

SOUTHEND UNIVERSITY HOSPITAL NHS FOUNDATION TRUST

**TERMS OF REFERENCE FOR A
COMMITTEE OF THE BOARD TO MEET
IN COMMON WITH COMMITTEES OF
OTHER TRUSTS**



TERMS OF REFERENCE

1 Introduction

1.1 In this terms of reference, the following words bear the following meanings:

Basildon	Basildon and Thurrock University Hospitals NHS Foundation Trust of Nethermayne, Basildon, Essex, SS16 5NL
Basildon Committee	the committee established by Basildon to meet in parallel with the committees established by Southend and Mid Essex
Joint Working Agreement	The agreement signed by each of the Trusts in relation to their joint working
Mid Essex	Mid Essex Hospital Services NHS Trust of Court Road, Broomfield, Chelmsford, CM1 7ET
Mid Essex Committee	the committee established by Mid Essex to meet in parallel with the committees established by Basildon and Southend
Southend	Southend University Hospital NHS Foundation Trust of Prittlewell Chase, Westcliff-on-Sea, SS0 0RY
Southend Committee	the committee established by Southend to meet in parallel with the committees established by Basildon and Mid Essex pursuant to these Terms of Reference
Trust	each of Basildon, Mid Essex and Southend and Trusts shall be interpreted accordingly

1.2 Southend, Basildon and Mid Essex are developing a governance structure which will enable them to work together to implement change.

1.3 The three Trusts have agreed to each establish committees which shall meet simultaneously but which will each take decisions separately on behalf of their own Trust.

1.4 The three Trusts have each decided to adopt terms of reference, in substantially the same form, with the exception that membership of the committees may be different.

- 1.5 The Trusts have entered into the Joint Working Agreement on [25th and 27th May 2016] and agree to operate their committees in line with the Joint Working Agreement.
- 1.6 The aim of each Committee is to enable the Trusts to deliver the vision of the acute joint working project within the Mid and South Essex Success Regime. This vision is as follows:
- (a) the three acute hospitals in South and Mid Essex Success Regime are working with partners in health and social care to deliver significant system wide improvements to the quality, efficiency, effectiveness and affordability of our services for current and future patients.
 - (b) our ambition is to build a network of care that can be delivered as close to home as possible but concentrated in our local centres of excellence where clinical evidence supports improved outcomes for patients. Patients will experience more reliable and standardised care that is coordinated across the hospitals and community. Waiting times will be reduced for all services.
 - (c) changes to services will be enhanced by the integration of corporate and support services that will contribute to the clinical, workforce and financial stability that the new arrangements will bring.

2 Establishment

- 2.1 Southend's board of directors has agreed to establish and constitute a committee with these terms of reference, to be known as the Southend Committee. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Southend Committee.
- 2.2 The Southend Committee shall work cooperatively with the Basildon Committee and Mid Essex Committee and in accordance with the terms of the Joint Working Agreement.

3 Functions of the Committee

- 3.1 Under paragraph 15(2) and (3) of Schedule 7 of the National Health Service Act 2006, the constitution of a Foundation Trust may provide for any of the powers exercisable by the board of directors on behalf of the Foundation Trust to be delegated to a committee of its directors. At paragraph 9.8.2, the Southend Constitution provides for any powers of the Trust to be delegated to a committee of directors.
- 3.2 The Southend Committee shall have the following functions:
- 3.2.1 decision making in respect of the decisions set out in the Appendix A to these terms of reference; and

3.2.2 the Committee is authorised by the Southend board of directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the Trust or from any provider of goods or services to the Trust and all employees of the Trust are directed to co-operate with any request made by the Southend Committee. The Southend Committee is authorised by the Trust board of directors to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.¹

4 Decisions reserved to the board of directors of Southend

4.1 The following functions are reserved to the board of directors of Southend (albeit that this shall not fetter the ability of Southend to delegate such functions to another committee or person):

4.1.1 [the reserved matters set out in Appendix A] [if any].

4.2 Notwithstanding paragraph 4.1 above, any functions not delegated to the Southend Committee in paragraph 3 of these terms of reference shall be retained by the Foundation Trust's board of directors.

5 Reporting requirements

5.1 The minutes of the Southend Committee meetings shall be formally recorded by the [Southend company secretary].

6 Membership

6.1 The Southend Committee shall be constituted of directors of Southend, namely:

6.1.1 The chief executive of Southend;

6.1.2 The chairman of Southend; and

6.1.3 One non-executive director of Southend.

6.2 The chairman of the meeting of the Southend Committee will be nominated by the Southend Committee. In the absence of the chairman of the Southend Committee, another non-executive member will chair the meeting.

6.3 When the Southend Committee meets in common with the Basildon Committee and the Mid Essex Committee, then one person from each of the Southend Committee, the Basildon Committee and the Mid Essex Committee shall preside over and run the meeting on a rotating basis.

