

BOARD MEETING

Title	Transition Programme Director's Report to Boards (September 2025). <i>This document includes the Amendments to the Constitution; Collaboration Agreement; Joint Committee of BOB and Frimley Boards Terms of Reference; and the Collaboration Agreement Scheme of Reservation and Delegation (SORD).</i>		
Paper Date:	29 August 2025	Board Meeting Date:	09 September 2025
Purpose:	<i>Decision</i>	Agenda Item:	11
Author:	Alison Edgington	Exec Lead/ Senior Responsible Officer:	Caroline Corrigan

Executive Summary

This report provides an update to the Buckinghamshire, Oxfordshire and Berkshire West (BOB) Integrated Care Board (ICB) and Frimley ICB on progress to deliver the Transition Programme which encompasses all projects and workstreams associated with the closedown of Frimley and BOB, and formation of the proposed NHS Thames Valley ICB from the 01 April 2026.

A Programme Summary Report and Risks is included in Appendix 1 which demonstrates that the Programme is broadly on track for delivery. The most significant risk relates to the feasibility of delivering a plan to achieve the required cost reduction within the timescales required given the uncertainty surrounding redundancy costs and funding.

Chair and Chief Executive Appointments and ICB Constitutions - NHS
 England has published its decision regarding the clustering arrangements for ICBs. An announcement is expected imminently, and this will confirm the appointment of the Designate Chair for the NHS Thames Valley ICB. In addition, the national process to appoint Designate ICB Chief Executives is underway and we are awaiting national/regional confirmation of next steps. BOB and Frimley Remuneration Committees have been briefed and are aligned, and Boards are being asked to approve amendments to their respective Constitutions (Appendix 2) in September in preparation.

The Collaboration Agreement and Interim Arrangements for Cluster Governance – The Collaboration Agreement (Appendix 3) sets out the purpose, principles, objectives, rules and commitments to enable both organisations to work together with shared intent and purpose, without merging into a single legal entity. It defines how the partners will collaborate while maintaining their own statutory duties and independence through clustering. Following the engagement of both Boards through respective Board sessions and Board-2-Board meetings over the Summer, the Collaboration Agreement is submitted for approval, alongside the terms of reference for a Joint Committee of the BOB and Frimley ICBs (Appendix

4), and the Collaboration Agreement Scheme of Reservation and Delegation (SORD) (Appendix 5).

Programme Exception Reports from each of the 7 Projects are included. The main areas of for the Board to note are:

- The Operating Model and Organisational Design Project has completed a 4-week design phase including robust engagement of staff, subject matter experts and wider stakeholders.
- A Mutually Agreed Resignation Scheme (MARs) has been approved nationally and by both Remuneration Committees. The scheme will launch for both ICBs on the 04 September 2025.
- The South-West and Central Commissioning Support Unit (CSU) are expressing concern about staff who may be eligible for TUPE to the new ICB structures. BOB and Frimley Chief People Officers are in negotiation with the CSU, however a risk is escalating about the potential stranded costs and TUPE / COSOP challenges. The national position on the closedown of all CSUs and treatment of costs is not confirmed. The regional group led by the Surrey ICB CEO, is reviewing all SE CSU Service Level Agreements (SLAs) and Memorandums of Understanding (MOU) to determine the level of risk and savings opportunities.
- The South Frimley Transfer project has made some progress to land agreement regarding the principles to be adopted to identify the staff who will transfer from Frimley ICB to Hampshire and the Isle of Wight ICB (HIOW) or Surrey Heartlands ICB (prior to the ICB's merger with Sussex ICB). A collective agreement is expected imminently, however the ongoing risk of not having a pre-transfer agreement between HIOW and Frimley is rated 'Major' in the Transition Programme Risk Register.

Action Required

The Board Members are asked to:

- **Note** the Transition Programme Summary Report and Risks (Appendix 1)
- **Approve** the alteration to the BOB ICB Constitution to enable the appointment of a Designate Chief Executive (Appendix 2)
- **Approve** the proposal to form a cluster partnership with NHS Frimley ICB from 01 October 2025.
- **Approve** the Collaboration Agreement (Appendix 3) as the legal framework for cluster governance.
- **Approve** BOB and Frimley Boards' Joint Committee Terms of Reference (Appendix 4).
- **Approve** the Collaboration Agreement SORD (Appendix 5).

Conflicts of Interest:

No conflict identified

Transition Programme Director's Report to Boards

1. Introduction

This report provides a regular update to the Buckinghamshire, Oxfordshire and Berkshire West (BOB) Integrated Care Board (ICB) and Frimley ICB on progress to deliver the Transition Programme which encompasses all projects and workstreams associated with the closedown of Frimley and BOB, and formation of the proposed NHS Thames Valley ICB from the 01 April 2026.

A Programme Summary Report and Risks is included in Appendix 1 which demonstrates that the Programme is broadly on track for delivery. The main risks to the Programme are included the pack. The most significant risk relates to the feasibility of delivering a plan to achieve the required cost reduction within the timescales required given the uncertainty surrounding redundancy costs and funding.

2. Designate Chair and Designate Chief Executive Appointments, and associated alterations to the Frimley and BOB Constitutions

2.1 Designate Chair and Designate Executive Appointments.

BOB ICB and Frimley ICB are asked to note that NHS England has recently published confirmation of the formal 'clusters' of ICBs to enable merger planning. As we wait for confirmation of the position for BOB and Frimley ICBs, we will continue to plan for the establishment of NHS Thames Valley ICB and NHS England's appointment of the Chair for the new organisation.

The BOB and Frimley Remuneration Committees are aligned and prepared for the appointment of the Designate CEO for the Thames Valley ICB, while national and regional guidance is awaited. Further details are expected over the coming weeks.

2.2 Change to Constitutions

At their respective board sessions in September, BOB ICB and Frimley ICB are being asked to **approve a change to their respective Constitutions** which will then permit the appointment of a single Chief Executive Designate for NHS Thames Valley ICB.

Currently the BOB and Frimley ICB Constitutions prohibit Chief Executives from holding more than one executive role, and therefore both will be required to make mirrored amendments to their existing Constitutions to enable the appointment of a Chief Executive Designate ahead of the formation of the new organisation.

Appendix 2 sets out the section in the Constitution to be amended.

This is an NHS England directed change and once board approval has been given, both boards will be able to make an announcement regarding the CEO Designate appointment. Revised Constitutions will be uploaded to ICB respective websites in due course.

The BOB ICB is asked to:

- **Approve** the alteration to the BOB ICB Constitution to enable the appointment of a Designate Chief Executive

3. Collaboration Agreement

At their respective September board sessions, Frimley ICB and BOB ICB are being asked to:

- **approve** the proposal to enter a **Clustering Partnership** from the **01 October 2025**, and
- **approve** a **Collaboration Agreement (Appendix 3)**, which provides the **legal framework** through which BOB ICB and Frimley ICB can **work together to achieve shared objectives** under a **formal clustering arrangement** ahead of a merger to form NHS Thames Valley ICB 01 April 2026.

