

Date – 22nd October 2021

Dear Colleagues,

Re - Establishing the New Integrated Care Board (ICB) for Merseyside and Cheshire

We are writing to you following the publication of national guidance on the establishment of NHS statutory bodies (see appendix A below) – to be known as Integrated Care Boards (ICBs). We are now in the process of developing the new ICB's Constitution and are engaging with our system partners and stakeholders.

The ICB will be responsible for implementing the overall NHS strategy in Cheshire and Merseyside, assigning resources, securing assurance and ensuring - with our partners – that the right activities are focused on securing the best outcomes for our communities.

The ICB Constitution is heavily prescribed nationally to reflect the need for clear and consistent process on the management of NHS resources and decision making. However, specific choices are required in relation to the membership and size of the ICB including the number of executives, non-executives, and partner members.

Our proposals are outlined below, and it is these that we are seeking your feedback on.

Up to six non-executive directors including:

Chair of the NHS Body and **up to five** others covering Audit; Remuneration; Patient and Public Engagement, Conflict of Interest Guardian.

Four executive directors

Covering the nationally mandated roles of Chief Executive, Executive Medical Director, Executive Director of Nursing and Executive Director of Finance.

Two additional senior posts

Focusing on People / Workforce and Performance, Planning, and Improvement.

Six partner members

There will be two representatives each from Primary Care, Local Authorities and NHS Trusts.

This would mean 17 members in total. Whilst national guidance states that an ICB would ideally have no more than 13 members, the rationale for a larger board in Cheshire and Merseyside is linked to the size and diversity of the Cheshire and Merseyside Integrated Care System.

In addition, the Board may invite specified individuals to be named participants (they would not be voting members of the Board) and they would cover the Voluntary Community and Faith Sector and public health colleagues.

National timescales are moving rapidly, although they remain subject to legislation. We are asked to submit the first part of our constitution in relation to board membership to the NHS England and Improvement North West regional team for approval by 17 November.

To allow us to gather and consider your views, we are asking that you let us have any comments or feedback **by Friday 5th November**. Please let us have any feedback or comments you wish to share via email to cm.partnership@nhs.net including -

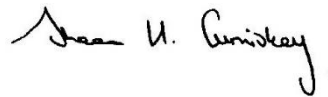
- Name & organisation
- Whether or not you agree with the proposals set out for the Cheshire and Merseyside Integrated Care Board composition, including the fact that our proposals suggest a Board larger than national guidelines
- Any further comments you wish to make

We will write to you again in the coming weeks in relation to the second part of the development of the constitution relating to all other aspects, including the nomination process for Partner Members.

Yours sincerely



David Flory
Interim Chair



Sheena Cumiskey
Interim Chief Officer



Simon Banks, Accountable Officer, NHS Wirral CCG



Andrew Davies, Accountable Officer, NHS Warrington and Halton CCGs



Jan Ledward, Accountable Officer, NHS Liverpool and Knowsley CCGs



Mark Palethorpe, Accountable Officer, NHS St Helens CCG



Fiona Taylor, NHS South Sefton and NHS Southport and Formby CCGs



Clare Watson, Accountable Officer, NHS Cheshire CCG

Appendix A

Summarised below is the [Interim guidance on the functions and governance of the integrated care board](#)

1. The ICB Board

1.1 ICBs will have a unitary board. The board will be responsible for ensuring the ICB plays its role in achieving the four purposes of the wider ICS. The purpose of the board is to govern effectively and in doing so, build patient, public and stakeholder confidence that their healthcare is in safe hands.

1.2 All members of the ICB Board will have shared corporate accountability for delivery of the functions and duties of the ICB and the required standards and outcomes of the ICB and the board will be the senior decision-making forum for the ICB.

1.3 Minimum requirements for board membership will be confirmed in legislation. This is not likely to be formally agreed until March 2022, although NHS England and Improvement has set out its expectations in several national publications and asked systems to progress on the assumption that the legislation will be approved. This includes minimum expectations regarding board membership as summarised below.

1.4 It is expected (subject to the passage of the Bill) that the ICB members, who together will constitute its unitary board will comprise of at least 10 Members:

1.4.1 Three Independent Non-Executives; Chair plus a minimum of two other independent non-executive directors (as a minimum required to chair the audit and remuneration committees).

