

Integrated Care Board

Date of meeting	7 December 2022
Title of paper	Provider Collaboration Joint Committee and Delegation of Powers
Presented by	Mike Thomas, Chair Lancashire & South Cumbria PCB Kevin McGee, Lead Chief Executive - Lancashire & South Cumbria PCB, Chief Executive for Lancashire Teaching Hospitals NHS Foundation Trust
Author	Angela Bosnjak-Szekeres, SRO for Governance & Legal Services – Lancashire & South Cumbria PCB, Director of Corporate Governance for East Lancashire Hospitals NHS Trust
Agenda item	7
Confidential	No

Purpose of the paper

To inform the Integrated Care Board (ICB) about the Provider Collaboration Board (PCB) plans' to form a Joint Committee and the revision to the PCB terms of reference.

Executive summary

The Chairs and Chief Executives of the NHS Providers met at the PCB Board Development Day on 20 October 2022 where they discussed and agreed to support a proposal to be put to all the Boards for the formation of a Joint Committee of the Providers for the purposes of:

- Improving the pace of decision making to enable better patient outcomes and quality of patient care
- Providing NHS Lancashire and South Cumbria ICB, NHS England, local authorities and the wider Integrated Care System (ICS) with a single, collective view of the Trusts on proposals for service change
- Developing shared clinical and other services across Lancashire and South Cumbria including the associated operating delivery and governance models which they may agree to adapt, and
- Supporting financial stability and sustainability through reduced duplication and better use of existing resources
- Implementing, managing and overseeing shared corporate services on behalf of the Trusts.

The attached Terms of Reference (ToR) were approved by East Lancashire Hospitals NHS Trust (ELHT) and Lancashire and South Cumbria NHS Foundation Trust (LSCFT) on 9 November and 24 November respectively, with the ELHT Board receiving an update on the 24 November. The University Hospitals of Morecambe Bay NHS Foundation Trust (UHMB) Trust Board is meeting on 30

November, and the Blackpool Teaching Hospitals NHS Foundation Trust (BTH) Trust Board and Lancashire Teaching Hospitals NHS Foundation Trust (LTHTR) Trust Boards are both meeting on 1 December to make a decision in this matter and the outcome of those Board meetings will be communicated verbally to the ICB on 7 December.

Provided there is a unanimous decision of all provider Boards the ToR will be presented to NHS England's Regional Office, (following the ICB meeting on 7 December), insofar as the Trusts are seeking to use new delegation and joint working powers to establish a joint committee that will be operational before 1 April 2023.

The report is presented to the ICB for information and support.

Recommendations

The ICB is asked to note the report and the Terms of Reference in relation to the formation of the Provider Collaboration Board Joint Committee and the delegation of powers.

Governance and reporting (list other forums that have discussed this paper)

Meeting	Date	Outcomes
ELHT Trust Board LSCFT Trust Board	9 November 2022 24 November 2022	Approval given by the ELHT and LSCFT Boards.
BTH Trust Board LTHTR Trust Board UHMB Trust Board	1 December 2022 1 December 2022 30 November 2022	Outcome unknown for BTH, LTHTR and UHMB Boards at time of report submission. A verbal update will be provided at the ICB meeting.

Conflicts of interest identified

Not applicable

Implications

If yes, please provide a brief risk description and reference number	Yes	No	N/A	Comments
Quality impact assessment completed		No		
Equality impact assessment completed		No		
Data Privacy impact assessment completed		No		
Financial impact assessment completed		No		
Associated risks	Yes			Inability to deliver system objectives without collaborative working by the providers and system partners.

Are associated risks detailed on the ICB Risk Register?		No		
Report authorised by:	Kevin McGee, Lead Chief Executive - Lancashire & South Cumbria PCB, Chief Executive for Lancashire Teaching Hospitals NHS Foundation Trust			

Terms of Reference for L&SC Provider Collaboration Board

Title	Terms of Reference for L&SC Provider Collaboration Board		
Version	Draft v001.3		
Target Audience	Lancashire and South Cumbria NHS Trust Providers		
Created - date	27 October 2022		
Date of Issue			
Document Status	Draft		
Description	Updated Terms of Reference for Lancashire and South Cumbria Provider Collaboration Board		
Document History:			
Date	Version	Author	Notes
27 Oct 2022	001-	Angela Bosnjak-Szekeres, SRO for Governance & Legal Services - Lancashire & South Cumbria PCB Christian Dingwall, Browne Jacobson	V001 is adapted from the PCB's last approved ToR July 2020 before its reconstitution as a joint committee
28 Oct 2022	001-2	Angela Bosnjak-Szekeres, SRO for Governance & Legal Services - Lancashire & South Cumbria PCB Christian Dingwall, Browne Jacobson	
22 Nov 2022	001-3	Angela Bosnjak-Szekeres, SRO for Governance & Legal Services - Lancashire & South Cumbria PCB Christian Dingwall, Browne Jacobson	Removal of Section 10. Update to Section 5 and 7, and inclusion of new Appendix A. Updates to grammatical inconsistencies, correction to names of Trusts.
Approval			

