

Development of Group Model by Great Western Hospitals NHS Foundation Trust, Royal United Hospitals Bath NHS Foundation Trust & Salisbury NHS Foundation Trust.

Appendix 1: Draft Joint Committee Terms of Reference

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Joint Committee - Terms of Reference

1. Status of the Committee

- 1.1 Great Western Hospitals NHS Foundation Trust, Salisbury NHS Foundation Trust and Royal United Hospitals Bath NHS Foundation Trust (the "**Trusts**") are parties to a long standing strategic collaboration known as the "**BSW AHA Group [NAME TBC]**", referred to hereinafter as "**the Group**".
- 1.2 To facilitate joint working across the Group's priorities and programmes, the Trusts have agreed to establish and constitute a joint committee pursuant to sections 65Z5 and 65Z6 of the National Health Service Act 2006 with these terms of reference (the "**Terms of Reference**"), to be known as the "**BSW AHA Group Joint Committee**" (the "**Committee**").
- 1.3 These Terms of Reference set out the membership, remit and delegation, responsibilities and reporting arrangements of the Committee.
- 1.4 The Committee is a committee of the boards of each of the Trusts and therefore its decisions are binding on each Trust. The Committee is authorised by the Trust boards to carry out the functions set out in these Terms of Reference to ensure the Committee can fulfil its purpose.
- 1.5 The Committee replaces the former Acute Hospitals Alliance/AHA committees-in-common arrangement.
- 1.6 Capitalised terms have the meanings given to them in these Terms of Reference or in the memorandum of understanding for the Group which the Trusts entered into on [insert x] ("**Group MoU**"). The Annex means the annex to these Terms of Reference.

2. Purpose

- 2.1 The purpose of the Committee is to ensure appropriate governance arrangements are in place to enable joint decision making in relation to the functions described in these Terms of Reference and the Annex which the Trusts have agreed to exercise jointly.
- 2.2 The Committee will be responsible for:
 - 2.2.1 Oversight of the development and delivery of the Group Programme and the workstreams in accordance with the Principles of Collaboration; and
 - 2.2.2 setting the overall strategic direction in order to deliver the Group Programme.
- 2.3 The Group Programme agreed by the Trusts for the years [insert financial years 2024-2028] includes:
 - 2.3.1 the design and implementation of a group model for the Trusts (the "**Group Operating Model**");
 - 2.3.2 the 10 agreed areas for collaboration ("**10 Areas for Collaboration**"), including annually agreed priorities for collaboration;

2.3.3 the response to the BSW integrated community health care services procurement exercise; and

2.3.4 oversight of governance over the joint EPR Programme,

all described in more detail in the Annex.

3. **General Responsibilities**

3.1 The general responsibilities of the Committee are to:

3.1.1 provide overall strategic oversight of and direction to the development of the Group Programme;

3.1.2 ensure the agreement of each of the Trusts to the vision and strategy underpinning the Group Programme;

3.1.3 formally recommend the final form of the Group Programme, including determining roles and responsibilities within the workstreams;

3.1.4 review and scrutinise the Group Programme key deliverables and ensure adherence to the required timescales;

3.1.5 obtain assurance that Group Programme workstreams have been subject to robust equality impact assessments;

3.1.6 review the risks associated with the performance of any of the Trusts in terms of the impact to the Group Programme and recommend remedial and mitigating actions across the system;

3.1.7 obtain assurance that risks associated with the Group Programme are being identified, managed and mitigated;

3.1.8 promote and encourage commitment to the Principles of Collaboration;

3.1.9 formulate, agree and implement strategies for delivery of the Group Programme;

3.1.10 determine or resolve any matter referred to it by the Group Programme Executive or any individual Trust and any dispute in accordance with the Group MoU;

3.1.11 approve the appointment, removal or replacement of Group Programme personnel;

3.1.12 review and approve the terms of reference of the Group Executive; and

3.1.13 agree the overall Group Programme budget, financial contribution and use of resources.

3.2 The Committee has the specific responsibilities set out in the Annex to these Terms of Reference.

4. **Membership**

4.1 The Committee will initially comprise the chair (representing the non-executive membership) of each of the Trusts, the Group Chief Executive and Deputy Chief Executive (representing the executive membership) of each of the Trusts. Once a chair is jointly appointed across all 3 Trusts, each of the Trusts shall nominate a non-executive director ("**NED**") to serve on the Committee. There will initially be 7

members on the Committee, 3 of whom are NEDs, and once a chair is jointly appointed there will be 8 individuals on the Committee, 4 of whom are NEDs. Each individual is hereinafter referred to as a “**Member**”.

