

C&M ICB

Executive Committee

Terms of Reference

v0.2



Document revision history

Date	Version	Revision	Comment	Author / Editor
01.07.2022	0.1	Initial ToRs		Ben Vinter
Sept 2025	0.2	Updates to responsibilities around workforce, areas covered previously by the Strategy & Transformation Committee, membership and quoracy. General tidying up		Matthew Cunningham

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Executive Committee Terms of Reference

1. Introduction

The Executive Committee (the Committee) is established by NHS Cheshire and Merseyside Integrated Care Board (ICB) as a Committee of the Board in accordance with its Constitution and in line with its Scheme of Reservation and Delegation (SORD) and Operational SORD (OSORD).

2. Purpose

The ICB Executive Committee is established in accordance with NHS Cheshire & Merseyside's (NHS C&M) Constitution. These terms of reference set out the membership, remit, responsibilities, and reporting arrangements of the ICB Executive Committee and shall have effect as if incorporated into the Constitution.

All management functions of NHS C&M (with the exception of those delegated to individuals or to another committee of the Integrated Care Board (the Board) or reserved to the ICB as detailed in the SORD) are delegated to the ICB Executive for day-to-day management and delivery. The ICB Executive will make recommendations on delivery of strategy and commissioning plans and take day to day decisions on performance management and risk management to provide robust assurance to the Board.

3. Responsibilities / duties

The scope of ICB Executive is to support the Board in undertaking its statutory duties as NHS Cheshire & Merseyside. The Committee will fulfil its purpose by fulfilling its responsibilities:

3.1 Overarching responsibilities:

- ensure the effective operational management of NHS C&M, through providing effective leadership and direction to the work of the organisation
- support NHS C&M to deliver its plans, strategies, and statutory duties
- oversee the development and review of NHS Cheshire and Merseyside plans in response to the HCP's developed strategy, ensuring they take account of the population need, and include the engagement and collaboration of partners and the VCFSE sector.
- oversee the development of NHS Cheshire and Merseyside's operational and transformational plans (our Joint Forward and Annual Delivery Plan), supporting alignment of Place priorities at an aggregate level, and engaging with partners across the wider system (including VCSE and the social care sector)
- promote robust clinical and corporate governance across the organisation
- ensure our plans and clinical commissioning policies follow the principle of proportionate universalism with the ambition to reduce health inequalities and reduce avoidable mortality.
- support the Board in setting the vision and delivering the organisation's strategic objectives
- oversee the development and delivery of work programmes that support the NHS Cheshire and Merseyside strategy and operational plans (our Joint Forward and Annual Delivery Plan), including oversight of areas developing joint commissioning with partner organisations (and making recommendations to the Board on their approval as required)
- provide support to the development of its nine places across Cheshire & Merseyside, and the wider Integrated Care System (ICS) and all of its parts and partner interactions.

3.2 Other responsibilities:

- provide direction (as a Category 1 responder) in the event of emergency planning,

preparedness, and response, and ensure NHS C&M supports its Partners with system, and as appropriate, with borough wide planning and activity

