committee and sub-committee members (and participants) of the ICB will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:

a) act in good faith and in the interests of the ICB
b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles)
c) comply with the ICB standards of business conduct policy, and any requirements set out in the policy for managing conflicts of interest

6.4.2 Individuals contracted to work on behalf of the ICB or otherwise providing services or facilities to the ICB will be made aware of their obligation to declare conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the ICB's standards of business conduct policy.

7 Arrangements for ensuring accountability and transparency

7.1 Principles

7.1.1 The ICB will demonstrate its accountability to local people, stakeholders and NHS England in a number of ways, including by upholding the requirement for transparency in accordance with paragraph 11(2) of Schedule 1B to the 2006 Act.

7.1.2 The ICB will consistently consider and take appropriate action to be inclusive and accessible, complying with relevant legislation.

7.1.3 The ICB will promote and support the Nolan principles and the duty of candour. Organisational and personal interests will never be allowed to outweigh the duty to be honest, open and truthful.

7.1.4 The ICB will be proactive, not reactive: seeking to anticipate, identify and minimise the risk of conflicts of interest at the earliest possible opportunity.

7.1.5 Our approach will be balanced, sensible and proportionate. We will put clear and robust rules in place to ensure that decision-making is transparent and fair whilst not being overly constraining, complex or cumbersome.

7.1.6 The ICB will be transparent and document clearly the approach and decisions taken at every stage in the commissioning cycle so that a clear audit trail is evident.

7.1.7 We will create an environment and culture where individuals feel supported and confident in declaring relevant information and raising any concerns.

7.2 Meetings and publications

7.2.1 Board meetings, and committees composed entirely of board members or which include all board members will be held in public except where a resolution is agreed to exclude the public on the grounds that it is believed to not be in the public interest.

7.2.2 Papers and minutes of all meetings held in public will be published.

7.2.3 Annual accounts will be externally audited and published.

7.2.4 A clear complaints process will be published.

7.2.5 The ICB will comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the ICB.

7.2.6 Information will be provided to NHS England as required.

7.2.7 The Constitution and governance handbook will be published as well as other key documents including but not limited to:

- Conflicts of interest policy and procedures.
- Registers of interests.
- Key policies.

7.2.8 The ICB will publish, with our partner NHS trusts and NHS foundation trusts, a plan at the start of each financial year that sets out how the ICB proposes to exercise its functions during the next 5 years. The plan will explain how the ICB proposes to discharge its duties under:

- sections 14Z34 to 14Z45 (general duties of integrated care boards)
- sections 223G and 223N (financial duties)

7.2.9 The plan will also include proposed steps to implement the Cornwall and Isles of Scilly joint local health and wellbeing strategy.

7.3 Scrutiny and decision making

7.3.1 At least 3 non-executive members will be appointed to the board (includes the chair); and all board and committee members will comply with the Nolan Principles of Public Life and meet the criteria described in the fit and proper person test.

7.3.2 Healthcare services will be arranged in a transparent way, and decisions around who provides services will be made in the best interests of patients, taxpayers, local communities and the population, in line with the rules set out in the NHS provider selection regime.

7.3.3 The ICB will comply with the requirements of the NHS provider selection regime including complying with existing procurement rules until the provider selection regime comes into effect.

7.3.4 The ICB will comply with local authority health overview and scrutiny requirements.

7.4 Annual report

7.4.1 The ICB will publish an annual report in accordance with any guidance published by NHS England and which sets out how it has discharged its functions and fulfilled its duties in the previous financial year. An annual report must in particular:

a) explain how the ICB has discharged its duties under section 14Z34 to 14Z45 and 14Z49 (general duties of integrated care boards)
b) review the extent to which the ICB has exercised its functions in accordance with the plans published under section 14Z52 (forward plan) and section 14Z56 (capital resource use plan)
c) review the extent to which the ICB has exercised its functions consistently with NHS England's views set out in the latest statement published under section 13SA(1) (views about how functions relating to inequalities information should be exercised)
d) review any steps that the ICB has taken to implement any joint local health and wellbeing strategy to which it was required to have regard under section 116B(1) of the Local Government and Public Involvement in Health Act 2007

8 Arrangements for determining the terms and conditions of employees.

8.1.1 The ICB may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.

8.1.2 The board has established a remuneration committee which is chaired by a non-executive member who is neither the ICB chair nor the chair of the audit committee.

