

C&M ICB Strategy and Transformation Committee

Terms of Reference
Version 4.0



Document revision history

Date	Version	Revision	Author / Editor
01 July 2022	1.0	Initial ToRs	Ben Vinter
15 September 2022	2.0	Initial proposed revisions	Natalie Robinson
19 October 2022	2.1	Revisions following agreement at the September Committee Meeting	Neil Evans
15 November 2023	3.0	Refresh of ToR	Natalie Robinson
20 February 2024	4.0	Refresh of ToR to incorporate feedback from committee members	Neil Evans

Approved by the Board of NHS Cheshire and Merseyside on 28 March 2024

Review due: November 2024

1. Introduction

NHS C&M has been established 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

The Strategy and Transformation Committee (the “Committee”) is established by NHS Cheshire and Merseyside Integrated Care Board (‘NHS Cheshire and Merseyside’) as a Committee of its Board in accordance with its constitution.

These terms of reference, which must be published on the NHS Cheshire and Merseyside website, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the Board of NHS Cheshire and Merseyside.

The Committee is a non-executive led forum, and its members, including those who are not members of the Board, are bound by the Standing Orders and other policies of NHS Cheshire and Merseyside.

2. Role and Purpose

The Committee has been established to support NHS Cheshire and Merseyside in the delivery of its statutory duties and provide assurance to its Board in relation to the delivery of strategy in alignment of those duties. It shall:

- Provide an NHS Cheshire and Merseyside, incorporating Place. and Provider Collaborative leadership forum to consider the development and implementation of the Joint Forward Plan (JFP) and the revised Health and Care Partnership (HCP) strategy and policy and plans of Cheshire and Merseyside securing continuous improvement of the quality of services.
- Connect with and ensure alignment of at scale programmes as may be developed by any of the constituent parts of the Cheshire and Merseyside Integrated Care System (ICS): programmes reporting to NHS Cheshire and Merseyside or Provider collaboratives as appropriate.
- Ensure that our transformational plans support our statutory financial duties to operate within our allocated budget as an ICB and NHS System.
- Support the NHS Cheshire and Merseyside financial strategy, ensuring commissioning, transformation and improvement activities and plans deliver operational and financial benefits, and value for money.
- Connect with, refer issues for clinical consideration to and develop responses to actions or issues identified by the NHS Cheshire and Merseyside Clinical Effectiveness Group or other appropriate fora as established.
- Support and champion a culture to actively innovate and disrupt, continuously improving and leading change, consistent to that as outlined within the NHS Impact Framework.
- Ensure programme activity overseen by the Committee follows the agreed ICB programme management methodology.
- Apply the intelligence led priorities included in our Joint Forward Plan and developed by the Data into Action Board, ensuring the evidence base drives population and clinical led decision making.

- Ensure there is a consistent focus on and prioritisation of reducing health inequalities and improving outcomes and ensure that the delivery of NHS Cheshire and Merseyside and HCP strategic and operational plans.
- In undertaking its decisions and recommendations, consider the impact on people's health and wellbeing, quality of services, efficiency, and sustainability.

The Committee will also provide assurance to the Board on the delivery of the following statutory duties:

