

NHS Devon Integrated Care Board CONSTITUTION

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1. Introduction

1.1 Background/ Foreword

1.1.1 NHS England has set out the following as the four core purposes of Integrated Care Systems (ICSs):

- a) improve outcomes in population health and healthcare
- b) tackle inequalities in outcomes, experience and access
- c) enhance productivity and value for money
- d) help the NHS support broader social and economic development.

1.1.2 The Integrated Care Board (ICB) will use its resources and powers to achieve demonstrable progress on these aims, collaborating to tackle complex challenges, including:

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

1.2 Name

1.2.1 The name of this Integrated Care Board is NHS Devon Integrated Care Board (the ICB).

1.3 Area Covered by the Integrated Care Board

1.3.1 The area covered by the ICB is co-terminus with the administrative boundaries of the following local authorities:

- a) Devon County Council
- b) Torbay Council
- c) Plymouth City Council

1.3.2 The area covered by the ICB is coterminous with the areas of the District of East Devon, City of Exeter, District of Mid Devon, District of North Devon, City of Plymouth, District of South Hams, District of Teignbridge, Borough of Torbay, District of Torridge and the Borough of West Devon.

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 [here](#).
- 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 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 14Z45 (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 01 July 2022 under The Integrated Care Boards (Establishment) Order 2022, which made provision for its Constitution by reference to this document.

1.5.2 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 two circumstances:

- a) where the ICB applies to NHS England in accordance with NHS England's published procedure and that application is approved; or
- 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:

- a) The ICB's Audit and Risk Committee will lead an annual review of this Constitution. Any proposed amendments shall be considered and approved by the Board of the ICB, for application to NHS England for variation.
- b) In addition to the annual review by the Audit and Risk Committee, the Chief Executive Officer or Chair may also propose amendments to this Constitution, which shall be considered and approved by the Board of the ICB, for application to NHS England for variation.
- c) In considering and approving any proposed changes to this Constitution, and where proportionate to the proposed variation, the Board of the ICB will wish to engage with relevant stakeholders (in

line with any applicable guidance issued by NHS England) ahead of any final application to NHS England.

- d) 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 a number of 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.

- 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) **Functions and Decision Map**- a high level structural chart that sets out which key decisions are delegated and taken by which part or parts of the system. The Functions and Decision Map also includes decision making responsibilities that are delegated to the ICB (for example, from NHS England).

- c) **Standing Financial Instructions** – which set out the arrangements for managing the ICB's financial affairs.

- d) **The ICB Governance Handbook**– this brings together all the ICB's governance documents, so it is easy for interested people to navigate. It includes:

- The above documents a) – 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 or 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 3.7.2
- e) **Key policy documents** - these shall be included in the Governance Handbook or linked to it. They include the following, as amended, supplemented or updated from time to time by the Board of the ICB:
- Standards of Business Conduct Policy
 - Conflicts of Interest Policy
 - Policy for Public Involvement and Engagement
 - Policy for the Development of Procedural Documents

2 Composition of the Board of the ICB

2.1 Background

- 2.1.1 This part of the Constitution describes the membership of the ICB. Further information about the criteria for the roles and how they are appointed is in section 3 of this Constitution.
- 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 (known as the Chief Executive Officer)
 - c) at least three Ordinary Members.
- 2.1.4 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.
- 2.1.5 NHS England Policy, requires the ICB to appoint the following additional Ordinary Members:
- a) three Executive Members, namely:
 - Director of Finance (known as Chief Finance Officer)
 - Medical Director (known as Chief Medical Officer)
 - Director of Nursing (known as Chief Nursing Officer)
 - b) at least two Non-Executive Members
- 2.1.6 The Ordinary Members include at least three 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 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.