8.1.3 The membership of the remuneration committee is determined by the board. No employees may be a member of the remuneration committee, but the board ensures that the remuneration committee has access to appropriate advice by:

- an appropriate human resources specialist (this may be the executive officer whose role includes the responsibility for human resources) along with any other individuals deemed appropriate.

8.1.4 The board may appoint independent members or advisers to the remuneration committee who are not members of the board.

8.1.5 The main purpose of the remuneration committee is to exercise the functions of the ICB regarding remuneration included in paragraphs 18 to 20 of Schedule 1B to the 2006 Act. The terms of reference agreed by the board are published in the governance handbook.

8.1.6 The duties of the remuneration committee are contained within its terms of reference and the SoRD which can be found in the governance handbook.

8.1.7 The ICB may make arrangements for a person to be seconded to serve as a member of the ICB's staff.

9 Arrangements for public involvement

9.1.1 In line with section 14Z54(2) of the 2006 Act the ICB has made arrangements to ensure that individuals to whom services which are, or are to be, provided pursuant to arrangements made by the ICB in the exercise of its functions, and their carers and representatives, are involved (whether by being consulted or provided with information or in other ways) in:

a) the planning of the commissioning arrangements by the ICB
b) the development and consideration of proposals by the ICB for changes in the commissioning arrangements where the implementation of the proposals would have an impact on the way the services are delivered to the individuals (at the point when the service is received by them), or the range of health services available to them,and
c) decisions of the ICB affecting the operation of the commissioning arrangements where the implementation of the decisions would (if made) have such an impact

9.1.2 The ICB has adopted the 10 principles set out by NHS England for working with people and communities.

1. Put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS.
2. Start engagement early when developing plans and feed back to people and communities how it has influenced activities and decisions.
3. Understand your community's needs, experience and aspirations for health and care, using engagement to find out if change is having the desired effect.
4. Build relationships with excluded groups – especially those affected by inequalities.
5. Work with Healthwatch and the voluntary, community and social enterprise sector as key partners.
6. Provide clear and accessible public information about vision, plans and progress to build understanding and trust.
7. Use community development approaches that empower people and communities, making connections to social action.
8. Use co-production, insight and engagement to achieve accountable health and care services.
9. Co-produce and redesign services and tackle system priorities in partnership with people and communities.
10. Learn from what works and build on the assets of all partners in the ICS – networks, relationships, activity in local places.

9.1.3 These principles will be used when developing and maintaining arrangements for engaging with people and communities.

9.1.4 In line with section 14Z54 of the 2006 Act the ICB has made the following arrangements to consult its population on its system plan:

a) An ICB board committee focus on citizen engagement (please refer to our governance handbook for committee details).
b) A system-wide strategy for engaging with people and communities.
c) Engagement forums in place and developing in the 3 local integrated care areas.

9.1.5 The ICB's involvement, engagement and consultation process is contained with a policy which is available in the ICB website.

Appendix 1 Standing orders

1 Introduction

1.1.1 These standing orders have been drawn up to regulate the proceedings of Cornwall and the Isles of Scilly Integrated Care Board (ICB) so that the ICB can fulfil its obligations as set out largely in the 2006 Act (as amended). They form part of the ICB's Constitution.

2 Amendment and review

2.1.1 The standing orders are effective from 1 July 2022.

2.1.2 Standing orders will be reviewed on an annual basis or sooner if required.

2.1.3 Amendments to these standing orders will be made as per the requirements set out within section 1.6 of the NHS Cornwall and the Isles of Scilly ICB Constitution and in line with the corporate business standards policy.

