

NB Tracked changes reflect the proposed changes to the original wording made by both Boards following their annual effectiveness reviews

## Appendix 3

### Terms of Reference for Group Model Joint Working Group

#### 1. Background

- 1.1. The Boards of Leicestershire Partnership NHS Trust (LPT) and Northamptonshire Healthcare NHS Foundation Trust (NHFT) (together the Trusts) have each established a Committee in Common (CiC) in accordance with the Memorandum of Understanding (MoU) dated 25 March 2021 for the Group Model arrangements.
- 1.2. Under the MoU the Trusts have agreed that the CiCs can operate as a Joint Working Group (JWG) to oversee the delivery of programme of joint priorities which have been agreed under the Group Model structure by both Boards.

#### 2. Accountability

- 2.1 The JWG is accountable to each Board through the Trusts' respective CiC.

#### 3. Responsibility and operation

- 3.1 *The JWG 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 will be reviewed by the JWG and will grow over time according to experience and the developing relationship.*

*The JWG can make recommendations to each Trust Board through its respective CiCs for further opportunities for joint working such as shared roles and wider group benefits.*

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

- 3.2 The JWG has authority from both Trust Boards to monitor the delivery of the programme of joint priorities under the Group Model structure and provides:
  - I. senior strategic oversight and direction of the joint strategic priorities.
  - II. a forum for collaboration.
  - III. A mechanism for performance review, regular reporting, re-prioritisation and consideration of new opportunities for group benefit.
  - IV. accountability for delivery through a "star chamber" approach whereby Trust programme leads are held to account for progress.
- 3.3 As part of the annual planning process within both organizations, each Trust Board can make recommendations for joint priorities to be delivered by each Trust under the Group Model structure (earmarking the necessary investment and resource to support this).
- 3.4 The JWG has no delegated authority to exercise powers on behalf of LPT or NHFT though it will operate as a mechanism through which both Trusts can explore the level of support for business cases to enable the delivery of joint priorities.
- 3.5 Investment and resourcing decisions and/or business cases to support the delivery of the joint priorities will to be approved by each Trust Board at a scheduled Board meeting.
- 3.6 An annual review of the governance arrangements, and the effectiveness of JWG will be undertaken to ensure that they continue to reflect the benefits of joint working.

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#### **4. Membership**

4.1. The members of the JWG shall be comprised of membership of the CiCs.

4.2. The membership of the JWG is therefore:

- i. NHFT Trust Chair – Crishni Waring
- ii. LPT Trust Chair – Cathy Ellis
- iii. Joint Chief Executive - Angela Hillery
- iv. NHFT Deputy Chief Exec - David Maher
- v. LPT Deputy Chief Exec – Mark Powell
- vi. NHFT Non-Executive Director - Maria Wogan
- vii. LPT Non-Executive Director – Ruth Marchington
- viii. Director of Governance and Risk (LPT) and Director of HR and OD (NHFT) – Chris Oakes
- ix. Director of Strategy & Business Development - David Williams
- x. Chief Finance Officer – Paul Sheldon

#### **5. Attendees**

- 5.1 To demonstrate progress and report on any risks or issues to delivery, the programme leads responsible for delivering each of the joint priorities will invited to attend a JWG “star chamber”.
- 5.2 This approach encourages joint working and accountability as the programme leads have to produce and submit a joint highlight report in advance of the meeting and attend the meeting together.
- 5.3 Through the review of a programme highlight report and discussion with the joint programme leads through a “star chamber” approach, all members of the JWG have the opportunity to ask questions and seek assurance on the progress and delivery of the joint priorities.
- 5.4 From this the JWG will produce an amalgamated assurance report back to each Trust Board through each respective CiC. This report will also highlight any proposed changes to milestones, timescales or deliverables for consideration and approval by each Trust Board.
- 5.5 The JWG will also consider an overall operational programme risk register at each meeting though the strategic risk relating to the delivery of the programme of joint priorities will be held on each Trusts’ respective Organisational Risk Register (ORR).

#### **6. Conflicts of Interest**

- 6.1. Each member of the JWG 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 JWG or doing (or not doing) anything in that capacity.
- 6.2. If a member of the JWG 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

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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 JWG, 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:
- If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 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 JWG 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 JWG shall meet at intervals of not less than six months or otherwise as the members agree is appropriate.
- 7.2. Meetings of the JWG may be held in person or by telephone, video or other electronic means.

## **8. Quorum**

- 8.1. The meetings of the JWG 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 from each Trust.

## **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 [corporate governance secretariat](#) will provide administrative support as appropriate to the JWG.

## **11. Agenda, papers and minutes of meetings**

- 11.1 [Regular meetings of the JWG will be scheduled for the rolling year ahead](#)

[11.2](#) The agenda and papers will be agreed by the Chair of the JWG. 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.

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## **12. Record of Meeting**

12.1 A written record of each JWG meeting will be produced and shared within five working days of the meeting.

## **13. Reporting**

13.1 Following each JWG meeting, under the direction of the Chair for that meeting, the JWG will produce an amalgamated assurance report on the overall programme position on each of the joint priorities.

13.2 This assurance report will be drawn from the individual highlight reports on each of the joint priorities (produced and submitted in advance by the programme leads) and following the JWG's considerations of them during each "star chamber" meeting.

13.3 Each Trust Board will receive this assurance report via its respective CiC at a meeting in public (from January 2022) in the same way as any other Committee assurance report would be received by the Board.

13.4 The assurance report will set out progress against the joint priorities and recommend any changes for approval and highlight risks or concerns as required.

13.5 Each Trust Board remains ultimately accountable for the delivery of the programme of joint priorities agreed under the Group Model structure.

13.6 Each year, both Trust Boards will consider and approve a programme of joint priorities for delivery.

## **14. Review**

14.1 These Terms of Reference will be formally reviewed by each Trust Board on a regular basis following their review by the JWG. Each Trust Board will approve any recommendations proposed by the JWG for amending these Terms of Reference.

## **15. Approval**

Approved by NHFT Trust Board of Directors on [\[to be inserted\]](#)

Approved by LPT Trust Board of Directors on [\[to be inserted\]](#)

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