

Meeting title:	Public Board					
Date of the meeting:	12 September 2024					
Title:	Escalation report from UHL/UHN Partnership Board					
Report presented by:	Andrew Moore, Trust Chair					
Report written by:	Becky Cassidy, Director of Corporate and Legal Affairs					
Action – this paper is for:	Decision/Approval	x	Assurance		Update	
Where this report has been discussed previously	Not applicable					

1. Purpose of the Report

To provide the Board with an overview of the discussions at the last Partnership Board.

2. Recommendation

To Board are asked to:

- note the updates within the report, and
- approve the proposed amendments to the Partnership Terms of Reference.

3. Summary

The Partnership Board met for the 2nd time on Tuesday 30 July 2024 at Leicester Royal Infirmary. This group is established to oversee and scrutinise the agreed workstreams of collaboration between UHL and UHN.

discussed and the following key highlights are made to the UHL Board:

- Revisit the purpose of the collaboration with a clear understanding of the ‘why’, ‘what’, ‘how’ and ‘when’
- The communication of the above to be thought through and ensuring it lands with the right audience group and the right point
- Acknowledgement of the commonality between the three organisations. There is already good natural clinical flow and joint working across sites in a number of areas
- Thinking more strategically how the three organisations can attract wider research opportunities and increase income
- The want to see tangible examples of impactful collaboration
- There is a need to demonstrate greater benefits against quicker timescale
- To enable collaboration to accelerate will require investment in resource. The committee want to understand how this will be resourced going forward

UHL:UHN collaboration agreement

The collaboration agreement was reviewed and supported by the Partnership Board subject to:

- Reaffirming the reference to accountabilities within the ICS

This will be presented to the UHL and UHN Boards for approval.

Partnership Board Terms of Reference

The Partnership Board received a revised version its terms of reference and seek **approval** from the UHL and UHN Boards for the following amendments:

- Change of name from “Partnership Board” to “Partnership Committee”
- NED membership reduced to Vice Chair’s from each respective Trust
- Strengthen the reference to ‘collaboration’

A full version of the terms of reference can be found in appendix 1. There will be a further review of the membership at its next meeting.

Joint Executive Team Terms of Reference

The establishment of the Joint Executive Team in October 2023 was for the operational oversight and delivery of the UHL:UHN collaboration. This is now a formal sub group reporting to the Partnership Board at every meeting. The terms of reference were received and approved by the Partnership Board.

Collaboration workstreams progress

The progress update was received by the Partnership Board. The key highlights of the discussion were:

- The reporting on progress to be more explicit about the impact being made to patients finance, performance etc...
- Recognised the progress and improvements made around waiting times
- Acknowledgement of the time and energy taken by the Executive Teams to focus and deliver the benefits of collaboration
- Suggestion made that Teneo provide an objective view on the progress made to date which can be reported back through the Partnership Board
- Acknowledgement that aspirations will be different as each site is naturally at different points eg. Improving safety ratings
- Demonstration of the progress being made could be strengthened. The Partnership Board suggested consideration be given how progress and impact is measured

Development of clinical services strategy

The development of a single clinical services strategy was supported. The main points of discussion were:

- The importance of establishing a clinical strategy that has key components across different axis – horizontal and vertical
- A clear vision for the clinical strategy needs to be understood and what the key guiding principles are, were a focus of discussion. It was suggested these principles included:
 - ✓ Patient care
 - ✓ Financial efficiencies
 - ✓ Productivity
 - ✓ Digital integration
- Wider consideration of how large-scale programmes across the group will knit into the strategy should be considered

UHN & UHL Partnership Committee

Terms of Reference

1. Constitution

- 1.1. The Partnership Committee is constituted as a standing Committee of the Kettering General Hospital NHS Foundation Trust Board of Directors, the Northampton General Hospital NHS Trust Board of Directors and the University Hospitals of Leicester NHS Trust Board of Directors (hereafter collectively referred to as “the Boards”). The Partnership Committee is constituted as a Joint Committee of the three Boards.
- 1.2. Its terms of reference are as set out below, subject to review and amendment by the Boards of Directors.

