

Appendix 2

Wirral Provider Partnership (WPP)

Terms of Reference

Purpose

To promote effective partnership working at Place across NHS bodies and other statutory and non-statutory organisations to ensure the strategic intent determined by the Health & Wellbeing Board, and agreed by the Place Based Partnership Board is implemented effectively and efficiently with due regard for population health to ensure the equitable provision of services to the community, financial stewardship and safety, whilst also supporting transformation and innovation to drive appropriate change at Place.

To provide strategic leadership for, and delivery of, the overarching strategy and outcomes framework for the place-based partnership and to achieve the objectives of the Health and Wellbeing Strategy to improve the health and wellbeing of the Wirral population.

Status and Authority

The WPP (or Partnership) is established by the Wirral Place Based Partnership Board (PBPB) and led (or delivered) by the Chief Executives of the provider and partner organisations at Place, each of which remains a sovereign organisation, to provide a governance framework for the further development of joint working between them in line with the core principles agreed with system providers that align to the Wirral Plan and will support the development and delivery of integrated care for the Wirral (see below).

The WPP (or Partnership) is not a separate legal entity, and as such is unable to take decisions separately from the provider and partner organisations or bind any one of them; nor can one organisation 'overrule' the other on any matter. As a result, the WPP (or Partnership) will operate as a place for discussion of issues with the aim of reaching consensus between the Parties in line with the principles.

The WPP (or Partnership) will function through engagement and discussion between its members so that each Party makes a decision in respect of, and expresses its views about, each matter considered by the WPP (or Partnership). The decisions of the WPP (or Partnership) will, therefore, be the decisions of the individual Party, the mechanism for which shall be authority delegated by the individual Parties to their representatives on the Partnership.

The Parties will delegate to their representative(s) on the Partnership Board such authority as is agreed to be necessary in order for it to function effectively in discharging its responsibilities in these terms of reference. The Parties will ensure that each of their representatives has equivalent delegated authority, which is in writing, agreed between the Parties and recognised to the extent necessary in their respective Schemes of Delegation (or similar) or through the approval of their respective Boards of Directors (where applicable). The Parties will ensure that their Partnership members understand the status of the Partnership and the limits of the authority delegated to them.

Accountability

The Partnership is accountable to each of the Chief Executives of the provider organisations, who shall be responsible for informing their Boards on the work of the partnership.

Responsibility

The WPP (or Partnership) is responsible for leading the Parties joint working in accordance with the Scope, Purpose and Objectives, in line with the terms of the MoU.

The members of the WPP (or Partnership) will for example:

- contribute to the development of the ICS across Cheshire and Merseyside.
- help plan services, balancing the needs of PLACE against the provisions and sustainability of high quality services.
- explore and ensure opportunities for the best use of resources supporting the delivery of all place based services (narrowing the performance curve).
- tackle variation through transparent data, peer review and support arrangements.
- equalise access (tackling inequality across Cheshire and Merseyside) and equalise pressures on individual organisations
- maximise the expertise, knowledge and learning opportunities between and across the Parties, to help improve service provisions locally.
- provide opportunities for innovation at scale: shifting the performance curve while guarding against any inequality impact.
- review the MoU – Scope, Purpose and Objectives – on an annual basis.

The WPP (or Partnership) members will make decisions together at meetings in respect of the Scope and Purpose of the partnership, including in relation to recommendations from the PSPB.

When making decisions together at WPP (or Partnership) meetings, the members will act in line with the principles and their respective obligations under the MoU

Membership

	Nominated Representative (Role/Title)	Organisation	Voting right
1	CEO	Wirral University Teaching Hospital	1
1	CEO	Wirral Community Health and Care	1
1	CEO	Cheshire and Wirral Partnership	1
1	CEO	Clatterbridge Cancer Centre	1
1	CEO	Local Authority	1
1	Chair of Wirral Primary Care Collaborative Ltd	All PCNs	1
2	Nominated leads	Voluntary, community, faith and social enterprise sector (VCSE)	1
(8)			(7)
	Other/ Points for considerations <ul style="list-style-type: none"> • Chair of Wirral Provider Partnership will be one of the nominated representatives on a rotational basis. • Chairs of relevant sub-committees and key programme leads (e.g., Programme Delivery Unit) in attendance where applicable. • Where required the Partnership will also invite other system partners and stakeholders to meetings to discuss relevant topics (e.g., HealthWatch) 		

In Attendance

The following non-voting members will attend WPP (or Partnership) meetings:

- a Director of Corporate Affairs or Trust Secretary from one of the provider organisations.
- a Minute Secretary from one of the provider organisations.
- The WPP (or Partnership) may invite others to attend meetings as observers. Such observers will not participate in decisions.

