



# **Wirral Place Governance Manual 2023**

V1.July 2023

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# 1. Introduction and Purpose

NHS Cheshire and Merseyside is working with each of the nine Places in the Cheshire and Merseyside Integrated Care System (ICS) to establish robust governance and assurance mechanisms through strong partnership arrangements. The Wirral Place Based Partnership Board (WPBPB) is the forum where NHS Cheshire and Merseyside will conduct business pertaining to the Borough transparently in the public domain and in collaboration with system partners.

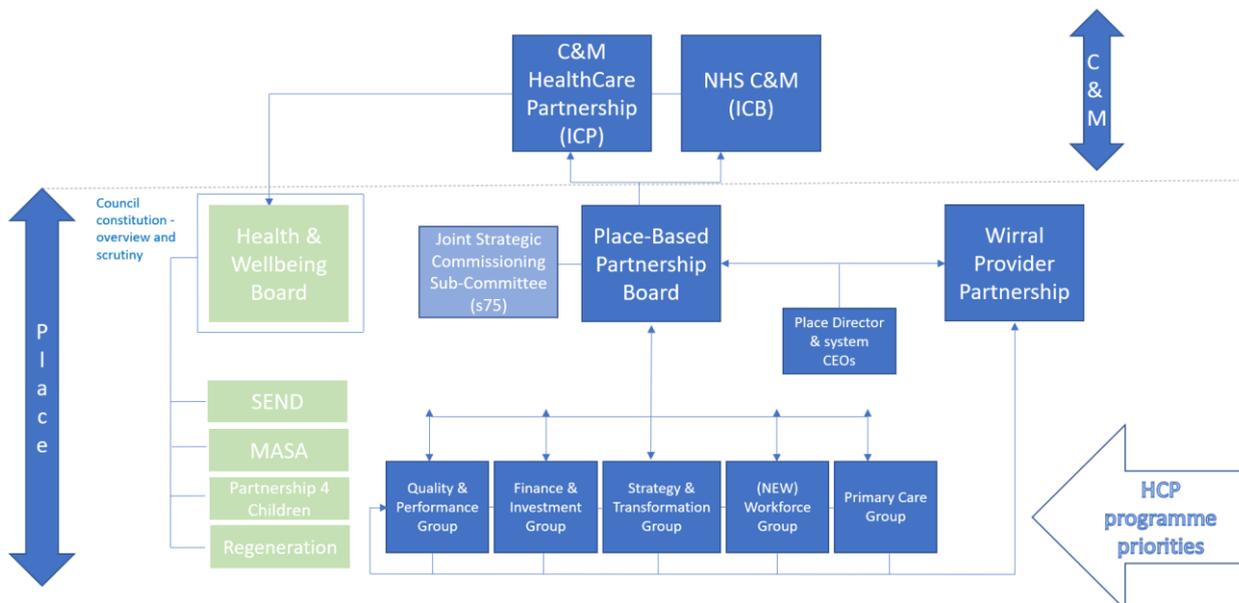
The WPBPB will have a shared purpose and focus on reducing unwarranted variation, tackling health inequalities and population health management by implementing the Place strategic intent into coordinated delivery.

This document provides a proposal for the governance of Place on the Wirral.

# 2. Place Governance Structure

Work has been carried out between partners to consider the most effective manner to govern Place arrangements for the Wirral. Focus has been given to the need to avoid unnecessary duplication of decision making and to ensure that the most appropriate delegations are in place and agreed by partners to ensure the best outcomes for patients and the communities we serve.

The recommended governance structure is outlined below:



26 June 2023

Figure 1: Wirral Place governance structure

### 3. Objectives and Areas of Focus

The PBPB will work together to implement the strategic intentions as determined by:

- National guidance to the NHS and local authorities.
- Cheshire and Merseyside Health and Care Partnership Strategy and Joint Forward Plan.
- Wirral Plan, Wirral Health and Wellbeing Strategy and Wirral Health and Care Plan.