Lancashire and South Cumbria

Provider Collaboration Board Terms of Reference

1. Introduction

Lancashire and South Cumbria Provider Collaboration Board (PCB) is a formal joint working and delegation arrangement between

- Blackpool Teaching Hospitals NHS Foundation Trust
- East Lancashire Hospitals NHS Trust
- Lancashire and South Cumbria NHS Foundation Trust
- Lancashire Teaching Hospitals NHS Foundation Trust
- University Hospitals Morecambe Bay NHS Trust

(the Trusts) who are NHS providers within NHS Lancashire and South Cumbria Integrated Care System (ICS). The Trusts have agreed to reconstitute the existing PCB as a joint committee of them to enable increased collaboration and to commit to collective, binding decisions.

2. Name

Lancashire and South Cumbria Provider Collaboration Board (PCB).

3. Establishment

Each Trust Board has formally approved reconstituting the PCB as a joint committee with delegated functions in accordance with these terms of reference.

4. Aims and Objectives

The PCB aims to enable greater collaboration between the Trusts to:

- Improve the pace of decision making to enable better patient outcomes and quality of patient care
- Provide NHS Lancashire and South Cumbria Integrated Care Board (the ICB), NHS England, local authorities and the wider ICS with a single, collective view of the Trusts on proposals for service change
- Develop shared clinical and other services across Lancashire and South Cumbria including the associated operating delivery and governance models which they may agree to adapt, and
- Support financial stability and sustainability through reduced duplication and better use of existing resources
- Implement, manage and oversee shared corporate services on behalf of the Trusts.

5. Delegated Duties and Responsibilities

Each of the Trusts has agreed to delegate to the PCB the exercise of its functions for:

- Key strategic service transformation priorities as defined by the ICS and commissioners;
- Key priorities for provider productivity improvement
- Key opportunities for developing standardised approaches to service change and delivery
- Shared clinical services for community services
- Shared corporate services for: bank and agency workers; procurement; and financial transactions including a single financial ledger and payroll.

The PCB's workplan is set out in Appendix A. The PCB shall review its workplan as often as it considers necessary and at least annually with a view to agreeing updates to Appendix A

in accordance with section 7 of these terms of reference and always subject to being within its delegated authority.

The PCB shall exercise such further functions as the Trusts may delegate to it from time to time.

In exercising delegated functions, the PCB shall provide a single, collective view of the Trusts at all levels of the ICS through an agreed annual work programme relating to the delegated functions that promotes the best interests of the whole population.

6. Accountabilities and reporting lines/governance structure

The PCB is one part of an overall public sector service transformation programme within the ICS led by the ICB. The PCB will work within the existing structure of organisations and existing legal frameworks.

The principle of subsidiarity will be applied to the work programme of the PCB; issues will be addressed at the most appropriate level of decision making.

7. Decision Making

The PCB will operate as a joint committee. Each Board has delegated decision making authority to the PCB so the PCB may make collective decisions that bind the Trusts in relation to its delegated duties and responsibilities.

For issues that are entirely in the scope of the responsibility of the Trusts (e.g. additional corporate services functions) and those identified by providers that may require the consent / support of commissioners, there will be an initiation stage unless these terms of reference provide otherwise. Such issues will require support from a simple majority (number of votes) of the PCB to proceed to the case for change stage and be added to the PCB workplan. For those issues that require commissioner support, consideration will be given at the initiation and case for change stages, to agreeing at which stage in the process commissioner support should be sought.

Issues that are set out in Appendix A do not require any further initiation stage.

Issues to be decided by the PCB will be categorised as either Category 1 or 2. Categories 1 and 2 are defined as follows:

Category 1 - issues determined either by the ICB or the PCB where future decisions will be binding on all Trusts; and

Category 2 - issues on which any future decisions are binding on the Trusts who make up the eligible constituency

All PCB members will have the right to vote regardless of whether the service or issue was 'relevant' to them. An inclusive arrangement will enable a greater sense of collaboration and reciprocity – and where dispassionate views and opinion may assist in decision making.

