

TERMS OF REFERENCE

FOR A SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST COMMITTEE OF THE BOARD OF DIRECTORS TO MEET IN COMMON WITH COMMITTEES OF OTHER TRUSTS

1. INTRODUCTION

- 1.1 Sheffield Teaching Hospitals NHS Foundation Trust (STH) has put in place a governance structure which will enable it to work together with the other Trusts to implement change.
- 1.2 Each Trust has agreed to establish a committee which shall work in common with the other Acute Federation Partnership Committees in Common (CiC), but which will each take its decisions independently on behalf of its own Trust.
- 1.3 Each Trust has decided to adopt Terms of Reference in substantially the same form to the other Trusts, except that the membership of each CiC will be different.
- 1.4 Each Trust has entered into the Joint Working Agreement on 1 November 2017 and agrees to operate its CiC in accordance with the Joint Working Agreement.
- 1.5 STHs' Board of Directors has agreed to establish and constitute a committee with these Terms of Reference, to be known as the Sheffield Teaching Hospitals' Committee in Common (CiC). These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Sheffield Teaching Hospitals' CiC.
- 1.6 The Sheffield Teaching Hospitals' CiC shall work co-operatively with the other CiCs and in accordance with the terms of the Joint Working Agreement.

2 DUTIES / RESPONSIBILITIES

- 2.1 The duties and responsibilities of the Sheffield Teaching Hospitals' CiC are to work with the other CiCs to:
 - provide strategic leadership, oversight and delivery of new models of care through the development of the Acute Federation and its workstreams;

- set the strategic goals for the Acute Federation, defining its ongoing role and scope ensuring recommendations are provided to Trusts' Boards for any changes which have a material impact on the Trusts;
- consider different employment models for service line specialities including contractual outcomes and governance arrangements;
- review the key deliverables and hold the Trusts to account for progress against agreed decisions;
- ensure all Managed Clinical Networks or other collaborative forums have clarity of responsibility and accountability and drive progress;
- establish monitoring arrangements to identify the impact on services and review associated risks to ensure identification, appropriate management and mitigation;
- receive and seek advice from the relevant Reference Groups, including Clinical, Finance, Human Resources;
- receive and seek advice from the Accountable and Integrated Care System partners in South Yorkshire and Bassetlaw; West Yorkshire;
- review and approve any proposals for additional Trusts to join the founding Trusts;
- ensure compliance and due process with regulating authorities regarding service changes;
- oversee the creation of joint ventures or new corporate vehicles where appropriate;
- review and approve the Terms of Reference for the Acute Federation;
- improve the quality of care, safety and the patient experience delivered by the Trusts;
- deliver equality of access to the Trusts service users; and
- ensure the Trusts deliver services which are clinically and financially sustainable.

3 FUNCTIONS OF THE COMMITTEE

- 3.1 Paragraph 15(2) and (3) of Schedule 7 of the National Health Service Act 2006 allows for any of the functions of a Foundation Trust to be delegated to a

committee of directors of the Foundation Trust. [This power is enshrined in paragraph [4.3] of STHFT's constitution].

- 3.2 The Sheffield Teaching Hospitals' CiC shall have the following function: decision making in accordance with Annex 1 to these Terms of Reference.

4 FUNCTIONS RESERVED TO THE BOARD OF THE FOUNDATION TRUST

Any functions not delegated to Sheffield Teaching Hospitals' CiC in paragraph 3 of these Terms of Reference shall be retained by STH's Board of Directors or Council of Governors, as applicable. For the avoidance of doubt, nothing in this paragraph shall fetter the ability of STH to delegate functions to another committee or person.

5 REPORTING REQUIREMENTS

- 5.1 On receipt of the papers detailed in paragraph 9.1.2, the Sheffield Teaching Hospitals' CiC Members and Trust Executive Group members shall consider if it is necessary (and feasible) to forward any of the agenda items or papers to STH's Board of Directors for inclusion on the private agenda of STH's next Board meeting in order that the Board of Directors may consider any additional delegations necessary in accordance with Annex 1.
- 5.2 The Sheffield Teaching Hospitals' CiC shall send the minutes of its meetings to the STH Board of Directors, on a monthly basis, for inclusion on the private agenda of the Board meeting.
- 5.3 Sheffield Teaching Hospitals' CiC shall provide such reports and communications briefings as requested by STHs' Board of Directors for inclusion on the private agenda of its Board meeting.

