

## BOARD MEETING

<b>Title</b>	Board Committees Assurance Reports and Annual Reports 2023/24		
<b>Paper Date:</b>	17 April 2025	<b>Meeting Date:</b>	13 May 2025
<b>Purpose:</b>	Information and approval of Terms of Reference	<b>Agenda Item:</b>	12
<b>Author:</b>	Ros Kenrick, Business Manager – on behalf of Committee Chairs.	<b>Exec Lead/ Senior Responsible Officer:</b>	Hannah Iqbal, Chief Strategy, Digital and Transformation Officer

### Executive Summary

Each Committee will provide an Escalation and Assurance Report to the Board with a summary of key points and to inform the Board of the extent to which the Committee was able to take assurance from the evidence provided and where additional information was required. A report will be provided for every meeting, although due to timing of meetings and publication dates for Board papers, there will be occasions where a verbal report will be provided with the written report presented to the subsequent Board meeting.

The focus for these reports is:

- To what extent are we assured we understand the position?
- To what extent are we assured by the ICB/Provider mitigations presented?
- To what extent are we assured by the System response to the issue?

The following reports are attached:

- Audit and Risk Committee meeting held on 24 April 2025.
- ICB People Committee meeting held on 15 April 2025.
- Place and System Development Committee meeting held on 15 April 2025.
- Population Health & Patient Experience meeting held on 16 April 2025.
- System Productivity Committee meetings held on 24 April 2025.

### Action Required

The Board is asked to:

- Note the content of the Committee Escalation and Assurance Reports.
- Approve the revised Terms of Reference for the Audit and Risk Committee

<b>Conflicts of Interest:</b>	No conflict identified
-------------------------------	------------------------

Committee Escalation and Assurance Report – Alert, Advise, Assure	
Report From:	Audit and Risk Committee
Date of Meeting:	24 April 2025
Committee Chair:	Saqhib Ali
Key escalation and discussion points from the meeting	
<b>Alert:</b>	
<ul style="list-style-type: none"> <li>N/A</li> </ul>	
<b>Advise:</b>	
<ul style="list-style-type: none"> <li>The committee received an updated Board Assurance Framework and request to revise narrative for all principal risks ahead of presentation to the Board – these were approved. The committee also received a request to remove BOB0008 ICB Workforce as the Chief People Officer had advised that this has been superseded by BOB0009 ICS Workforce which encompasses ICB Workforce, the Committee requested that BOB0008 remains on the BAF for the time being given change in landscape and further detailed discussions form part of the Board Risk Workshop in June 2025</li> <li>The Committee received the Draft Annual Report and Accounts and were asked to provide any additional assurance prior to presentation of the final Annual Report and Accounts at the June 2025 meeting.</li> <li>The Internal Audit Charter was presented and noted by the Committee</li> <li>An internal audit progress report and draft head of internal audit opinion (conclusion) was presented and approved by the committee.</li> <li>The Anti-Crime Workplan 2025-26 and specialist progress report was presented and approved by the committee</li> <li>The Local Anti-Fraud Bribery and Corruption Policy was presented (v2.0) and approved by the committee for onward publication to ICB staff and as part of the governance arrangements for publication.</li> <li>The Committee received the Audit and Risk Committee Terms of Reference which will be progressed as part of the suite of governance documents to Board for approval by the Chief Strategy, Digital and Transformation Officer</li> </ul>	
<b>Assure:</b>	
<p>The Committee received reports providing assurance in the following areas:</p> <ul style="list-style-type: none"> <li>The Freedom to Speak Up Annual Report was presented and endorsed by the committee</li> <li>The draft of the Head of Internal Audit Opinion (Conclusion) was presented describing “<i>significant assurance with minor improvement opportunities</i>” – the final validated conclusion will be presented at the ARC meeting in June 2025 by internal audit.</li> </ul>	

## AUDIT AND RISK COMMITTEE

<b>Date of Meeting:</b> 24 April 2025	<b>Agenda item:</b> 15
---------------------------------------	------------------------

<b>Title of Paper:</b> Revised Terms of Reference
---

<b>Paper is for:</b> (Please ✓)	<b>Discussion</b>		<b>Decision</b>	✓	<b>Information</b>	
---------------------------------	-------------------	--	-----------------	---	--------------------	--

<p><b>Executive Summary</b></p> <p>The attached Terms of Reference (Appendix 1) were recently discussed at the April Board Seminar meeting. It is important that committee members are sighted on these to offer assurance prior to recommendation of approval to Board.</p> <p>This is the first revision of the Audit and Risk Committee terms of reference since establishment and considers the outputs from the committee effectiveness review held in the Summer 2024/25 and also recent discussions around governance refresh. Amendments are shown in red for ease of committee members review.</p> <p>The draft ToR as presented, were sent to both Internal and External Audit for comments. External audit have reviewed the draft terms of reference and offered updates and these amendments have been included in the terms of reference.</p> <p>There remains an unanswered query from our Chief of Finance as to whether the naming convention is correct and it would be helpful to consider this at the Audit and Risk Committee. The question being should the committee be entitled 'Audit, Risk and Assurance Committee' or remain Audit and Risk Committee. For presentation purposes we have retained the current naming convention.</p>
---