Categorisation will be assessed through and proposed as part of the original planning.

Items/papers submitted to the PCB will make explicit whether they relate to Category 1 or 2 issues.

Whilst it is expected that decisions will be achieved through the usual processes of consensus, it will be necessary for proposals to be put to a vote in default of consensus. In the event of a

vote, decisions will be approved if a qualified majority of votes is in favour. The required qualified majority will be as follows:

No. of Member Trusts participating in decision	Qualified voting majority % greater than or equal to (\geq)
5	$\geq 80\%$
4	$\geq 75\%$
3	$\geq 66\%$

Any dispute about voting may be escalated in accordance with the Dispute Resolution as described.

8. Membership

Membership of the PCB shall comprise the Chief Executive and Chair of each of the Trusts. Each member must designate a deputy. The deputy may be an Executive Director or Non-Executive Director of the member Trust Board with voting rights.

	Member Trust	Member
1	Blackpool Teaching Hospitals NHS Foundation Trust	Chief Executive & Chair
2	East Lancashire Hospitals NHS Trust	Chief Executive & Chair
3	Lancashire and South Cumbria NHS Foundation Trust	Chief Executive & Chair
4	Lancashire Teaching Hospitals NHS Foundation Trust	Chief Executive & Chair
5	University Hospitals of Morecambe Bay NHS Foundation Trust	Chief Executive & Chair

There will be a total of 10 votes available.

A chartered governance professional will act as the PCB Company Secretary on behalf of the PCB in a support and secretariat role, and will attend its meetings but without voting rights.

9. Chair

The Chair of the PCB will be one of the Trusts' Chairs whom the members appoint by consensus. The Chair shall preside at meetings of the PCB. In the absence of the Chair at a meeting or part of a meeting, and with the Chair's prior agreement, the members may agree that one of them should deputise for the Chair.

The PCB Chair's term of office shall be two years from the date of appointment. The PCB Chair shall be eligible for reappointment on expiry of their term of office.

10. Meetings

The PCB shall meet at such times and places as the Chair may direct on giving reasonable written notice to members. Meetings will be scheduled to ensure that they do not conflict with Trust Board meetings and are synchronised so that PCB members can properly engage their organisations ahead of PCB meetings.

On occasion it may be necessary to arrange extraordinary meetings at short notice. In these circumstances the Chair will give as much notice as possible to members.

Meetings of the PCB shall not be open to the public.

Papers for the meeting will be issued one week in advance of the date the meeting is due to take place.

11. Costs and support functions

Costs incurred by and provision of support functions to the PCB will be borne equally by all Trusts, unless there are material grounds (agreed in advance by all members) to allocate specific costs on a different basis. Examples of costs likely to be incurred include the PCB Director, secretariat and consultancy support where it is appropriate and agreed by members.

12. Quorum

The quorum for a meeting of the PCB shall be:

- For a meeting at which a Category 1 decision will be made, all of the voting members of the PCB (or their designated deputies) must be in attendance or able to participate virtually by using video, telephone, web link or other live and uninterrupted conferencing facilities.
- For a meeting at which no decisions on Category 1 issues will be made, **80%** (in terms of whole numbers) of the voting members of the PCB (or their designated deputies) are required to be in attendance or able to participate virtually by using video, telephone, web link or other live and uninterrupted conferencing facilities.

13. Attendees

The PCB can request additional attendees at meetings to provide specialist advice or information and can call for the attendance of others, such as clinicians.

The Chair can permit other persons to attend PCB meetings, including individuals or representatives of organisations who request to attend.

Any additional attendees shall not count towards the quorum or have the right to vote at meetings.

14. Subcommittees

The PCB may appoint one or more subcommittees and sub-delegate to them the exercise of any of the PCB's delegated functions. Eligibility for membership of a subcommittee shall be restricted to individuals who are eligible to be members of the PCB or their deputies.

15. Conflict of interest

Members of the Board, including the Chair, should declare any conflicts of interest at the start of each meeting.

Should any member have concerns regarding an actual or perceived conflict of interest, they should report these to the PCB Company Secretary in the first instance.

A formal Declaration of Interest Register will be completed at the first PCB meeting.

16. Dispute Resolution

The agreed L&SC dispute resolution process shall apply and is attached at Appendix B.