6. MEMBERSHIP

Members

DESIGNATION	CHAIR/DEPUTY
Chair	Chair
Chief Executive	

Serviced by:

Acute Federation Programme Office

- 6.1 Each Sheffield Teaching Hospitals' CiC Member shall nominate a deputy to attend Sheffield Teaching Hospitals' CiC meetings on their behalf when necessary ("Nominated Deputy").
- 6.2 The Nominated Deputy for the Chair shall be a Non-Executive Director of STH and the Nominated Deputy for the Chief Executive shall be an Executive Director of STH.
- 6.3 In the absence of the Sheffield Teaching Hospitals' CiC Chair Member and/or the Sheffield Teaching Hospitals' CiC Chief Executive Member, his or her Nominated Deputy shall be entitled to:

- attend Sheffield Teaching Hospitals' CiC's meetings;
- be counted towards the quorum of a meeting of Sheffield Teaching Hospitals' CiC's; and
- exercise Member voting rights,

and when a Nominated Deputy is attending a Sheffield Teaching Hospitals' CiC meeting, for the purposes of these Terms of Reference, the Nominated Deputy shall be included in the references to "Members".

Non-voting Attendees

- 6.4 The members of the other CiCs shall have the right to attend the meetings of the Sheffield Teaching Hospitals' CiC.
- 6.5 A nominated Trust Corporate Secretary shall have the right to attend the meeting of Sheffield Teaching Hospitals' CiC to support the provision of governance advice and ensure that the working arrangements comply with the accountability and reporting arrangements of the CiCs.
- 6.6 The Acute Federation Partnership Medical Director, Programme Director and Clinical Reference Group Chair shall have the right to attend the meetings of Sheffield Teaching Hospitals' CiC.
- 6.7 Without prejudice to paragraphs 6.4 to 6.6 inclusive, the Meeting Lead may at his or her discretion invite and permit other persons relevant to any agenda item to attend any of the CiCs' meetings, but for the avoidance of doubt, any such persons in attendance at any meeting of the CiCs shall not count towards the quorum or have the right to vote at such meetings.
- 6.8 The attendees detailed in paragraphs 6.4 to 6.7 inclusive above, may take contributions, through the Meeting Lead, but shall not have any voting rights nor shall they be counted towards the quorum of the meetings of the Sheffield Teaching Hospitals' CiC.

Conflicts of Interest

- 6.9 Members of the Sheffield Teaching Hospitals' CiC shall comply with the provisions on conflicts of interest contained in the STH Constitution / Standing Orders. For the avoidance of doubt, reference to conflicts of interest in the STH Constitution / Standing Orders also apply to conflicts which may arise in their position as a member of the Sheffield Teaching Hospitals' CiC.
- 6.10 All members of the Sheffield Teaching Hospitals' CiC shall declare any new interest at the beginning of any Sheffield Teaching Hospitals' CiC meeting and at any point during the meeting if relevant.

7. QUORUM AND VOTING

- 7.1 Members of the Sheffield Teaching Hospitals' CiC have a responsibility for the operation of the Sheffield Teaching Hospitals' CiC. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.
- 7.2 Each member of the Sheffield Teaching Hospitals' CiC shall have one vote. The Sheffield Teaching Hospitals' CiC shall reach decisions by consensus of the members present.
- 7.3 The quorum shall be two (2) members; one (1) Executive Director and one (1) Non-Executive Director.
- 7.4 If any member is disqualified from voting due to a conflict of interest, they shall not count towards the quorum for the purposes of that agenda item.
- 7.5 At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

8. MEETING FREQUENCY AND PROCEDURES

- 8.1 Sheffield Teaching Hospitals' CiC meeting to take place on a regular basis.
- 8.2 Any Trust CiC Chair may request an extraordinary meeting of the CiC (working in common) on the basis of urgency etc, by informing the Meeting Lead. In the event it is identified that an extraordinary meeting is required the Acute Federation Partnership Programme Office shall give five (5) working days' notice to the Trusts.