<p><b>Action Required</b></p> <p>The Committee Members are asked to note the Terms of Reference and offer any comment / consideration for final amendments prior to recommendation for approval at Board in May.</p>
<b>Author:</b> Clare Doble, Director of Governance
<b>Executive Lead/Senior Responsible Officer:</b> Hannah Iqbal, Chief Strategy, Digital and Transformation Officer
<b>Date of Paper:</b> 09 April 2025
<b>Conflicts of Interest</b>
None

# DRAFT

## Buckinghamshire, Oxfordshire and Berkshire West Integrated Care Board (BOB ICB):

### Audit, Risk Committee – Terms of Reference (ToR)

#### Table of Contents

1.	<i>Establishment</i> .....	2
2.	<i>Authority</i> .....	2
3.	<i>Purpose</i> .....	2
4.	<i>Roles and responsibilities</i> .....	3
4.1	Duties.....	3
4.2	Authority.....	7
4.3	Accountability and reporting.....	9
5.	<i>Committee meetings</i> .....	10
5.1	Composition and quoracy .....	10
5.2	Frequency and formats .....	12
5.3	Procedures .....	13
6.	<i>Secretariat and administration</i> .....	14
	<i>Appendix I: Revision History</i> .....	14

## **1. Establishment**

- 1.1 The Audit and Risk Committee ('the Committee') is a statutory committee of the NHS Buckinghamshire, Oxfordshire and Berkshire West Integrated Care Board ('the ICB'), established in accordance with the ICB's Constitution, Standing Orders and Scheme of Reservation and Delegation.
- 1.2 These Terms of Reference, which must be published on the ICB website, set out the membership, remit, responsibilities and reporting arrangements of the Committee and may only be changed with approval of the Board.
- 1.3 The committee is a non-executive committee of the ICB Board and its members, including those who are not members of the Board, are bound by the standing orders (SO) and other policies of the ICB.

## **2. Authority**

The committee is authorised by the Board to:

- a) Investigate any activity within its terms of reference
- b) Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference
- c) Commission any reports it deems necessary to help fulfil its obligations
- d) Obtain legal or other independent professional advice and secure the attendance of advisors with relevant subject matter expertise if it considers this necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the ICB for obtaining legal or professional advice
- e) Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the committee's members. The committee shall determine the membership and terms of reference of any such task and finish sub-group in accordance with the ICB's constitution, SOs and scheme of reservation and delegation (SORD) but may/not delegate any decisions to such groups.

For the avoidance of doubt, the committee will comply with the ICB's SOs, standing financial instructions (SFIs) and the SORD, other than those that have not been delegated or reserved to the committee.

## **3. Purpose**

- 3.1 The purpose of the Audit and Risk Committee is to contribute to the overall delivery of the ICB objectives by providing oversight and assurance to the board on the adequacy of governance, risk management and internal control processes within BOB ICB. The purpose considers that:
  - business is conducted in accordance with the law and proper standards
  - public money is safeguarded and properly accounted for
  - financial statements are prepared in a timely fashion, and give a true and fair view of the financial position of the ICB for the period in question

- affairs are managed to secure economic, efficient and effective use of resources
- reasonable steps are taken to prevent and detect fraud and other irregularities
- the Audit and Risk Committee provides independent oversight and assurance to the ICB Board on governance, risk management, internal control, financial reporting, and assurance functions. It supports delivery of the ICB's objectives and compliance with statutory responsibilities.
- an annual programme of business will be agreed before the start of the financial year; however this will be flexible to new and emerging priorities and risks

- 3.2 It is the responsibility of the Committee to make recommendations to the Board on determinations about assurances received surrounding any internal or external audit findings and probity issues on behalf of the ICB
- 3.3 It shall support the objectives of the ICB as outlined in the ICBs operating model and provide assurances to the Board that these are being met and considered
- 3.4 It will promote a whole system culture of continuous improvement, ensuring that assurance and probity sits at the heart of health and social care locally, whether provided by NHS or non-NHS providers
- 3.5 It will seek assurance that the ICB is fulfilling its statutory duties through continuous monitoring, and this will be detailed in the organisations Annual Governance Statement and Annual Report, under the relevant Acts, and current national guidance.
- 3.6 The Committee is authorised by the ICB Board to obtain external legal or other independent professional advice and to secure the attendance of advisors with relevant experience and subject matter expertise if it considers it necessary
- 3.7 The Committee is responsible for the approval of the Annual Financial Statements and Annual Governance Statement prior to submission to the ICB Board.

## 4. Roles and responsibilities

This section describes the Committee's duties, authority, accountability and reporting.