Under section 65Z5 of the NHS Act 2006, ICBs may delegate or jointly exercise functions, including the development of strategic priorities, commissioning, contract management, and service oversight. Sections 65Z6 and 65Z7 allow Joint Committees to be established via Collaboration Agreements, which then provides the legal basis for clustering.

In accordance with the above, the document in Appendix 3 sets out the purpose, principles, objectives, rules and commitments to enable both organisations to work together with shared intent and purpose, without merging into a single legal entity. It defines how the partners will collaborate while maintaining their own statutory duties and independence through clustering.

It follows an agreement-in-principle from both ICBs at a Board-to-Board session on 14 April 2025, to convene a Joint Transition Executive (JTE) to explore how the dissolution of the existing Frimley and BOB ICBs to form a new legal entity could better align the NHS with local government geographical boundaries, and better enable both organisations to deliver Government policy to reduce ICB running costs to £19 per head of weighted population. This intention was confirmed at separate meetings of each ICB: BOB Board 10 June 2025; and Frimley Board 18 June 2025, through the agreement-in-principle of a 'Clustering Mandate'.

Since then, the boards have continued to work through Board-to-Board sessions throughout the Summer to consider the interim governance arrangements for a cluster partnership, and the legal implications of establishing a Collaboration Agreement to underpin the cluster partnership. Both ICBs considered cluster governance options at separate Board Seminar meetings in August (BOB 12 August 2025; Frimley 19 August 2025) and agreed-in-principle that the formation of a Joint Committee of the BOB ICB and Frimley ICB under a Collaboration Agreement would be the preferred option for interim governance from 01 October 2025.

It is proposed that a clustering partnership commence on the 01 October 2025, and end on the 31 March 2026 when the two ICBs are dissolved and a new organisation is constituted from 01 April 2026. Subject to ministerial assent for the proposal (which is expected imminently), a formal motion to approve the change will be brought before both boards in February/March 2026 before the establishment of the new organisation can go ahead. If there is any delay to the establishment of the new

organisation, the clustering partnership may continue for a longer period. The Collaboration Agreement makes provision for both boards to review the agreement after 6 months and annually thereafter.

The Collaboration Agreement has been prepared with the support of Brown Jacobson and circulated for the comment of the members of both boards prior to being submitted to BOB and Frimley ICBs for formal approval.

The BOB ICB is asked to:

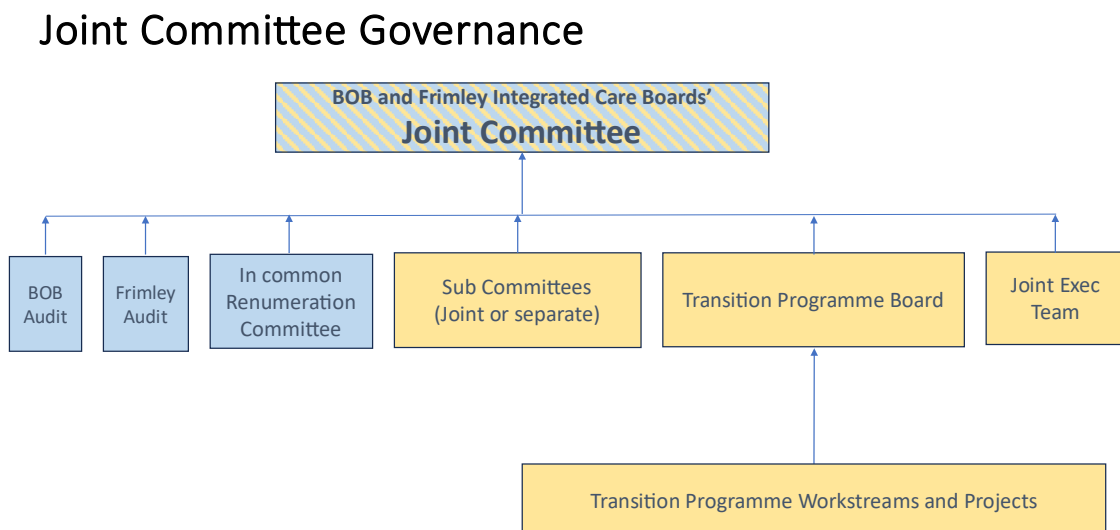
- **Approve** the proposal to form a cluster partnership with NHS Frimley ICB from 01 October 2025.
- **Approve** the Collaboration Agreement (Appendix 3) as the legal framework for cluster governance.

4. Joint Committee of the BOB and Frimley ICBs and Scheme of Reservation and Delegation (SORD)

At their respective September board sessions, Frimley ICB and BOB ICB are being asked formally **approve** the **terms of reference to establish a Joint Committee** of the BOB and Frimley ICBs (Appendix 4) which will be established from the 01 October 2025.

In addition, a **Collaboration Agreement SORD** (Appendix 5) is being submitted for the **approval of both boards**. Figure 1 sets out the interim arrangements for the Clustering Governance Structure.

Figure 1: Clustering Governance Structure



As described in section 3 both boards have expressed a preference for the formation of a Joint Committee having considered other governance options at their respective Board Seminars in August. Under this approach and in accordance with the NHS Act 2006 (amended):

- Both boards will be permitted to delegate responsibilities to the Joint Committee to transact business on behalf of one or both,
- The membership will combine the collective board executives, non-executives and partners in the Joint Committee,
- The arrangement meets statutory requirements and aligns governance across both organisations in preparation for the new organisation,
- The arrangement does not require a change to the constitution and/or membership so feasible within the timeframe,
- The process to review, align and eventually rationalise the SORDs, Standing Financial Instructions (SFIs) and sub-committee responsibilities will commence, and
- The arrangement provides an opportunity to develop and test shadow governance arrangements ahead of the new organisation, supporting a smoother transition.

The board should note that both boards will continue to exist and have a statutory duty to meet at least annually until both BOB and Frimley are formally dissolved. It should also be noted that while the Joint Committee may establish an integrated sub-committee structure to manage the business of both organisations, the exception will be the statutory requirement for a separation of the Audit and the Remuneration Committee functions, although 'in-common' arrangements are possible subject to the approval of both boards.

The Collaboration Agreement SORD augments and does not replace the existing separate ICB SORDs, and will herald the movement towards closer alignment with the goal of creating one SORD for the new organisation

The BOB ICB is asked to:

- **Approve** BOB and Frimley Boards' Joint Committee Terms of Reference (Appendix 4).
- **Approve** the Collaboration Agreement SORD.

Programme Exception Reports

(Project Descriptions are included in the Glossary section at the end of this paper)

5. Operating Model and Organisation Design

The Operating Model and Organisational Design Project has completed the four-week design period for functional groupings, with active participation from staff, subject matter experts (SMEs) and partners across both ICBs.