- 8.3 Meetings of the Sheffield Teaching Hospitals' CiC shall be held in private.
- 8.4 Matters to be dealt with at the meetings of the Sheffield Teaching Hospitals' CiC shall be confidential to the Sheffield Teaching Hospitals' CiC members and their nominated deputies, others in attendance at the meeting and the members of the STH Board.
- 8.5 STH shall ensure that, except for urgent or unavoidable reasons, Sheffield Teaching Hospitals' CiC members (or their nominated deputy) shall attend Sheffield Teaching Hospitals' CiC meetings (in person) and fully participate in all Sheffield Teaching Hospitals' CiC meetings.
- 8.6 Subject to paragraph 8.5 above, meetings of the Sheffield Teaching Hospitals' CiC may consist of a conference between members who are not all in one place, but each of whom is able directly or by secure telephonic or video communication (the members having due regard to considerations of confidentiality) to speak to the other or others, and be heard by the other or others simultaneously).

9. ADMINISTRATIVE

- 9.1 Administrative support for the Sheffield Teaching Hospitals' CiC will be provided by the Acute Federation Partnership Programme Management Office (or such other person as the Trusts may agree in writing). The Acute Federation Partnership Programme Management Office will:
- 9.1.1 draw up an annual schedule of CiC meeting dates and circulate it to the CiCs.
- 9.1.2 circulate the agenda and papers three (3) working days prior to CiC meetings; and
- 9.1.3 take minutes of each Sheffield Teaching Hospitals' CiC meeting and, following approval by the Meeting Lead, circulate them to the Trusts and action notes to all members within ten (10) working dates of the relevant Sheffield Teaching Hospital' CiC meeting.
- 9.2 The agenda for the Sheffield Teaching Hospitals' CiC meetings shall be determined by the Acute Federation Partnership Programme Management Office and agreed by the Meeting Lead prior to circulation.
- 9.3 The Meeting Lead shall be responsible for approval of the first draft set of minutes for circulation to Members and shall work with the Acute Federation Partnership Programme Management Office to agree such within five (5) working days of receipt.

10. DATE TERMS OF REFERENCE WERE APPROVED

19 July 2017 and reviewed 22 May 2018 and 21 May 2019 and 19 May 2021

Audit Committee – 24 May 2021

Board of Directors – 25 May 2021

11. REVIEW DATE

Annually

12. PROCESS FOR REVIEWING EFFECTIVENESS

Review of progress against duties/responsibilities set out above and Annual Report to be submitted to the Sheffield Teaching Hospitals NHS Foundation Trust Board of Directors.

13. REPORTING STRUCTURE

No other groups report to this Committee.

14. GLOSSARY

In this Terms of Reference, the following words bear the following meanings:

Acute Federation	The federation formed by the Trusts to provide strategic leadership and oversight of the delivery of the Partnership;
Acute Federation Partnership Programme Management Office	Administrative infrastructure supporting the Acute Federation Partnership;
CiCs	The committees established by each of the Trusts to work alongside the committees established by the other Trusts and “CiC” shall be interpreted accordingly;
“Joint Working Agreement” or “JWA”	The agreement signed by each of the Trusts in relation to their joint working and the operation of the Sheffield Teaching Hospitals CiC together with the CiCs;
Meeting Lead	The CiC Member nominated (from time to time) to preside over and run the CiC meetings when they meet in common;
Member	A person nominated as a member of a CiC in accordance with their Trust’s Terms of Reference, and Members shall be interpreted accordingly;
Sheffield Teaching Hospitals/STH	Sheffield Teaching Hospitals NHS Foundation Trust
Sheffield Teaching Hospitals Committees in Common (CiC)	The committee established by Sheffield Teaching Hospitals, pursuant to these Terms of Reference, to work alongside the other CiCs in accordance with these Terms of Reference;
Sheffield Teaching Hospitals CiC Chair	The Sheffield Teaching Hospitals CiC Member nominated to chair the Sheffield Teaching Hospitals CiC meetings;
SY&B STP	South Yorkshire & Bassetlaw Sustainability and Transformation Plan;