### 4.1 Duties

The Committee's duty is to assure the board on:

- Integrated Governance and Systems Risk
- Internal Audit
- External Audit
- Other Assurance Functions
- Counter Fraud
- Financial Reporting
- ~~Freedom to Speak Up~~
- Information Governance
- Conflicts of Interest
- Management and Communication

Providing assurance involves:

- **Triangulating multiple sources** of internal and external information, including:
  - Data analysis and contract performance intelligence

- Patients', service users' and carers' reports, surveys, complaints, and concerns
- Evidence from key system leaders
- Other intelligence agreed to be important and reliable
- **Remedial action:** Where assurance cannot be provided in part or in full, to provide the Board with details of remedial actions being taken and or being recommended.
- **Considering efficacy and efficiency:** Things are not only in place but the right things are being done in the right way to achieve the right objectives, which support the ICB aims.

#### 4.1.1 Governance and Systems Risk

The Committee seeks assurance that the following are in place and effective in meeting the ICB's aims:

- **Governance:** Receives assurance from the **most senior responsible officer for governance, or their deputy** that the Integrated governance system, ICB risk management and internal controls are present and effective across the whole of the Board's activities as evidenced by key indicators **and through presentation of the ICBs risk management framework (no less than annually)**.
- **Assurance processes:** Receives assurance that the Board's objectives are achieved, **and the management of principal risks are assured by sound processes**.
- **Risk Management:** The Audit and Risk committee is responsible for ensuring that a process exists for other Committees of the Board to consider and review the most significant risks. To ensure this, the committee receives assurance that the ICB and system risks that relate to the achievement of the ICB's objectives are managed well from each of the Committee Non-Executives supported by their respective Senior Responsible Executive Officer.
- **Financial management:** Receives assurance that the financial systems and governance in place are consistently compliant with:
  - DHSC's Group Accounting Manual: Including scope, management, patient and public involvement and continuous improvement
  - Principles and guidance established in HMT's Managing Public Money
- **Improvement:** Receives assurance that the opportunities to improve governance, risk management and internal control processes are identified and implemented across the ICB.

#### 4.1.2 Internal Audit

The Committee seeks assurance that the internal audit function is effective and meets the **Global Internal Audit Standards and the public sector practice note**.

- **Strategy and Plan:** Reviews **and approves** the internal audit strategy, operational plan, and detailed programme of work and receives assurance that it meets the audit needs of the organisation.

- **Major Audit Findings:** Reviews **and approves** the major findings of internal audit work, including the Head of Internal Audit **Conclusion** ~~Opinion~~, (and management's response).
- **Resources**
  - Receives assurance that the audit resources are optimised through coordination between the internal and external auditors.
  - Receives assurance that the internal audit function is adequately resourced and has the necessary standing within the organisation.

#### 4.1.3 External Audit

Seeks assurance on the external auditor and the external audit process.

External audit assurance	
<b>Appointment &amp; Performance</b>	<ul style="list-style-type: none"> <li>• The appointment and performance of the external auditors is monitored and reviewed, including the cost of the audit and any issues of resignation and dismissal .</li> <li>• A market testing exercise for the appointment of an auditor is conducted at least once every five years</li> <li>• A recommendation is made to the Board with respect to the appointment of the auditor</li> <li>• <del>A policy on the engagement of the external auditor to supply non-audit services is developed</del> <b>the committee will apply a policy, following relevant national guidance from the National Audit Office (currently AGN01), relating to the appointment of external auditors to supply non-audit services.</b></li> </ul>
<b>Scope</b>	<ul style="list-style-type: none"> <li>• The nature and scope of the audit as required by the annual plan is agreed with the external auditors prior to the audit</li> <li>• The impact on the audit fee of the scope of local evaluation of audit risks and governance is discussed with the external auditors</li> </ul>
<b>Report</b>	<ul style="list-style-type: none"> <li>• External audit reports, including those on governance, any audit work taken outside the annual audit plan and management responses are reviewed prior to their submission to the Board</li> </ul>

#### 4.1.4 Other Assurance Functions

Reviews and considers the following sources of assurance:

- The work of ICB assurance functions
- Other ICB committees' work where they provide relevant assurance to the Audit Committee's areas of responsibility
- Findings of external bodies, including:



- Reviews and reports by arm's length bodies or regulators and inspectors: e.g., National Audit Office, Select Committees, NHS Resolution, CQC
- Reviews and reports by professional bodies with responsibility for the performance of staff or functions (e.g., Royal Colleges and accreditation bodies)
- Findings by third-party organisations commissioned to support delivery of its functions. quality and performance

#### **4.1.5 Counter Fraud**

Seeks assurance on the arrangements for countering fraud, bribery and corruption (including cyber security):

- Counter fraud work plans are reviewed and approved
- Implementation of action plans is monitored
- Updates on counter fraud activity reports on progress are received regularly and scrutinised
- The Committee has direct access and liaison with those responsible for counter fraud
- NHS Counter Fraud Authority (NHSCFA) quality assessment reports are discussed
- An Annual Report and a Self-Review Assessment outlining the key work undertaken to meet the relevant NHS Standards is submitted
- Concerns of suspected fraud, bribery, and corruption are reported to the NHSCFA

#### **4.1.6 Financial Reporting**

Seeks assurance on the financial reporting arrangements of the ICB:

