

## **Worcestershire Executive Committee**

### **Terms of Reference v3.0**

#### **1. Authority**

- 1.1. The Worcestershire Executive Committee (“the Committee”) is established in accordance with the Constitutional framework of each of the parties (“the Partners”):
  - WAHT
  - H&WCT
  - WCC
  - ICB
  - PCN (*note PCNs are not a statutory body*)
  - VCSE Alliance (*note the Alliance is not a statutory body*)
- 1.2. The Committee is authorised by the Partners and the Hereford and Worcestershire Integrated Care Board (“the ICB”) to act within these Terms of Reference.
- 1.3. The Committee is an advisory body which will make recommendations in accordance with the agreed principles for collaboration which will be taken for onwards approval by each Partner.
- 1.4. Any action required outside of these Terms of Reference requires the approval of the constituent Partners and/or the ICB.
- 1.5. The Committee cannot make binding decision upon the Partners, however individual members may make binding decisions (on their own organisation) within their individual authority or that delegated to them.

#### **2. Accountability**

- 2.1. The Committee is dually accountable to the Integrated Care Board and to each of the constituent Partners within the ICS.

#### **3. Purpose**

- 3.1. The purpose of the Committee is to work in partnership with the Health and Wellbeing Board to provide leadership for, and delivery of, the strategy and outcomes framework for the ICS at a Place level in Worcestershire.
- 3.2. The Committee will seek to act in the best interest of citizens, patients and the system as a whole rather than representing individual interests of its constituent organisations.

#### **4. Roles and Responsibilities**

- 4.1. The Committee will:
  - a) Make recommendations in relation to its areas of responsibility for approval by the Partners
  - b) In making its recommendations, it will take account of the view of others, including (but not limited to) any Stakeholder and Clinical Leadership Groups

- c) Oversee and facilitate the transformation and design of the future state of health and care at a Place level in Worcestershire, under the strategic direction of the Integrated Care Board and specifically including urgent, integrated and elective care.
- d) Oversee programme delivery, performance management, quality, safety and finance at Place level
- e) Provide a forum for a system approach to the resolution of escalating or wicked issues causing adverse performance, outcomes or experience for patients and citizens
- f) Undertake a confirm and challenge approach to development of Place-wide proposals for onwards approval by the Partners
- g) Oversee management, escalation and mitigation of cross Partner risks and interdependences
- h) Provide a forum to enable engagement and co-production between the Partners for the benefit of patients and citizens
- i) Endeavour to resolve any disputes between Partners and escalate issues to the Integrated Care Board where despite best endeavours this cannot be reached
- j) Provide a common Worcestershire voice to the HWBB and Integrated Care Board
- k) Provide assurance to the Partners on all areas of its responsibility.

## **5. Membership**

- 5.1. Members of the Committee may be appointed from any of the Partners, or other external bodies, as required to enable the Committee to fulfil its purpose.
- 5.2. The voting members of the Committee are as follows:
  - a) Executive Chair – who must be from an NHS statutory body
  - b) WAHT representative
  - c) HWHCT representative
  - d) WCC representative
  - e) PCN representative
- 5.3. The above member organisations each have one vote, regardless of the number of representatives attending the meeting. For the purposes of clarity, the Chair does not have an additional vote.
- 5.4. The following are expected to attend each meeting in a non-voting capacity (but may carry the vote of their organisation where listed above):
  - a) CEO of each member (or their representative)
  - b) WCC Strategic Director for People
  - c) Medical Director of each Trust
  - d) PCN Clinical Director representatives
  - e) Clinical Practitioner Forum Representative (which may be one of the PCN CDs or MDs)
  - f) Intelligence Cell representative
  - g) Healthwatch representative
  - h) VCSE Alliance representative
  - i) University of Worcester representative
  - j) CEO Worcestershire Children's First
  - k) WMAS representative
  - l) Director of Public Health
  - m) Place Development Director
  - n) Place Finance lead

- o) Representative of the Integrated Care Board

5.5. The following may be invited to attend the meeting on an ad hoc basis, in accordance with agenda and agreed priorities:

- a) Chief Operating Officers
- b) Place Quality Lead/Chief Nursing Officers
- c) Directors of Strategy
- d) Any other individual(s) (including those external to the Partners) as required to enable the Committee to fulfil its purpose.

5.6. Members can nominate a deputy to attend on their behalf when required. However, the deputy should be suitably qualified to represent the interests of the member.

5.7. A Vice Chair will be nominated for approval by the Board and will be from an NHS statutory body.

## **6. Quoracy**

6.1. The quorum necessary for the transaction of business shall be five, including at least one voting representative from each of the Partners, an independent/ citizen representative and a clinician.

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

6.3. If quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions for agreement may be taken.

6.4. If any member of the Committee has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards quorum and may not vote.