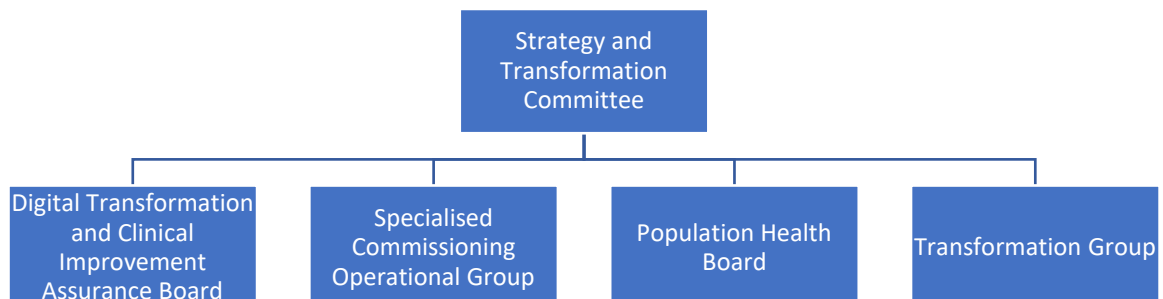
- *Duty to commission certain specified health services*
- *Duty as to reducing inequalities*
- *Duty as to patient choice*
- *Duty to exercise functions effectively, efficiently, and economically*
- *Duty to obtain appropriate advice*
- *Duty to promote innovation*
- *Duty in respect of research*
- *Duty to promote integration*
- *Duty as to public involvement and consultation (in accordance with ICB direction and potential Place implementation)*
- *Duties as to climate change*
- *Duty to have regard to the wider effect of its decisions in relation to—*
 - (a) the health and well-being of the people of Cheshire and Merseyside;*
 - (b) the quality of services provided to individuals—*
 - (i) by relevant bodies, or*
 - (ii) in pursuance of arrangements made by relevant bodies, for or in connection with the prevention, diagnosis, or treatment of illness, as part of the health service in Cheshire and Merseyside;*
 - (c) efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in Cheshire and Merseyside.*

In order to deliver this, the responsibilities of the Committee will include:

- a) Overseeing the development and review of NHS Cheshire and Merseyside plans in response to the HCP's developed strategy, ensuring they take account of the population need, and include the engagement and collaboration of partners and the VCFSE sector.
- b) Overseeing the development of NHS Cheshire and Merseyside's operational and transformational plans (our Joint Forward and Annual Delivery Plan), supporting alignment of Place priorities at an aggregate level, and engaging with partners across the wider system (including VCSE and the social care sector).
- c) Ensuring our plans and clinical commissioning policies follow the principle of proportionate universalism with the ambition to reduce health inequalities and reduce avoidable mortality.
- d) Overseeing the development and delivery of work programmes that support the NHS Cheshire and Merseyside strategy and operational plans (our Joint Forward and Annual Delivery Plan), including oversight of areas developing joint commissioning with partner organisations (and making recommendations to the Board on their approval as required).
- e) Receiving reports on transformation delivery, including financial management and escalating issues to the ICB as appropriate.

- f) Receiving updates on the progress in delivery of Cheshire and Merseyside Provider Collaboratives agreed annual delivery programmes.
- g) Oversee implementation of the duties of NHS Cheshire and Merseyside in relation to delegated Specialised Services following the delegation of commissioning arrangements from NHS England including delivery of the annual plans and joint commissioning arrangements with other ICBs,
- h) Linking with the Primary Care Committees to ensure the system wide, population-based approach is implemented to other delegated NHS England functions.
- i) Identifying opportunities at a Cheshire and Merseyside or Supra Place footprint for the transformation and integration of services to support the delivery of effective, high quality, accessible health and care services learning from the best practice taking place within Place Partnerships.
- j) Ensuring that transformation activities promote the improvement of population health and wellbeing outcomes within our communities as well as addressing health inequalities, prioritising investment /disinvestment and ensure cost effective care is delivered, developing an evidence-based commissioning/decommissioning framework.
- k) Ensuring that plans and decisions are underpinned and informed by communications and engagement with key stakeholders, including the local population as appropriate.
- l) Taking account of collaborative commissioning activities, including those of clinical networks, to ascertain if they will have wider contracting / financial implications for NHS Cheshire and Merseyside (for referral to the Board if appropriate).
- m) Overseeing and providing senior Board level sponsorship to programmes integral the social value contribution of NHS Cheshire and Merseyside.
- n) Making decisions in line with its remit in accordance with the financial delegation of the Committee as well as that of Executive Directors and directors present, in line with the NHS Cheshire and Merseyside SORD
- o) Making recommendations on investment and significant commissioning decisions to the Board that are outside of the authority of the Committee that lead to a more financially sustainable health care system.

