

NHS Gloucestershire Integrated Care Board

People Committee Terms of Reference

v1.0
1st July 2022

1. Introduction

- 1.1 The People Committee (the Committee) is established by the Integrated Care Board (the ICB) as a Committee of the Board in accordance with its Constitution.
- 1.2 These Terms of Reference (ToR) will be published in the Governance Handbook which can be accessed on the ICB website. They set out the membership, remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the Board. The Terms of Reference will be subject to an annual review.
- 1.3 The Committee is a non-executive committee of the Board and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of the ICB.
- 1.4 For the avoidance of doubt, the Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation (SoRD).

2. Purpose

- 2.1 One of the functions of the ICB is to lead the implementation of the Gloucestershire People Strategy and Plan, the remit of which spans health and care across the Integrated Care System. The local strategy is aligned to the national NHS People Promise. Within this context, 'People' refers to the workforce of the ICB and its partner members, whether those colleagues are permanent staff, fixed-term or temporary workers or volunteers. This Committee is accountable to the ICB for all matters relating to the development of the System People Strategy and associated plans and for delivery of the Equality, Diversity and Inclusion (EDI) agenda and objectives.
- 2.2 The purpose of the Committee is to hold the People Board to account for achieving the intended results and benefits of the People Strategy and Plans and for reaching agreed milestones in making One Gloucestershire an increasingly equitable, diverse and inclusive health and care system. The Committee will approve the Terms of Reference for the People Board which will be reviewed on an annual basis.
- 2.3 The Committee will provide oversight and scrutiny of the effectiveness of the ICS People Function and will receive assurance that the function is fit for purpose in delivering the capability necessary for the One Gloucestershire Integrated Care System to deliver its people strategy and objectives. It will receive reporting against all the leadership and people dimensions of

System Oversight Framework and will examine the management of People and EDI related risks.

- 2.4 The Committee will oversee the strategic approach to talent management and succession planning for the ICS, ensuring that a pipeline of talent for clinical, professional, executive and non-executive leadership roles is developed and maintained as an asset for the delivery of One Gloucestershire's vision and strategy.
- 2.5 The Committee will examine opportunities for extending partnership and integrated working across the workforce and system capability agendas so that the conditions for enabling transformation and innovation in respect of people and EDI priorities are optimised.
- 2.6 The Committee will provide a forum for assurance and review of all ICB related strategies, policies and procedures relating to ICB employed staff.
- 2.7 The People Committee has no executive powers, other than those delegated in the SoRD and specified in these terms of reference.

3. Delegated Authority

- 3.1 The People Committee is a formal committee of the ICB. The Board has delegated authority to the Committee as set out in the Scheme of Reservation and Delegation and may be amended from time to time.
- 3.2 The People Committee is authorised by the Integrated Care Board to:
 - 3.2.1 Investigate any activity or aspects of the People and EDI agendas within its terms of reference;
 - 3.2.2 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) as outlined in these terms of reference;
 - 3.2.3 Commission any reports it deems necessary to help fulfil its obligations;
 - 3.2.4 Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is 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;
 - 3.2.5 Create task and finish sub-groups in order to undertake 'deep-dive' examinations of aspects of governance and assurance related to the People

and EDI agendas, 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-groups in accordance with the ICB's Constitution, Standing Orders and Scheme of Reservation and Delegation (SoRD) but may not delegate any decisions to such groups.

3.3 The People Committee holds only those powers as delegated in these Terms of Reference as determined by the ICB Board.

4. Membership

4.1 The Committee members shall be appointed by the Board in accordance with the ICB Constitution.

4.2 The Board will appoint no fewer than four members of the Committee including one who is an Independent Non-Executive Member of the Board. The Committee's membership may include co-opted members of the Board.

4.3 Members will possess between them knowledge, skills and experience in:

- Equity and Equality, Diversity and Inclusion;
- Strategic workforce planning, development, innovation and transformation;
- Leadership, culture, talent and organisational development;
- System dynamics and development.
- Employment legislation and best practise.

4.4 When appointing members to the Committee, active consideration will be made to promoting diversity across the Committee's membership.