2.1.7 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 3 Partner Members

- a) 1 Partner Member 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 and 2.1.6, the ICB will also appoint the following further Ordinary Members to the Board:

- a) At least 3 and up to 4 additional Non-Executive Members
- b) 1 member who brings the perspective of Mental Health services (known as the Mental Health member)

2.2.3 The Board is therefore composed of the following members:

- a) Chair
- b) Chief Executive Officer
- c) 1 Partner Member - NHS Trusts and Foundation Trusts
- d) 1 Partner Member - Primary Medical Services
- e) 1 Partner Member - Local Authorities
- f) Mental Health Member
- g) At least 5 and up to 6 Non-Executive Members (one of which, but not the Audit and Risk Committee Chair, will be appointed Deputy Chair, and one of which, who may be the Deputy Chair or the Audit and Risk Committee Chair, will be appointed the Senior Non-Executive Member)
- h) Director of Finance (known as Chief Finance Officer)
- i) Medical Director (known as Chief Medical Officer)
- j) Director of Nursing (known as 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 and Observers at Board Meetings

- 2.3.1 At the discretion of the 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 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 ICB chair will invite appropriate partner representatives, to be a regular participant at board meetings, including:
- A Director of Public Health from either Devon County Council, Plymouth City Council or Torbay Council
 - other non-executive members and senior executives from ICS partner organisations that will include (but not limited to) the Voluntary, Community and Social Enterprise (VCSE) Assembly.
- 2.3.4 Attendees are people who are invited to attend the whole, or part of, the Board meeting for example, a representative of the Local Medical Committee. They may attend regularly or on an ad hoc 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 Board meetings which are held in public, such as members of the public or staff. They will be able to access the 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 Chair, participants and attendees may be invited to join the closed session of the 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 committed to upholding 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.

3.2 Disqualification Criteria for Board Membership

3.2.1 Individuals of the following descriptions are automatically disqualified from membership of the Board

- a) A Member of Parliament.
- b) 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.
- c) A person who, within the period of five years immediately preceding the date of the proposed appointment, has been convicted—
 - in the United Kingdom of any offence, or
 - 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 three months without the option of a fine.
- d) A person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, Part 13 of the Bankruptcy (Scotland) Act 2016 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings).
- e) A person who, has been dismissed within the period of five years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any Health Service Body.

- f) 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:
- 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
 - that the person failed, without reasonable cause, to attend any meeting of that Health Service Body for three successive meetings,
 - 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, or
 - of misbehaviour, misconduct or failure to carry out the person's duties;
- g) A Health Care Professional, meaning an individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002, 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:
- the person's suspension from a register held by the regulatory body, where that suspension has not been terminated
 - the person's erasure from such a register, where the person has not been restored to the register
 - 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, or
 - 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.
- h) A person who is subject to:
- a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or
 - an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual).
- i) 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, the Scottish Charity Regulator 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.

- j) A person who has at any time been removed, or is suspended, from the management or control of any body under:
- 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), or
 - 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).

3.3 Chair

3.3.1 The ICB Chair is to be appointed by NHS England, with the approval of the Secretary of State for Health and Social Care.

3.3.2 In addition to criteria specified at 3.1, this member must be independent.

3.3.3 Individuals will not be eligible if:

- a) They hold an ongoing role in another health and care organisation within the same ICS footprint
- b) Any of the disqualification criteria set out in 3.2 apply

3.3.4 Subject to NHS England's national policy and requirements and as set out in the letter of appointment to the role, the term of office for this role will be a maximum 3 years in duration and the maximum number of terms which may be served is 3.

3.4 Deputy Chair and Senior Non-Executive Member

3.4.1 The Deputy Chair is to be appointed from amongst the Non-Executive Members by the Board subject to the approval of the Chair.

3.4.2 No individual shall hold the position of Chair of the Audit and Risk Committee and Deputy Chair at the same time.

3.4.3 The Senior Non-Executive Member is to be appointed from amongst the Non-Executive Members by the Board, subject to the approval of the Chair.

3.5 Chief Executive Officer

3.5.1 The Chief Executive Officer will be appointed by the Chair of the ICB in accordance with any guidance issued by NHS England.

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

3.5.3 In addition to the eligibility criteria specified at 3.1, the Chief Executive Officer must 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.