Trusts

Barnsley NHS Foundation Trust
Doncaster and Bassetlaw Teaching
Hospitals NHS Foundation Trust
Sheffield Children's NHS Foundation
Trust
Sheffield Teaching Hospitals NHS
Foundation Trust
The Rotherham NHS Foundation Trust

"Trust" shall be interpreted accordingly;

Working Day

A day other than a Saturday, Sunday or
public holiday in England;

Decisions of Sheffield Teaching Hospitals CIC

The Board of each Trust within the Acute Federation Partnership remains a sovereign entity and will be sighted on any proposals for service change and all proposals with strategic impact.

Subject to Sheffield Teaching Hospitals CIC's Scheme of Delegation, the matters or type of matters, that are fully delegated to the Sheffield Teaching Hospitals' CIC to decide are set out in the table below.

If it is intended that the CICs are to discuss a proposal or matter which is outside the decisions delegated to the Sheffield Teaching Hospitals CIC, where at all practical, each proposal will be discussed by the Board of each Trust prior to the Sheffield Teaching Hospitals CIC meeting with a view to Sheffield Teaching Hospitals' CIC requesting individual delegated authority to take action and make decisions (within a set of parameters agreed by Sheffield Teaching Hospitals' Board of Directors). Any proposals discussed at the Sheffield Teaching Hospitals' CIC meeting outside of these parameters would come back before the Sheffield Teaching Hospitals' Board of Directors.

References in the table below to the "**Services**" refer to the services that form part of the joint working between the Trusts and may include both back office and clinical services.

	Decisions delegated to Sheffield Teaching Hospitals' CIC
1.	Providing overall strategic oversight and direction to the development of the Acute Federation Partnership programme ensuring alignment of all Trusts to the vision and strategy.
2.	Promoting and encouraging commitment to the key principles.
3.	Seeking to determine or resolve any matters referred to it by the Acute Federation Programme Office or any individual Trust.
4.	Reviewing the key deliverables and ensuring adherence with the required timescales including; determining responsibilities within workstreams; receiving assurance that workstreams have been subject to robust quality impact assessments; reviewing the risks associated in terms of the impact to the Acute Federation Partnership Programme and recommending remedial and mitigating actions across the system.
5.	Formulating, agreeing and implementing strategies for delivery of the Acute Federation Partnership Programme.
6.	In relation to the Services preparing business cases;

7.	Provision of staffing and support and sharing of staffing information in relation to the Services.
8.	<p>Decisions to support service reconfiguration (pre-consultation, consultation and implementation), including but not limited to:</p> <ul style="list-style-type: none"> a. Provision of financial information; b. Communications with staff and the public and other wider engagement with stakeholders; c. Support in relation to capital and financial cases to be prepared and submitted to national bodies; including NHS England / NHS Improvement; d. Provision of clinical data, including in relation to patient outcomes, patient access and patient flows; e. Support in relation to any competition assessment; f. Provision of staffing support; and g. Provision of other support.
9.	<p>Decisions relating to information flows and clinical pathways outside of the reconfiguration, including but not limited to:</p> <ul style="list-style-type: none"> a. Redesign of clinical rotas; b. Provision of clinical data, including in relation to patient outcomes, patient access and patient flows; and c. Developing and improving information recording and information flows (clinical or otherwise).
10.	<p>Planning, preparing and setting up joint venture arrangements for the Services including but not limited to:</p> <ul style="list-style-type: none"> a. Preparing joint venture documentation and ancillary agreements for final signature; b. Evaluating and taking preparatory steps in relation to shared staffing models between the Trusts; c. Carrying out an analysis of the implications of TUPE on the joint arrangements; d. Engaging staff and providing such information as is necessary to meet each employer's statutory requirements; e. Undergoing soft market testing and managing procurement exercises; f. Aligning the terms of and/or terminating relevant third party supply contracts which are material to the delivery of the Services; and g. Amendments to joint venture agreements for the Services.
11.	Services investment and disinvestment as agreed within Trust Board parameters and delegated authority.
12.	Reviewing and approving the Terms of Reference and Joint Working Agreement of the CiC on an annual basis.