4.5 Membership

4.5.1 Committee members will include:

- Committee Chair: Independent NED of the ICB;
- Committee Vice-Chair: Independent NED of the ICB;
- ICB Chief Executive Officer;
- ICB Chief Nursing Officer;
- ICB Chief Medical Officer
- ICB Executive Director of People, Culture and Engagement (Chair of the ICS People Board);
- One independent Non-Executive Directors, with lead People portfolio, of one of the main system Provider partners;

- Social Services (Local Authority) representative, usually the Director of Adult Social Services.

4.6 Chair and vice chair

4.6.1 The Chair of the Committee shall be an Independent Non-Executive Member of the ICB.

4.6.2 Committee members may appoint a Vice Chair from its members.

4.6.3 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR in consultation with the Executive Lead -Director of People, Culture and Engagement.

4.7 Attendees and other Participants

4.7.1 Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from workforce related ICS working groups, secondary, mental health and community providers and primary care subject matter experts, notably:

- Chair of the ICS Workforce Steering Group;
- Chair of the ICS Organisational Development Steering Group;
- Chair or Representative of the ICS Social Partnership Forum;
- Chair of the ICS Education and Training Steering Group.

4.7.2 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.

4.8 Attendance

4.8.1 Where an 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.

4.8.2 The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations.

5. Quoracy

- 5.1 Quoracy is defined as a minimum of 50% of the Committee's core membership which must include the Chair or Vice-Chair or their nominated deputy.
- 5.2 Where partner members are included in the core membership of the Committee, business planners for meetings will be designed to make optimal use of partner time, meaning that they may not be required for all of every meeting. Where this is the case, their absence will not affect the quoracy of the meeting.
- 5.3 If any member of the Committee has been disqualified from participating 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.
- 5.4 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

6. Quoracy

- 6.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 6.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 6.3 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis using telephone, email or other electronic communication. Where any such action has been taken between meetings, then these will be reported to the next meeting. For the avoidance of doubt, this provision applies to and facilitates the Committee's decision making by email, should this be required to expedite an urgent decision.

7. Frequency and notice of meetings

- 7.1 The People Committee will meet at least four (4) times a year and the typical cycle will be a quarterly meeting. Additional meetings may take place as required.

7.2 The Board, Chair or Chief Executive may ask the People Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

8. Committee secretariat

8.1 The Committee shall be supported with a secretariat function provided by the Corporate Governance Team.

8.2 The Governance Team shall ensure that:

8.2.1 The agenda and papers are prepared and distributed in accordance with the Standing Orders at least 5 working days before the meeting, having been agreed by the Chair with the support of the relevant executive lead – Director of People, Culture and Engagement;

8.2.2 Attendance by members of the committee is monitored and reported annually as part of the Annual Governance Statement (contained within the Annual Report);

8.2.3 Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;

8.2.4 Good quality minutes are taken and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept;

8.2.5 The Chair is supported to prepare and deliver reports to the Board;

8.2.6 The Committee is updated on pertinent issues/ areas of interest/ policy developments;

8.2.7 Action points are taken forward between meetings and progress against those actions is monitored.

9. Remit and responsibilities of the Committee

9.1 To ensure that the ICB has the people capability to meet its four fundamental purposes to:

- **improve outcomes** in population health and healthcare;
- **tackle inequalities** in outcomes, experience, and access;
- **enhance productivity** and value for money;
- help the NHS support broader **social and economic development**.

9.2 Each Integrated Care Board Committee will have a remit which encompasses two primary areas of responsibility. First, the Committee will exercise the delegated authority of the Board to execute assurance against a sub-set of its statutory duties and functions. Second, it will retain oversight of progress against the Integrated Care Board's strategic priorities through the developing partnership and integrated working of its members. This balanced approach will ensure that the governance focus of the Committee spans both current performance and risk as well as strategic development and system effectiveness. Committees will have a core membership spanning both areas of its responsibility, which can be enhanced as required by the addition of co-opted attendees or participants who are invited to contribute to the debate and deliberation of the Committee. The decision on the use of co-opted attendees or participants rests with the Chair of the Committee.