2.1.4 All changes to these standing orders will require an application to NHS England for variation to the ICB Constitution and will not be implemented until the Constitution has been approved.

3 Interpretation, application and compliance

3.1.1 Except as otherwise provided, words and expressions used in these standing orders shall have the same meaning as those in the main body of the ICB Constitution and as per the definitions in appendix 2.

3.1.2 These standing orders apply to all meetings of the board, including its committees and sub-committees unless otherwise stated. All references to board are inclusive of committees and sub-committees unless otherwise stated.

3.1.3 All members of the board, members of committees and sub-committees and all employees, should be aware of the standing orders and comply with them. Failure to comply may be regarded as a disciplinary matter.

3.1.4 In the case of conflicting interpretation of the standing orders, the chair, supported with advice from the board secretary will provide a settled view which shall be final.

3.1.5 All members of the board, its committees and sub-committees and all employees have a duty to disclose any non-compliance with these standing orders to the chief executive as soon as possible.

3.1.6 If, for any reason, these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next

formal meeting of the board for action or ratification and the audit committee for review.

4 Meetings of the integrated care board

4.1 Calling board meetings

4.1.1 Meetings of the board of the ICB shall be held at regular intervals at such times and places as the ICB may determine.

4.1.2 In normal circumstances, each member of the board will be given not less than 1 month's notice in writing of any meeting to be held. However:

a) the chair may call a meeting at any time by giving not less than 10 calendar days' notice in writing
b) one third of the members of the board may request the chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the chair refuses, or fails, to call a meeting within 7 calendar days of such a request being presented, the board members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the board specifying the matters to be considered at the meeting
c) in emergency situations the chair may call a meeting with 2 days' notice by setting out the reason for the urgency and the decision to be taken (please also refer to urgent decisions section below.)

4.1.3 A public notice of the time and place of meetings to be held in public and how to access the meeting shall be given by posting it at the offices of the ICB body and electronically at least 3 clear days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.

4.1.4 The agenda and papers for meetings to be held in public will be published electronically in advance of the meeting excluding, if thought fit, any item likely to be addressed in part of a meeting not likely to be open to the public.

4.2 Chair of a meeting

4.2.1 The chair of the ICB shall preside over meetings of the board.

4.2.2 If the chair is absent or is disqualified from participating by a conflict of interest, the vice chair shall preside. Should the vice chair be unavailable or also conflicted, the senior independent non-executive member (SID) shall chair.

4.2.3 The board shall appoint a chair to all committees and sub-committees that it has established. The appointed committee or sub-committee chair will preside over the relevant meeting. Terms of reference for committees and sub-committees will specify arrangements for occasions when the appointed chair is absent.

4.3 Agenda, supporting papers and business to be transacted

4.3.1 The agenda for each meeting will be drawn up and agreed by the chair of the meeting.

4.3.2 Except where the emergency provisions apply, supporting papers for all items must be submitted at least 7 calendar days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the board at least 5 calendar days before the meeting.

4.3.3 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.

4.3.4 No business shall be transacted at the meeting other than that specified on the agenda unless the provisions of section 4.3.5 or section 5 (suspension of standing orders) are applied. In effect this means there is typically no "any other business" agenda item at board meetings.

4.3.5 Subject to the agreement of the chair, a board member may give written notice of an emergency motion after the issue of the notice of a meeting and agenda, up to 1 hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the board members at the commencement of the business of the meeting as an additional item included in the agenda. The chair's decision to include the item, or not, shall be final.

4.4 Petitions

4.4.1 Where a valid petition has been received by the ICB it shall be included as an item for the agenda of the next meeting of the board in accordance with the ICB policy as published in the governance handbook.