2. Purpose and scope

Context

- 2.1. University Hospitals of Northamptonshire NHS Group (UHN) and University Hospitals of Leicester NHS Trust (UHL) have entered a formal partnership. UHN is formed from Kettering General Hospital NHS Foundation Trust (KGH) and Northampton General Hospital NHS Trust (NGH).
- 2.2. Working together at scale provides the trusts with exciting opportunities to deliver benefits over and above what could be achieved as individual organisations. The trusts will work more closely together to strengthen clinical and support services and will improve efficiency, productivity and quality. Together, the trusts will work to improve the health and wellbeing of patients and create better employment opportunities.

Purpose and scope

- 2.3. The purpose of the Partnership Committee is to:
 - Set the direction of travel for collaboration across UHN and UHL;
 - Approve significant strategic decisions (such as joint investments), across UHN and UHL; and
 - Oversee a programme of collaboration between UHN and UHL.
- 2.4. The scope of the Partnership Committee covers all aspects of partnership working.

3. Membership and attendance

Membership

- 3.1. The Partnership Board will be chaired by the Group Chair of UHN and UHL.
- 3.2. Members of the Partnership Board are:
 - Group Chair of UHL and UHN
 - UHN Vice Chair
 - UHL Vice Chair
 - Group CEO of UHN and UHL
 - UHN CEO
 - UHL Chief Operating Officer
 - UHL Deputy Chief Executive
 - UHN Director Strategy
 - 1 Clinical Executive Director (Chief Nurse or Medical Director) from UHL
 - 1 Clinical Executive Director (Chief Nurse or Medical Director) from UHN
 - UHL Chief Financial Officer

- UHN Chief Financial Officer

3.3. If a member is unable to attend a meeting of the Partnership Committee, s/he will be responsible for identifying a suitable deputy to attend on their behalf. Such a deputy must have sufficient seniority and sufficient understanding of the issues under discussion. The deputy should be approved by the Chair in advance of the relevant meeting, is eligible to vote and should count in the quorum.

3.4. At the discretion of the Chair, additional representatives may be requested to attend meetings from time to time to participate in discussions or report on particular issues. Such additional representatives may include:

- Executive Directors who are not members of the Partnership Committee;
- Programme Directors / leads for specific projects / programmes of work relevant to the work of the Partnership Committee; and
- External stakeholders or advisers.

3.5. All members should make every effort to attend all the meetings of the Partnership Committee.

4. Secretary

4.1. The UHN Corporate Affairs team will provide secretariat support to the Partnership Committee.

5. Meetings and Quorum

5.1. The quorum for meetings is six members. The following roles must be represented for the meeting to be quorate: at least one Non-Executive Director from each trust, at least one Executive Director from each trust. No more than two deputies shall count towards the quorum.

5.2. A duly convened meeting of the Partnership Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Partnership Committee.

Frequency of meetings

5.3. The Partnership Committee will meet at least four times per year in person, as determined by the Chair.

Notice of meetings

5.4. Unless otherwise determined by the Chair, notice of each meeting confirming the venue, time and date, together with an agenda and supporting papers shall be circulated to each member of the Partnership Committee and any other person required to attend, no later than five working days before the date of the meeting.

6. Declarations of Interest

6.1. All members must declare any actual or potential conflicts of interest relevant to the work of the meeting, which shall be recorded in the Minutes accordingly.

6.2. Members should exclude themselves from any part of a meeting in which they have a material conflict of interest. The Chair will decide whether a declared interest represents a material conflict of interest.

7. Responsibilities and duties

Responsibilities

7.1. The Partnership Committee will provide the formal leadership for the collaboration between UHL and UHN. It will be responsible for setting strategic direction and providing strategic oversight of all joint activities. It will take decisions on a range of delegated matters where a joint decision across UHN and UHL is required.

Its responsibilities are to:

7.2. Consider recommendations from the trusts' leadership teams and make decisions where delegated by Boards on:

- The strategic priorities for collaboration across UHL and UHN; and
- The objectives of specific projects or programmes across UHN and UHL.