7 Non-voting attendees

¹ These provisions are reflective of the provisions in the Audit Committee Terms of Reference

- 7.1 To the extent that the membership of the Southend Committee differs from that of the Basildon Committee and the Mid Essex Committee, the members of those committees shall have the right to attend the meetings of the Southend Committee.
- 7.2 For the avoidance of doubt, such attendees shall not have any voting rights, nor shall they be counted towards the quorum for the meetings of the Southend Committee.
- 7.3 The chairman of the Southend Committee may at his or her discretion permit other persons to attend its meetings, but for the avoidance of doubt, any persons in attendance at any meeting of the Southend Committee shall not count towards the quorum or have the right to vote at such meetings.

8 Meetings

- 8.1 Meetings shall take place on a monthly basis.
- 8.2 A schedule of meeting dates will be drawn up six months in advance.

9 Quorum and Voting

- 9.1 Members of the Southend Committee have a collective responsibility for the operation of the Southend Committee. 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.
- 9.2 Each member of the Southend Committee shall have one vote. The Southend Committee shall reach decisions by a simple majority of members present, [but with the chairman of the Southend Committee having a second and deciding vote, if necessary.]
- 9.3 The quorum shall be 2 members.
- 9.4 If any member is disqualified from voting due to a conflict of interest, they shall not count towards the quorum.

10 Conflicts of Interest

- 10.1 Members of the Southend Committee shall comply with the provisions on conflicts of interest contained in the Southend Constitution. For the avoidance of doubt, reference to conflicts of interest in that Constitution also apply to conflicts which may arise in their position as a member of the Southend Committee.
- 10.2 All members of the Southend Committee shall declare any new interest at the beginning of any committee meeting.

11 Attendance at meetings

- 11.1 The Southend Committee may agree that attendees can participate in its meetings by telephone, video or computer link or other such agreed means. Participation in a meeting in this matter shall be deemed exceptional but shall constitute presence in person at this meeting.

11.2 Members of the Southend Committee are expected to make every effort to attend all meetings of the Southend Committee and it is expected that they shall attend the majority of the Southend Committee meetings within each reporting year.

12 Administrative

12.1 Meetings of the Southend Committee shall be set before the start of the financial year.

12.2 The meetings shall be closed and not open to the public.

12.3 The Trust company secretary shall ensure there is appropriate secretarial and administrative support to the Southend Committee.

12.4 An action log shall be circulated 48 hours after the meeting.

12.5 The draft minutes shall be circulated five clear days after the meeting.

12.6 Any issues with the action log or minutes shall be raised within five clear days of issue of each.

12.7 A draft agenda shall be developed by the company secretary and agreed by the Southend Committee chairman at least ten clear days before the next Southend Committee meeting.

12.8 All final Southend Committee reports must be submitted seven clear days before the meeting.

12.9 The agenda and supporting papers shall be forwarded to each member of the Southend Committee and planned attendees five clear days before the date of the meeting and not less than three clear days before the date of the meeting].²

² We note that these provisions are slightly more prescriptive than those in the Southend Audit committee's ToRs. On balance, we thought that it would be preferable practically to have consistency for all the committees. Please do let us know if you would prefer to reconcile these with your normal administrative procedures.

APPENDIX A – DECISIONS OF THE SOUTHEND COMMITTEE

[Drafting note: Please see some suggested functions. Further work is required to clarify and expand upon the functions to be delegated to the Southend Committee (in light of the ‘Summary paper- potential competition law implications of establishing committees in common’)].

Type of Decision ³	Delegated to the Southend Committee	[Reserved to the Southend board of directors ⁴]
1. Decisions to support the service reconfiguration (pre consultation, consultation and implementation)	This would include: <ul style="list-style-type: none"> • provision of financial information; • communications with staff and the public and other wider engagement with stakeholders; • support in relation to capital and financial cases to be prepared and submitted to national bodies, including NHS England and/or NHS Improvement; • provision of clinical data, including in relation to patient outcomes, patient access and patient flows; • support in relation to any competition assessment; • provision of staffing support; and • provision of other support. 	
2. Decisions in relation to setting up the joint	This would include: <ul style="list-style-type: none"> • preparing joint venture documentation and 	

³ Amendments may be required to the Southend SFIs depending on the financial value of some of the possible delegated decisions.

⁴ If there are any reserved decisions. If not, this column can be removed.

<p>venture arrangement for back office and clinical services</p>	<p>ancillary agreements for final signature;</p> <ul style="list-style-type: none"> • evaluating and taking preparatory steps in relation to shared staffing models between the parties; • carrying out an analysis of the implications of TUPE on the joint arrangements; • engaging staff and providing such information as is necessary to meet each employer's statutory requirements; • undertaking soft market testing and managing procurement exercises; and • aligning the terms of and/or terminating relevant third party supply contracts which are material to the delivery of back office services. 	
<p>3. Decisions relating to information flows and clinical pathways outside of the reconfiguration</p>	<p>This would include:</p> <ul style="list-style-type: none"> • redesign of clinical rotas; • provision of clinical data, including in relation to patient outcomes, patient access and patient flows; and • developing and improving information recording and information flows (clinical or otherwise). 	