## **7. Declarations of Interests, Conflicts and Potential Conflicts**

7.1. The provisions of [Conflicts of Interest in the NHS – Guidance for Staff and Organisations](#) or any successor document will apply at all times.

7.2. Where a member of the Committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.

7.3. The Chair of the meeting will determine how this should be managed and inform the member of their decision. The Chair may require the individual to withdraw from the meeting or part of it. Where the Chair is aware that they themselves have such an interest, conflict or potential conflict of interests they will bring it to the attention of the Committee, and the Vice-Chair will act as Chair for the relevant part of the meeting.

- 7.4. Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes.
- 7.5. Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the Standards for Business Conduct Policy and may result in suspension from the Board.

## **8. Decision Making**

- 8.1. The Committee will use its best endeavours to make decisions by consensus, noting the decisions reached will only be in relation to agreeing recommendations for onwards approval by the Partners. For the avoidance of doubt, the Committee cannot make binding decisions on the Partners as set out in section 1.
- 8.2. The Committee will apply best practice in its deliberations and decision making processes and will conduct its business in accordance with national guidance and relevant codes of conduct and good governance practice.
- 8.3. Members of the Committee have a duty to demonstrate leadership in the observation of the NHS Code of Conduct and to work to the Nolan Principles, which are: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 8.4. Exceptionally, where a consensus decision is not possible the Chair (or Vice Chair) may call a vote.
- 8.5. Any member where a pertinent conflict of interest applies, will be excluded from voting in relation to the proposal where there is a conflict
- 8.6. Only voting members of the Committee have voting rights. Each voting member/ organisation is allowed one vote with a simple majority vote being conclusive on any matter.
- 8.7. In the event the vote is tied, the matter will be subject to further discussion and a further vote with the expectation of concluding the matter at Committee. If by exception and despite all best endeavours to conclude the matter, it remains unresolved, it will be escalated to the Integrated Care Board for further consideration, in consultation with the voting member Partners.
- 8.8. When there is an urgent matter where a decision is required outside of the meeting, the Chair may make a decision after conferring with at least one member from each of the voting member Partners ("Chair's action").
- 8.9. When Chair's action has been taken this must be ratified by the next quorate meeting of the Committee. Urgent decisions will only be taken when there is insufficient time available for the decision to be delayed until the next meeting.

## **9. Reporting Arrangements**

- 9.1. The Committee will report to the Integrated Care Board and the Partners following each meeting, confirming all recommendations made and any concerns raised. The report will include any proposals that are outside the authority of the Committee and which require escalation or onwards decision by the Partners.

9.2. The Committee will provide regular updates to the Health and Wellbeing Board to facilitate joint working between these two governance functions.

## 10. Sub-Committees and Matrix Working

10.1. The Committee may delegate responsibility for specific aspects of its duties to sub-Committees or time limited working/task and finish groups. The Terms of Reference of any such group shall be approved by the Committee and shall set out specific details of the areas of responsibility and time limitation.

10.2. Any sub-Committees or task and finish groups will report via their respective Chairs following each meeting or at an appropriate frequency as determined by the Committee.

## 11. Frequency of Meetings

11.1. Meetings will usually be held monthly, but may be called at any other such time as the Chair or any of the Partners may require.

## 12. Administration

12.1. The secretariat to the Committee will support the following:

- a) The agenda will be agreed with the Chair.
- b) Papers will be circulated 5 working days before each meeting;
- c) Additional items for the agenda will be taken by exception with the knowledge and agreement of the Chair in advance of the meeting commencing;
- d) The draft minutes and actions from each meeting will be circulated following the meeting and will be ratified at the next meeting.

12.2. Committee papers will be stored and archived by the secretariat. Where not exempted under the Freedom of Information Act 2000, papers will be available for disclosure, however Partners will be notified of any such request.

## 13. Review

13.1. These Terms of Reference and the effectiveness of the Committee will be reviewed after three months of operation and again in a further six months, or sooner if required. They will be formally reviewed before any potential delegation in April 2023

### Version Control:

Version	Date	Action	Who
V0.1	21/5/21	First draft	Rebecca O'Connor Company Secretary WAHT
V1.0	12/7/21	Revised draft for Partnership Board	Rebecca O'Connor Company Secretary WAHT
V1.1	03/08/21	Amended post Partnership Board to split CEO Children First and Director of Children's Services.	Rebecca O'Connor Company Secretary WAHT
V2.0	06/08/21	Updated post CEO discussions to reflect new title, confirmation of executive function and associated updates to support the same	Rebecca O'Connor Company Secretary WAHT
V3.0	6/10/22	Updated to reflect	Ruth Lemiech

		VCSE Alliance as equal partners, revised membership (updated job titles and reflecting intelligence cell and finance representatives) and wording updated to reflect the creation of ICB	Director of Place Development
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