4.5 Nominated deputies

4.5.1 In exceptional circumstances and with the advance permission of the person presiding over the meeting, the executive directors and the partner members of the board may nominate a named deputy to attend a meeting of the board that they are unable to attend. The deputy may speak and vote on their behalf.

4.5.2 In considering agreement to attendance by nominated deputies, the person presiding over the meeting will pay due regard to the eligibility criteria set out in section 3 of the Constitution.

4.5.3 The decision of the person presiding over the meeting regarding authorisation of nominated deputies is final.

4.5.4 The accountabilities and liabilities associated with the board member role may not be delegated to a deputy.

4.6 Virtual attendance at meetings

4.6.1 The board of the ICB and its committees and sub-committees can meet virtually using telephone, video and other electronic means unless the terms of reference prohibit this.

4.6.2 Where all or part of a meeting which is to be held virtually is required to be held in public, this will be facilitated by the provision of information and support to the public on how to join the meeting virtually.

4.7 Quorum

4.7.1 The quorum for meetings of the board will be at least 50% members of the ICB, including:

a) at least 2 non-executive members, 1 of which must be the chair, vice chair or senior independent non-executive member (SID)
b) at least 2 executive members
c) at least 1 partner member
d) at least 1 clinician

4.7.2 For the sake of clarity:

a) no person can act in more than 1 capacity when determining the quorum
b) an individual who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interest, shall no longer count towards the quorum. This may mean the matter must be decided upon at a subsequent meeting

4.7.3 In exceptional circumstances, where 3 or more members are unable to take part in discussions due to being conflicted, quoracy as described in 4.7.1 may not be achieved. In these rare instances, the ICB board may be deemed to be quorate in the presence of 33% of total board membership.

4.7.4 For all committees and sub-committees, the details of the quorum for these meetings and status of deputies are set out in the appropriate terms of reference.

4.8 Vacancies and defects in appointment

4.8.1 The validity of any act of the ICB is not affected by any vacancy among members or by any defect in the appointment of any member.

4.8.2 In the event of vacancy or defect in appointment the following temporary arrangement for quorum will apply:

- Unless 4.8.3 below applies, the total number of board members from which 50% must be present shall be reduced by the equivalent number of member vacancies (or defects in appointment).

4.8.3 An individual who has been formally appointed to act up for a board member during a period of incapacity or temporarily to fill a board member vacancy shall be entitled to exercise the voting rights of the board member.

4.9 Decision making

4.9.1 The ICB has agreed to use a collective model of decision-making that seeks to find consensus between system partners and make decisions based on unanimity as the norm, including working though difficult issues where appropriate.

4.9.2 Generally, it is expected that decisions of the ICB will be reached by consensus. Should this not be possible then a vote will be required. The process for voting, which should be considered a last resort, is set out below:

a) All members of the board who are present at the meeting, and not conflicted, will be eligible to cast 1 vote each.
b) For the sake of clarity participants, attendees and observers (as detailed within paragraph 2.3 of the constitution) will not have voting rights.
c) A resolution will be passed if more votes are cast for the resolution than against it including at least 50% of the non-executive members of the board present voting in favour of the resolution. For this purpose, the chair should be counted as one of the independent non-executive members.
d) If an equal number of votes are cast for and against a resolution (including 50% of the non-executive members present voting in favour, with the chair to be counted as one of the non-executive members for this purpose), then the chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
e) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

4.10 Disputes

4.10.1 Where helpful boards may draw on third party support to assist them in resolving any disputes, such as peer review or mediation by NHS England and NHS Improvement.

4.11 Urgent decisions

4.11.1 In the case of urgent decisions and extraordinary circumstances, every attempt will be made for the board to meet virtually. Where this is not possible the following will apply.

4.11.2 The powers which are reserved or delegated to the board, may for an urgent decision be exercised by the chair (or vice chair in their absence) and chief executive (or, in case of their absence, their nominated deputy or relevant executive director) plus at least 2 non-executive members, subject to every

effort having made to consult with as many members as possible in the given circumstances.

