

Shaping Care Together Joint Committee

Terms of Reference

Version 0.6

Date	Version	Revision	Comment	Author / Editor
04.10.24	0.5	Update to section 2, section 5 and section 7	Updated to reflect agreements between ICBs	Matthew Cunningham, Debra Atkinson, Halima Sadia
28.10.24	0.6	Update to section 2	Removed reference to oversight of finances in the roles and responsibility section	Debra Atkinson, Halima Sadia

Review due:

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Board of NHS Lancashire and South Cumbria ICB, 13 November 2024

Partner Organisations

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1. Introduction and purpose

- 1.1. Shaping Care Together (SCT) is a health and care transformation programme operating across Southport, Formby and West Lancashire. This partnership programme is supported by Mersey and West Lancashire Teaching Hospitals NHS Trust (MWL), NHS Cheshire and Merseyside Integrated Care Board (ICB) and NHS Lancashire and South Cumbria ICB. Its aim is to improve the quality of care for local residents by exploring new ways of delivering services and utilising staff, money and buildings to maximum effect, and it is starting with Urgent and Emergency Care as phase one.
- 1.2. Pursuant to section 65Z5 of the National Health Service Act 2006 as amended ('the NHS Act') NHS Cheshire and Merseyside ICB and NHS Lancashire and South Cumbria ICB have agreed to establish a Joint Committee, which will be known as the **Shaping Care Together Joint Committee** (referred to as 'Joint Committee' for the purposes of this Terms of References). In accordance with Section 65Z5 of the NHS Act, ICBs can establish and maintain joint working arrangements, overseen by the Joint Committee, to jointly exercise their commissioning functions.
- 1.3. The Joint Committee will be responsible for the key programme decisions for the Shaping Care Together programme, supporting the Partners to collaboratively make decisions on the planning and delivery of the Programme.
- 1.4. These terms of reference set out the role, responsibilities, membership, decision-making powers, and reporting arrangements of the Joint Committee in accordance with the statutory duties of an ICB. These Terms of Reference will be published on the website of each Joint Committee partner organisation.

2. Role and responsibilities of the Joint Committee

- 2.1 The Joint Committee will safely, effectively, efficiently and economically discharge the joint functions in scope of the Shaping Care Together Programme and as delegated to the Committee by both ICBs through the following key responsibilities:
 - determining the appropriate structure of the Joint Committee and programme governance arrangements;
 - oversee the development, implementation, performance and review of the Shaping care Together Programme;
 - making joint decisions in relation to the planning and commissioning of services, and any associated commissioning or statutory functions, within the scope of the Shaping Care Together programme, for the population of Southport, Formby and West Lancashire
 - have due regard to the triple aim duty of better health and wellbeing for everyone, better quality of health services for all and sustainable use of NHS resources in all decision-making;
 - having due regard and assuring against NHS Planning, assuring and delivering service change for patient's guidance including assurance for each NHSE gateway assurance checkpoints and 5 tests (public and patient engagement, patient choice (and EIA), clinical evidence, support from GP commissioners, NHSE Bed closure test (if applicable) and Finance)
 - ensuring the Joint Committee has access to appropriate clinical advice and leadership, including through Clinical Senates

- ensuring that, prior to a decision being made by the Joint Committee in relation to the services areas in scope of the Shaping Care Together Programme, that proposals for future delivery of these services are clinically led, informed by clinical evidence, research, and intelligence, and can demonstrate that they meet the needs of the population who access them;
- Consider longer-term planning of services within scope of the Shaping Care Together Programme, including the opportunities for transformation and integration of the services and functions;
- ensuring that there are effective engagement arrangements in place, and that there is meaningful involvement of the public, patients, carers, and stakeholders in the development of proposals;
- ensuring that relevant Oversight and Scrutiny Committees and appropriate local, regional and national bodies are engaged and that the ICBs and other partners comply with statutory and regulatory requirements, in particular the duties of consultation should any major service reconfiguration be recommended;
- ensure that all significant proposals undertake all relevant integrated impact assessments so that their impact can be assessed against the objectives of the Shaping Care Together Programme;
- make recommendations to the Boards of each ICB on any changes to the mandate of and scope of the services within the Shaping Care Together programme which impact on any functions, statutory duties, quality and safety of services and financial implications;

2.2 For the avoidance of doubt, in the event of any dispute when making any decisions or recommendations, the Standing Orders, Standing Financial Instructions and the Schemes of Reservation and Delegation of each ICB will prevail over these Terms of Reference.

3. Accountability and reporting

3.1 As a Joint Committee of the two ICBs, the Joint Committee is ultimately accountable to the respective Boards of NHS Cheshire and Merseyside ICB and NHS Lancashire and South Cumbria ICB.

3.2 The Joint Committee will report separately and consistently to each of the two ICBs. Highlight reports and confirmed minutes of meetings of the Joint Committee will be published within the papers of ICB Board meetings held in public.