The work has:

- Captured detailed outputs for each function, including purpose statements, proposed structures, capability requirements, and indicative financial envelopes.
- Consolidated staff engagement insight (278 colleagues, 4,000+ contributions) and partner feedback (40 organisations) into the design process.
- Identified key design choices and interdependencies, including proposals to integrate Clinical & Neighbourhood functions, test commissioning models, and explore regional alignment for corporate services.

The next step will be the financial analysis of the proposed future structures to determine the level of possible running cost reduction against the target £19 per weighted head of population.

6. People and Culture

The Mutually Agreed Resignation Scheme (MARs) for BOB and Frimley ICBs has been approved nationally and by the Remuneration Committees of BOB ICB 27 August 2025 and Frimley 28 August 2025. This has been based on the national scheme which enables employees to voluntarily resign in agreement with their employer and does not follow the National Pension Scheme's redundancy provisions. The scheme will be launched by BOB and Frimley ICBs from the 04 September 2025.

Both BOB and Frimley ICBs are seeking alternative options to gain feedback from staff to the NHS Staff Survey this year. The decision that Frimley ICB would not participate in the Staff Survey was unanimously agreed at Frimley Board Seminar on 19 August 2025, owing to the planned dissolution of both organisations, current levels of disruption, and uncertainty for staff. However, it was agreed that a more appropriate way of obtaining feedback from staff is important and desirable through the transition and beyond. The People and Culture Project Board will now seek BOB ICB's decision regarding the Staff Survey and determine an alternative and more appropriate means to regularly survey staff across both ICBs.

7. South-East Collaboration

The South-East Collaboration Project involves the management, visibility, interface and progress of all transfer elements requiring co-operation and/or collaboration with the other ICBs across the South-East (SE). The BOB and Frimley Transition Senior Responsible Officer (SRO) attends a weekly meeting to support collaboration and information-sharing with other SE Transition SROs. The main elements are:

- The future solution for support services, following the dissolution of the South-West and Central Commissioning Support Unit (SWC CSU),

- Emergency, Preparedness, Resilience and Response (EPRR): future collaborative arrangements with other SE ICBs, and
- The management of Delegated Commissioning functions from NHS England. Currently it is assumed that the Thames Valley ICB will host the pan-regional specialised commissioning hub on behalf of the South-East Region. This is yet to be confirmed/agreed.

While this project is in the early stages of development, a recent concern has been raised by the CSU regarding the potential for their staff to be included in (Transfer of Undertakings, Protection of Employment) TUPE arrangements with ICBs. The rationale being that CSU staff who are currently fulfilling roles that will be included in the future organisational structure, should be considered for TUPE. BOB and Frimley Chief People Officers are considering the challenge and the regional group established and chaired by Karen Mc Dowell (Surrey ICB CEO) is reviewing all CSU SLAs / MOUs. Further updates will be included in future Transition Programme reports.

8. Finance and Estates

There are 3 main strands to the Financial Plan to achieve the £19 per weighted head of population running cost reduction:

- **Workforce reduction:** through the streamlining of executive and board roles; and reduction of staff associated with the new operating model and organisation design,
- **Estates rationalisation:** Better and more effective estates utilisation, and
- **Operating cost reduction against collaborative areas of delivery:** known as 'Project Compton'.

The Operational Model and Organisational Design Project has made great progress during the design phase with strong stakeholder engagement including staff. The next phase will involve a financial analysis of the proposed structures to determine the level of cost reduction possible from the first round of the work.

The Estates rationalisation work has commenced with an assessment of current estate utilisation. The work is at an early stage however proposals will be considered by the JTE on the 29 August to consolidate BOB and Frimley ICBs utilisation, including identifying a suitable location for the proposed HQ for the new organisation. The scope of Project Compton is about identifying the running cost reduction opportunities within:

- Medicines Optimisation,
- NHS Continuing Healthcare,
- Connected Care, and
- GP IT

The work to develop the Compton project plan will require out-sourced resourcing which has been accounted for within the Transition Programme budget. A proposal is under development and will return to JTE on the 12 September for approval.

Chief Finance Officers have agreed a shared Transition Programme budget of £250k to support the resourcing of the programme to 31 March 2025.

9. Closedown and Set-up

The governance teams of BOB and Frimley ICBs continue to work closely through the Closedown and Set-up Project to establish interim governance arrangements as set out in sections 3 and 4 of this paper.

The next phase involves the development of the due diligence checklist (safe transfer) with a wide membership encompassing every functioning area of each ICB. The JTE has endorsed the terms of reference and membership of the Closedown and Set-up Project Board which will meet for the first time on the 02 September 2025.

10. South Frimley Transfer

The project has made some progress to land agreement regarding the principles to be adopted to identify the staff who will transfer from Frimley ICB to Hampshire and the Isle of Wight ICB (HIOW) or Surrey Heartlands ICB (prior to the ICB's merger with Sussex ICB). A collective agreement is expected imminently, however the ongoing risk of not having a pre-transfer agreement between HIOW and Frimley is rated 'Major' in the Transition Programme Risk Register. The mitigation is to continue the discussions between organisations, escalating to CEO level where necessary.

11. Pharmacy, Optometry and Dental (POD) Operating Model

The Project has entered the design phase with a promising response from all 6 ICBs who are engaged in the development of the POD operating model. An outline project plan has been completed and executive leadership and escalation where required is being channelled through the Transition Directors.

The primary risk facing this project and the South Frimley Transfer (section 10) is the leadership and project management capacity, this will be addressed through the Transition Programme Resourcing Plan.

12. Conclusion

The BOB ICB is asked to:

- **Note** the Transition Programme Summary Report and Risks (Appendix 1)
- **Approve** the alteration to the BOB ICB Constitution to enable the appointment of a Designate Chief Executive (Appendix 2)
- **Approve** the proposal to form a cluster partnership with NHS Frimley ICB from 01 October 2025.
- **Approve** the Collaboration Agreement (Appendix 3) as the legal framework for cluster governance.

- **Approve** BOB and Frimley Boards' Joint Committee Terms of Reference (Appendix 4).
- **Approve** the Collaboration Agreement SORD (Appendix 5).
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13. Appendices

Appendix 1: Programme Summary Report and Risks

Transition Programme Summary Report (1)

All Projects and Workstreams

Completed by: Alison Edgington Transition
Programme Director
Reporting period: August 2025

Last period	This Period	Summary of current Programme Status	Time/Scope/Cost
Time	Time	The Organisational Design work continues to progress, the next step being the financial analysis of the outputs to inform the ICB cost reduction plan.	Programme/Project milestone missed or not on track to be delivered in line with plan and no remedial action is in place
Scope	Scope	A Mutually Agreed Resignation Scheme (MARS) has been approved nationally and by both ICB Remuneration Committees. This will launch 04 September 2025.	Programme/Project milestone at risk of not being delivered in line with plan but a remedial plan is in place
Cost	Cost	Both Boards are supporting executive advice not to participate in the annual NHS Staff Survey. A local arrangement has been drafted for consideration.	Programme/Project milestone on track to be delivered in line with plan
		The Closedown and Set-up Project governance leads have made significant progress to take both ICB boards through the interim governance options for the clustering partnership. This has included extensive board engagement around the proposals to establish a Joint Committee of the BOB and Frimley ICBs and the formation of a Collaboration Agreement which will provide a legal framework to the agreement. Proposals have been submitted to Sept boards for approval.	Programme/Project milestone has been delivered
		The Finance and Estates Project has commenced the development of an Estates Utilisation Plan and an options appraisal for the new ICB HQ.	
		The main risk to the success of the programme is the feasibility of delivering a plan to achieve the required cost reduction within the timescales required given the uncertainty surrounding redundancy costs funding.	