- The financial statements of the ICB and any formal announcements relating to its financial performance are monitored and their integrity assured
- Systems for financial reporting to the Board, including those of budgetary control, are reviewed for completeness and accuracy
- The annual report and financial statements (including accounting policies) are reviewed before submission to the Board with particular focus on:
  - Wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee
  - Changes in accounting policies, practices, and estimation techniques
  - Unadjusted misstatements in the Financial Statements
  - Significant judgements and estimates made in preparing of the Financial Statements
  - Significant adjustments resulting from the audit
  - Letter of representation
  - Qualitative aspects of financial reporting

#### **4.1.7 Information Governance**

Seeks assurance on information governance (IG) within the ICB:

- **Timeliness of data:** Updates on IG compliance (including uptake & completion of data security training), data breaches and related issues and risks are regularly received.
- **Reports:** The following are received and reviewed
  - Annual Senior Information Risk Owner (SIRO) report
  - Submission for the Data Security & Protection Toolkit
  - Reports on audits to assess information and IT security arrangements.
- **Framework:** An effective framework for managing the risks associated with information governance is in place.

#### 4.1.8 Conflicts of Interest

Seeks assurance on the ICB's policy, systems, and processes for managing conflicts of interest, (including gifts and hospitality and bribery).

- **Reports:** Reports relating to non-compliance with the relevant ICB policy and procedures are received and reviewed.
- **Representation:** There is a nominated Conflicts of Interest Guardian, who could be the Chair of the Audit Committee or another Board member.

#### 4.1.9 Management and Communication

Seeks assurance on the quality of decision-making and management and communications.

- **Management:** The following reports are requested and reviewed
  - Assurances and reports from directors and managers integrated governance, risk management and internal control
  - Specific reports from individual ICB functions
  - Reports of breaches of policy and normal procedure, such as suspensions of the ICB's standing order
- **Communication:**
  - Communications on governance, risk management and internal control with stakeholders internally and externally are co-ordinated and managed.
  - Ways of communicating the relationship between ICB partners and how these are developed jointly with other committees and the Integrated Care Partnership.

### 4.2 Authority

The ICB has delegated authority to the Audit and Risk Committee as set out ICB Constitution, which may be amended in accordance with the Constitution and the SoRD.

The committee is authorised to:

Investigate

Investigate any activity within its terms of reference.

#### The committee is authorised to:

Seek information	Seek any information it requires within its remit, from any employee or member of the Board.
Commission reports	Commission reports required to help fulfil its obligations.
Obtain advice	Obtain independent professional advice and secure the attendance of advisors with relevant expertise to fulfil its functions. In doing so, the Committee must follow any procedures put in place by the ICB for obtaining professional advice.
Create Task & Finish Groups	<p>Create, with agreement of the ICB, task and finish sub-groups for specific programmes of work.</p> <p>Determine the terms of reference of task and finish sub-groups, in accordance with the Boards constitution, Standing Orders and SoRD – but no decisions may be delegated to these groups.</p>

#### 4.2.1 Delegation by Scheme of Reservation & Delegation (SoRD)

##### Decisions Delegated by the Scheme of Reservation & Delegation

- Preparation of the ICB's overarching Scheme of Reservation and Delegation, which sets out those decisions reserved to the ICB and those delegated to: Committees and sub-committees of the ICB, or its members or employees; Place based partnerships; Individual Members of the ICB; an individual who is not a Member of the ICB but is a specified person in the ICB's Constitution.
- Prepare and annually approve the ICB's Detailed Delegated Financial Limits, which sets out the delegation of key financial operational decisions and delegated decision limits; approval of any exceptional in-year changes.
- Develop and approval of changes to the Governance Handbook
- Review of every decision to suspend Standing Orders
- Ratification or otherwise of instances of failure to comply with Standing Orders
- Ratification or action following instances of failure to comply with Standing Financial Instructions
- Design and approve process for all policy development and approval
- Reviewing the ICB's governance arrangements to ensure that the ICB continues to reflect the principles of good governance (including annual self-assessment and external review at least every three years)
- Approval of the ICB's Annual Report and Annual Accounts
- Approving a timetable for producing the annual report and accounts

- 
- Approve the proposals for managing conflicts of interest and declarations of hospitality
  - Approval of the arrangements for all aspects of Information Governance including ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data
  - Approve the ICB's counter fraud and security management arrangements
  - Approve and monitor risk management programme
  - Oversight of external audit, internal audit, local counter fraud services and other external assurance functions
  - Monitor and ensure compliance with Directions issued by the Secretary of State for Health on fraud and corruption including the appointment of the Local Counter Fraud Specialist
  - Make proposals for individual compensation payments
  - Approve the ICB's arrangements for managing dispute resolution
  - Oversee the maintenance and operation of a system risk strategy and a risk register
  - Provide independent and objective view on internal control and probity
  - Approval of waiver of formal tendering procedures
  - Approval of the appointment of internal and external auditors
  - Approval of the internal audit strategy, audit plan and more detailed programme of work
  - Approval of write off of losses (within limits delegated by Department of Health)
  - Advise on individual cases for the write off of losses or making of special payments above the limits of delegation to the CEO and Chief Finance Officer (for losses and special payments)
- 

### 4.3 Accountability and reporting

The Committee is accountable to the Board and reports to the Board on how it discharges its responsibilities.

