NHS South East London & NHS South West London Integrated Care Boards

Joint Transition Committee

Terms of Reference

Document Management

Revision history

Version	Date	Summary of changes
0.1	9 July 2026	Update of existing ToRs and integration of SWL and SEL ToRs into single ToRs for joint committee.

Approved by

Version	Date	Committee / Group name
1.0	15 July 2026 22 July 2026	Approved by NHS South West London ICB Board Approved by NHS South East London ICB Board

1. Constitution

1.1 The Transition Committee (the Committee) is established by the Integrated Care Board (the Board or ICB) as a committee of the Board. in accordance with its Constitution, Standing Financial Instructions, Standing Orders and Scheme of Reservation and Delegation (SoRD).

The Transition Committee is established as a joint Committee of both NHS South East London Integrated Care Board ICB and South West London ICB as of 1st August 2026.

1.2 These Terms of Reference (ToR) set out the membership, remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the Board.

2. Authority

2.1 The Transition Committee is authorised by the ICB Board:

- Undertake any activity within its ToR;
- 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 Transition Committee) within its remit as outlined in these ToR;
- Commission any reports it deems necessary to help fulfil its obligations;
- 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;
- Create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by Committee members. The Transition Committee shall determine the membership and ToR of any such task and finish sub-groups in accordance with the ICB's Constitution, Standing Orders and SoRD but may not delegate any decisions to such groups.

2.2 For the avoidance of doubt, the Transition Committee will comply with, the ICB Standing Orders, Standing Financial Instructions and the SoRD, except as outlined in these ToR.

2.3 The Transition Committee has no executive powers, other than those delegated in the SoRD and specified in these ToR.

3. Purpose

3.1 The purpose of the Committee is to provide assurance and oversight of the SEL and SWL ICB Change Programmes for the ICB Boards. As set out in the Model ICB

Blueprint v.1.0, the Committee will ensure a safe and coherent transition, managing local risks, tracking progress and overseeing the development of organisational design and implementation of the change process, including the transfer of functions to providers over time.

3.2 The Committee is time-limited until the end of the 2026/2027 financial year, unless otherwise decided. A review will take place in January 2027 to take stock and determine whether it has completed its duties.

4. Responsibilities of the Joint Transition Committee

4.1 The Committee will undertake the following responsibilities:

4.2 Provide assurance to the Board that the SEL and SWL Change Programmes are being delivered according to the structure set out in the consultation and to provide assurance that the structures, process and ways of working being developed by both organisations meet the ambitions and requirements of ICBs as set out in the ICB model Blueprint and 10-year plan.

4.3 Provide oversight of the ICB's implementation of the Change Programmes to ensure that the executive leadership of the ICB acts to:

a. meet financial requirements of the change (costs savings of £19/head; redundancy budgets, in-year financial requirements and future recurrent requirements).

b. adhere to local policies (HR and other related policies), regional and national requirements.

c. Implement arrangements as fairly, transparently and effectively as possible. Equality Impact Assessments (EIA) will be carried out before and after the Change Programme, and following Redundancy rounds.

d. identify, assess and mitigate risks. Risks will be categorised as shared risks or risks pertaining to either SEL or SWL, with clear ownership and oversight.

e. implement arrangements according to the timetable set out in the consultation and management response documents.

4.4. Consider, assess and recommend the preferred option regarding the transfer of functions to other NHS providers to the Board on the safe transfer of functions to providers in a way that meets national rules and guidelines for transferring services or functions, including 'sender and receiver' arrangements.

4.5. Provide assurance that the transition plan for the organisations is being delivered in line with agreed implementation timetables. The responsibility for the future operating model of the organisation / organisation development remains the responsibility of both ICB Boards.

4.6. Provide input to the learning that is captured throughout the Change Programmes.

4.7. The Committee will follow the following ways of working:

- Offer constructive challenge and support to the Executive Team regarding implementation/transition plans and longer-term plans to embed the restructure

- Operate as an oversight body and delivery will be undertaken by the Executive Teams.
- Ensure decisions are accountable and aligned with the public interest.
- Report regularly to the Board with insights, concerns, and recommendations.
- Operate in a collegial and transparent manner.

5. Membership and attendance

5.1. The Transition Committee membership is as follows:

- Non-Executive Member 1 SEL ICB Board (Chair)
- Non-Executive Member 2 SEL ICB Board
- Non-Executive Member 3 SWL ICB Board
- ICB Chief People Officer
- Chief Finance and Compliance Officer for SEL and SWL ICBs
- The Joint ICB Change Programme SROs ((SEL and SWL) in attendance)).

5.2. Additional individuals will attend as required to support the agenda.

5.3. The committee will be chaired by the Non Executive Member of the Board.

5.4. The vice chair will be one of the other Non Executive Members.

6. Meeting Frequency, Quoracy and Decisions

6.1. A quorum is formed by 50% of the membership including two of the following four members:

- 2 x Non-Executive Member ICB Board
- Chief People Officer or Chief Finance and Compliance Officer
- 1 x ICB SROs

6.2. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

6.3. Decisions will be taken in accordance with the Standing Orders. The committee will ordinarily reach conclusions by consensus. When this is not possible the chair may call a vote.

6.4. Only members of the committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

6.5. Where there is a split vote, with no clear majority, the chair of the committee will hold the casting vote.

6.6. If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

6.7. The Committee will meet once per month unless there is a need for ad-hoc additional meetings driven by the agenda of the Change Programmes.

6.8. 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.

7. Accountability and Reporting

7.1. The Transition Committee is accountable to SEL and SWL ICB Boards and shall provide reports to the ICB Boards on how it discharges its responsibilities and shall draw the Boards' attention to any issues that require disclosure or require action.

7.2. The minutes of the meetings shall be formally recorded by the secretary and approved at the next scheduled meeting.

8. Conflicts of Interest

8.1 Conflicts of Interest shall be dealt with in accordance with the ICB Conflicts of Interest Policy.

8.2 The Transition Committee will have a Conflicts of Interest Register that will be presented as a standing item on the agenda.

8.3 All members and attendees of the Transition Committee must declare any relevant personal, non-personal, pecuniary or potential interests at the commencement of any meeting. The Chair will determine if there is a conflict of interest such that the member and/or attendee will be required not to participate in a discussion.

9. Behaviours and Conduct

ICB values

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

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

Equality and diversity

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

10. Secretariat and Administration

10.1 The Transition Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead;
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
- Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
- Good quality minutes are taken, agreed with the Chair, and a record of matters arising. Action points and issues, with progress updates, will be carried forward between meetings;
- The Chair is supported to prepare and deliver reports to the ICB Board and;
- The Transition Committee is updated on pertinent issues / areas of interest / policy developments.

11. Review

11.1 The Transition Committee will review its effectiveness at least annually and recommend any changes it considers necessary to the ICB Board.

11.2 These ToR will be reviewed at least annually and more frequently if required. Any proposed amendments to the ToR will be submitted to the ICB Board for approval.

Date of approval: 22 July 2026

Date of next review: June 2027