Project/Workstream status (See Annex One for descriptions)

#	Workstream	Achievements in this period	Activities planned for next period	Time	Scope	Cost
1.	Operational Model and Organisational Design Project	<ol style="list-style-type: none"> Completed the four-week design period for functional groupings, with active participation from staff, SMEs, and partners across both ICBs. Captured detailed outputs for each function, including purpose statements, proposed structures, capability requirements, and indicative financial envelopes. Identified key design choices and interdependencies, including proposals to integrate Clinical & Neighbourhood functions, test commissioning models, and explore regional alignment for corporate services. 	<ol style="list-style-type: none"> Executive teams to review Phase 1 outputs, including functional group submissions, financial comparisons, and engagement feedback. Begin refinement of draft structures, reporting lines, and alignment of financial envelopes. Continue engagement with staff and partners to test assumptions, clarify accountabilities, and manage transition risks. Develop options for Phase 2 design activity, including operating model development, risk assessment, and preparation for formal staff consultation. Provide clear communications to staff and partners to maintain transparency and demonstrate how feedback is shaping the next stage. 			
2.	Closedown and Set-Up Project	<ol style="list-style-type: none"> The Project Board terms of reference and membership have been endorsed by JTE. Bob and Frimley ICBs agreed-in-principle the interim governance arrangements at their August board seminars. Work has progressed to develop the Collaboration Agreement to support clustering between BOB and Frimley. 	<ol style="list-style-type: none"> The first meeting of the Closedown and Set-up Project Board takes place on the 02 September 2025. BOB and Frimley Boards' approval of the Collaboration Agreement and associated SORD. Development of Due Diligence (Safe Transfer) Checklist and Project Plan. 			

Transition Programme Summary Report (2)

All Projects and Workstreams

Completed by: Alison Edgington Transition
Programme Director
Reporting period: August 2025

#	Workstream	Achievements in this period	Activities planned for next period	Time	Scope	Cost
2.	People and Culture Project	<ol style="list-style-type: none"> Produced a paper to both Boards re replacement for the annual staff survey. Engagement with Unions on finalising organisational design principles. MARS – Agreement from Rem Coms for running the MAR scheme from September. Preparing for implementation. Equality Impact Assessment proposal to JTE 3 September. Updating the Fixed Term Contracts process for JTE 3 September. Re-submission of Continuous Service Recognition on NHS Service to JTE 21 August. Updated Consultation Road Map on an aligned consultation timeline across the SE). National reporting regarding CSD approach and pensions support demand. 	<ol style="list-style-type: none"> Development of plan to replace the Staff Survey. EQIA and QIA are prepared for deployment in change programme. Design the assessment process for selection in new structure. Finalising the roadmap to consider risks and key pressure points with JTE, agree staff communications. Engaging with the Ops Model & Org Design workstream to align on key OD principles. Follow-up discussion with CMO's on Continuous Service Recognition and update paper to JTE. Aim to finalise the Principles, between HIOW and Surrey and Sussex, for the Southern Transfers. Agree organisational change policy approach with Trade Unions. Consider capacity risk and planning process for JTE. Development of a Comms plan and Engagement Plan. 			
3.	Finance and Estates Project	<ol style="list-style-type: none"> Finance review of the draft Collaboration Agreement. Iterative review of baseline financial envelopes for functional groupings. Continued engagement across FEW (Finance & Estates Workstreams), including CHC, contracting, GPIT, and back-office functions, to track costs and clarify shared services risks. 	<ol style="list-style-type: none"> Complete Estates utilisation work and scoping to identify the new TV HQ. Engage with the Ops Model and Org Design Project to complete financial analysis of the outputs of the design work. Outsourcing of project support to 'Project Compton'. 			
5.	South Frimley Transfer Project	<ol style="list-style-type: none"> Understand route cause of HIOW anxiety re transfer principles. Making process in agreeing transfer principles. Agreement to align communications for staff and external stakeholders. Contracts lists reviewed by all responsible managers/portfolio holders. Task and Finish Groups identified to run the project. 	<ol style="list-style-type: none"> Final agreement to transfer principles. Determine pre-consultation timeline and support information. Identify level of alignment around measures & consultation timelines. Develop September staff communications pack to include info from HIOW and Surrey Heartlands. Baseline contracts position shared with HIOW and SS. Workstream plan developed. Establishment of Task and Finish Groups. 			

Transition Programme Summary Report (3)
All Projects and Workstreams

Completed by: Alison Edgington Transition
Programme Director
Reporting period: August 2025

Project/Workstream status (See Annex One for details)					
#	Workstream	Achievements in this period	Activities planned for next period	Time	Scope
6.	Pharmacy, Optometry and Dental Operating Model project	<ol style="list-style-type: none"> 1. Successful launch of proposed design approach and financial framing. 2. Transition Directors briefed x8 ICBs. 3. Regular meetings with shared services leads established. 4. Current spend on shared services per ICB confirmed. 5. Initial AI scoping meetings held across all areas. Opportunities identified. 	<ol style="list-style-type: none"> 1. ICBs involvement in design workshops. 2. Summary documentation of each stage of process – one version of decisions made. 3. Book workshops. Pharmacy & optometry in September. Dentistry in October. Face to face (London). 4. Finances re-worked to align with boundary changes and indicative financial envelop (50% reduction). 5. Activity information gathered to inform capacity requirements. 6. Develop AI workstream plan - aligned to other contracting spine work being undertaken - support Mark Sellman. 		
7.	South-East Collaboration Project	Scoping work ongoing.	<ol style="list-style-type: none"> 1. Review of CSU SLA/MOUs. 2. Further work to scope the remit of this workstream/project which will ensure that BOB and Frimley ICBs are involved, can monitor progress and have visibility of the collaboration across all South-East ICBs. 		
8.	Quality and Equality Health Impact Assessments Workstream	Not started – Will form part of the impact assessments for the Operational Model and Organisational Design Workstream	To be determined		
9.	Communications and Engagement Workstream	<ol style="list-style-type: none"> 1. Ops Model and Org Design: Consolidated staff engagement insight (278 colleagues, 4,000+ contributions) and partner feedback (40 organisations) into the design process. 2. South Frimley Transfer: Agreement to align communications for staff and external stakeholders. 3. Ongoing staff and stakeholder briefings. 	<ol style="list-style-type: none"> 1. Address resourcing requirement for communication and engagement support. 2. Next phase of stakeholder management. 3. Communication process regarding MARS. 		