3.5.4 Individuals will not be eligible if

- a) Any of the disqualification criteria set out in 3.2 apply
- b) Subject to clause 3.5.3, they hold any other employment or executive role other than Chief Executive of another Integrated Care Board.

3.6 Partner Member - NHS Trusts and Foundation Trusts

3.6.1 This Partner Member is jointly nominated by the NHS Trusts and Foundation Trusts that provide services for the purposes of the health service within the ICB's Area and meet the Forward Plan Condition or (if the Forward Plan Condition is not met) the Level of Services Provided Condition:

- c) Royal Devon University Healthcare NHS Foundation Trust
- d) Torbay and South Devon NHS Foundation Trust
- e) Devon Partnership NHS Trust
- f) University Hospitals Plymouth NHS Trust
- g) South Western Ambulance Service NHS Foundation Trust

3.6.2 This member must fulfil the eligibility criteria set out at 3.1 and also be an executive director of one of the NHS Trusts or Foundation Trusts within the ICB's Area.

3.6.3 Individuals will not be eligible if any of the disqualification criteria set out in 3.2 apply.

3.6.4 This member will be appointed by the ICB Board Appointments Panel, subject to the approval of the Chair.

3.6.5 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 3.6.1 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 3.6.2 and 3.6.3
- 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).

3.6.6 The term of office for these partner members will be 2 years. There is no maximum number of terms. One term may be extended by up to one year, subject to the approval of the chair.

3.6.7 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.

3.6.8 In advance of completion of the term of office a nomination and appointment process shall be undertaken in accordance with 3.6.5. Previous partner members may be re-nominated.

3.6.9 In the event of the nomination of a previous partner member, their reappointment will be informed by the reviews outlined in 3.6.7.

3.7 Partner Member - Providers of Primary Medical Services.

3.7.1 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.

- 3.7.2 The list of relevant providers of primary medical services for this purpose is published as part of the Governance Handbook and can be found [here](#). The list will be kept up to date but does not form part of this Constitution.
- 3.7.3 This member must fulfil the eligibility criteria set out at 3.1 and also be a registered medical practitioner, performing primary medical services for one of the providers set out at section 3.7.1 of this Constitution.
- 3.7.4 Individuals will not be eligible if any of the disqualification criteria set out in 3.2 apply.
- 3.7.5 This member will be appointed by the ICB Board Appointments panel, subject to the approval of the Chair.
- 3.7.6 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 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 3.7.3 and 3.7.4

- 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).

3.7.7 The term of office for this partner member will be 2 years. There is no maximum number of terms. One term may be extended by up to one year, subject to the approval of the chair.

3.7.8 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.

3.7.9 In advance of completion of the term of office a nomination and appointment process shall be undertaken in accordance with 3.7.6. Previous partner members may be re-nominated.

3.7.10 In the event of the nomination of a previous partner member, their reappointment will be informed by the reviews outlined in 3.7.8.

3.8 Partner Member - Local Authorities

3.8.1 This Partner Member is jointly nominated by the following local authorities whose areas coincide with, or include the whole or any part of, the ICB's Area:

- a) Devon County Council
- b) Torbay Council
- c) Plymouth City Council

3.8.2 This member will fulfil the eligibility criteria set out at 3.1, and also the following additional eligibility criteria:

- a) Be the Chief Executive Officer or hold a relevant executive level role within of one of the local authorities listed at 3.8.1.
- b) Have skills and experience such that they can bring the perspective of local government

3.8.3 Individuals will not be eligible if any of the disqualification criteria set out in 3.2 apply.

3.8.4 This member will be appointed by the ICB Board Appointments Panel, subject to the approval of the ICB Chair.

3.8.5 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 3.8.1 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 3.8.2 and 3.8.3.
 - 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)

3.8.6 The term of office for this partner member will be 2 years. There is no maximum number of terms. One term may be extended by up to one year, subject to the approval of the chair.

3.8.7 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.

3.8.8 In advance of completion of the term of office a nomination and appointment process shall be undertaken in accordance with 3.8.4. Previous partner members may be re-nominated.

