

Mid Nottinghamshire Integrated Care Partnership Governance Arrangements

(As set out in Schedule 7 of our ICP Agreement)

1 Accountability Framework

- 1.1 Our Accountability Framework comprises the Boards and Groups and as set out in the diagram embedded below:



ICP Structure
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Mid–Nottinghamshire ICP BOARD

2 SCOPE

- 2.1 The ICP Board will be responsible for directing and leading the ICP in accordance with the ICP Principles, setting overall strategic direction and overseeing the delivery of the ICP Objectives and the Outcomes.

3 GENERAL RESPONSIBILITIES OF THE ICP LEADERSHIP BOARD

- 3.1 The general responsibilities of the ICP Board are set out in Clause **Error! Reference source not found.** of our ICP Agreement, with the following terms of reference.



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- 3.2 The approach to decision making and resolution by the ICP Board will be based upon consensus-building and unanimity in pursuit of the ICP Objectives and the Outcomes, and in accordance with Our ICP Principles. On the rare occasion that issues of contention arise that require voting, they shall be settled by votes of the Full ICP Members, with a casting vote of the Independent Chair in the event of deadlock.
- 3.3 The ICP Board will undertake a review of its Governance Structure on a six monthly basis or more frequently if required during the ICP development and transition phases.

4 MEMBERS AND DESIGNATED ALTERNATE MEMBERS OF THE ICP LEADERSHIP BOARD

- 4.1 Membership to the ICP Board will be as set out in the agreed Terms of Reference.
- 4.2 We will each appoint one ICP Board Member to, and will at all times maintain an ICP Board Member on, the ICP Board. Any of Us may remove or replace Our respective ICP Board Member at any time subject to the consent of the other ICP Board Members, such consent not to be unreasonably withheld or delayed.
- 4.3 Unless otherwise agreed in writing by the ICP Board, any such appointment or removal will take effect upon service of a notice in writing by the relevant party to the Agreement to the rest of Us.
- 4.4 Any ICP Board Member may appoint a designated alternate ICP Board Member to act on their behalf. An alternate ICP Board Member will be entitled to:
- (a) attend and, in the case of Full ICP Members be counted in the quorum and vote on decisions at any meeting at which the Full ICP Member's ICP Leadership Board Member appointing them is not personally present; and

(b) do all the things which their appointing ICP Board Member is entitled to do.

- 4.5 We will all ensure that, except for urgent or unavoidable reasons, Our respective ICP Board Member (or their designated alternate) attends and fully participates in the meetings of the ICP Board. Where a Full ICP Member or their appointed deputy cannot attend a meeting of the ICP Board (either in person or by way of video/phone conference) then, subject to paragraph 6.4 below, such a meeting shall not be quorate and it will be necessary for any contentious decisions requiring votes to be taken at a reconvened meeting, or via an alternative process involving all Full Members.

5 PROCEEDINGS OF ICP BOARD MEETINGS

- 5.1 The ICP Board will meet on a monthly basis or will convene an extraordinary sitting of the Board outside of the schedule monthly meeting if required to achieve the completion of ICP business.
- 5.2 The ICP Board Members will appoint and maintain an Independent Chair for the ICP Board.
- 5.3 The ICP Board Members may regulate their proceedings as they see fit save as set out in this Schedule 7 (Governance).
- 5.4 As set out in this paragraph 4.5, no matter of contention requiring votes will be decided at any meeting unless a quorum is present, and a quorum will not be present unless all ICP Board Members representing Full ICP Members (or their designated alternates) are in attendance. (In accordance with Clause 19 of our ICP Agreement)
- 5.5 When considering the inclusion or exclusion of an ICP Provider Participant the quorum will be all Full ICP Member representatives on the ICP Board (or their designated alternates).
- 5.6 A meeting of the ICP Board may consist of a conference between the ICP Board Members (or their designated alternates) who are not all in one place, but each of whom is able directly or by telephonic or video communication to speak to each of the others, and to be heard by each of the others simultaneously.
- 5.7 Each ICP Board Member (or their designated alternate) will have an equal say but only ICP Board Members who are Full ICP Members shall be entitled to vote at meetings of the ICP Board.
- 5.8 Associate ICP Members shall be entitled to attend and take part in meetings of the ICP Board but shall not have a vote on issues of contention.
- 5.9 Subject to the provisions of this Agreement, a decision made by the ICP Board will be binding on the ICP.