Accountabilities	Description
Draft minutes and reports	<ul style="list-style-type: none"> <li>• The Committee receives scheduled assurance reports from its delegated groups.</li> <li>• The Secretary formally records the minutes of each meeting.</li> <li>• The Chair of the Committee reports to the Board (public session) after each meeting and provides a report on assurances received, escalating any concerns, where necessary.</li> </ul>

---

Monitor attendance	<ul style="list-style-type: none"> <li>Attendance is monitored and profiled as part of the agenda at each Committee meeting.</li> <li>Members should aim to attend 100% of meetings and must attend at least 75% of meetings, and read all papers beforehand.</li> </ul>
Draft annual work plans	<ul style="list-style-type: none"> <li>The Committee produces an annual work plan in consultation with the Board.</li> </ul>
Conduct annual self-assessment	<ul style="list-style-type: none"> <li>The Committee undertakes an annual self-assessment of its performance against the annual plan and terms of reference.</li> <li>Any resulting proposed changes to the terms of reference are submitted for approval by the Board.</li> <li>The Committee utilises a continuous improvement approach in its delegation.</li> <li>Members review the effectiveness of the meeting at each sitting</li> </ul>
Annual Report	<ul style="list-style-type: none"> <li>The Committee provides the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement.</li> <li>The report includes <ul style="list-style-type: none"> <li>The governance cycle</li> <li>A summary of the business conducted,</li> <li>Frequency of meetings, membership attendance, and quoracy</li> <li>The committee's self-assessment</li> </ul> </li> </ul>

## 5. Committee meetings

This section sets out meeting:

- Composition and quoracy
- Frequency and formats
- Procedures

### 5.1 Composition and quoracy

This section sets out the meeting composition and quoracy requirements.

Description of expectation	
Chair	An independent non-executive member of the Board appointed for their specific knowledge skills and experience and suitability.

	Description of expectation
Deputy Chair	Committee members may appoint a Vice Chair from amongst the members.
Absence of Chair or Vice Chair	In the absence of the Chair, or Vice Chair, the remaining members present elects one of their number Chair the meeting.
Membership	<p>Minimum membership is:</p> <ul style="list-style-type: none"> <li>• Non-Executive Director (Committee Chair)</li> <li>• Non-Executive Director</li> <li>• Non-Executive Director</li> </ul> <p><b>EDI:</b> When determining the membership of the Committee, consideration will be given to diversity and equality.</p>
Attendees and procedure for absence	<p>Only members of the Committee have the right to attend meetings, however meetings of the Committee will also be attended by the following individuals, when requested, who are not members of the Committee:</p> <ul style="list-style-type: none"> <li>• Chief Finance Officer or their nominated deputy</li> <li>• Chief Nursing Officer or their nominated deputy</li> <li>• Chief Medical Officer or their nominated deputy</li> <li>• <del>Director of Governance</del> Most Senior Executive responsible for Governance or their nominated deputy</li> <li>• Representatives of both internal and external audit</li> <li>• Individuals who lead on risk management and counter fraud matters.</li> </ul> <p>The Chair and Chief Executive of the ICB may attend any meeting to contribute and gain an understanding of the Committee's operations.</p> <p>Other members: The Committee may elect to co-opt additional members, where it is in the interests of the Committee's activities to do so.</p> <p><b>Procedure for absence:</b></p> <p>Where a member or any attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.</p>

Description of expectation	
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.	
Quoracy and Procedure for Inquoracy	<p><b>Threshold:</b> A minimum of two Non-Executive Members.</p> <ul style="list-style-type: none"> <li>• <b>Absence:</b> Where members are unable to attend, they should ensure that a named and briefed deputy able to participate on their behalf attends in their place.</li> <li>• <b>Disqualification:</b> If any member of the Committee is disqualified from participating in an item on the agenda, due to a declared conflict of interest, that individual no longer counts towards the quorum.</li> <li>• <b>Inquoracy:</b> If the quorum is not reached, the meeting may proceed if those attending agree, but no decisions may be taken.</li> </ul>

## 5.2 Frequency and formats

This section on Committee meetings describes the meeting frequency and formats.