9.3 To ensure a balanced approach to governance of the workforce agenda that embraces both assurance on statutory functions and duties alongside oversight of the transformation agenda and achieving strategic progress against agreed system priorities, including:

9.4 People Strategy - To oversee the development of the people strategy, ensuring it remains current and relevant to the people drivers and requirements of the One Gloucestershire Integrated Care System and responds to both opportunities and risks in the internal and external environment.

9.5 Equality, Diversity and Inclusion - To ensure that the ICB has well defined system EDI objectives, underpinned by strategic plans, measures and reporting arrangements that strengthen accountability and progress. To ensure that the ICB is actively learning from and adopting best practice across the NHS, and from other sectors, to deliver its planned objectives and milestones.

9.6 Health & Safety - To receive assurances that the ICB has effective, systems, policies and processes for health and safety. To receive quarterly reports on Health and Safety.

9.7 Talent Management and Succession Planning - To ensure that the ICB has a strategic approach to talent management for the One Gloucestershire

Integrated Care System and that the talent system is effective in identifying, developing and retaining clinical and non-clinical talent within Gloucestershire. To extend and embed opportunities for career development within and across the system and to ensure that a wide cross section of leadership roles are supported by a pipeline of talent.

- 9.8 Strategic Workforce Planning, Supply, Development and Transformation - To receive assurance that a robust approach to workforce planning, supply and resourcing allows the ICB to secure and retain the workforce resources it needs over the short, medium, and longer term. To scrutinise the effectiveness of workforce development and transformation activity, testing its contribution to enabling best value out of the people working across the system.
- 9.9 Education, Training and Learning - To receive assurances that tests for value for money and the workforce benefits derived from education, training and learning programmes are undertaken, ensuring their alignment with the People Strategy.
- 9.10 Leadership, Culture and System Development - To oversee the strategic approach to developing system leaders, shaping culture, and facilitating behaviour change within the system, creating an environment for success in Gloucestershire, aligned to the four fundamental purposes of the ICS.
- 9.11 Accountability for People Dimensions of System Oversight Framework - To hold the People Board to account for delivering the People Strategy and its impact in the One Gloucestershire Integrated Care System, including the external reporting requirements contained within the System Oversight Framework.
- 9.12 Workforce Data, Intelligence and Reporting - To ensure that the ICB meets its obligations in respect of reporting against the people dimensions of the System Oversight Framework and can provide assurance to the ICB that ICB data systems and maturity are fit for this purpose. To ensure that the ICB has the necessary workforce intelligence to develop and deliver its People strategy.

10. Relationship with the ICB and other groups / committees / boards

- 10.1 The governance fora for the people agenda in the ICS, report into the People Committee through the following structure:



11. Policy and best practice

11.1 When considering matters, the Committee should take into account the following points:

11.1.1 All statutory requirements applicable to the ICB;

11.1.2 NHS England requirements and standards;

11.1.3 Best professional practice and standards, e.g. CIPD;

11.1.4 NHS best practice and guidance as well as best practice from respected think tanks spanning the private and voluntary sectors;

11.1.5 Emerging risks and issues.

11.2 The Committee will have full authority to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, in line with the ICB Standing Financial Instructions and delegated financial limits

12. Monitoring and Reporting

12.1 The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

12.2 The minutes of the meetings shall be formally recorded by the Governance Team and submitted to the Board in accordance with the Standing Orders.

12.3 The Chair will provide assurance reports to the Board after each meeting and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

12.4 The Committee will provide an annual report to the Board to describe how it has fulfilled its terms of reference, details on progress and a summary of key achievements in delivering its responsibilities.

13. Conduct of the Committee

13.1 Members will be expected to conduct business in line with the ICB values and objectives.

13.2 Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

13.3 Members must demonstrably consider the equality and diversity implications of decisions they make.

13.4 Conflicts of interests - In discharging duties transparently, conflicts of interest must be considered, recorded and managed. Members should have regard to both the ICB's policies and national guidance on managing conflicts of interest. All potential conflicts of interest must be declared and recorded at the start of each meeting. A register of interests must be maintained by the Governance Team, submitted with the People Committee papers and

annually to the Board. If the Chair considers a conflict of interest exists then the relevant person must not take part in that item, and the Chair may require the affected member to withdraw at the relevant point.

14. Review of ToR

- 14.1 The Committee will review its effectiveness at least annually. These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the Board for approval.