The PBPB will therefore focus on:

- Defined decision-making functions for commissioning
- Health and care strategy planning and implementation at place
- Service delivery and transformation
- Population health management
- Connect support in the community
- Promote health and wellbeing
- Align management support
- Supporting provider and professional collaboration in a place
- Leading activities where there is a need to work across a larger population to address issues
- Play a major role in the delivery of national expectations attached to NHS funding

Key areas of focus include:

Areas of Focus	Components
<b>Promote health and wellbeing</b>	Alignment of public health and other local government strategies and plans. Leverage our role as 'anchor institutions.'
<b>Population Health Management</b>	Utilising population health intelligence and analytical capabilities at-scale to support redesign, prevention, and approach to addressing health inequalities.
<b>Place Performance</b>	Including operational performance management and reporting at system level. Development of improvement plans for area of concern.
<b>Pathway redesign</b>	Fostering a culture of innovation and closer working, enabling sharing of best practice between organisations, and promoting adoption of proven innovation. Focus on user journey and wider experience of health and care.
<b>Estates and Back Office</b>	Providing rationalisation and an amalgamation function, including shared back-office services.
<b>Efficiencies and Effectiveness</b>	Improving clinical efficiency and safety - improving experience and reduce waste through minimising avoidable contacts, reducing unwarranted variation and improving outcomes. Utilising digital technology.
<b>Integration of Services</b>	Decision support, delivery system design integration planning and due diligence.
<b>Financial coordination</b>	Service development, business case approvals, cost improvement programmes and cost savings, coordination of finances and financial reporting

## 4. Roles and Membership - WPBPB

Nominated Representative	Organisation	Status
Place Director (1)	NHS Cheshire & Merseyside	PBPB member
NHS Trusts (3) (Chief Executive or nominated Deputy)	Wirral University Teaching Hospital (WUTH) Wirral Community Health & Care (WCHC) Cheshire & Wirral Partnership (CWP)	PBPB member
Local Councillors (3)	Wirral Council	PBPB member
Chief Executive Officer (1) Director of Public Health (1) Director of Care and Health (1) Director of Childrens Services (1)	Wirral Council	PBPB member
Chief Executive Officer (1)	Health Watch	PBPB member
Nominated Representatives (4) (to include at least two GPs)	Primary Care (Community Dentistry, Optometry, Pharmacy and General Practice)	PBPB member
Nominated Representatives (2)	Voluntary, Community, Faith and Social Enterprise Sector (VCSFE)	PBPB member

The membership status above does not include any membership of the Joint Strategic Commissioning Board (JSCB) referred to in Figure 1. The membership table above refers exclusively to the Place-Based Partnership Board.

See also Appendix 2 for the JSCB.