- make decisions in respect of system QIPP and financial recovery, any such decision shall be reported to the next meeting of the Board for ratification
- act in accordance with the NHS C&M Constitution, Standing Orders, Prime Financial Policies and Scheme of Reservation & Delegation
- oversee NHSE assurance planning and responses
- ensure that all NHS C&M strategies/ plans are fully aligned and integrated enabling effective delivery
- make recommendations on investment and significant commissioning decisions to the Board that are outside of the authority of the Committee that lead to a more financially sustainable health care system.
- oversee implementation of and make decisions on the duties of NHS Cheshire and Merseyside in relation to delegated Specialised Services including delivery of the annual plans
- make recommendations or decisions on the review, planning and procurement of delegated services for Specialised services in Cheshire and Merseyside that are not commissioned across the North West via the North West Specialised Commissioning Joint Committee
- link with the Primary Care Committees to ensure the system wide, population-based approach is implemented to other delegated NHS England functions
- identify opportunities at a Cheshire and Merseyside or Supra Place footprint for the transformation and integration of services to support the delivery of effective, high quality, accessible health and care services learning from the best practice taking place within Place Partnerships.
- ensure that transformation activities promote the improvement of population health and wellbeing outcomes within our communities as well as addressing health inequalities, prioritising investment / disinvestment and ensure cost effective care is delivered, developing an evidence-based commissioning / decommissioning framework.
- oversee the development of any joint and co-commissioning arrangements with Local Authority and /or external NHS bodies and recommend to the Board for approval
- oversee programmes and plans regarding significant service reconfiguration to meet the needs of the Cheshire and Merseyside population and make recommendations to the Board on the proposals
- take account of collaborative commissioning activities, including those of clinical networks, to consider and make recommendations to the Board as to whether they will have wider contracting/financial implications across the C&M system
- receive updates on the progress in delivery of Cheshire and Merseyside Provider Collaboratives agreed annual delivery programmes
- determine and approve the ICB arrangements for securing legal advice, where necessary
- approve and implement the arrangements for action on litigation against or on behalf of the ICB
- co-ordinate and have oversight of the ICB response to any judicial review brought against the ICB
- co-ordinate its business with the ICS wide partners, as appropriate, on matters relevant to the partnership
- approve, or recommend for approval (dependent on SoRD), a wide range of policies and procedures, ensuring effective implementation of all such policies
- monitor the implementation of the Organisational Development Strategy
- will provide support to ensure that the ICB, its committees and the ICP function optimally.

3.3 Governance

The ICB Executive will:

- commission reports and audit/surveys it deems necessary to help fulfil its obligations as

authorised by the Board

- when a steady state has been achieved the executive will review and ratify minor policy changes, recommending to the Board for approval any new policies or policies requiring significant updates/ changes
- oversee the development of key governance, assurance and risk systems; ensuring processes are in place so that NHS C&M is compliant with its statutory requirements and has sound internal control arrangements
- ensure appropriate arrangements in respect of information governance are in place
- ensure NHS C&M is compliant with Health and Safety legislation including the Corporate Manslaughter Act and Local Security Management Services (LSMS) requirements
- ensure NHS C&M is compliant with its statutory duties under the Civil Contingencies Act
- promote the values of the ICB and create an organisation-wide culture, which enables clinicians, managers and staff to work, both in partnership and individually, to effectively deliver safe, high-quality and affordable services.
- approve and oversee the implementation of the Organisational Development Strategy, including oversight of the implementation of the People Plan and People Promise
- monitor all workforce performance targets and recommend remedial action plans when performance is below target
- advise the Board on compliance with its statutory duties relating to people and employment legislation and to provide the Board performance reports of KPIs relating to people and employment
- consider and review workforce plans in line with management costs and making recommendations where relevant to the Board or other ICB committees where required
- consider and approve human resource and organisational development policies for the ICB, incorporating any that cover:
 - arrangements for discharging the statutory duties as an employer
 - disciplinary arrangements for ICB employees
 - arrangements for staff appointments (excluding matters detailed within the Constitution and the ICB Board Member Appointment Policy)
 - any other terms and conditions of services for ICB AfC employees (not within the remit of the Remuneration Committee)
- prior to seeking approval from the ICB Remuneration Committee, develop and consider the ICBs Pay Policy, including approving the terms and conditions of employment for non-AFC employees including pensions, remuneration, fees and travelling or other allowances for employees of the ICB and to other persons providing services to the ICB.

3.4 Risk

The ICB Executive will

- promote good risk management and ensure effective corporate governance systems, robust controls and processes are embedded across the organisation that also promote effective partnership working and integration
- develop and implement the NHS C&M Risk Management Strategy.
- oversee the arrangements for monitoring the implementation of the ICB risk management framework and processes, scrutinising and challenging risk assessment and assurances provided by the Corporate Risk Register (CRR) and Body Assurance Framework (BAF)
- have oversight of the identified risks for the Committees functions/responsibility areas that feature on the ICB BAF and CRR, observing the requirements and processes of the ICBs Risk Management Framework, and ensuring that the Board is informed in a timely manner of any significant risks, issues and mitigation relating to functions and responsibilities within its scope
- escalate any issues or risks for inclusion on the CRR or BAF as necessary
- maintain a risk register for the Executive Committee.