Established Sub Groups at April 2024



Noting that where relevant the committee will consider information from other groups or sources in order to fulfil its role and purpose.

3. Authority

The Committee is authorised by NHS Cheshire and Merseyside to:

- Make decisions on commissioning decisions for services and areas within the remit of the Committee and within the limits as set out in the ICB's Schemes of Reservation and Delegation (SOR), Standing Financial Instructions and the Financial Plan of the ICB.
- Seek any information or assurance 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
- 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
- Bring matters to the attention of other Committees of NHS Cheshire and Merseyside to investigate or seek assurance where they fall within the remit of that Committee
- Make recommendations to or escalate issues to the Board of NHS Cheshire and Merseyside or the Cheshire and Merseyside HCP,
- Produce an annual work plan to discharge its responsibilities
- Create task and finish sub-groups in order to take forward specific programmes of work 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 SORD but may /not delegate any decisions to such groups without the approval of the Board of NHS Cheshire and Merseyside
- Commission, review and authorise policies where they are explicitly related to areas within the remit of the Committee as outlined within the TOR, or where specifically delegated to the Committee by the ICB Board.

For the avoidance of doubt, in the event of any conflict, the NHS Cheshire and Merseyside Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference, other than the committee being permitted to meet in private.

4. Membership & Attendance

4.1 Members

The Committee membership shall be confirmed by the Board of NHS Cheshire and Merseyside via approval of the Committee terms of Reference and in accordance with the NHS Cheshire and Merseyside Constitution.

Membership of the Committee may be drawn from individuals employed by or appointed by NHS Cheshire and Merseyside: individuals drawn from partners within the wider health and social care system; and other individuals / representatives as deemed appropriate for the delivery of the Committees remit.

The Committee members shall be:

- At least one Non-Executive Director (Chair of the Committee)
- Assistant Chief Executive (Deputy Chair of the Committee)
- At least one of the NHS Cheshire and Merseyside ICB Board Partner Member(s) - Providers of Primary Medical Services
- ICB Executive Director of Nursing and Care or designated representative
- ICB Executive Director of Finance or designated representative
- ICB Associate Medical Director (Transformation)
- Two ICB Place Directors
- Local authority representative from DASS and DCS¹
- ICB Director of Population Health
- A representative from each of the Cheshire and Merseyside Provider Collaboratives

When determining the membership of the Committee, active consideration will be made to diversity and equality.

The ICB Chief Executive may attend as determined necessary.

All Committee members may appoint a deputy to represent them at meetings of the Committee. Committee members should inform the Chair of their intention to nominate a deputy to attend/act on their behalf and any such deputy should be suitably briefed and suitably qualified (in the case of clinical members).

The Committee may also request attendance by appropriate individuals to present agenda items and/or advise the Committee on particular issues.

4.2 Attendees

Only members of the Committee have the right to attend Committee meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Committee.

Meetings of the Committee may also be attended by the following individuals who are not members of the Committee for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote.

- ICB Chief Digital Information Officer
- ICB Associate Director of Digital Transformation and Clinical Improvement
- ICB Associate Director of Programme Delivery and Assurance
- ICB Associate Director of Strategy and Collaboration
- Head of Programme Delivery (CMAST Provider Collaborative)
- A representative from the ICB Place Associate Directors of Transformation and Partnerships Group
- A representative from Healthwatch
- A representative from VCFSE

¹ linked to place director nomination to ensure full coverage

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. Meetings

5.1 Leadership

The Committee shall be chaired by a Non-Executive Member of the NHS Cheshire and Merseyside Board. They will appoint a Deputy Chair.

If the Chair, or Deputy Chair, is unable to attend a meeting, they may designate an alternative NHS Cheshire and Merseyside Non-Executive Member or Executive Director to act as Chair.

If the Chair is unable to chair an item of business due to a conflict of interest, the Deputy Chair will be asked to Chair the meeting. On the occasion where both the Chair and Deputy Chair are unable to Chair an item due to a conflict of interest, then another member of the Committee, without any conflicts, will be asked to chair the Meeting for that item.