Transition Programme Risks (1) All Projects and Workstreams

Risks and issues (key programme level risks and issues)				
ID	Risk Name	Current Rating	Mitigation updates	Risk Owner
TP 001	Timescales constrain the quality of outputs from the Operational Model and Organisational Design Project	12	07/08 JS: Mitigations are currently being developed and tested in collaboration with the wider team. The proposed mitigations (below) have been shared with the group and will be validated through ongoing design activity, governance review, and in upcoming planning sessions: . Post-design assurance phase to test the proposed structure before consultation. . Equality and Health Impact Assessment (EHIA) and risk assessment before consultation. . Gateway review to assess model readiness before launch. . Escalation pathway via governance if quality concerns arise.	Hannah Iqbal
TP 002	Leadership and managerial bandwidth	16	28/08 AE: The Joint Transition Executive has agreed a Programme Resourcing Plan and additional project posts have been approved through both BOB and Frimley Governance. 4 posts are now being advertised internally. Both Boards reached agreement in principle to streamline governance arrangements including the formation of a Joint Committee of the Boards at their Board Seminars in August. Despite the above no change to risk rating as NHS England is requiring that ICBs start planning for 2026/27 and the first draft submission is due end September	Sam Burrows/Nick Broughton
TP 003	Loss of experienced and talented staff in key roles	16	27/08 DC: Working with NHS/System partners to retain talent within the wider health/social economy.	Sandra Grant
TP 004	Revenue allocation of £19 capitation does not meet the full cost of TV ICB activities	16	28/08 AE: The components of 'Project Compton' have been scoped. This project includes the potential operating cost reductions from Medicines optimisation; CHC/NHS Funded Nursing Care; Connect Care and GP IT. Resourcing for the work is likely to be out-sourced to the CSU subject to JTE, procurement and usual approvals. A proposal will be presented to the JTE on the 12 September. A dependency for the development of the Financial to achieve £19/weighted of population with the Ops Model and Org Design Project. The financial plan cannot be compiled until this work is completed. This dependency has been added to the RAID.	Richard Chapman

Transition Programme Risks (2) All Projects and Workstreams

Risks and issues (key programme level risks and issues)				
ID	Risk Name	Current Rating	Mitigation updates	Risk Owner
TP 005	Loss of Corporate Memory	16	05/08 AE: Oversight of the processes, data and information transfer from BOB and Frimley ICBs into the new Thames Valley ICB will be defined, managed and monitored by the Closedown and Set-Up Project Board. This group has met in shadow form and is starting to map out the scope of the work to be overseen and membership. The next step is the development of the Due Diligence Checklist and gap analysis to inform the Project Plan.	Alison Edgington
TP 006	Future Local Authority boundary changes	12	06/08 AE: The NHS England Committee overseeing the ICB boundary changes meets to formally approve the proposals to form NHS Thames Valley ICB on the 21st August 2025. This is a watershed moment for the Programme. NHS England will require clarification in terms of the ministerial decisions for Swindon devolution and the formation of NHS Thames Valley ICB, prior to this Committee if current plans for merger are to progress smoothly.	Caroline Corrigan
TP 007	Ending contracts for those on fixed term	16	27/08 DC: Risk reviewed and remains static.	Sandra Grant
TP 008	No Pre-transfer agreement between HIOW and Frimley	16	27/08 NA: Regular points of communication – formal and informal. CEO visibility & escalation processes available. FICB Board and Transition Executive Oversight.	Nicola Airey

Appendix 2: Amendment to the Constitution

In line with the NHSE Model Constitution wording set out below - Clause 3.5.4 (b) must be amended and the additional wording inserted (shown below in blue) **“other than chief executive of another Integrated Care Board”**.

It should be noted that the Model NHSE Constitution provides ICBs with the ability to insert their own optional criteria (shown below in green), the BOB and Frimley Constitutions do not currently have any locally determined criteria.

Chief Executive

- 3.5.1 The chief executive will be appointed by the chair of the ICB in accordance with any guidance issued by NHS England.^[i]
- 3.5.2 The appointment will be subject to approval of NHS England in accordance with any procedure published by NHS England.^[ii]
- 3.5.3 The chief executive must fulfil 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) *OPTIONAL/INSERT*
specify any further local criteria^[iii]
- 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(a), they hold any other employment or executive role
other than chief executive of another Integrated Care Board
 - c) *OPTIONAL/INSERT*
specify any further local exclusions [You should review any further local exclusions they have inserted here in case you need to amend/remove to allow such joint appointments.]

Appendix 3: The Collaboration Agreement

Annexed to this paper.

Appendix 4: BOB and Frimley Boards' Joint Committee Terms of Reference

The Joint Committee of NHS Buckinghamshire, Oxfordshire and Berkshire West ICB and NHS Frimley ICB

(The Boards' Joint Committee)

Terms of Reference

1. Introduction and purpose

- 1.1. The Joint Committee of NHS Buckinghamshire, Oxfordshire and Berkshire (Integrated Care Board (ICB) (BOB) and NHS Frimley ICB (the Committee) has been established by BOB and Frimley ICBs (the Partners) pursuant to section 65Z5 of the National Health Service Act 2006 as amended ('the NHS Act'). In accordance with Section 65Z5 of the NHS Act, Integrated Care Boards (ICBs) can establish and maintain joint working arrangements to jointly exercise their functions.
- 1.2. The purpose of the Committee is to enable the Partners to enact their cluster arrangement and take decisions jointly or as one in the best interests of the populations they service.

2. Responsibilities

- 2.1 The Committee shall be responsible for the key decisions previously reserved to the Boards of both partners, with the exception of those which cannot be delegated:
 - 2.1.1 Functions relating to Continuing Healthcare and NHS funded nursing care (although, transfer not precluded).
 - 2.1.2 Functions central to the corporate governance of an individual ICB (e.g. approval of annual accounts)
 - 2.1.3 Ancillary functions for example statutory and Regulatory Compliance, Data Protection Accountability, Clinical Governance and Professional Accountability, Employment Responsibilities, Financial Stewardship of Public Funds, Board Decision-making, and Information Governance Ownership.

3. Membership

- 3.1 Members of the Committee shall be appointed by the Partners and cannot be varied without the agreement of both the Partners' Boards.
- 3.2 The Committee will be chaired by the Chair of the Partners' Boards, as appointed by NHS England, with the approval of the Secretary of State for Health and Social Care (also known as the Cluster Chair). Reflecting the cluster arrangement both Partners' Boards will be chaired by the same individual.

