

Appendix 2

Terms of Reference for LPT's Committee in Common (ToR)

1. Background

1.1. The Boards of Leicestershire Partnership NHS Trust (LPT) and Northamptonshire Healthcare NHS Foundation Trust (NHFT) (together the Trusts) ~~have both~~ approved these ~~Proforma~~ terms of reference in accordance with their Memorandum of Understanding (MoU) dated 25th March 2021 for Group Model arrangements. ~~They have undertaken to use this template to develop their own terms of reference for their Committee in Common.~~

~~1.1.1.2.~~ The MoU and the Committees in Common ToR at each Trust have been reviewed and approved by both Trust Boards between August and September 2022.

~~1.2.1.3.~~ Under the MoU the Trusts have ~~agreed to~~ appointed a committee in common to further their Group Model structure delivered as a Joint Working Group.

2. Accountability

2.1 The committee in common will be accountable to the Board of LPT.

3. Responsibility and operation

3.1 The committee in common is responsible for the Trusts' Group strategic transformation programme priorities.

3.2 The committee in common will focus on strategic areas in common which have been approved by each Trust Board as joint priorities for delivery under the Group Model Structure. These may grow over time according to experience and the developing relationship.

3.3 The committee in common can make recommendations to each Trust Board for further opportunities for joint working such as shared roles and wider group benefits.

3.4 Priorities can be updated at any time and will be revisited at least annually by each Trust Board.

3.5 The committee in common shall operate as part of a joint working group and have no delegated authority to exercise powers of LPT or NHFT.

4. Membership

4.1. The members of the committee in common shall comprise LPT's chair and chief executive officer together with relevant, identified Board members.

4.2. The core members are:

- Chair - Cathy Ellis
- Chief Executive - Angela Hillery
- Deputy Chief Exec - Mark Powell
- Non-Executive Director - Ruth Marchington
- Director of Governance and Risk – Chris Oakes
- Director of Strategy & Business Development - David Williams
- Chief Finance Officer – Paul Sheldon

5. Attendees

- 5.1 The members of the committee in common may agree that other persons may attend any of their meetings.

6. Conflicts of Interest

- 6.1. Each member of the committee in common has a duty to avoid a situation in which he/she has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust and has a duty not to accept a benefit from a third party by reason of being a member of the committee in common or doing (or not doing) anything in that capacity.
- 6.2. If a member of the committee in common has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the member must declare the nature and extent of that interest to the other members and must make further declarations if his/her interest changes.
- 6.3. If a member has any doubt about the relevance or materiality of an interest, this should be discussed with the chair with reference to the Trust's Conflicts of Interest policy [and Trust Constitution].
- 6.4. Any such declaration must be made before the Trust enters into the transaction or arrangement (except where the director is not aware of an interest, transaction, or arrangement).
- 6.5. In the event a member has a conflict of interest with an item on the agenda of a meeting of the committee in common, he/she should notify the chair in advance of the meeting. The conflict of interest should be declared at the start of the meeting. When the agenda item is reached the member concerned should withdraw from the meeting and play no part in the relevant discussion or decision if they have declared a prejudicial interest.
- 6.6. Interests that are declared as personal but not prejudicial will be noted but will not necessarily necessitate withdrawal from the relevant discussion and/or decision. (Prejudicial interests are those that a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the member's judgement of the public interest and/or interests of the Trust.)
- 6.7. During the course of a meeting of the committee in common, if a prejudicial conflict of interest arises, the member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 6.8. A member need not declare an interest:
- 6.8.1. If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 6.8.2. If, or to the extent that, it concerns terms of the member's appointment that have been or are to be considered by either a meeting of the Board of Directors or by a Committee of the directors appointed for the purpose [under the constitution].
- 6.9. The committee in common shall have, and maintain as current, a register of interests of the members of the committee and any co-opted members. As a minimum, the register of interests will be reviewed annually.

7. Meetings

- 7.1. The committee in common shall meet at intervals of not less than six monthly or otherwise as the members agree is appropriate

7.2. Meetings of the committee

in common may be held in person or by telephone, video or other electronic means, as the Committee in Common (operating as the Joint Working Group) determines.

8. Quorum

8.1 The Meetings of the committee in common will be deemed quorate when not less than half the members are present, including at least one Non-Executive Director and at least one Executive Director.

9. Chair

9.1 The LPT and NHFT Chairs will rotate the chairing of the Joint Working Group by mutual agreement.

10. Administrative Support

10.1 The Trusts will provide administrative support as appropriate to the committee in common.

11. Agenda, papers and minutes of meetings

11.1 The agenda and papers will be agreed by the Chair of the Joint Working Group. The agenda and papers will be distributed to members and those invited to attend by email only and by no later than three clear working days before each meeting. Late and tabled papers will only be accepted on agreement of the Chair.

12. Minutes

12.1 The minutes of all meetings shall be recorded and will be shared within five working days of the meeting.

13. Reporting

13.1 Reports of any groups/work-streams established by the committee in common will be submitted to meetings of the committee in common for their consideration.

13.2 The Chair will agree with the committee in common what matters are to be reported by them and will subsequently submit a joint written report, including any recommendations the committees in common make, to the relevant Board.

14. Review

14.1 These Terms of Reference will be formally reviewed by the board on a regular basis and recommendations for any agreed amendments are to be discussed with the Joint Working Group prior to being considered by the Committee in Common and Board.

15. Approval

15.1 Approved by the board of directors on [\[to be inserted following the November 2022 Trust Board meetings\]](#)

Memorandum of Understanding Annex B – Key focus of the committees in common

The proposed priorities for the Group Model during 2021/22, are set out below in figure 1 and will be revisited and agreed on an annual basis in accordance with the LPT NHFT Group model Memorandum of Understanding.

Working in a Group Model aims to provide the opportunity to identify, develop and deliver joint programmes of transformation that are of benefit to both LPT and NHFT.

LPT NHFT Group Priorities (as at March 2021)

Figure 1