17. Collective Responsibility

Once decisions are made, all members will have a responsibility to ensure achievement of the PCB's objectives and delivery of the work programme. Externally, members will be expected to represent the PCB's views and act as ambassadors.

18. Communications

Following each PCB a summary of actions and decisions will be sent to PCB members. A briefing on key discussions and decisions will be provided through the LSC governance.

19. Review of the performance of the PCB

The PCB shall review its own performance annually (led by the Chair) and implement and/or recommend any necessary changes. These changes will be reported to members' Boards.

20. Review of the Terms of Reference

The Terms of Reference will be reviewed annually in conjunction with the wider review of the PCB.

The PCB has no other powers than those in the Terms of Reference.

Appendix A - Workplan

The PCB's agreed current workplan is:

- Issues given to the PCB to progress by commissioners or pre-agreed as part of the ICS priorities which will form part of the workplan that will be agreed with commissioners through the ICS
- Shared clinical services for community services
- Shared corporate services for: bank and agency workers; procurement; and financial transactions including a single financial ledger and payroll

In accordance with section 5 of the core terms of reference, the PCB shall review its workplan as often as it considers necessary and at least annually with a view to agreeing updates to this Appendix A in accordance with section 7 of the core terms of reference and always subject to being within the PCB's delegated authority.

Appendix B - Lancashire and South Cumbria Provider Collaboration Board – Dispute Resolution Process

1.0 INTRODUCTION

- 1.1 A formal dispute resolution process is a last resort; organisations should do all they can to avoid disputes and, when they do occur, the aim should be to resolve them swiftly. Formal involvement in a dispute is a sign that the parties have failed in their duty to work together effectively for the benefit of the 1.7 million population of the region. This document sets out the dispute process and, to reduce the number and scale of these failures, it also outlines how organisations can be supported in resolving disputes before they require any formal process.

2.0 PRINCIPLES OF THE DISPUTE RESOLUTION PROCESS

- 2.1 The following principles are to be adhered to for any dispute resolution:
- The resolution agreement must be in the best interests of the population. It must maintain the quality of health and social care now and in the future, deliver the best possible outcomes for our population, support innovation where appropriate, make care more cost-effective, and allocate risk fairly
 - The resolution agreement must promote transparency and accountability. It should hold the members of the PCB accountable to each other and to patients and citizens, and facilitate the sharing of information to achieve the transformation objectives across Lancashire and South Cumbria
 - The parties to the PCB must engage constructively with each other within the dispute resolution process when working to reach agreements. This should involve agreeing a framework for negotiations, the sharing of relevant information, engaging appropriate stakeholders where applicable, and agreeing appropriate joint objectives for service improvement and delivery.

3.0 SCOPE AND APPLICATION OF THE DISPUTE RESOLUTION PROCESS

- 3.1 This dispute resolution process is intended for application to disputes arising beyond the geography of a single organisation or locality.
- 3.2 In the absence of any other such arrangements all localities are encouraged to adopt the policy to ensure wherever possible that a swift and satisfactory conclusion for all parties of any dispute is reached in compliance with the disputes resolution process.
- 3.3 The dispute resolution process applies to disputes arising from the following:
- Any non-compliance with decisions agreed through the formal PCB and ICB governance processes of both Boards and their associated governance, and specific approved minutes detailing specific decisions made at such meetings, and

- Actions that are in breach of the decisions of the PCB.

4.0 OUTLINE OF THE DISPUTE RESOLUTION PROCESS

4.1 This dispute resolution process operates in three stages:

- Stage One - Mediation: The first stage involves advice and/or mediation which must be taken by agreement solely between the disputed parties. It is expected that this process will be concluded within a two-week period. If the disputed parties reach an agreement this will be binding upon all parties and the dispute will be considered as settled
- Stage Two - Negotiation: The second stage involves formal negotiation between the disputed parties with the aim of reaching a negotiated position which is acceptable to all parties. It is expected that this process will be concluded within a two-week period. If the disputed parties reach an agreement this will be binding upon all parties and the dispute will be considered as settled
- Stage Three - Panel Negotiation: The third stage involves a more formal negotiation which will be facilitated by the Accountable Officer of the ICB (or their nominated deputy). It is expected that this third stage process will be concluded within a four-week period. This is the end of the dispute resolution process.

4.5 It is acknowledged that the Parties involved in any formal dispute have recourse to existing legal processes for dispute resolution. It is hoped that the process outlined here will support the local resolution of disputes.