- 3.3 The Committee Chair will appoint a Deputy Chair from amongst the membership of the Committee. This must be an Independent Non-Executive Member of the Partners' Boards, who has the requisite skills and experience to act in that capacity.
- 3.4 The Chair of the Committee will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference, in line with the Standing Orders of both Partners.
- 3.5 The membership of the Committee shall be constituted as follows:

Core Membership		
Job Title	NHS Frimley	BOB ICB
Chair	X	X
Chief Executive(s)	X	X
Cluster Chief Nursing Officer (BOB and Frimley)	X	X
Cluster Finance Officer (BOB and Frimley)	X	X
Frimley Chief Medical Officer	X	
BOB Chief Medical Officer		X
Non-Executive Member (SID – Chair of the Audit Committee)	X	
Non-Executive Member (Deputy Chair – Chair of Remuneration Committee)	X	
Non-Executive Member (Member of the Audit Committee)	X	
Non-Executive Member (Member of the System Transformation Committee)	X	
Non-Executive Director (Chair of the Audit and Risk Committee)		X
Non-Executive Director (Chair of the System Productivity Committee)		X
Non-Executive Director (SID – Chair Place and Sys Dev Committee)		X
Non-Executive Director (Deputy Chair - Chair People Committee / Remuneration Committee)		X
Primary Care Partner	X	
Primary Care Partner	X	
Partner Member, Primary Medical Services		X
Partner Member, NHS and Foundation Trusts		X
Partner Member, Local Authorities		X
Partner Member, Mental Health		X
Provider Partner Member FHFT	X	
Partner Member, S&BFT	X	
Provider Partner Member BHFT	X	
Local Authority Partner Member, Rushmoor Borough Council	X	
Local Authority Partner Member from Bracknell Forest Council	X	

Wider membership		
Job Title	NHS Frimley	BOB ICB
Bob and Frimley SRO for the Transition Programme, and Frimley Chief People Officer	X	
BOB Chief People Officer		X
Frimley Interim Chief Transformation and Information Officer	X	
BOB Chief Strategic, Digital and Transformation Officer		X
EDI System Lead	X	
ICB Chief Delivery Officer		X
Transition Programme Director	X	X

- 3.6 At the establishment of the Committee, whilst the executive level of the Partners' revised organisational structures are being consulted upon and appointed to, the executive membership of the Committee shall include the Partners' existing Executive Teams.
- 3.7 Core and wider members of the Committee have the right to attend and only core members have the right to vote at Committee meetings; however, meetings of the Committee could also be attended by the following individuals who are not members:
- A representative of Public Health
 - Representative of the VCSE
 - Representative of Healthwatch
- 3.8 Other attendees may be invited to attend all or part of any meeting as and when the Chair of the Committee considers they have expertise that would be relevant to the responsibilities of the Committee.
- 3.9 The Chair of the Committee 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.
- 3.10 Members of the Committee may participate in meetings remotely or by other electronic means where they are available and with the prior agreement of the Chair of the Committee. Participation by any of these means shall be deemed to constitute presence in person at the meeting. Members are normally expected to attend at least 75% of meetings during the year. Members will be expected to attend meetings in-person when required by the Chair of the Committee.

4. Quorum, Decisions and Voting

- 4.1 The quorum for meetings of the Committee will be members, including:
- a) Chair or Deputy Chair
 - b) At least two Core Executive Members (from either ICB)
 - c) At least two Core Non-Executive Members (from either ICB)

d) At least two Core Partner Members (from either ICB)

- 4.2 If any member of the Committee is unable to participate in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.
- 4.3 If the quorum has not been reached, then the meeting may proceed informally if those attending agree, but no decisions may be taken.
- 4.4 In line with the Standing Orders of each of the Partners, it is expected that decisions will be reached by consensus. Should this not be possible, each core member of the Committee will have one vote, the process for which is set out below:
- a) All core members of the Committee who are present at the meeting will be eligible to cast one vote each. (For the sake of clarity, core members of the Committee are set out at paragraph 3.5; wider members, attendees and observers do not have voting rights).
 - b) Absent members may not vote by proxy. Absence is defined as not being present at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanism from exercising their right to vote if eligible to do so.
 - c) A resolution will be passed if more votes are cast for the resolution than against it.
 - d) If an equal number of votes are cast for and against a resolution, then the Chair of the Committee (or in their absence, the Deputy Chair) will have a second and casting vote.
 - e) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 4.5 For urgent issues, the Chair of the Committee may call a meeting at a notice of 2 days, setting out the reason for the urgency and the issue to be addressed.

5 Ways of Working

- 5.1 All members of the Committee will have due regard to and operate within the Constitutions of the Partners, their Standing Orders, Standing Financial Instructions and other financial procedures.
- 5.2 Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

- 5.3 Members of the Committee must demonstrably consider the equality and diversity implications of decisions they make and consider whether any new resource allocation achieves positive change around inclusion, equality and diversity.
- 5.4 A Register of Interests will be reviewed at each Committee meeting. Those in attendance will be asked by the Chair of the Committee to declare any interests at the beginning of each meeting. If a member of the Committee feels compromised by any agenda item, they should declare a conflict of interest and agreement reached as the action to be taken as set out in the Partners' Conflicts of Interest Policy.
- 5.5 If necessary, the Committee may draw on third-party support to assist it in resolving any disputes, such as peer review or support from NHS England.

6 Reporting Arrangements

- 6.1 The Committee is accountable to the Partners' Boards and shall report to the Boards at quarterly on how it discharges its responsibilities.
- 6.2 The Committee shall undertake an annual self-assessment of its own performance against its annual programme of business, membership and Terms of Reference.

7 Meetings and Administration

- 7.1 The Committee will meet in public and in private every other month.
- 7.2 The Chair of the Committee may ask the Committee to convene further meetings to discuss particular issues they consider pertinent.
- 7.3 Arrangements and notice for calling meetings are set out in the Partners' Standing Orders.
- 7.4 The Chair of the Committee shall see that a notice of any public meeting of the Committee, together with an agenda listing the business to be conducted and supporting documentation, is published one week (or, in the case of a special meeting, two days) prior to the date of the meeting.
- 7.5 The proceedings and decisions taken by the Committee shall be recorded in minutes, and those minutes circulated in draft form within two weeks of the date of the meeting. The Committee shall confirm those minutes at its next meeting.
- 7.6 The management of the joint approach to governance which effectively brings the Partners' Boards together into the Joint Committee, will be overseen by the Transition Programme Director supported by the Partners' Corporate Governance teams who will operate as 'one team' through the cluster period. Their duties in this respect will include:

- a) Agreement of agendas with the Chair and attendees.
- b) Preparation, collation and circulation of papers in good time.
- c) Ensuring that those invited to each meeting attend, highlighting any concerns to Chair (including interests of members that may conflict with an agenda item).
- d) Taking the minutes and helping the Chair to prepare any necessary reports to the Partners' Boards.
- e) Keeping a record of matters arising and issues to be carried forward.
- f) Maintaining records of members' appointments and renewal dates.
- g) Ensuring that action points are taken forward between meetings.
- h) Ensuring that members receive the development and training they need.
- i) Providing appropriate support to the Chair and members.

7.7 Following each meeting of the Committee, the governance team will also:

- a) Maintain an attendance log and follow up as appropriate after each meeting to ensure the Committee adheres to the required frequency of attendance by members; and
- b) Maintain a decisions log of reporting arrangements into each formal meeting of the Committee.