Description of rules	
Meeting frequency	<p>The Committee will meet at least five times a year.</p> <p>Additional meetings may be convened on an exceptional basis at the discretion of the Committee Chair.</p> <p>The Board, Chair or Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.</p>
Management and access of committee	<p>Where this is warranted by the nature of the business arising, the agenda is divided into two parts. Part 1 is open to the whole committee, including invited attendees. Part 2 is a closed session for members only to discuss confidential information – this is normally at Chairs discretion requesting if the auditors would like to convene after the committee meeting.</p> <p>External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee.</p> <p>Internal and/or external auditors may request to meet with members of the committee on at least an annual basis, without management present.</p> <p>In accordance with the Standing Orders, in approving these ToR the Board has resolved to exclude the public and the</p>

Description of rules	
	press from all meetings of the Committee because it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted by the Committee and arising from the nature of that business or of the proceedings
Virtual meetings and extra-ordinary meetings	In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

### 5.3 Procedures

Procedure	Description of rules and expectations:
Agenda	<p>The Chair is responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.</p> <p>Members are expected to identify agenda items for consideration to the Chair and any meeting papers using the prescribed format at least 14 calendar days before the meeting.</p>
Conflicts of interest	<p><b>Declarations:</b> All members, ex-officio members and those in attendance must declare any actual or potential conflicts of interest. This is recorded in the minutes.</p> <p><b>Exclusions:</b> Anyone with a relevant or material interest in a matter under consideration may be excluded from the discussion at the discretion of the Committee Chair.</p>
Decision-making	<p><b>Decisions:</b> Decisions are taken in according with the Standing Orders and are normally arrived at by consensus. When this is not possible the Chair may call a vote.</p>
Voting	<p><b>Eligibility:</b> Only members of the Committee may vote. Each member is allowed one vote and a majority is conclusive on any matter.</p> <p><b>Casting Vote:</b> The chair may have a casting vote, if members are equally divided on an issue.</p> <p><b>Recording of votes:</b> The result of the vote will be recorded in the minutes.</p> <p><b>Virtual voting:</b> If a decision cannot wait for the next scheduled meeting and an extraordinary meeting is not appropriate or possible, the Chair may conduct business on a 'virtual' basis through the use of telephone, email, or other electronic communication.</p>



## 6. Secretariat and administration

This section describes the functions of the secretariat whose role is to support the Committee in the following ways:

Functions	Description
Distribute papers	Prepare and distribute the agenda and papers in accordance with the Standing Orders following their agreement by the Chair with the support of the relevant executive lead.
Monitor attendance	Monitor the attendance of those invited to each meeting and highlight to the Chair those that are not meeting the minimum attendance requirements.
Maintain records	Record conflicts of interest, members' appointments and renewal dates. Provide prompts to renew membership and to identify new members where necessary.
Minute Taking	Take good quality minutes and agree them with the Chair. Keep a record of matters arising, action points and issues to be carried forward.
Support for Chair & Committee	Support the Chair in preparing and delivering reports to the Board. Take forward action points between meetings and monitor progress against those actions.
Provide updates	Update the Committee on pertinent issues/ areas of interest/ policy developments.

### Revision History

Version	Date	Approved by	Review	Type of changes
V1.0	1 July 2022	Board of ICB	Annually	Creation of ToR
V2.0	2 April 2025	Board of ICB	Annually	First formal revision of ToR

### Document control

The controlled copy of this document is maintained by BOB ICB. Any copies of this document held outside of that area, in whatever format (e.g., paper, email attachment), are considered to have passed out of control and should be checked for currency and validity.

Page 14 of 14

Author: Clare Doble, Director of Governance (HFMA Audit Handbook March 202  
Document Location: U/ICB/Governance/governance refresh 2025/26/ToRs/April 2025

Version Control:: V2.0  
Date: April 2025

## Committee Escalation and Assurance Report – Alert, Advise, Assure

Report From:	ICB People Committee
Date of Meeting:	April 2025
Committee Chair:	Sim Scavazza

### Key escalation and discussion points from the meeting

#### Alert:

##### Staff survey

The committee noted the staff survey results which highlighted many areas for improvement. Key improvement measures include implementing an appraisal policy, launching leadership training, and introducing the "Kindness into Action" programme to address concerns around development, culture, and inclusivity. Additionally, the NHS People Pulse will be introduced to provide more regular insight into staff experience.

#### Advise:

##### OD Plan

The Committee acknowledged the update on the OD Plan, recognising a shift from detailed planning to the use of design principles in response to the fluid situation. Key areas of focus include:

- enhanced communication through regular briefings, newsletters;
- interactive tools such as Mentimeter to enable anonymous staff engagement;
- a strong emphasis on well-being, with both formal (EAP, Occupational Health) and informal team-based support;
- creation of a senior leaders' network to engage Band 8Ds and VSMs to contribute ideas and shape the future of the organisation.

An interim plan is under development to support staff through the forthcoming change process

#### Assure:

##### Policies

The Committee endorsed three policies i.e. Early Resolution and Grievance Policy, Travel Expenses Policy and Other Leave Policy.