5.2 Quorum

A meeting of the Committee is quorate if the following are present:

- At least five Committee members in total, of which this must consist of;
 - The Chair or Deputy Chair
 - At least one clinically qualified member
 - At least one ICB Director (or their nominated deputies).

**If regular members are not able to attend, they should make arrangements for a representative to attend and act on their behalf.*

5.3 Decision-making and voting

Decisions will be taken in accordance with the Standing Orders and Operational Standing Orders of NHS Cheshire and Merseyside and within the authority as delegated to the Committee and its members. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only voting members, as identified in the "Membership" section of these terms of reference, may cast a vote. Each member is allowed one vote, and a majority will be conclusive on any matter.

A person attending a meeting as a representative of a Committee member shall have the same right to vote as the Committee member they are representing.

In accordance with Section 6, no member (or representative) with a conflict of interest in an item of business will be allowed to vote on that item.

Where there is a split vote, with no clear majority, the Chair will have the casting vote.

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. Decisions will be recorded and formally minuted and ratified at a subsequent formal meeting of the Committee.

5.4 Frequency

The Committee will meet in private.

The Committee will normally meet six times each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board of NHS Cheshire and Merseyside, ICB Chair or ICB Chief Executive may ask the Committee to convene further meetings to discuss particular issues on which they want advice.

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.

5.5 Administrative Support

The 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.
- Records of members' appointments and renewal dates are retained, and the Board is prompted to renew membership and identify new members where necessary.
- Good quality minutes are taken in accordance with the standing orders and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept.
- The Chair is supported to prepare and deliver reports to the Board.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- Action points are taken forward between meetings.

5.6 Accountability and Reporting Arrangements

The Committee is accountable to the Board of NHS Cheshire and Merseyside and shall report to the Board on how it discharges its responsibilities.

The Chair will provide assurance reports to the Board at the subsequent meeting of the Board following a meeting of the Committee and shall draw to the attention of the Board any issues that require disclosure to the Board or require action.

The Committee will also submit copies of its confirmed minutes to the Board of NHS Cheshire and Merseyside following each of its meetings.

The Committee will provide the Board with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

6. Behaviours and Conduct

Members will be expected to conduct business in line with the NHS Cheshire and Merseyside values and objectives and the principles.

Members of, and those attending, the Committee shall behave in accordance with NHS Cheshire and Merseyside constitution, Standing Orders, and Standards of Business Conduct Policy.

All members shall comply with the NHS Cheshire and Merseyside Managing Conflicts of Interest Policy at all times. In accordance with the NHS Cheshire and Merseyside policy on managing conflicts of interest, Committee members should:

- Inform the chair of any interests they hold which relate to the business of the Committee.
- Inform the chair of any previously agreed treatment of the potential conflict / conflict of interest.
- Abide by the chair's ruling on the treatment of conflicts / potential conflicts of interest in relation to ongoing involvement in the work of the Committee.
- Inform the chair of any conflicts / potential conflicts of interest in any item of business to be discussed at a meeting. This should be done in advance of the meeting wherever possible.
- Declare conflicts / potential conflicts of interest in any item of business to be discussed at a meeting under the standing "declaration of interest" item.
- Abide by the chair's decision on appropriate treatment of a conflicts / potential conflict of interest in any business to be discussed at a meeting.

As well as complying with requirements around declaring and managing potential conflicts of interest, Committee members should:

- Comply with NHS Cheshire and Merseyside policies on standards of business conduct which include upholding the Nolan Principles of Public Life.
- Attend meetings, having read all papers beforehand.
- Arrange an appropriate deputy to attend on their behalf, if necessary.
- Act as 'champions', disseminating information and good practice as appropriate.
- Comply with the NHS Cheshire and Merseyside administrative arrangements to support the Committee around identifying agenda items for discussion, the submission of reports etc.

Equality diversity and inclusion

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

7. Review

The Committee will review its effectiveness at least annually.

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 for approval.