8 Review of Terms of Reference

8.1 These Terms of Reference will be reviewed at least annually and earlier if required. Any proposed amendments will be submitted to the Partners' Boards for approval.

8.2 **Approved by the BOB Board** **insert date**

8.3 **Approved by the Frimley Board** **insert date**

Version	Date	Approved by	Review	Type of changes
V1.0	21/08/2025	NA	NA	Creation of ToR
V2.0	26/08/2025	NA	NA	Updates to membership roles and minor changes to the narrative.

Document control

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Appendix 5: Collaboration Agreement Scheme of Reservation and Delegation

NHS Frimley Integrated Care Board and Buckinghamshire, Oxfordshire and Berkshire West Integrated Care Board Joint Scheme of Reservation and Delegation

1. Introduction

This Scheme of Reservation and Delegation establishes the legal framework for the Cluster partnership between NHS Frimley Integrated Care Board (ICB) and NHS Buckinghamshire, Oxfordshire and Berkshire West ICB (BOB), operating through a Joint Committee (JC) of the Frimley and BOB Integrated Care Boards ('The Boards' Joint Committee) established under sections 65Z5 and 65Z6 of the NHS Act 2006.

Default Position: All functions of each integrated care board are delegated to the Joint Committee except those specifically reserved below. The JC has a primary role in identifying, managing and mitigating risks to both organisations throughout the period of the cluster partnership.

2. ICB functions reserved to each ICB Board

Annex A sets out the detailed scheme of matters reserved to the individual Boards. The below is meant as a high-level summary of matters reserved and delegated to the JC and should be read in conjunction with the detailed scheme at Annex A.

2.1 Statutory functions that cannot be delegated

- Decision making in respect of NHS Continuing Healthcare and NHS funded nursing care functions
- Annual accounts preparation and approval
- Constitutional compliance matters specific to each ICB
- Individual ICB statutory reporting requirements
- Functions that are required by NHS England to remain with individual ICBs
- Such other functions as are determined to be non-delegable by an ICB

2.2 Corporate governance functions

- Approval of changes to the ICB's constitution
- Approval of ICB Operational Scheme of Delegation
- Approval of ICB Standing Financial Instructions

2.3 Individual ICB board meetings

The Boards should meet annually as a minimum, or as required for reserved functions.

3. Functions Delegated to the Joint Committee of the Frimley and BOB ICBs

3.1 All other ICB functions

All ICB functions not specifically reserved above are delegated to the JC, including but not limited to:

- Strategic planning and commissioning
- Financial planning and budget approval
- Financial management, control and reporting
- Service commissioning and contracting
- Performance management
- Quality oversight
- Partnership working
- System transformation

3.2 Joint Committee authority to establish sub-committees and working groups

The JC is delegated authority to:

- Establish such sub-committees or working groups as it considers necessary
- Determine sub-committee and working group terms of reference, which must be reviewed annually
- Delegate ICB functions to sub-committees as appropriate
- Appoint sub-committee and working group members
- Receive reports and assurance from sub-committees and working groups

3.3 Joint Committee decision-making authority

The JC has full authority to make binding decisions on behalf of both ICBs for all delegated functions, subject to:

- Compliance with statutory requirements
- Operating within agreed financial frameworks
- Reporting to individual ICB Boards on reserved matters
- During 2025-26 not taking any decisions that would materially change the operational plan that has been agreed by each Board without the explicit approval of that Board

4. Functions delegated to individual ICB Audit Committees

4.1 Each ICB retains its own audit committee with authority for:

- Internal audit arrangements (appointment, oversight, planning)
- External audit liaison for individual ICB
- Individual ICB risk management oversight
- Individual ICB counter fraud arrangements

- Individual ICB information governance compliance
- Review of individual ICB annual accounts
- Oversight of individual ICB losses and special payments
- Individual ICB Operational Scheme of Delegation consideration and recommendation to the Board

4.2 Coordination

Individual ICB Audit Committees may meet "in common" to consider nascent Thames Valley cluster issues while retaining separate decision-making authority for individual ICB matters.

5. ICB functions delegated to individual ICB Remuneration Committees

5.1 Each ICB retains its own remuneration committee with authority for:

- Individual ICB Board member remuneration
- Individual ICB specific employment arrangements
- Individual ICB pay policies (where not harmonised through JTVC)
- Performance management of individual ICB specific roles
- Terms and conditions for individual ICB specific appointments

5.2 Coordination

Individual ICB Remuneration Committees may meet "in common" to consider nascent Thames Valley employment matters while retaining separate decision-making authority for individual ICB matters.

6. Operational Arrangements

6.1 Individual ICB Operational Schemes

Initially each ICB will retain its own Operational Scheme of Delegation for:

- Day-to-day operational decisions
- Financial authorisation limits
- Procurement authorities
- Staff employment decisions
- Routine administrative matters

However, as the cluster partnership becomes more established these will iterate to become more closely aligned.

6.2 Individual ICB Standing Financial Instructions

Each ICB retains its own Standing Financial Instructions covering:

- Financial controls and procedures
- Banking and treasury management
- Budget management processes

- Financial reporting requirements
- Value for money arrangements

However, as the cluster partnership becomes more established these will iterate to become more closely aligned.

6.3 Coordination and harmonisation

The JC may develop joint policies and procedures, which may inform updates to individual ICB operational schemes and standing financial instructions.

7. Conflict Management

7.1 Process for managing conflicts

The process for managing potential conflicts between the ICBs are detailed in the Collaboration Agreement. In summary where potential conflicts arise between ICB interests:

- Issues must be identified in papers to the JC
- The JC Chair may permit separate ICB Board consultation
- Final decisions rest with J-C incorporating both ICB perspectives
- Formal record of conflict management approach required

8. Review and Amendment

8.1 Annual Review

This scheme shall be reviewed annually by both ICB Boards and updated as necessary to reflect:

- Changes in statutory requirements
- Evolution of cluster arrangements
- Lessons learned from operation

8.2 Amendment Process

Changes to this scheme require approval by both individual ICB Boards.

9. Definitions

JC: Joint Committee established under s65Z5 and s65Z6 of the NHS Act 2006

Individual ICB Boards: NHS Frimley ICB Board and NHS Buckinghamshire, Oxfordshire and Berkshire West ICB Board

Reserved Functions: Functions that cannot be delegated to joint committee arrangements

Delegated Functions: Functions exercised jointly through the JC on behalf of both ICBs

Effective Date: 01 October 2025 **Review Date:** Annual **Approval Authority:** Both ICB Boards

This scheme provides the high-level framework for Frimley ICB and BOB ICB Cluster governance while preserving individual ICB sovereignty for statutory reserved functions and operational arrangements.

