

Governance Arrangements Accountable Care Partnership

Outcomes of Governance Review – for Partner Organisations

April 2018

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Sponsor	Kevan Taylor, EDG Chief Executive
1. Purpose	
<p>A number of stakeholders around the system raised issues regarding the governance arrangements of the ACP Board. These include concerns relating to public transparency, accountability and representation of the ACP Board.</p> <p>A full review of governance arrangements was undertaken with the involvement of all partners. Final arrangements were agreed on 29 March 2018 at the Accountable Care Partnership Board. The purpose of this paper is to share the outcome of that review with all organisations and to share the full response to all feedback received.</p>	
2. Introduction / Background	
<p>The review comprised:</p> <ul style="list-style-type: none"> • Discussion with the co-chairs of the Health and Wellbeing Board and the ACP Board; • Discussions with other stakeholders who have raised issues (i.e. CCG lay members) Member and Chair of CCG Audit Group, some voluntary sector organisations, Healthwatch, the Local Medical Committee); • A review of comparative governance arrangements for ACP footprints across South Yorkshire and Bassetlaw; • A review of existing Terms of Reference of partner Provider Boards, SCCG Governing Body and the Council's Health and Wellbeing Board; • An initial set of recommendations considered by the Executive Delivery Group on 26/2/18 to refine the proposals for consideration by ACP Board; • The receipt of feedback from each partner organisation, in light of the discussion at Executive Delivery Group. <p>On 29 March 2018, the ACP Board reached a pragmatic set of decisions to improve the public transparency, accountability and representation of the ACP Board. Chairs and Chief Executives (or their representatives) were present from all six organisations.</p> <p>All partner organisations and stakeholders are thanked for their participation in the review.</p>	
3. Is your report for Approval / Consideration / Noting	
Consideration and approval	

4. Recommendations / Action Required by Accountable Care Partnership

All six partner organisations are now requested:

- To ratify the decisions reached;
- To provide final feedback to the ACP Board (via the Programme Director) by end of May;
- To note that we will again review governance arrangements in 12 months, recognising arrangements around the ACP will continue to evolve.

It is important to note that all organisations had individual recommendations supported and, in other areas, have compromised to reach this set of “good enough” governance arrangements for the ACP.

All partners have articulated their desire for the ACP to be a vehicle for change and the Board is keen this pragmatic set of agreements is supported by all partner organisations, so we can focus the time and work of the ACP on the change programme set out.

5. Other Headings

N/A

Are there any Resource Implications (including Financial, Staffing etc)?

N/A

Paper prepared by: Rebecca Joyce

On behalf of: Kevan Taylor, Chair, EDG

Date: 20 April 2018

Review of Governance Arrangements

Accountable Care Partnership

1. Introduction / Background

- 1.1 A number of stakeholders around the system raised issues regarding the governance arrangements of the ACP Board. These include concerns relating to public transparency, accountability and representation of the ACP Board. A governance review was undertaken at the request of the ACP Board to address this.
- 1.2 The governance review comprised
- Discussion with the co-chairs of the Health and Wellbeing Board and the ACP Board;
 - Discussions with other stakeholders who have raised issues (i.e. CCG lay members); Member and Chair of CCG Audit Group, some voluntary sector organisations, Healthwatch, the Local Medical Committee);
 - A review of comparative governance arrangements for ACP footprints across South Yorkshire and Bassetlaw;
 - A review of existing Terms of Reference of partner Provider Boards, SCCG Governing Body and the Council's Health and Wellbeing Board;
 - An initial set of recommendations considered by the Executive Delivery Group on 26/2/18, to refine the proposals for consideration by ACP Board;
 - The receipt of feedback from each partner organisation, in light of the discussion at Executive Delivery Group.

The ACP board met on 29/3/2018 and reached a pragmatic set of decisions on the recommendations put forward. The purpose of this paper is to:

- **Share the full response to all feedback received with partner organisations;**
 - **Share the outcome of that review with all organisations and request individual partner Board ratification.**
- 1.3 It is acknowledged that the governance around the ACP is complex due to the relatively new strategic landscape of system working, the absence of statutory responsibilities and the increased potential for conflict of interest. This complexity will necessitate an ongoing review of ACP governance arrangements as the ACP evolves.
- 1.4 New arrangements are planned to take effect from the new financial year 2018/19. Terms of Reference have been updated and are attached as Appendix A.