6 ATTENDANCE OF THIRD PARTIES AT MEETINGS OF ICP BOARD

- 6.1 The ICP Board shall conduct its meetings in public, and as such members of the public shall be welcome to attend and observe the business of the Board. By convention, and at their discretion, the Independent Chair shall offer members of the public present the opportunity to ask questions and make observations about the business of the Board before and after the formal business is concluded. Members of the public will not be entitled to participate in the conduct of business. In the conduct of its business, the Board will be entitled to invite the following people to attend and contribute to meetings of the ICP Board:

- (a) representatives from functional units and programmes of work delivering its, aims and objectives;
- (b) representatives from the Citizens Council, or any formally constituted group dedicated to citizen participation and engagement;
- (c) anyone to whom the ICP Board extends an invitation from time to time.

7. ICP Accountability Framework

7.1 Our ICP Accountability Framework set out above and illustrated in Schedule 7 (Governance) of our ICP Agreement and includes the following:

- (a) An **ICP Board** – with responsibilities as set out in Clause **Error! Reference source not found.** and Schedule 7 (Governance);
- (b) An **ICP Transformation Board (TB)** – with responsibility for (i) service transformation activities including clinical and enabling workstreams, development of new models of care, and identification of transformation opportunities (ii) responsibility for ensuring co-ordination and alignment across the ICP workstreams/groups (identifying where necessary any interdependencies of the work of those workstreams/groups); and (iii) preparing, maintaining and submitting any Service Operations Manual detailing how We will work together, in particular in compliance with competition laws, to the ICP Board for approval. It is envisaged that the ICP Transformation Board (TB) shall comprise senior executives from each ICP Participant; The TB shall seek to resolve and differences or disputes between Us before escalation to the ICP Board in accordance with Schedule 8.
- (c) **An Operational Delivery Group (ODG)** will be formed to hold the responsibility for the oversight of those services that have been developed by the ICP Participants are now in live delivery. The group will (i) monitor the services in accordance with the service KPIs agreed during the service development and provide an escalation route for operational decision making to resolve issues that are impacting upon the ability of the service to deliver in accordance with principles set out within this Agreement, and (ii) have oversight of system quality improvement and efficiency schemes requiring system collaboration for delivery.
- (d) **A&E Delivery Board** – forms part of the ICP governance framework with responsibility for System Resilience and statutory reporting for urgent care, and will be Chaired by the CEO of an ICP Provider Organisation.

The activities of the ICP and its Board will be set out in an ICP plan and delivery programme and will be underpinned and delivered through functional units.

8. **Reporting Matrix within the ICP Accountability Framework**

- 1) Our ICP governance is split into five key units, as set out in the ICP Governance diagram
 - a. ICS Governance
 - b. ICP Governance
 - c. ICP Transformation
 - d. ICP Delivery
 - e. ICP Enablers
- 2) Transformation programmes in development will be overseen and reported through the Transformation Board (TB).
- 3) Transformation programmes that are operationally live will be overseen and reported through the Operational Delivery Group (ODG).
- 4) Transformation Programmes in development will be delivered in accordance with the structured approach outlined in the ICP Transformation Flight Path that sets out the steps required for the development and approval of each Transformation Programme.
- 5) Transformation Delivery Programmes will be accountable to and reported through the Transformation Board
- 6) The Operational Delivery Group will be accountable for and responsible system delivery and system performance through the oversight of services in live delivery and for shared improvement/efficiency schemes requiring an ICP collaborative approach.

- 7) Transformation Board and Operational Delivery Group will report into the ICP Board.
- 8) A&E Delivery Board as a statutory requirement will report to the ICP Board and will oversee the operational delivery of system resilience for emergency care and meeting statutory reporting requirements.
- 9) A number of workstreams will provide the structure of our functional units underpinning delivery of our transformation aims and objectives.
- 10) A series of enablers will underpin delivery of our ICP aims and objectives for system transformation and efficiency.