3.8.9 In the event of the nomination of a previous partner member, their reappointment will be informed by the reviews outlined in 3.8.7.

3.9 Mental Health Member

3.9.1 This member must fulfil the eligibility criteria set out at 3.1 and shall have knowledge and experience in connection with services relating to the prevention, diagnosis and treatment of mental illness.

3.9.2 Individuals will not be eligible for this role if any of the disqualification criteria set out in 3.2 apply.

3.9.3 This member will be appointed by the ICB Board Appointments Panel, subject to the approval of the Chair.

3.9.4 The appointment process will be as follows:

- a) The ICB will create a role description for the role, which will set out the requirements associated with the role including the expected skills, knowledge, time commitment and term of office
- b) Expressions of interest for the role will be sought from partners within the ICS as determined by the ICB Board Appointment Panel.
- c) Appointment will be made as a result of a formal assessment against the eligibility and disqualification criteria for Board membership as set out above, and to ensure the individual has the ability to contribute effectively to the overall functioning of the Board. The ICB Board Appointments Panel will make a recommendation to the Chair of the ICB, for approval
- d) The Chair of the ICB will determine whether to approve the appointment and report the appointment decision to the next meeting of the Board of the ICB.
- e) Should no individual be appointed, then the process described above shall be repeated.
- f) Any re-appointment at the end of a term will follow the process as described in 3.9.4 a to d.
- g) An individual will only be eligible for reappointment if they continue to meet the relevant eligibility and disqualification criteria outlined above.

3.9.5 The term of office for this member will be 3 years.

3.10 Chief Medical Officer

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

- 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

3.10.2 Individuals will not be eligible if any of the disqualification criteria set out in 3.2 apply.

3.10.3 This member will be appointed by the Chief Executive Officer, subject to the approval of the Chair.

3.11 Chief Nursing Officer

3.11.1 This member will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- 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

3.11.2 Individuals will not be eligible if any of the disqualification criteria set out in 3.2 apply.

3.11.3 This member will be appointed by the Chief Executive Officer, subject to the approval of the Chair.

3.12 Chief Finance Officer

3.12.1 This member will fulfil the eligibility criteria set out at 3.1 and also the following additional eligibility criteria:

- 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 qualified accountant with full membership of a relevant professional body

3.12.2 Individuals will not be eligible if any of the disqualification criteria set out in 3.2 apply.

3.12.3 This member will be appointed by the Chief Executive Officer, subject to the approval of the Chair.

3.13 Non-Executive Members

3.13.1 The ICB will appoint at least five and up to six Non-Executive Members with a diverse range of skills, experiences and backgrounds who can understand the needs of patients and reflect the communities it serves.

3.13.2 These members will be appointed by the ICB Board Appointments Panel, subject to the approval of the Chair.

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

- a) Not be employee of the ICB or a person seconded to the ICB
- b) Not hold a role in another health and care organisation within the same ICS or an organisation with which the ICB has a material financial or contractual relationship
- c) One shall have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Audit and Risk Committee
- d) Another should have specific knowledge, skills and experience that makes them suitable for appointment to the Chair of the Remuneration Committee

3.13.4 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 same ICS

3.13.5 The term of office for a Non-Executive Member is a maximum of 3 years. Non-Executive Members should usually serve no more than two terms, although a third term may be offered in exceptional circumstances and subject to rigorous review by NHS England (all terms must not exceed 9 years in total after which they will no longer be eligible for re-appointment).

3.13.6 Initial appointments may be for a shorter period in order to avoid all non-executive members retiring at once. Thereafter, new appointees will ordinarily retire on the date that the individual they replaced was due to retire in order to provide continuity

3.13.7 Subject to a satisfactory attendance record and annual appraisal, conducted in accordance with the relevant ICB policy, the Chair may approve the re-appointment of a Non-Executive Member up to the maximum number of years permitted for their role.

3.14 Board Members: Removal from Office

3.14.1 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.