2. Summary of Specific Governance Recommendations

The following summarises the key decisions taken and the refreshed ACP Terms of Reference are attached.

Purpose and Accountability

- 2.1 The purpose of the ACP Board has been clarified in relation to the Executive Delivery Group (see Section 2 of the ToR).
- 2.2 The relationship between the ACP Board and Health and Wellbeing Board has been discussed and better defined (see Section 2a of the ToR) following discussion in November 2017 at Health and Wellbeing Board.
- 2.3 It was agreed the reporting arrangements of the ACP Board remain unchanged, with the Board reporting to each Partner's Board and the Health and Wellbeing Board.
- 2.4 The Health and Wellbeing Board and ACP Board currently share the same chairs (Cllr Christine Peace, SCC Councillor for Health and Social Care and Tim Moorhead, SCCG Chair). Their roles reflect the Council and the CCG's formal commissioning responsibilities linked to population health for the city as a whole. This arose as an area of debate during the governance review.
- 2.5 The frequency of the ACP Board was recommended to move to quarterly to enable a clearer distinction between ACPB and EDG as outlined above. The EDG will continue on a monthly basis. The cycle of meetings will fall January, April, July and October.
- 2.6 As agreed in the MoU, the ACP Board will not initially have any formal delegated functions from the Boards or equivalent bodies of its members, which remain separate organisations. Therefore, there should be no requirement for voting at this time and, hence, this is not included in the Terms of Reference.

Summary of decisions from the ACP Board.

- 2.7 The ACP Board supported the recommendation to move to a quarterly meeting.
- 2.8 In feedback from partner organisations during March 2018, some partners raised the shared chair arrangements as a potential governance issue and suggest this is kept under review, with the potential for an independent or separate chair to be considered in the future. Other partners have expressed the view that the relationship has been clarified at the November HWB discussion & the importance of elective Member ownership of the ACP.

ACP Board reviewed the feedback received on the shared chair arrangements. Given the focus of the CQC on this issue, the Board agreed to await their feedback, take this into account and review this issue again in due course.

Representation and Membership

- 2.9 It was proposed the representation of the ACP Board should be broadened to involve lay members, the voluntary sector and Healthwatch. Following agreement at ACP Board on 31/1/2018, the Local Medical Committee was also invited to join the ACP Board.
- 2.10 There were different views expressed from partners regarding how the SY&B ICS Executive role should interact with the Sheffield ACP Board.

- 2.11 There was a practical issue regarding the current dual status of the current ICS System Leader and the STHFT CEO. Recommendations were made to better split the system and organisational perspective.

Summary of decisions from the ACP Board.

- 2.12 The ACP Board agreed **Healthwatch and Voluntary Sector** should be invited from the new financial year. The responsibilities of each member have been refreshed (see section 6 of the ToR).

Following the ACP Board on 29/3/18, the voluntary sector has been asked to nominate a representative.

2.13 **Links with the South Yorkshire and Bassetlaw Integrated Care System:**

It was agreed the ICS Executive Lead would attend the Board each time as a member “in attendance”. Each partner organisation would be core members, reflecting the primacy of the Place based organisations in the ACP.

- 2.14 **Prior to Sir Andrew Cash’s retirement** as STH CEO in the summer, it was agreed the representatives for the system and organisational roles should be separated and, therefore, the ACP Board should have a delegated STHFT CEO Representative (Ms Kirsten Major as Deputy Chief Executive). Therefore, Sir Andrew Cash will be participating in the Board as the ICS Leader. When appointed, the new STH CEO will attend the Board with Sir Andrew Cash attending in his post-retirement capacity of ICS Executive Leader.