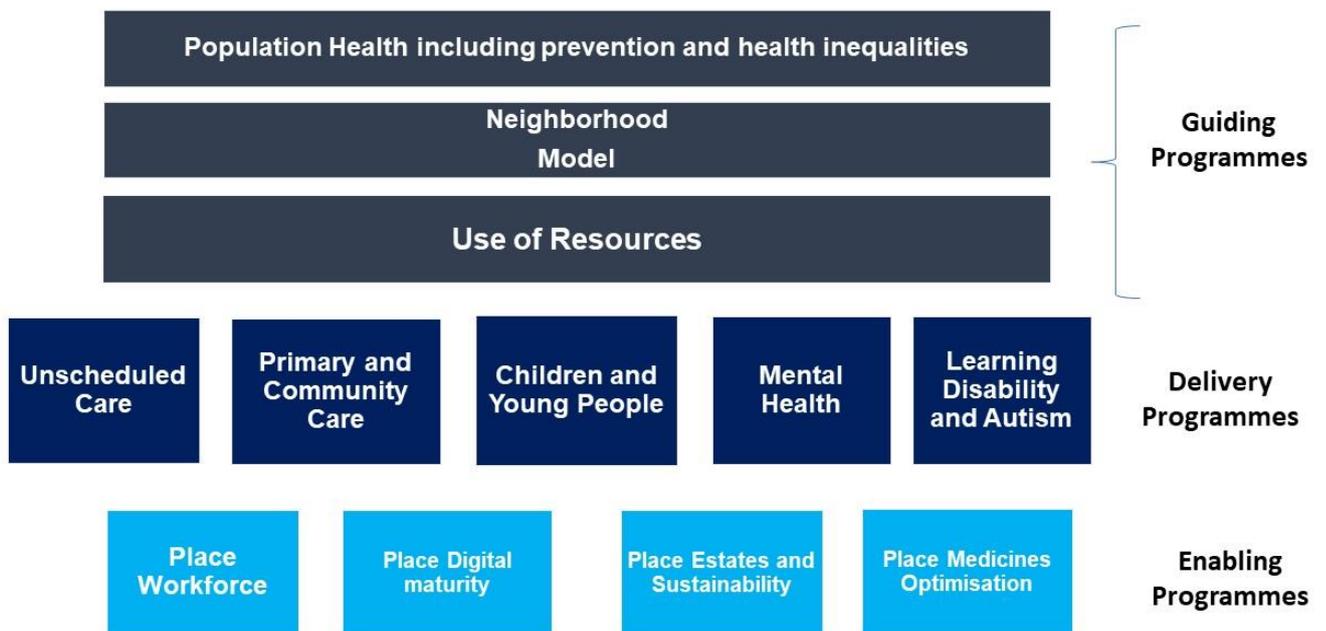
## 5. Programme Delivery

The Wirral Health and Care Plan is the collective plan on Wirral, for how the health and care organisations across Wirral will work together to progress with agreed strategic transformation priorities. The Plan identifies the priority programme areas under three broad themes of guiding programmes, delivery programmes and enabling programmes (Figure 1)

The priority programmes in the Health and Care plan have identified Senior Responsible Officers, programme leads and project support for each of the programmes. Oversight and assurance of progress of each priority will be subject to a Monitoring and Control strategy established and overseen by the Wirral Place Programme Delivery Unit and reported as shown in Figure 2 below.

The Plan and its deliverables will be monitored monthly and escalation to key partners will take place if progress of achievements and expected outcomes are not realised. Alongside this, the risks associated with each of the programmes within the Plan are managed within each work programme.

### Wirral Place Programmes



# Programme Reporting



## 6. Appendices

**Appendix 1 - Place Based Partnership Board Terms of Reference**

**Appendix 2 - Joint Strategic Commissioning Sub-Committee**

**Appendix 3 - Wirral Provider Partnership Terms of Reference**

**Appendix 4 – Place Director and Wirral System Chief Executives Meeting**

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- Quality and Performance Group
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- Strategy and Transformation Group
- Resources Group
- Primary Care Group

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- WPP - Agenda
- Subgroups - Agenda
- Report Format
- Minutes
- Action Plan
- Chair's Report

# Appendix 1

## Place Based Partnership Board

### Terms of Reference

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## 1. Introduction

The Wirral Place Based Partnership Board (WPBPB) will be responsible for the delivery of an Integrated Health and Social Care system through effective stakeholder collaboration and improved health and social care services to deliver better outcomes for the population of Wirral.

A number of core principles have been agreed with system providers that align to the Wirral Plan and will support the development and delivery of integrated care for the Wirral.

- Organise services around the person to improve outcomes.
- Maintain personal independence by providing services the closest to home.
- Reduce health inequalities across the Wirral population.
- Provide seamless and integrated services to patients, clients and communities, regardless of organisational boundaries.
- Maximise the Wirral health pound by delivery of improvements in productivity and efficiency through integration
- To strengthen the focus on wellbeing, including greater focus on prevention and public health

## 2. Purpose

The purpose of the WPBPB is to provide strategic leadership for, and delivery of, the overarching strategy and outcomes framework for the place-based partnership. It will do this by aligning its objectives and plans to those of the Wirral Plan 2021-26, Health and Wellbeing Strategy and the NHS Cheshire & Merseyside Health and Care Partnership Strategy to improve the health and wellbeing of the Wirral population.

The priorities and work plan for the WPBP Board will be set out in the WPBP Board Delivery Plan.

## 3. Authority & Status

The WPBPB is a non-statutory partnership that brings together representatives from statutory and non-statutory organisations within or working in Wirral with the necessary authority from their respective organisations to make collective decisions on strategic policy matters relating to the Place Partnership.

The WPBPB is not a separate legal entity in itself with delegated decision-making authority, and as such is unable to take decisions separately from its constituent members or bind any one of them; nor can one Partner organisation 'overrule' the other on any matter (save for where decisions may be taken by NHS Cheshire and Merseyside and Wirral Council with regards services/functions in scope of the S75 Agreement).

The WPBPB will operate as a place for discussion of issue with the aim of reaching decisions by consensus and/or to make recommendations and proposals to the boards of Partner organisations. Decisions may also be taken on behalf of a Partner organisation by that organisation's representative on the Board acting under their delegated authority.

The WPBPB scope and decision making may change in response to further statutory guidance in relation to delegations from NHS Cheshire and Merseyside to Place. The

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WPBPB will be engaged in the development of proposals for any change in status and delegation.