3.14.2 With the exception of the Chair, Board Members shall be removed from office if any of the following occur:

- 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 60% of the meetings to which they are invited unless agreed with the Chair in extenuating circumstances
- c) If they are deemed to not meet the expected standards of performance (e.g. at their annual appraisal)
- d) If they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the reputation and/or interest of the ICB and is likely to bring the ICB into disrepute. This includes but is not limited to breach of the ICB's human resources policies; 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.

3.14.3 Members may be suspended pending the outcome of an investigation into whether any of the matters referenced in section 3.14.2 of this Constitution apply.

3.14.4 Executive Directors (including the Chief Executive Officer) will cease to be Board Members if their employment in their specified role ceases, regardless of the reason for termination of the employment.

3.14.5 The Chair of the ICB may be removed by NHS England, subject to the approval of the Secretary of State for Health and Social Care.

3.14.6 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 Officer; and
- b) direct the Chair of the ICB as to which individual to appoint as a replacement and on what terms.

3.15 Terms of Appointment of Board Members

- 3.15.1 With the exception of the Chair and the Non-Executive Members arrangements for remuneration and any allowances for Board Members of the ICB will be agreed by the Remuneration Committee in line with the ICB Remuneration Policy and any other relevant policies published on our ICB [website](#) and any guidance issued by NHS England or other relevant body.
- 3.15.2 Terms of appointment and remuneration of the Chair will be determined by NHS England.
- 3.15.3 Remuneration for Non-Executive Members will be determined by the Non-Executive Remuneration Panel.

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 Seven Principles of Public Life (the Nolan Principles) and any governance guidance issued by NHS England.

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 (SoRD)

4.4.1 The ICB has agreed a Scheme of Reservation and Delegation (SoRD) which is published in full in the ICB Governance Handbook and available on the ICB website [here](#).

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 of 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 [here](#).

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. 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 sub-committees 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 operate within their terms of reference, and both committees and sub-committees must undertake regular performance evaluations and report to the Board on the fulfilment of their activities, drawing attention to any significant risks.
- 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 Standing Financial Instructions and any other relevant ICB policy.
- 4.6.8 The following committees will be maintained:

- a) **Audit and Risk 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 and Risk Committee will be chaired by a Non-Executive Member (other than the Chair and Deputy Chair of the ICB) who has the qualifications, expertise or experience to enable them to express credible opinions on finance and audit matters.

- 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 and Risk Committee).

Remuneration for Non-Executive Members will be determined by the Non-Executive Member Remuneration Panel.

- 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, are 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 in Appendix 2 and form part of this Constitution.

5.2 Standing Financial Instructions (SFIs)

- 5.2.1 The ICB has agreed a set of Standing Financial Instructions (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 Principles

- 6.1.1 In discharging its functions the ICB will abide by the following principles:
- a) The Nolan Principles
 - b) Ensuring clear policy guidance is provided to all those performing a role on behalf of the ICB
 - c) Monitoring compliance in accordance with published guidance
 - d) Ensuring interests are proactively declared at the point individuals become involved in decision making

- e) Adopting a proportionate, common sense approach to the management of conflicts of interest
- f) Keeping an audit trail of actions taken.

6.2 Conflicts of Interest

- 6.2.1 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.
- 6.2.2 The ICB has agreed policies and procedures for the identification and management of conflicts of interest which are published on the website.
- 6.2.3 All Board, committee and sub-committee members, and employees of the ICB, will comply with the ICB policy on conflicts of interest, and the ICB Standards of Business Conduct Policy, 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.
- 6.2.4 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.
- 6.2.5 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.
- 6.2.6 The ICB has appointed the Audit and Risk Committee Chair 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.

6.3 Declaring and Registering Interests

6.3.1 The ICB maintains registers of the interests of:

- a) Members of the ICB
- b) Members of the Board's committees and sub-committees
- c) Its employees

6.3.2 In accordance with section 14Z30(2) of the 2006 Act registers of interest are published on the ICB website and are available to [view](#).

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.