Committee Escalation and Assurance Report – Alert, Advise, Assure	
Report From:	Place and System Development Committee
Date of Meeting:	15 April 2025
Committee Chair:	Aidan Rave
Key escalation and discussion points from the meeting	
<b>Alert:</b>	
No items.	
<b>Advise:</b>	
<p><b>Place updates</b></p> <p>The Committee received an overview of current position; it was noted that BAU continues in terms of place partnerships. The paper highlighted the emerging priorities for 25/26 which included:</p> <ul style="list-style-type: none"> <li>• Partnership Development</li> <li>• SEND Improvement</li> <li>• Mental Health Transformation</li> <li>• Urgent &amp; Emergency Care</li> <li>• Neighbourhood Services</li> <li>• More Prevention and Reducing Inequalities</li> <li>• Productivity &amp; Efficiency</li> </ul> <p>Members also discussed and noted:</p> <ul style="list-style-type: none"> <li>• Recent announcement re. abolition of NHS England;</li> <li>• 50% cuts in ICB costs; and,</li> <li>• 50% reduction in provider corporate costs.</li> </ul> <p>The Committee discussed the importance of focusing on place and neighbourhoods, highlighting the government's interest in neighbourhood health and the need to align with government priorities.</p> <p>Members discussed the need for continued close working with the VCSE to ensure the open and effective dialogue built up with the VCSE does not get lost. An idea was floated by William Butler of the VCSE Health Alliance that BOB ICB (Executives / NEDs) might attend their Alliance assembly or their Steering</p>	

Committee. The steering group meet on a monthly/six weekly basis and would be a good forum for the ICB to feed into and share what is happening at Place.

**This would be a good way of the ICB maintaining the positive working relationship it has built with the sector over the last few years.**

#### **Assure:**

The Committee noted the CRR/BAF risk reports and effectiveness of internal controls and acknowledged that it had not articulated on reported risks in a structured way previously and agreed this would be taken forward within the new committee structures.

It was reported there were plans to run a seminar on risk at an upcoming Board / NED development day, with discussion around the new committee structures and ongoing organisational changes.

Finally members received an update on the development of a strategic commissioning framework, emphasising the need for a clean approach to commissioning and the importance of neighbourhood health.

The Committee noted the potential for increased involvement of local authorities and the VCSE sector in strategic commissioning with a focus on outcomes and neighbourhood health.

<b>Committee Escalation and Assurance Report – Alert, Advise, Assure</b>	
Report From:	Population Health and Patient Experience Committee (PHPEC)
Date of Meeting:	16 April 2025
Committee Chair:	Sim Scavazza
<b>Key escalation and discussion points from the meeting</b>	
<b>Alert:</b>	
<p><b>Cardiac services</b> – The Committee received an update from the Integrated Cardiac Delivery Network regarding the ongoing challenges in patient access to routine electrocardiograms (ECGs) within Buckinghamshire: eight GP practices are currently not offering routine ECG tests, posing a risk of delayed diagnosis and referral to specialist cardiac services, potentially impacting patient outcomes. To address this gap, FedBucks had agreed nine months ago to provide a weekly ECG clinic in central Wycombe; however, due to staffing challenges, this service has not yet been implemented. In the interim, healthcare teams are maintaining communication with the affected practices, emphasising the importance of following urgent care pathways for patients with potential cardiac issues. Additionally, they are tracking the number of patients awaiting ECGs and have completed an Equality Impact Assessment (EQIA) to understand the implications of the current service shortfall. Efforts are ongoing to encourage practices to either resume ECG services or collaborate with others to provide coverage. Discussions with FedBucks also continue to explore viable operating models and alternative solutions to ensure equitable access to essential cardiac diagnostics across the community.</p> <p><b>Weight Management</b> – The Committee received a report from the Clinical Programme Board in which the following two matters were raised:</p> <ul style="list-style-type: none"> <li>• Tier 3 Medications Pathway (NHS Right to Choose Framework): There is significant and growing demand for Oviva's Tier 3 remote service, including GLP-1 prescribing, under the NHS Right to Choose framework. In the past six months alone, activity related to 611 patients represents a potential financial risk of £1.3 million for their first year of treatment. Demand is expected to rise further with the anticipated availability of Mounjaro changing in the summer. The ICB is currently negotiating a local contract to ensure quality and outcome standards are maintained. The ICB is also considering revisions to eligibility criteria in order to manage activity levels more effectively.</li> <li>• Tier 3 Buckinghamshire Face-to-Face Service: This service is operating well over capacity, with a waiting list extending to two years. Previous attempts to support the service in managing this backlog have not been successful. Next steps include discussions with the Royal Berkshire NHS Foundation Trust (RBFT) to explore the possibility of transferring suitable patients from the waiting list for surgical intervention.</li> </ul> <p><b>Maternity</b> – The Committee received a report from the Local Maternity and Neonatal System (LMNS) in which the following two matters raised:</p> <ul style="list-style-type: none"> <li>• The second birth trauma dossier relating to Oxford University Hospitals NHS Foundation Trust (OUH) is expected to be published shortly, amid increasing media attention and calls from families for an independent, external review of maternity services in Oxfordshire. In response, a roundtable meeting was held involving OUH, the ICB, and</li> </ul>	

NHS England (NHSE). A rapid quality review will be conducted alongside a regional insight visit to maternity services, scheduled for 28 April 2025.

- An antenatal and newborn screening incident at the Royal Berkshire Hospital is under investigation by the NHSE screening team. The incident involves at least 37 women who did not receive the combined antenatal screening test.