7.3. Regularly receive updates in order to review and scrutinise progress against the agreed objectives of collaboration.

7.4. Provide oversight of joint programme risks and ensuring organisational risks arising from the collaboration are identified, reported on and effectively managed.

7.5. Approve joint revenue and capital business case requests for funding (where funding is being sought from two or more trusts) in accordance with the limits set out in approved schemes of delegation, ensuring the outcomes and benefits are clearly defined.

7.6. Recommend to the Boards for approval business case requests for funding (where funding is being sought from two or more trusts) that are above the delegated limits set out in the approved schemes of delegation.

7.7. Provide a mechanism for joint action and joint decision-making across UHN and UHL.

7.8. Consider and propose to Boards changes in governance or processes that would enable the trusts to collaborate more effectively or efficiently.

7.9. Review and monitor risks associated with integration across UHN and UHL. Escalate these risks to the Boards where required.

7.10. Provide a forum for shared learning, enabling the identification and dissemination of best practice across UHN and UHL.

Duties

7.11. In carrying out these responsibilities, the Partnership Committee has a duty to:

- Act as leadership role models, demonstrating what can be achieved with strong collaboration across the trusts;
- Balance the need to work together at scale, with the development of local partnerships in each Place;
- Ensure that risks and unintended consequences from working together are considered and mitigated;
- Ensure learning and best practice is identified and shared across the three trusts.

8. Reporting responsibilities

Accountabilities and flow of decision authority:

8.1. The Partnership Committee is accountable to the Boards, and it will formally escalate issues and decisions as required in these Terms of Reference, at the request of the Boards, or at the discretion of the Chair.

- 8.2. The Partnership Committee will make whatever recommendations to the Boards it deems appropriate in any area within its remit.
- 8.3. The Partnership Committee may establish other working groups or sub-Partnership Committee which report into it as required.

Inputs:

- 8.4. On a regular basis the Partnership Committee will receive and review the following information:
 - Programme updates and reports
 - Reports from any sub-groups or working groups; and
 - Papers on key risks / topics for discussion or decision.

Outputs:

- 8.5. The secretary will minute the proceedings and decisions of all meetings of the Partnership Committee, including recording the names of those present and in attendance. Draft minutes shall be sent to the Partnership Committee Chair following the meeting and submitted for formal agreement at the next meeting.
- 8.6. A written summary of each meeting shall be submitted to the next scheduled meeting of the Boards, focused on items of escalations, items which have been approved and items connected to strategic risks and strategic direction. The Chair of the Partnership Committee will present the report.
- 8.7. The Group CEO of UHL and UHN will ensure that the UHL and UHN Executives remain cited on all key issues raised and decisions made by the Partnership Committee through the Joint Executive Committee.
- 8.8. An annual report will be produced, informed by a self-assessment conducted by the Partnership Committee and received and approved by the Boards. The report will cover the Partnership Committees:
 - Compliance with its terms of reference
 - Performance of its duties
 - Strategic priorities for the next 12 months

9. Other matters

- 9.1. Amendments to these Terms of Reference must be approved by the trusts' Boards.

The Partnership Committee will:

- 9.2. Have access to sufficient resources to carry out its duties
- 9.3. Consider any other matters where requested to do so by the Boards.

10. Authority

- 10.1. The Partnership Committee has delegated authority from the Boards to deliver the objectives and benefits of the three trusts working together.

The Partnership Committee is authorised to:

- 10.2. Seek any information it requires, or request attendance at a meeting, from any employee of UHL, KGH and NGH, in order to perform its duties;
- 10.3. Obtain, at the trusts' expense, legal or other professional advice on any matter within its terms of reference, subject to UHL / UHN Executive approval. For legal advice, the Director of Corporate & Legal Affairs shall be consulted prior to procurement of external advice; and

10.4. To appoint, with the agreement of the UHN Executives, Executive Groups with such membership and terms of reference as the Partnership Committee may determine and delegate any of its responsibilities to such an Executive Group.

Approved:

UHL Board of Directors, March 2024

UHN Boards of Directors, April 2024

Review: July – September 2024