4. Sub-groups & Administration

The ICB Executive is authorised to create sub-groups or working groups as are necessary to fulfil its

responsibilities within its terms of reference.

Appropriate administrative support will be provided to ensure appropriate support to the Chair in relation to the organisation and conduct of meetings. Administrative duties will include:

- agreement of agendas with the Chair and attendees and collation of papers
- keeping a record of minutes/ actions, key issues, matters arising and issues to be carried forward.

Key action points may also be taken by any attendee, and any executive decision made in respect of Quality, Innovation, Productivity & Innovation (QIPP) or financial recovery will be submitted to the Board for ratification via an accountability report.

5. Delegated Powers and Authority

The ICB Executive will act with the authority of the C&M Integrated Care Board as outlined within its Terms of Reference and the Scheme of Reservation and Delegation, covering the scope of its remit through regular reporting, discussions, investigation and action.

6. Membership & Attendance

6.1 Members

Chief Executive (Chair) and their direct reports.

Notified, named deputies to support attendance, participation and quoracy is encouraged. Named deputies will count towards the quoracy of the meeting and will carry the decision making authority of the individual that they are deputising for at that meeting.

6.2 In attendance

Only members of the Committee have the right to attend Committee meetings, but the Chair may invite others to be regular standing attendees to the meeting or to attend as necessary in accordance with the business of the Committee.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

7. Meeting Arrangements

7.1 Leadership

The ICB Executive Committee is Chaired by the Chief Executive. In the absence of the Chief Executive the committee will be chaired by a designated deputy relevant for each occasion, as appropriate.

The Chief Executive may appoint a standing Deputy Chair from amongst any of the Members of the Committee. That individual will carry the decision making authority of the Chair for the meetings that they are Chairing.

If it is known in advance that there will be the absence of both the named Chair and named Deputy Chair for a meeting that is required to go ahead on the agreed date, then the Chair can identify a deputy for that meeting from within the remaining Members of the Committee. That individual will count towards the quoracy of the meeting and will carry the authority of the Chair for that meeting. This will only occur in exceptional circumstances as all efforts should be made to find an alternative date so as to ensure the attendance of the named Chair or Deputy Chair.

7.2 Quorum

Quorum will be three members, which must include the Chief Executive or nominated deputy.

Decisions will be taken in accordance with the Standing Orders of the ICB and within the authority as delegated to the either the Committee or individual members of the Committee. Where decisions to be made are under the delegated authority of the Committee, the Committee will ordinarily reach conclusions by consensus. It is not envisaged that voting will be either necessary or encouraged.

7.3 Frequency

ICB Executive meetings will be held weekly. It will be necessary for ICB Executive quoracy to be maintained for any decisions relating to QIPP and financial recovery in this instance.

Meetings will not, usually, be open to the public and will have the ability to schedule meetings as either face to face or electronically.

Papers for the meeting will be issued ideally one week in advance of the date the meeting is due to take place and no later than 4 working days.

7.4 Emergency Powers & Urgent Decisions

In the case of urgent decisions and extraordinary circumstances, every attempt will be made for the team to meet virtually. Where this is not possible the most senior or appropriate decision maker may exercise their powers in line with delegations.

7.5 Format

An agenda for each meeting will be agreed with the Chair. Calls for items supporting discussion will also be made from the membership.

It is anticipated that the meeting may initially have both a business and developmental focus as it established and defines its role. Sufficient time will be allocated to items to enable full exploration of issues, constructive challenge and reflection.

Advice, opinion and engagement may be sought from amongst the membership outside of the regular meetings, either as a group or on an individual basis.

7.6 Reporting

The outputs of the group will be reported to the Board.

8. Behaviours and Conduct

Members will be expected to conduct business in line with the ICB values and objectives and the principles set out by the ICB.

Members shall behave in accordance with the ICB's constitution, Standing Orders, and Standards of Business Conduct Policy.

All members are required to make open and honest declarations of the interest at the commencement of each meeting or to notify the Chair of any actual, potential or perceived conflict in advance of the meeting.

All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

9. Review

The ICB Executive will review its effectiveness at least annually

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.