4.11.3 The exercise of such powers shall be reported to the next formal meeting of the board for formal ratification.

4.11.4 The terms of reference for each committee will provide detail on provisions for urgent decision making. The terms of reference can be found in the governance handbook.

4.12 Minutes

4.12.1 The names and roles of all members, participants and attendees present shall be recorded in the minutes of the meetings.

4.12.2 The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

4.12.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.

4.12.4 Where providing a record of a meeting held in public, the minutes shall be made available to the public.

4.13 Admission of public and the press

4.13.1 In accordance with Public Bodies (Admission to Meetings) Act 1960 all meetings of the board and all meetings of committees which are comprised of entirely board members or all board members at which public functions are exercised will be open to the public.

4.13.2 The 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 or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

4.13.3 The person presiding over the meeting shall give such directions as they think fit regarding the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the board's business shall be conducted without interruption and disruption.

4.13.4 As permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time) the public may be excluded from a meeting to suppress or prevent disorderly conduct or behaviour.

4.13.5 Matters to be dealt with by a meeting following the exclusion of representatives of the press, and other members of the public shall be confidential to the members of the board.

5 Suspension of standing orders

5.1.1 In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these standing orders may be suspended by the chair in discussion with at least 3 other members, 1 of whom should be an executive director and 1 should be a non-executive member.

5.1.2 A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

5.1.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the audit committee for review of the reasonableness of the decision to suspend standing orders.

6 Use of the seal and authorisation of documents

6.1 Use of the seal

6.1.1 The ICB will not require the use of a seal to authorise documents unless legally required to.

6.1.2 Use of the seal may be required for:

- land transfers
- agreements that are made without consideration
- mortgages and charges
- certain leases
- the appointment and discharge of trustees
- gifts of tangible goods
- the release of certain rights (such as those under a debt)
- taking a bill of sale (usually used as part of lending arrangements where security is taking in the form of a bill of sale transferring items if the borrower falls into default)
- powers of attorney

6.1.3 An ICB seal will be held for use as above. The use of the seal must be authenticated by the signature of 1 non-executive member of the ICB board and 1 ICB executive director.

6.1.4 Use of the seal may not be undertaken by an individual involved in the preparation of the said document.

6.1.5 The use of the seal shall be recorded in a register and its use reported to audit committee at least annually.

6.2 Authorisation of documents

6.2.1 Contracts will be signed in accordance with the scheme of delegation and are not covered within this section.

6.2.2 Execution of a document by signature may not be undertaken by an individual involved in the preparation of the said document.

6.2.3 Where a document is a necessary step in legal proceedings involving the ICB, it shall be signed by the chief executive, or by any executive director of the ICB authorised by the board to do so in accordance with the SoRD, unless any enactment otherwise requires or authorises differently.

6.2.4 The chief executive or nominated directors shall be authorised, by resolution of the board or in accordance with the SoRD, to sign any document or agreement on behalf of the ICB, the subject matter of which has been approved the board or committee or sub-committee with appropriate delegated authority.

Appendix 2: Definitions of terms used in this Constitution

2006 Act
National Health Service Act 2006, as amended by the Health and Social Care Act 2012 and the Health and Care Act 2022

Area
The geographical area that the ICB has responsibility for, as defined in part 2 of this Constitution

Attendees
People who are invited to present reports to the ICB board. They may be invited, at the discretion of the chair, to contribute to discussions while they are present but may not vote.

Chief finance officer
For the purposes of this Constitution, the chief finance officer is the person fulfilling the statutory duties of the chief finance officer, as described in the scheme of reservation and delegation whatever their job title may be. The postholder may also have additional duties related to other functional areas.

Chief medical officer
For the purposes of this Constitution, the chief medical officer is the person fulfilling the statutory duties of the chief medical officer, as described in the scheme of reservation and delegation whatever their job title may be. The postholder may also have additional duties related to other functional areas.