4. Authority

4.1 The Joint Committee is authorised to:

- receive and approve on behalf of both ICBs, any case for change for services within scope of the Shaping Care Together programme
- receive and approve on behalf of both ICBs, any Pre-consultation business cases and any associated capital strategic outline case for services within scope of the Shaping Care Together programme
- receive and approve on behalf of both ICBs any Outline Business Case or Full Business Case for services within scope of the Shaping Care Together programme
- receive and approve on behalf of both ICBs the associated materials involved with and the initiation of any engagement or formal consultations with the

public, patients, carers and stakeholders, , in respect of the services within the scope of the Shaping Care Together Programme

- receive, consider and decide on any further next steps after receiving the outcomes of any engagement or formal consultations with the public, patients, carers and stakeholders, in respect of the services within the scope of the Shaping Care Together Programme
- investigate and approve any activity as outlined within its terms of reference
- seek any information it requires within its remit, from any employee or member of the two ICBs (who are directed to co-operate with any request made by the committee) within its remit as outlined in these terms of reference
- 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 partner ICBs for obtaining legal or professional advice.

5. Membership

- 5.1 **Members.** The Committee shall draw its membership from the two Partner ICBs. The two Partner ICBs will each identify three individuals to sit on the Joint Committee as a member. For each ICB, one member will be drawn from its ICB Executive Officers, and one will be drawn from its ICB Non-Executive Members. Each ICB has the discretion to identify who its additional member will be.
- 5.2 In being a named member of the Joint Committee, each member, regardless of which organisation they are drawn from, are there as a member on the Committee representing the two ICBs and are undertaking Committee duties and making binding decisions on behalf of and in the interests of both ICBs.
- 5.3 **Member Deputies.** Each ICB will need to identify named Deputies to attend meetings of the Joint Committee if their named Members are unavailable or if they are unable to attend or participate in the decision-making because they are conflicted. The named deputies will undertake the duties of and have the authority of their respective members at these Committee meetings when attending on their behalf. Members of the Committee must ensure that any such named deputy(s) are suitably briefed and qualified to act in that capacity.
- 5.4 **Chair and Deputy Chair(s).** At the first meeting of the Joint Committee in each financial year, the Membership shall select a Chair, and its Deputy Chair. The Chair and Deputy Chair must be selected from the non-executive members drawn from each ICB. The Chair and Deputy Chair may not be appointed from the same organisation
- 5.5 The incumbent(s) in the role / position of Chair and Deputy Chair shall hold office until such time as an individual is formally confirmed at the first meeting of the Joint Committee in the next subsequent financial year. At the first scheduled Joint Committee meeting after the expiry of the Chair's / Deputy Chairs term of office, the Committee Membership will select a Chair, and Deputy Chair(s), who will assume office at that meeting and for the ensuing term.
- 5.6 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

- 5.7 **Regular Participants.** The Joint Committee may invite regular participants or observers at its meeting in order to inform its decision-making and the discharge of its functions as it sees fit. These regular participant / observers will not form part of any formal decision making arrangements as outlined within Section 7 of these Terms of Reference.
- 5.8 Participants will receive advance copies of the notice, agenda and papers for Committee meetings. They may be invited to attend any or all of the Committee meetings, or part(s) of a meeting. Any such person may be invited, at the discretion of the Chair presiding over the meeting to ask questions and address the meeting but will not partake in any decision making.
- 5.9 The following may be invited to be regular participants to the Committee:
- representatives from Mersey and West Lancashire Teaching Hospitals NHS Trust (MWL)
 - other Officers of the two Partner ICBs
 - representatives of Shaping Care Together Programme Team
 - representatives of NHS England
 - representatives from Provider Collaboratives
 - representatives of Clinical or Research networks
 - representatives from Local Government
 - any other person that the Chair considers can contribute to the matters under discussion.
- 5.10 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.
- 5.11 **Membership lists.** The Joint Committee shall ensure that there is a prepared and up-to-date list of the members and regular participants of the Committee and that this list is made available to the Partners.
- 5.12 **Quorum.** A Joint Committee meeting is quorate if at least the following members are in attendance:
- the Chair, or Deputy Chair
 - an Executive Officer (or deputy) from both ICBs.

6. Meeting arrangements

- 6.1 The Joint Committee shall meet at least two times per year. Meetings may occur more frequently in line with any key decision milestones
- 6.2 At its first meeting (and at the first meeting following each subsequent anniversary of that meeting) the Joint Committee shall prepare a schedule of meetings for the forthcoming year (“the Schedule”).
- 6.3 The Chair (or in the absence of a Chair, the Deputy Chair) shall see that the Schedule is notified to the members.
- 6.4 The two partner ICBs (individually or collectively) may call for a special meeting of the Joint Committee outside of the Schedule as they see fit, by giving notice of their

request to the Chair and Deputy Chair. The Chair may, following consultation with the two partner ICBs, confirm the date on which the special meeting is to be held and then issue a notice giving not less than one weeks' notice of the special meeting.