6.4 Standards of Business Conduct

6.4.1 Board members, employees, committee and sub-committee members 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

- 7.1.1 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 12 (2) of Schedule 1B to the 2006 Act.

7.2 Principles

- 7.2.1 In order to achieve maximum accountability and transparency, the ICB will implement the following principles when establishing its accountability frameworks:
- a) Comprehensive and joined up
 - b) Economical of time and money
 - c) Clear and transparent
 - d) Rigorous
 - e) Stable and consistent.
- 7.2.2 The ICB will consistently consider and take appropriate action to be inclusive and accessible, complying with relevant legislation.
- 7.2.3 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.
- 7.2.4 The ICB will be proactive, not reactive: seeking to anticipate, identify and minimise the risk of conflicts of interest at the earliest possible opportunity.
- 7.2.5 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.
- 7.2.6 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.
- 7.2.7 We will create an environment and culture where individuals feel supported and confident in declaring relevant information and raising any concerns.

7.3 Meetings and publications

- 7.3.1 Board and committee meetings 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.
- 7.3.2 Papers and minutes of all meetings held in public will be published.

- 7.3.3 Annual accounts will be externally audited and published.
- 7.3.4 A clear complaints process will be published.
- 7.3.5 The ICB will comply with the Freedom of Information Act 2000 and with the Information Commissioner's Office requirements regarding the publication of information relating to the ICB.
- 7.3.6 Information will be provided to NHS England as required.
- 7.3.7 The Constitution and Governance Handbook will be published as well as other key documents including but not limited to:
- Registers of interests
 - Conflicts of Interest Policy and procedures
 - Standards of Business Conduct Policy.
- 7.3.8 The ICB will publish, with its 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 "Joint Forward Plan"). The plan will:
- a) describe the health services for which the ICB proposes to make arrangements in the exercise of its functions
 - b) explain how the ICB proposes to discharge its duties under sections 14Z34 to 14Z45 (general duties of integrated care boards) and sections 223GB and 223N (financial duties)
 - c) propose steps to implement the joint local health and wellbeing strategies and integrated care strategy
 - d) set out any steps that the ICB proposes to take to address the particular needs of children and young persons under the age of 25
 - e) set out any steps that the ICB proposes to take to address the particular needs of victims of abuse (including domestic abuse and sexual abuse, whether of children or adults).

7.4 Scrutiny and Decision Making

- 7.4.1 At least three Non-Executive Members will be appointed to the Board including the Chair; and all of the Board and committee members will comply with the Nolan Principles and meet the criteria described in the Fit and Proper Person Test.
- 7.4.2 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 and the population, in line with the rules set out in the NHS Provider Selection Regime (PSR), including the PSR statutory guidance. In particular, this shall include the ICB:

- a) publishing online an annual summary of its contracting arrangements for the provision of relevant health care services
- b) publishing online an annual report of its monitoring of compliance with the regime
- c) taking appropriate measures to effectively prevent, identify and remedy conflicts of interest arising in the conduct of procurement processes under the regime
- d) where it considers appropriate, seeking or otherwise receiving independent expert advice when making decisions in accordance with the regime

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

7.5 Annual Report

7.5.1 The ICB will publish an annual report in accordance with any guidance published by NHS England and that 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 The ICB may appoint employees, pay them remuneration and allowances as it determines and appoint staff on such terms and conditions as it determines.
- 8.2 The Board has established a Remuneration Committee which is chaired by a Non-Executive Member other than the Chair or Audit and Risk Committee Chair.