Chief nursing officer
For the purposes of this Constitution, the chief nursing officer is the person fulfilling the statutory duties of the chief nursing officer, as described in the scheme of reservation and delegation, whatever their job title may be. The postholder may also have additional duties related to other functional areas.

Committee
A committee created and appointed by the ICB board.

Corporate business standards policy
This is a document which sets out some key rules and parameters for how the ICB carries out its corporate business. It covers several important areas of governance and internal control and is aligned to this Constitution and standing orders.

Health service body
Health service body as defined by section 9(4) of the NHS Act 2006 or (b) NHS foundation trusts.

ICB
Integrated care board. A statutory body with the general function of arranging for the provision of services for the purposes of the health service in England. The ICB is an NHS body for the purposes of the 2006 Act.

ICB board
The board of the ICB. This is a unitary board of members of the ICB. In this document it is referred to as the board or the ICB board.

Integrated care area
A geographical area within the ICB area. Each integrated care area is made up of primary care networks. They provide a whole system structure to drive the delivery of care at a regional level, using a population health needs-led approach. Integrated care areas have a combined population of 150,000 to 200,000 patients.

Integrated care partnership (ICP)
The joint committee for the ICB's area established by the ICB and each responsible local authority whose area coincides with or falls wholly or partly within the ICB's area.

Joint committee
A committee established between partner organisations, such as the ICB, local authorities, statutory NHS providers or NHS England and NHS Improvement. The committee may appoint representatives of non-statutory providers to participate in the committee or attend meetings to take part in discussions without being members, but only where the convening statutory bodies consider it appropriate.

The relevant statutory bodies can agree to delegate defined decision-making functions to the joint committee in accordance with their respective schemes of delegation. A budget may be defined by the bodies delegating statutory functions to the joint committee, to provide visibility of the resources available to deliver the committee's remit.

Observers
People who join the ICB board meetings which are held in public, such as members of the public or staff. They are unable to contribute unless specifically invited to by the Chair, for example as part of an agenda item on questions raised by the public.

Ordinary member
The board of the ICB will have a chair and a chief executive plus other members. All other members of the board are referred to as ordinary members in the legislation which created the ICB. We often simply call these people members.

Participants
People who are invited regularly to actively contribute to the ICB board meetings. They may, for example, be executives or non-executives of the ICB or partner organisations. They do not have a vote.

Partner members
Some of the ordinary members will also be partner members. Partner members bring knowledge and a perspective from their sectors and are and appointed in accordance with the procedures set out in Section 3 having been nominated by the following:

- NHS trusts and foundation trusts who provide services within the ICB's area and are of a prescribed description
- the primary medical services (general practice) providers within the area of the ICB and are of a prescribed description
- the local authorities which are responsible for providing Social Care and whose area coincides with or includes the whole or any part of the ICB's area.

Place-based partnership

Place-based partnerships are collaborative arrangements responsible for arranging and delivering health and care services in a locality or community. They involve the ICB, local government and providers of health and care services, including the voluntary, community and social enterprise sector, people and communities, as well as primary care provider leadership, represented by primary care network clinical directors or other relevant primary care leaders.

Primary care network

Primary care networks are groups of practices working together to build on the current primary care services whilst giving greater provision of proactive, personalised, coordinated and more integrated health and social care.

Role description

These set out expectations and responsibilities for each member of the ICB board and are available in the corporate business standards policy.

SoRD

The scheme of reservation and delegation. A document which sets out sets out those decisions that are reserved to the board of the ICB and those decisions that have been delegated in accordance with the powers of the ICB. The SoRD identifies where or to whom functions and decisions have been delegated to.

Standards of business conduct policy

This document provides ICB staff with guidance on the ethical standards which are expected of an employee of the ICB in the conduct of NHS business.

Sub-committee

A committee created and appointed by and reporting to a committee.