Annex A – detailed scheme of reservations

1. Decisions and functions reserved to NHSE/I

1.1 The power to establish ICB

1.2 The power to obtain information from the ICB and intervene where 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 it will fail to do so

1.3 Appointment and removal of the ICB Chair

1.4 Terminate the appointment of the Chief Executive and direct the Chair as to the appointment of a replacement where NHSE is satisfied that the ICB is failing or has failed to discharge any of its functions or there is a significant risk that the ICB will fail to do so

1.5 Approval of the ICB Constitution and any changes made to it

1.6 Variation of the ICB Constitution other than on application by the ICB a) where the ICB applies to NHS England in accordance with NHS England's published procedure and that application is approved; and b) where NHS England varies the Constitution of its own initiative, (other than on application by the ICB).

1.7 Remuneration of ICB Chair

2. Decisions and functions reserved to the ICB Board

2.1 Determines the governance arrangements which allow decisions to be delegated to provider collaboratives, joint committees and/or other statutory bodies

2.2 Determines the governing arrangements of the ICB, ensuring meetings are held in public (except where the ICB considers it would not be in the public interest in relation to all or part of a meeting).

2.3 ICB and each responsible local authority will establish an integrated care partnership (ICP) which includes members appointed by the ICB and each relevant authority, ensuring meetings are held in public in accordance with standing orders

2.4 Consideration and approval of applications to NHS England on any matter concerning changes to the ICB's Constitution, including the Standing Orders

2. Decisions and functions reserved to the ICB Board

2.5 Require and receive the declaration of interests from members of the ICB Board

2.6 Receive reports from committees that the ICB is required by statute or other regulation to establish and take action upon those reports as necessary

2.7 Approve the ICBs overarching scheme of reservation and delegation, which sets out those decisions of the ICB reserved to the Board and those delegated to the

- committees and any joint committees of the ICB, or
- its employees

2.8 Approve Standing Financial Instructions (SFIs)

2.9 Approve Functions and Decisions Map

2.10 Appoint and dismiss committees of the ICB that are directly responsible to the Board

2.11 Establish Terms of Reference and reporting arrangements for all of the committees of the Board

2.12 Receive reports from committees of the ICB including those which the ICB is required by its Constitution, or by NHS England, or the Secretary of State or by any other legislation, regulations, directions or guidance to establish and to take appropriate action

2.13 Delegate executive powers to be exercised by any of its members or employees

2.14 Approval of the ICB's Annual Report and Accounts

2.15 Approval of the ICB's arrangements for the management of risk

2.16 Approval of a comprehensive system of internal control, including budgetary control, that underpins the effective, efficient and economic operation of the ICB.

2.17 Approve arrangements 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.

2.18 Approve arrangements for the functions to be exercised by a joint committee and/or for the establishment of a pooled fund to fund those functions (section 65Z6).

2.19 Endorse the ICB internal audit charter and annual audit plan on the recommendation of the ICB Accountable Officer and audit and risk committee

3. Decisions and functions reserved to the ICB Chair

3.1 Appointment of the Chief Executive (subject to approval of NHS England in accordance with any procedure published by NHS England)

3.2 Approval of appointment of partner members of the ICB Board

3.3 Appointment of Independent Non-Executive members of the ICB Board

3.4 Approval of appointment of Chief Medical Officer (Medical Director)

3.5 Approval of appointment of Chief Nursing Officer (Director of Nursing)

3.6 Approval of appointment of Chief Finance Officer (Director of Finance)

3.7 Approval of appointment of Mental Health Ordinary Member

3.8 Ensure that the members of the Board possess the skills, knowledge and experience necessary for the Board to effectively carry out its functions

Glossary

Project/ Workstream	Summary Scope	Executive/Direct or Lead
1. Operating Model and Organisational Design workstream	<p>Organisation design is about “intentionally arranging people, work and formal organisational elements to effectively and efficiently achieve a business purpose and strategy”</p> <p>This project will:</p> <ul style="list-style-type: none"> Design a new ICB entity covering a new Thames Valley geography, delivering Model ICB functions to strategically commission for improvement in population health. Design a new organisation and operating model that can function efficiently and effectively for £19 per head of population served. 	Hannah Iqbal, Chief Transformation
2. People and Culture Project	The project will provide leadership and expertise to ensure we plan and deliver a legally compliant, inclusive organisational change process. This will include a culture development plan to ensure we identify, retain and recruit the talent needed and embed effective ways of working.	Sandra Grant, Chief People Officer, BOB
3. Finance and Estates Workstream	<p>This project will:</p> <ul style="list-style-type: none"> Shape the financial and estates model of the new NHS Thames Valley ICB. Develop a sustainable costed structure for 2026/27 and beyond that aligns with the nationally mandated £19 per capita. Support the transition from legacy organisations to a single commissioning body, identifying transitional costs, legacy system inefficiencies, and opportunities to streamline functions. Support the other workstreams by contributing to the design of the Finance & Contracting functional grouping. 	Richard Chapman, Chief Finance Officer, Frimley
4. Closedown and Set-Up Project	The project will define, plan, manage and assure the Transition Programme Board of the delivery of the governance, operational business, HR and finance transfer arrangements required to support the clustering of the two ICBs from 1st October 2025 and the establishment of a new single organisation, the NHS Thames Valley ICB, by 1st April 2026	Alison Edgington, Transition Programme Director, BOB & Frimley ICBs

Project/ Workstream	Summary Scope	Executive/Director Lead
5. South Frimley Transfer Project	This project will manage the transfer of assets (including staff) and liabilities between Frimley ICB and HIOW ICB and the proposed Surrey and Sussex ICB due to ICB boundary changes.	Nicola Airey, Director of Places and Communities, Frimley
6. Pharmacy, Optometry and Dental Operating Model project	This project will facilitate agreement across the SE Region regarding an operating model for community pharmacy, optometry and dental commissioning. To include the functions and activities to be undertaken within a regional hub (hosted by TV ICB) and locally within ICBs and the indicative financial envelope for the hub capacity. Also to ensure any functional scale benefits within TV structures and/or other regional hub teams are explored and agreed.	Nicola Airey, Director of Places and Communities, Frimley
7. South-East Collaboration Project	This project will manage the visibility, interface and progress of all transfer elements requiring co-operation and/or collaboration with the other ICBs across the South-East. This includes areas where BOB/Frimley agree to host a function on behalf of the others versus managing an interface with another ICB which has agreed to host on behalf of the South-East ICBs	Alison Edgington, Transition Programme Director, BOB & Frimley ICBs
8. Quality and Equality Health Impact Assessments Workstream	This workstream will support the quality and equality health impact assessments of all changes recommended by the programme, particularly changes recommended by the Operating Model and Organisational Design Project.	Safina Nadeem, EDI Board Advisor, Frimley /Sarah Bellars, Chief Nursing Officer, BOB & Frimley
9. Communications and Engagement Workstream	This workstream will oversee internal and external stakeholder communications and engagement for all Projects included in the Programme. The workstream will also undertake internal and external stakeholder mapping, and define, plan, implement and evaluate engagement activities specific to the individuals/groups being drawn into the Programme.	Caroline Corrigan, BOB and Frimley ICB SRO for the Transition Programme