- 8.3 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:
- a) Ensuring that the Chief Executive Officer, ICB governance lead and senior human resources advisers are in attendance
 - b) Authorising it to obtain legal/and or other independent professional advice, and to secure the attendance of anyone with relevant experience and expertise, if it considers this necessary.
- 8.4 The Board may appoint independent members or advisers to the Remuneration Committee who are not members of the Board.
- 8.5 The Chair or specific members of the committee must recuse themselves from committee meetings, if during the discussion on any agenda item that benefits them personally, to ensure that there is no real or perceived conflict of interest in the decisions being made.
- 8.6 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](#).
- 8.7 The duties of the Remuneration Committee are set out in its Terms of Reference and include:
- a) Setting the ICB pay policy (or equivalent) and standard terms and conditions
 - b) Making arrangements to pay employees such remuneration and allowances as it may determine
 - c) Setting remuneration and allowances for members of the Board
 - d) Setting any allowances for members of committees or sub-committees of the ICB who are not members of the Board.
- 8.8 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

In line with section 14Z45(2) of the 2006 Act, the ICB has made arrangements to secure 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 manner in which 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
- 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 In line with section 14Z54 of the 2006 Act, when preparing the Joint Forward Plan or revising the plan in a way they consider significant, the ICB together with its partner NHS trusts and NHS foundation trusts will take appropriate steps to ensure that they involve the Health and Wellbeing Boards and consult its population.

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

- a) put the voices of people and communities at the centre of decision-making and governance, at every level of the ICS
- b) start engagement early when developing plans and feed back to people and communities how it has influenced activities and decisions
- c) understand your community's needs, experience and aspirations for health and care, using engagement to find out if change is having the desired effect
- d) build relationships with excluded groups – especially those affected by inequalities
- e) work with Healthwatch and the voluntary, community and social enterprise sector as key partners
- f) provide clear and accessible public information about vision, plans and progress to build understanding and trust
- g) use community development approaches that empower people and communities, making connections to social action
- h) use co-production, insight and engagement to achieve accountable health and care services
- i) co-produce and redesign services and tackle system priorities in partnership with people and communities
- j) learn from what works and build on the assets of all partners in the ICS – networks, relationships, activity in local places.

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

9.1.5 The NHS Devon Integrated Care Board People and Communities Strategy (known as the People and Communities Framework) is available to view in the ICB [Governance Handbook](#). The strategy sets out how NHS Devon will;

- a) Use the 10 principles when working with people and communities across Devon

- b) Work with partners across the ICS to develop arrangements for ensuring that the Integrated Care Partnership (ICP) and place-based partnerships have appropriate representation from local people and communities in priority-setting and decision-making forums
- c) Gather intelligence about the experience and aspirations of people who use care and support and have clear approaches to using these insights to inform decision-making and quality governance.

Appendix 1: 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 clause 1.3 of this Constitution
Associate Non-Executive Member	An individual who is appointed by the ICB Board Appointments Panel (subject to the approval of the Chair) to bring a level of independence and oversight to the ICB's decision-making akin to a Non-Executive Member. An Associate Non-Executive Member may be a member of the ICB's Committees or Sub-Committees, but is not a member of the ICB's Board and as such may not vote at Board meetings.
Committee	A committee created and appointed by the ICB Board.
Director of Finance	Within NHS Devon ICB this role is known as Chief of Finance
Director of Nursing	Within NHS Devon ICB this role is known as Chief of Nursing
Forward Plan Condition	The 'Forward Plan Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.
Health Care Professional	An individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002
Health Service Body	Health service body as defined by section 9(4) of the NHS Act 2006 or an NHS foundation trust.
ICB Board	Members of the ICB
ICB Board Appointments Panel	A panel of senior ICB employees, convened by the Chief Executive Officer with the purpose of making recommendations on certain Board appointments.
Integrated Care Partnership	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.
Level of Services Provided Condition	The 'Level of Services Provided Condition' as described in the Integrated Care Boards (Nomination of Ordinary Members) Regulations 2022 and any associated statutory guidance.

Medical Director	Within the NHS Devon ICB this role is known as Chief Medical Officer
Non-Executive Member Remuneration Panel	A panel convened when required for the special purpose of considering the remuneration of the Non-Executive Members of the ICB. This is because some of the non-executives are members of the ICB's Remuneration Committee and, consistently with the ICB's processes and national expectations for managing conflicts of interest, the Board is required to have a suitable mechanism for ensuring that no individual is involved in discussion or decision-making relating to their own pay. The panel will be convened by the Chair, and constituted of at least two of either the Partner Members or the Mental Health Member.
Ordinary Member	The Board of the ICB will have a Chair and a Chief Executive Officer plus other members. All other members of the Board are referred to as Ordinary Members.
Partner Members	Some of the Ordinary Members will also be Partner Members. Partner Members bring knowledge and a perspective from their sectors and are 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.
Sub-committee	A group created and appointed by and reporting to a committee of the ICB.