Quorum

The WPP (or Partnership) will be quorate if one of each of the Parties' representatives are present, one of whom shall be the Chair or the Deputy Chair. A member shall be deemed present if they are physically at the meeting or joining the meeting by telephone or video conference.

Attendance

All members should endeavour to attend all meetings. There will be a named alternate representative from each organisation, who will be kept informed about developments and will attend meetings in place of the main representative where necessary.

Named alternates should be kept appropriately briefed and carry suitable authority to participate in the business of the meeting, including making decisions.

Where neither the member nor substitute member is able to attend, apologies to be sent to the Chair in advance of the meeting.

Chair and Deputy Chair

The Chair and Deputy Chair shall be selected on an annual rotational basis from all partners.

Decision Making

The WPP will aim to achieve consensus wherever possible.

Each member of the WPP (or Partnership) will be representing their organisation and presently will only make decisions at the Partnership in respect of their own organisation in accordance with any delegated authority.

In the event a vote is required, each Party shall have one vote and decisions will require at least five members to support a proposal.

Conduct of Business

There will be 10 meetings of the partnership each year, or such other frequency as may be agreed between the Partners.

Meetings may be held in person, by telephone or video conference. Members of the WPP may participate (and count towards quorum) in a face-to-face meeting or via telephone or videoconference.

Any member may call extraordinary meetings of the WPP at their discretion subject to providing at least five working days' notice to Partnership members (via the Chair and the Secretary).

Circulation of the meeting agenda and papers via email will take place at least five working days prior to the meeting.

In the event members wish to add an item to the agenda they must notify the Chair and/or Trust Secretary who will confirm this with the other members accordingly.

The WPP will have administrative support agreed between Partners to:

- take minutes of the meetings and keep a record of matters arising and issues to be carried forward; and
- maintain a register of interests of Forum members.

The minutes of WPP meetings will be sent to representative members within 14 days of each meeting. It will be the members' responsibility to disseminate minutes and notes inside their respective organisations according to agreed governance arrangements.

Conduct of members and those in attendance

Members and attendees shall abide by the following etiquette;

- **Presence** - colleagues are required to attend and contribute
- **Prepared** - colleagues must have read the papers and materials
- **Punctual** - attend in good time for the meeting to begin; and
- **Participate** - colleagues are required to engage in the discussion or debate and be prepared to challenge and be challenged, accepting differing perspectives and observing shard values

Conflicts of interest

The members of the WPP must refrain from actions that are likely to create any actual or perceived conflicts of interests.

WPP members must declare all potential and actual conflicts of interest and ensure that such conflicts are managed in adherence with their organisation's conflict of interest policies and statutory duties.

If there is any conflict between these terms of reference and the MoU, the latter will prevail.

Administrative Arrangements

The Secretary will ensure:

- that the Partnership receives sufficient resources to undertake its duties.
- correct minutes of meetings are taken and once agreed by the Chair that they are distributed to the members.
- Actions of the meetings are reported to the next meeting of the Place Based Partnership Board.
- an action list is produced following each meeting and any outstanding action is carried forward on the action list until complete.
- conflicts of interest are recorded along with the arrangements for managing those conflicts.
- appropriate support to the Chair and Partnership members to enable them to fulfil their role.
- that advice is provided to the Partnership on pertinent areas of governance and meeting etiquette.
- the agenda is agreed with the Chair prior to sending papers to members no later than five working days before the meeting (taking into account any annual cycle of business).
- the papers of the Partnership are filed in accordance with appropriate policies and procedures.

The Trust Secretary (or their nominee) will collate the Partnership's annual report and agree the ways of working to enable the Partnership to meet the range of responsibilities set out in these terms of reference.

Review

These terms of reference will be reviewed on an annual basis, in line with the review of the MoU.