1.4.2 Four Executive Roles (employed by the ICB):

- Chief Executive
- Director of Finance
- Director of Nursing
- Medical Director

1.4.3 Three Partner Members including at least:

- one member drawn from NHS trusts and foundation trusts who provide services within the ICS's area
- one member drawn from the primary medical services (general practice) providers within the area of the ICS NHS body
- one member drawn from the local authority, or authorities, with statutory social care responsibility whose area falls wholly or partly within the area of the ICS NHS body

1.5 All three partner members will be full members of the unitary board, bringing knowledge and a perspective from their sectors, but not acting as delegates of those sectors.

2. Participants and Observers

2.1 "Non-voting" members are not permitted however, the Board may invite specified individuals to be Participants or Observers at its meetings to inform decision making and the discharge of its functions as it sees fit.

- Participants may be invited to attend any or all meetings and ask questions or address the meeting at the discretion of the Chair but may not vote.
- Observers may be invited to attend any or all meetings at the discretion of the Chair but may not address the meeting or vote.

3. Key considerations for the membership of the Cheshire and Merseyside ICB Board

3.1 The ICB Board will need to be of an appropriate size to allow effective decision making to take place and there is some local flexibility to supplement board positions beyond the minimum requirements and Cheshire and Merseyside ICB will need to ensure the arrangements it puts in place can effectively discharge its full range of functions.

3.2 National Guidance suggests a statutory board size of no more than 13 to avoid ICB boards becoming too large.

3.3 Under the regulations the ICB will be required to establish:

- an Audit Committee; and
- a Remuneration Committee

3.4 These Committees will be chaired by the independent non-executives (other than the Chair)

3.5 Whilst it is likely that the governance structure will include arrangements for other committees and groups to advise and feed into the board, there will be flexibility on how the ICB establish other committees and their membership.

3.6 The ICB will have the ability to:

- appoint individuals who are not board members or staff of the ICB to be members of any committee it establishes
- delegate any of its functions to be exercised by or jointly with another ICB, an NHS trust, NHS foundation trust, NHS England, local authority, combined authority, or any other body that may be permitted in Regulations

3.7 The Board may also be supported by an Executive Group including, for example, other professional and functional leads, to manage the day-to-day running of the organisation.

4. Proposals for Cheshire and Merseyside ICB Membership

4.1 In consideration of all the above, and to allow the new ICB time to develop and embed our operating and leadership model we are proposing:

Up to six non-executive directors including:

Chair of the NHS Body and **up to five** others covering Audit; Remuneration; Patient and Public Engagement, Conflict of Interest Guardian.

Four executive directors

Covering the nationally mandated roles of Chief Executive and Executive Medical Director, Executive Director of Nursing and Executive Director of Finance.

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There will be two representatives each from Primary Care, Local Authorities and NHS Trusts

This would mean 17 members in total. Whilst national guidance states that an ICB would ideally have no more than 13 members, the rationale for a larger board in Cheshire and Merseyside is linked to the size and diversity of the Cheshire and Merseyside Integrated Care System.

4.2 We wish to test the flexibility given to membership of sub committees of the Board, with a more collaborative approach to any additional committees and sub committees we establish. This means that we could approach partners from all levels of the system to chair some of these sub committees.

4.4 Development of committee arrangements will be further informed by the work ongoing in relation to statutory functions and duties of the ICB as the wider operating model is agreed.

4.5 We also want to ensure broad participation at the ICB board and would expect several Participants to regularly attend and contribute to informed decision making. We do not need to agree a prescribed group at this stage, but would see this including participation from:

- Other ICB Executives
- VCFSE sector
- Public Health
- Placed Based Leaders

4.6 The final composition of the board will be subject to agreement with NHS England and Improvement.

5. Share your views

To allow us to gather and consider your views, we are asking that you let us have any comments or feedback **by Friday 5th November**. Please let us have any feedback or comments you wish to share via email to cm.partnership@nhs.net including;

- Name & organisation
- Whether or not you agree with the proposals set out for the Cheshire and Merseyside Integrated Care Board composition, including the fact that our proposals suggest a Board larger than national guidelines
- Any further comments you wish to make

ENDS