Transparency

- 2.15 All partners agreed with the need to improve transparency and public accountability See section 8 of the ToR for new arrangements.
- 2.16 There were different views from partner members as to whether lay members should be involved in the Board to bring greater scrutiny and independence to the Board.
- 2.17 The standard framework of good governance principles for the ACP to operate within has been clarified and arrangements for managing conflicts of interest strengthened in terms of independent review (see section 10 and 11 of the ToR).
- 2.18 The Board’s commitment to public engagement and co-design has been strengthened (see section 9 of the ToR).
- 2.19 Practical and logistical timescales for meetings, agendas and papers have been set out and **all colleagues are asked to observe these to enable earlier circulation of papers, improved public transparency and improved organisation of the Board.**

Summary of decisions from the ACP Board.

- 2.20 **All partners agreed on the need to improve transparency.** Following feedback regarding practical implementation, it is proposed papers are published on the CCG website, with a link provided for each partner website. In due course, an ACP website will be set up. This will be part of a wider communications strategy as the ACP moves forward.

2.21 In subsequent partner feedback, all agree on the need to publish minutes after they have been approved at the subsequent ACP Board. **This was agreed by ACP Board on 29/3/18.**

2.22 Feedback from partner organisations indicated all organisations agreed on the need for greater transparency. It was agreed the meeting should be “held in public”. In terms of how the public should be involved, a range of options were raised.

After some debate, the ACP Board agreed to trial a managed Q&A (15-30 minutes) for the public on the agenda items published, in line with the CCG Governing Body model. This will be reviewed again as part of the 12 month review cycle.

2.23 All partners agreed that as much business as possible will be discussed in public. When private discussion is deemed appropriate, this will be tested against criteria that will be developed. These criteria are being worked up and will be informed by practice and guidelines across the NHS and Council.

ACP Board supported this recommendation. The criteria are being worked up.

2.24 In relation to the question about lay members, some different views were expressed by partner organisations. Some organisations supported the need for lay membership to bring extra challenge and skills to the discussion. Other partners suggested this was not required at this time as may confuse accountabilities and responsibilities in the statutory framework of Foundation Trusts. Other partners did not express a strong view on this question.

The ACP Board considered options around this question and did not support the addition of lay members at this time. The rationale focused on the additional scrutiny that would come through involvement of Healthwatch and the voluntary sector. Secondly, there were fears that additional lay membership could confuse the accountability framework between the ACP and the individual partner boards. The point regarding a general need for greater transparency and involvement was fully supported and a full stakeholder and engagement plan will be worked up for the ACP.

2.25 Finally, through the feedback, the recommendation has been made of a proactive report to SCC’s scrutiny committee on a 6-monthly basis.

The ACP Board supported this recommendation and this will be built into the ACP governance arrangements.

Additional Feedback Received Through the Review

A number of helpful additional suggestions were made from partner organisations and are outlined below, with the ACP Board response outlined:

2.26 Feedback was received suggesting the Terms of Reference should be clearer about our ambition of moving into the “operational” phase so that we do not hold back our ambition for the ACP as a vehicle for city-wide change. The feedback suggested the

“operational” is a better descriptor of the detailed work now taking place within many work streams which is changing the operational delivery of services on the ground.

This has been clarified in the attached refreshed Terms of Reference.

- 2.27 The distinction in the Terms of Reference needs to be clearer between “core” members and those organisations invited in attendance to the Board.

This has been clarified in the attached refreshed Terms of Reference.

- 2.28 Feedback was received that SCC and the CCG continue to meet as Commissioners in the Better Care Fund (BCF) Executive Management Group meetings. It was feedback that the aim of this meeting should complement the ACP work. This group focuses on specific BCF issues and appropriate Commissioners-only discussions. The ACP, in contrast, is the vehicle through which commissioners and providers meet.

This is noted. It is suggested that relevant outputs from this meeting should be brought to ACP board, as appropriate, for strategic discussion in relation to the development of the ACP.

- 2.29 Feedback was received that an increased focus on the role and function of the EDG, within the Terms of Reference, would be welcomed. The rationale for this was that the ACP is both a key delivery mechanism for each partner organisation and the ACP. This feedback suggested there is a need to further highlight the support provided to the ACP Board and, particularly, to the inter-relationship between the EDG and the ACP Board.

This is noted. Further work is required to define the Terms of Reference of the Executive Delivery Group, following the changes to the ACP Board Terms of Reference.