#### **Advise:**

The Committee raised concerns about the risks associated with transitioning to a new operating model amid significant financial pressures. Members highlighted the danger of disproportionately cutting services that address health inequalities, as these are often seen as easier targets for budget reductions. The Committee emphasised the need to maintain transparency and oversight during the transition to ensure that patient safety and outcomes are not compromised. The Committee proposed implementing a dynamic risk log to monitor issues arising from the transition, ensuring that essential services continue uninterrupted.

The Committee received a report on Prevention and Health Inequalities, outlining the team's activities over the past 18 months. The team have established a robust framework, including place-based forums, an inclusion health forum, and a tobacco control forum. These structures have facilitated collaborative efforts across various programmes, focusing on primary prevention areas such as smoking cessation, drug and alcohol use, and weight management. It was noted that despite progress in project delivery and business-level initiatives, challenges remain in achieving system-level changes. There is a recognised need to enhance corporate-level engagement to fully integrate considerations of health inequalities into all aspects of service planning and delivery. The ultimate goal is to embed these considerations as a fundamental component of quality care, ensuring that addressing health inequalities becomes standard practice across the system.

The Committee received an update on cancer performance from the Thames Valley Cancer Alliance (TVCA), outlining their structured plan to enhance care through three main workstreams: operational performance, primary and community care, and treatment and care. It was noted that recruitment is underway to transition from a programme-based model to a pathway-specific approach, with managers expected to join between June and July 2025. The strategy aims to reduce unwarranted variation across providers and pathways by improving systems, processes, and clinical leadership, rather than relying on additional funding. The team is adopting best practices from other cancer alliances and fostering strong relationships with clinical leads to ensure improvements are clinically driven; early signs indicate potential quick wins and opportunities for shared learning. The Committee welcomed the report and were assured by the TVCA's ongoing efforts.

#### **Assure:**

The Executive Team Members within the Committee will ensure that the PHPEC initiatives are integrated into the new governance framework as appropriate, maintaining their focus on health inequalities and population health.

## Committee Escalation and Assurance Report – Alert, Advise, Assure

Report From: System Productivity Committee (SPC)

Date of Meeting: 24<sup>th</sup> April 2025

Committee Chair: Tim Nolan

### Key escalation and discussion points from the meeting

#### Alert:

SPC sees it as important to update the Board re items which are high risk in particular:

##### Finance

- At M11, BOB ICS is exceeding its planned control total by -£32.3m. The aggregate deficit for the system is -£43.3m YTD.
- In M11 BOB ICB received a non-recurrent £15m surge funding allocation from NHSE that has resulted in a system forecast outturn of £16.0m deficit (£31.1m deficit at M10.)
- ICB: £7.7m FOT surplus helped by the £15m non-recurrent surge funding received. Prescribing, Sec.117 and High-Cost Drugs & Devices remain as the main areas of significant cost pressure.
- Chair wanted to ensure forecasting for 2025/26 is particularly scrutinise in a couple of areas notably workforce (WTE & costs) and capital phasing across the System.
- Overall, the hard work of the Finance and other teams within the ICB and at Providers has enabled us to meet the expectations of the Regional and National teams in line with recent meetings.
- The CFO will give the May Board an update based on M12 (full year) numbers which are currently being verified.

#### Advise:

SPC is seeking further assurance & continuing to monitor carefully:

##### Operational Performance (this is primarily scrutinised via the PHPE Committee)

- The committee noted the continuing variability against national metrics with some strong performances and others that continue to need monitoring.
- Primary Care 14-day performance was improved as did recent ED performance.
- Similarly Elective 65-week actuals continue to fall but the total waiting list position has deteriorated to 178k as of 6 April 2025.
- However, BOB delivered more activity than pre-covid every month of 24/25 FY year so far.
- Cancer 62-day combined performance has continued to fall below the 18 months mean through February. However, it was reported that the new leadership of TVCA are confident that a change in how the Alliance and our Providers approach the adoption of best practice pathways should deliver improvements over the coming months.
- Strong FDS performance continues to improve with over 81% patients receiving a diagnosis within 31 days of referral in February, 5% higher than January 2024.
- BOB is performing ahead of plan for dementia diagnosis rate, number of children's mental health contacts, and inappropriate out of area patients.

## **Digital**

- Overall, the picture is quite positive with a few areas that need monitoring over the coming months.
- good work is continuing on data analytics but the interactions with the CSU I'll still not as smooth as we would like, and this complexity is heightened with the Frimley digital team being in a slightly different situation. The ongoing uncertainty about structure is adding to the challenges.
- Decision has been taken to pause the update of the ICS digital and data strategy pending the 10-year plan and other changes.
- All the areas of performance remain strong with some great initiatives landing successfully and the team winning and being nominated for various national awards

## **Assure:**

### **Risk reporting**

- The Committee was presented with a revised plan and methodology for the reporting and management of risk. This offered a good level of assurance that while significant risks remain the Committee will remain well sighted on them and able to critique the management of these risks in future