- 4.2 Each Trust will nominate two deputy members (one from the non-executive membership of the Trust’s board and one from the executive membership) (“**Nominated Deputy**”) to attend meetings of the Committee in the event that their Chair (or NED) and/or Chief Executive is unable to attend. The Nominated Deputy must be a voting board member of the respective Trust. The Nominated Deputy will be entitled to attend and be counted in the quorum at which the Member is not personally present and do all the things which the appointing Member is entitled to do.
- 4.3 Each Member will have one vote.
- 4.4 At the first meeting of the Committee, the Committee will select a chair (“**Committee Chair**”) from amongst the Members who are Trust chairs. Once a joint chair for the Trusts is appointed, he or she shall become the Committee Chair and the incumbent Committee Chair (if not the joint chair) shall immediately hand over.
- 4.5 In the absence of the Committee Chair at any meeting for reasons of conflict or otherwise, the Members present shall nominate one of the other NED Members to chair the meeting.
- 4.6 The Trusts will ensure that, except for urgent or unavoidable reasons, their respective Members (or their Nominated Deputy) attends and fully participates in the meetings of the Committee.
- 4.7 Meetings of the Committee will be regularly attended by the [Group Programme Director [and insert other regular attendees] on an advisory basis only. They will receive advance copies of the notice, agenda and papers for meetings. They may be invited, at the discretion of the Committee Chair, to ask questions and address the meeting but may not vote.
- 4.8 With the consent of the Committee Chair, other persons may be invited to attend and contribute to meetings of the Committee but not take part in making decisions.

5. **Framework for Decision Making**

- 5.1 The Committee (and each Member or Nominated Deputy) shall at all times act in accordance with these Terms of Reference and the internal governance arrangements of the individual Trusts including the Trusts’ constitutions and standing orders insofar as these Terms of Reference do not provide otherwise. In the event of any inconsistency between the Trust’s standing orders, the Committee Chair shall determine whose standing orders will prevail.
- 5.2 The following decisions may only be taken where the Members present and voting at a meeting vote unanimously in favour of it:
 - 5.2.1 any decision relating to the design of the Group Operating Model – see the Annex;
 - 5.2.2 [insert any other types of decisions which require unanimous approval].
- 5.3 Functions not delegated to the Committee in accordance with these Terms of Reference are retained by the Trust boards or other Trust committees. Matters specifically reserved to the Trusts, acting individually, include without limitation:
 - 5.3.1 the approval of the design of the Group Operating Model;

- 5.3.2 a decision to enter into contracts following the Trusts' response to the BSW integrated community health care services procurement exercise;
- 5.3.3 [insert other matters reserved].
- 5.4 The Committee may not:
 - 5.4.1 form sub-committees or delegate its functions to any individual Member;
 - 5.4.2 pool budgets or establish any risk-gain share arrangements;
 - 5.4.3 commit a Trust to any spend, loan or investment (including capital investment) or acquire or dispose of Trust property;
 - 5.4.4 commit a Trust to enter into a contract, other than in relation to the Group Operating Model provided for in the Annex; or
 - 5.4.5 carry out any function which is governed by a statutory process or reserved in law to a statutory committee of a Trust, including constitutional amendments and board appointments, or which may not be exercised jointly according to law or NHS England guidance.
- 5.5 In carrying out its functions, the Committee will abide by the Seven Principles of Public Life (Nolan Principles) and shall have regard to NHS England's statutory guidance for joint exercise of statutory functions and joint committees issued from time to time.

6. **Decision making**

- 6.1 The Committee must comply with the above framework for making decisions and have regard to the principles specified in paragraph 6.2.
- 6.2 When making decisions, the Members shall, recognising that some decisions may not be of obvious benefit to or impact directly upon all Trusts, nevertheless:
 - 6.2.1 enable each Member to have an equal say in discussions;
 - 6.2.2 work together in good faith and in an open, cooperative and collaborative manner for the benefit of one or more Trusts;
 - 6.2.3 take collective responsibility for decisions whether impacting on one or more Trusts;
 - 6.2.4 communicate openly about major concerns, issues or opportunities; and
 - 6.2.5 share information, experience, skills and work collaboratively with each other to identify solutions, eliminate duplication of effort, mitigate risk and reduce costs.
- 6.3 The Committee will seek to make decisions on a consensus basis.
- 6.4 Any questions needing to be put to a vote at a meeting shall, save for the matters set out in paragraph 5.2 (matters requiring unanimous decision), be determined by a majority of the votes of the Members present and voting on the question and, in the case of the number of votes for and against a motion being equal, the chair of the meeting shall have a second or casting vote.
- 6.5 With the consent of the Committee Chair, urgent decisions or decisions required outside of scheduled meetings may be taken outside of a formal meeting by written resolution (including email). This is subject to the quorum of the Committee endorsing

the required decision. Any decisions taken in accordance with this section shall be reported to the next formal meeting.