Appendix 2: Standing Orders

1 Introduction

- 1.1 These Standing Orders have been drawn up to regulate the proceedings of NHS Devon 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 The Standing Orders are effective from 01 July 2022.
- 2.2 Standing Orders will be reviewed on an annual basis or sooner if required.
- 2.3 Amendments to these Standing Orders will be made as per clause 1.6 of this Constitution.
- 2.4 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 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 1.
- 3.2 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.
- 3.3 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.
- 3.4 In the case of conflicting interpretation of the Standing Orders, the Chair, supported with advice from the governance lead, will provide a settled view which shall be final.
- 3.5 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 Officer as soon as possible.
- 3.6 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 and Risk 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 one 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 seven 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 two working days' notice by setting out the reason for the urgency and the decision to be taken.
- 4.1.3 A public notice of the time and place of the 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 three 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 is 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 Deputy Chair will preside over the meeting.
- 4.2.3 If both the Chair and Deputy Chair are absent or disqualified from participating by a conflict of interest, the senior Independent Non-Executive Member shall chair or the assembled members shall appoint a temporary deputy from amongst the Non-Executive Members for the purpose of chairing the meeting.

- 4.2.4 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 to the corporate office for coordination at least seven calendar days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the board at least five 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](#).

4.4 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 may 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% of its members, including:
- a) Chair or Deputy Chair
 - b) At least two Executive Directors
 - c) At least two Non-Executive Members
 - d) At least two of either the Partner Members or the Mental Health Member
- 4.7.2 For the sake of clarity:
- a) No person can act in more than one 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.
 - c) A nominated deputy appointed in accordance with Standing Order 4.5 will count towards quorum for meetings of the Board
- 4.7.3 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 appointments

- 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 through 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 will be eligible to cast one vote each.
 - b) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
 - c) For the sake of clarity, any additional Participants and Observers (as detailed within paragraph 2.3 of the Constitution) will not have voting rights.
 - d) A resolution will be passed if more votes are cast for the resolution than against it.
 - e) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
 - f) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

Disputes

- 4.9.3 Where helpful, the Board may draw on third party support to assist them in resolving any disputes, such as peer review or support from NHS England.

Urgent decisions

- 4.9.4 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:
- a) The powers which are reserved or delegated to the Board, may for an urgent decision be exercised by the Chair and Chief Executive Officer (or relevant lead director in the case of committees) subject to every effort having been made to consult with a minimum of two Non-Executive Members in the given circumstances

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

4.10 Minutes

- 4.10.1 The names and roles of all members present shall be recorded in the minutes of the meetings.
- 4.10.2 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.
- 4.10.3 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.
- 4.10.4 Where providing a record of a meeting held in public, the minutes shall be made available to the public.

4.11 Admission of public and the press

- 4.11.1 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 include all Board Members at which public functions are exercised, will be open to the public.
- 4.11.2 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.
- 4.11.3 The person presiding over the meeting shall give such directions as they thinks fit with regard to 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.
- 4.11.4 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.
- 4.11.5 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 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 2 other members,
- 5.2 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 5.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Audit and Risk Committee for review of the reasonableness of the decision to suspend Standing Orders.

6 Use of seal and authorisation of documents.

- 6.1 The ICB will have a seal for executing documents where necessary. This will be used subject to the approval limits set out in the Use of the Seal Standard Operating Procedure and Scheme of Delegation and Reservation, which is held in the ICB Governance Handbook and reviewed by the Chief Finance Officer no less than once a year.
- 6.2 The Chief Executive Officer shall ensure that a register of the sealing of every document is maintained and presented to the Audit and Risk Committee no less than once a year.

END