- 2.30 Greater clarity was requested on:
- a. The use of the term “within the scope of services” in the ACP.
 - b. More consistent referencing of the purpose of the ACP throughout the ToR.
 - c. Listing all organisations involved on the first page of the Terms of Reference.

These issues have been addressed in the attached, refreshed Terms of Reference.

- 2.31 Feedback was received that the language used in the “ACP Development Process” section of the Terms of Reference could be improved to better reflect the reality of individual board members’ responsibilities, whilst describing the spirit of cross-system working that has been established through this “coalition of the willing”. Better clarity was requested to specify governance arrangements should the ACP proceed to act as a decision-making forum for the health and social care system in Sheffield (i.e. Committees in Common structures).

This has been clarified in the attached refreshed Terms of Reference.

- 2.32 Other changes were suggested to specific language used within the Terms of Reference.

- a. The ACP Board should be noted as “reporting to” each partner Board and the Health and Wellbeing Board. However, as the ACP Board is not a statutory body, feedback has been received that it cannot be described as being formally “accountable” to the Health and Wellbeing Board.
- b. Quoracy of the meeting needs to include the text “or deputy” to clarify the working practice, whereby deputies are acceptable in the absence of Chair or CEO.
- c. The phrase “Delegation from September 2017 onwards” should be removed in the organogram.
- d. Specific suggestions on improved language in some parts to better reflect meaning.

These issues have been individually considered and addressed in the attached refreshed Terms of Reference.

- 2.33 There was some feedback identifying areas where the Terms of Reference could be streamlined.

The ToR has partly been amended to reflect this feedback but not substantially as we need to retain a consistent ToR with the version that has been developed and supported by all member organisations.

- 2.34 Feedback was received that it would be helpful to work through the proposals for managing conflicts of interest and that this also requires each of the Board members to declare the totality of their declarations of interests.

This is helpful feedback and it is proposed Organisational Leads for Corporate Governance advise on this, working with the Programme Director.

- 2.35 Some comments were received with regards to Freedom of Information (FOI) requests and how these are handled. It was suggested that we need to be clear which organisation will be responding to each FOI request where there is an ACP angle. Clarity needs to be gained regarding the Caldicott Guardian oversight. All of this will continue to evolve in line with the evolving partnership and should be reviewed in future governance reviews.

This is helpful feedback. It is proposed this will be picked up in future governance reviews, as required, with greater clarity developed as the ACP evolves. In the meantime, organisational arrangements for FOI will continue to be the guiding governance arrangements with “whole ACP” input as required and a pragmatic arrangement agreed for each request that is specific to the ACP.

- 2.36 Feedback from two partners outlined the importance of the Board having a clear work-programme for 2018/19 which is effectively a vision document that all partner organisations sign up to and support fully. This sentiment has been echoed by other partners and individuals who are keen for the ACP Board to become a genuine vehicle for change. Feedback was separately received that the importance of this vision document is in the context of the Health and Wellbeing strategy for the city which is currently being developed.

This is an important point and it is proposed that this is a crucial next step for the ACP Programme Director and Executive Delivery Group, working on behalf of the ACP Board.

Action for Accountable Care Partnership/Recommendations

All six partner organisations are now requested:

- To ratify the decisions reached in line with the accountability framework of the ACP, reporting to each individual board;
- To provide final feedback to the ACP Board (via the Programme Director) by the end of May, confirming their organisation's support for the refreshed governance arrangements;
- To note that the ACP will again review governance arrangements in 12 months, recognising arrangements around the ACP will continue to evolve – and further points of detail can again be considered at this time.

It is important to note that all organisations have had individual recommendations supported and in other areas have compromised to reach this set of “good enough” governance arrangements for the ACP.

All partners have articulated their desire for the ACP to be a vehicle for change and the Board is keen that this pragmatic set of agreements is supported by all partner organisations, so we can focus the time and work of the ACP on the change programme set out.

Paper prepared by: Rebecca Joyce, ACP Programme Director
On behalf of: Kevan Taylor, SHSC CEO and Chair of EDG
Date: 20 April 2018