7. Proceedings of the Committee

- 7.1 Subject to the provisions of this paragraph, the Committee may regulate its proceedings as it sees fit.
- 7.2 The Committee will meet [monthly], or more frequently if so required.
- 7.3 Meetings of the Committee are anticipated to take place in private as this is appropriate to facilitate discussion and decision making on matters deemed to be commercially sensitive or confidential.
- 7.4 For meetings to be quorate each of the Trusts must be represented by both its chair and chief executive, or their Nominated Deputies. No decision may be taken at any meeting unless a quorum is present.
- 7.5 No decision may be taken at a meeting unless a quorum is present.
- 7.6 Declarations and notifications of interests in relation to an item of scheduled or likely business must be made at the beginning of each meeting, and the provisions of the "Protocol for Managing Conflicts of Interest" (Schedule 4 of the Group MoU) applies.
- 7.7 Meetings may take place in person or remotely by telephone or video conference, or a hybrid, provided that each Member participating is able to speak to each of the others, and to be heard by each of the others simultaneously.
- 7.8 The Committee is authorised by the Trust boards to obtain independent legal or other professional advice and to secure the attendance of such persons with relevant experience or expertise at any meeting of the Committee.

8. Administration of the Committee

- 8.1 The administration of meetings, including the provision of governance advice, maintaining the register of interests and the preparation of minutes, will be provided by the Group Programme Office.
- 8.2 Agendas for meetings will be determined jointly by the Committee Chair and Group Chief Executive.
- 8.3 Papers for each meeting will be sent from the Group Programme Office to Members no later than five working days prior to the meeting. By exception, and only with the agreement of the Chair, amendments to papers may be tabled before the meeting.
- 8.4 The draft minutes of each meeting, together with a summary report from the [Group Chief Executive], will be circulated promptly to all Members as soon as reasonably practical after the date of the meeting to ensure their inclusion in the private agenda of each of the Trust's board meetings. The Committee Chair (or chair of the meeting) will be responsible for approving the first draft set of minutes for circulation to members. The Group Programme Director will provide a summary of the meeting for sharing in the public domain.
- 8.5 The Committee will prepare an annual report for the Trust boards on its performance against its annual work plan.

9. Review

- 9.1 It is anticipated that these Terms of Reference will be updated to reflect strategic developments in BSW. The Committee will review these Terms of Reference at least annually. Amendments to the Terms of Reference must be approved by the Trust boards.

Approved by the boards of:

Great Western Hospitals NHS Foundation Trust

Salisbury NHS Foundation Trust

Royal United Hospitals Bath NHS Foundation Trust

[date] 2024

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ANNEX – Specific Responsibilities

1. The Committee will:
 - 1.1 mobilise, oversee and assure successful delivery programmes in relation to the following Group Programme initiatives:
 - 1.1.1 the design of the future Group Operating Model;
 - 1.1.2 the "case for collaboration" as set out in [insert document which describes the case for collaboration] which identifies the 10 Areas for Collaboration (summarised in paragraph 2 below), including formulating and implementing key strategies for delivery, with a focus on improving quality and access for the people within the BSW integrated care system, achieving efficiencies and effectiveness in operations and enhancing opportunities for staff; and
 - 1.1.3 the Trusts' response to the BSW integrated community health care services procurement exercise;
 - 1.2 in respect of each of the areas in paragraph 1.1 above:
 - 1.2.1 review and scrutinise key deliverables of such programmes and ensure adherence to the required timescales;
 - 1.2.2 review significant risks to such programmes and obtain assurance that risks are being identified, managed and mitigated;
 - 1.2.3 hold relevant teams to account for delivery of workstreams; and
 - 1.2.4 agree communications strategies and stakeholder management strategies.
 - 1.3 in relation to the design and/or implementation of the Group Operating Model, have authority to award contracts for consultancy and other services with individual values of up to [£1,000,000 (one million pounds sterling)] subject to procurement law and principles. When awarding contracts, the Committee shall also decide which Trust is to hold the contract and other related matters.
 - 1.4 ensure that effective governance arrangements are in place for successful delivery of the EPR programme (overseen by a separate EPR joint committee).
2. The 10 Areas for Collaboration are:

Area 1	Tackling the challenges from chronic illness in the ageing population in the areas of the BSW integrated care system
Area 2	Aligning around transformation in Urgent and Emergency Care to better manage acute demand
Area 3	Delivering clinically sustainable services for the future
Area 4	Improving access, effectiveness and value for money of planned care
Area 5	Tackling increasing prevalence and performance challenges in cancer
Area 6	Aligning research and innovation to accelerate delivery of shared clinical priorities
Area 7	Developing a resilient workforce for the future, drawing on talents of the local population

Area 8	Creating efficiencies in the use of data and adoption of digital innovations
Area 9	Building resilience across finance
Area 10	Supporting corporate efficiency and cost reduction

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