- 6.5 Use of video, telephone or other electronic communication means to conduct meetings of the Joint Committee is permissible with prior agreement of the Chair of the meeting. The Chair of the meeting will take into account the difficulties that might be posed to ensure proper access by members and attendees to the meeting should it, on occasion, be necessary to hold remote meetings and will make adjustments where possible.
- 6.6 The Joint Committee is not subject to the Public Bodies (Admissions to Meetings) Act 1960. Admission to meetings of the Joint Committee is at the discretion of the Partners. All members in attendance at a Joint Committee are required to give due consideration to the possibility that the material presented to the meeting, and the content of any discussions, may be confidential or commercially sensitive, and to not disclose information or the content of deliberations outside of the meeting's membership, without the prior agreement of the Partners.
- 6.7 Meetings of the Joint Committee will be held in public where there is the agreement between the Partner ICBs and where it is deemed in the public interest to do so in relation to the decisions required to be undertaken by the Committee.

7. Decisions making arrangements

- 7.1 The aim of the Joint Committee will be to achieve consensus decision-making by its members wherever possible, and decisions made by the Joint Committee will be consistent with the powers provided to it within these terms of reference and in line with the Constitutions and Schemes of Reservation and Delegation of each ICB.
- 7.2 The Partner ICBs must ensure that matters requiring a decision are anticipated and that sufficient time is allowed prior to Joint Committee meetings for discussions and negotiations to take place, however this may not always be possible for urgent issues.
- 7.3 Where it has not been possible, despite the best efforts of the Committee, to come to a consensus decision on any matter before the Joint Committee, the Chair, in agreement with all members present, may defer the matter for further consideration at a future meeting of the Committee or require the decision to be put to a vote in accordance with the following provisions:
- each Committee member will have one vote
 - a vote will be passed with a simple majority
 - there is no recourse for abstention.
- 7.4 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
- 7.5 In no circumstances may a member, or nominated deputy contribute to the business of the committee meeting or decision-making by proxy.

7.6 Decisions undertaken by the Joint Committee are binding on the two ICBs.

8. Dispute Resolution

8.1 Where helpful, the Joint Committee may draw on third-party support to assist them in resolving any disputes, such as peer review or support from NHS England.

9. Administrative Support

9.1 The partner ICBs shall provide sufficient resources, administration and secretarial support to ensure the proper organisation and functioning of the Joint Committee.

9.2 The Joint Committee shall be supported with a secretariat function which will include ensuring that:

- the agenda and papers are prepared and distributed having been agreed by the Chair and Deputy Chair with the support of the relevant officer lead to the Committee
- records of conflicts of interest members' appointments and renewal dates. Provide prompts to renew membership and identify new members where necessary
- good quality minutes are taken and agreed with the Chair. Keep a record of matters arising, action points and issues to be carried forward- Minutes of the meeting will be circulated to all Committee members within 10 working days of the meeting, highlighting actions by individual members
- the Chair is supported to prepare and deliver reports to the Boards of each partner ICB
- the Committee is updated on pertinent issues / areas of interest / policy developments; and
- action points are taken forward between meetings.

10. Publication of notices, minutes and papers

10.1 The Chair (or in the absence of a Chair, the ICBs themselves) shall see that notices of meetings of the Joint Committee, together with an agenda listing the business to be conducted and supporting documentation, is issued to the Partners one week (or, in the case of a special meeting, two days) prior to the date of the meeting.

10.2 The proceedings and decisions taken by the Joint Committee shall be recorded in minutes, and those minutes circulated in draft form within two weeks of the date of the meeting. The Joint Committee shall confirm those minutes at its next meeting.

11. Conduct and conflicts of interest

11.1 Members of the Joint Committee will be expected to act consistently with existing statutory guidance, NHS Standards of Business Conduct and any other relevant organisational policies.

11.2 Members should act in accordance with the Nolan Principles (the Seven Principles of Public Life).

- 11.3 Members should refer to and act consistently with the NHS England guidance: Managing Conflicts of Interest in the NHS: Guidance for staff and organisations.
- 11.4 Where any member of the Joint Committee has an actual or potential conflict of interest in relation to any matter under consideration by the Joint Committee, that member must not participate in meetings (or parts of meetings) in which the relevant matter is discussed, either by participating in discussion or by voting. An ICB whose Committee Member is conflicted in this way may secure that their appointed substitute attend the meeting (or part of meeting) in the place of that member.
- 11.4 Members of, and those attending, the Committee shall behave in accordance with the Constitution, Standing Orders, and Standards of Business Conduct Policy of each of the partner ICBs.
- 11.5 Members must demonstrably consider the equality, diversity, and inclusion implications of decisions they make.

12. Review

- 12.1 The Committee will review its effectiveness at least annually.
- 12.2 These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Board of each ICB for approval.