In the event that the WPBPB is unable to agree a consensus position on a matter, this will not prevent Partner organisation taking any applicable decisions they are required to take. Each of the Partner organisations of the WPBPB ensure that their designated representative:

- Is appointed to attend and represent their organisation on the WPBPB with such authority as is agreed to be necessary in order for the Wirral Place Based Partnership Board to function effectively in discharging its responsibilities as set out in these terms of reference which is, to the extent necessary, recognised in an organisation's respective scheme of delegation (or similar).
- Understand the status of the WPBPB and the limits of their responsibilities and authority in respect of the WPBPB and each of the respective statutory bodies or employing organisations. The legal status and authority of the Board may change in response to new legislation and/or as further guidance is released and implemented with regards decision making and delegations at Place.

#### **4. Role of the Place Based Partnership Board**

The WPBPB and its supporting groups will:

- Provide strategic and collective leadership to identify the transformational priorities.
  - Collaborate to focus on the highest priorities for the local system and communities at place and neighbourhood level.
  - Promote person-centred health and care services on the basis of clinical input and evidence.
  - Consolidate processes, share back-office services and support a system-wide workforce plan.
  - Drive greater efficiency and cost reduction.
  - Aim to improve Health and Wellbeing Outcomes for the Population.
  - Provide oversight and leadership of System Planning, Quality Assurance and Safeguarding.
  - Work in partnership to ensure that is effective and sustainable care home market across the borough.
  - Enable and support the Wirral Provider Partnership (WPP) to deliver population health outcomes.
  - Design and oversee governance (quality and safety) arrangements including system leadership capacity and capability, monitor delivery, financial stability, performance monitoring and system oversight.
  - Promote inter-agency co-operation, via appropriate joint working agreements/arrangements, to encourage and help develop effective working relationships between different services and agencies, based on mutual understanding and trust.
  - Make recommendations for commissioning of NHS Cheshire and Merseyside resources to Place
  - Drive forward the continued implementation of achieving a whole system coordinated approach.
  - Approve proposals for system wide outcome measures and mechanisms for reporting collectively.
  - Provide regular update reports to the Health and Wellbeing Board.
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- Receive and scrutinise reports and recommendations from operational meetings and groups relating to the place-based partnership (i.e. the supporting groups established at Place and the Wirral Provider Partnership).
- Approve the communication and engagement strategy and action plans of Wirral's Place Based Partnership Board and monitor delivery.
- Oversee placed based partnership infrastructure, workstreams or enablers such as Digital, Estates, Workforce activities and monitor progress.
- Assure itself that Safeguarding duties are met, and that practice is aligned to the policies determined by the Wirral's Children Safeguarding Partnership and Wirral's Adults Safeguarding Board.

**5. Co-options and engagement**

Representatives of other bodies may be invited to participate in Board discussions, or co-opted, to support effective decision-making. Such representatives should be invited bearing in mind the principles of fairness, equality, and transparency.

**6. Chairing the Wirral Place Based Partnership Board**

The WPBP Board appoint a Chair and Vice-Chair from within its membership.

The Chair/Vice Chair will:

- Facilitate the effective running of the Wirral Place Based Partnership Board by ensuring the Board operates within its agreed Terms of Reference.
- Work to ensure discussion is collaborative and works to recognise all partners as equals.
- Work with the Place Director to ensure that any agenda items put before the Board for consideration are aligned within the Place Objectives and local strategic plans.
- Work closely with the Place Director for Wirral to ensure the principles of partnership working and collaboration remain central to the functioning of the Board.
- The Chair/Vice Chair will work to ensure that decisions are achieved by consensus amongst partners.'
- Each sector will nominate a Chair and Vice Chair in accordance with the following schedule which covers the period 2022/23 to 2024/25.

Financial Year	Chair	Vice Chair
2023-24 (Apr – Mar)	Place Director	NHS Trust
2024-25 (Apr – Mar)	NHS Trust	VCSFE
2025-26 (Apr – Mar)	VCSFE	Local Authority
2026-27 (Apr – Mar)	Local Authority	Primary Care
2027-28 (Apr – Mar)	Primary Care	NHS Trust

The Chair shall preside over the WPBP Board meetings.

If the Chair is not present, the Vice-Chair shall preside.

If neither the Chair nor the Vice Chair is present, the members of the WPBP Board present shall select a Chair for the meeting from the members who are present at the meeting.



## 8. Responsibilities of members

All members of WPBPB are responsible for ensuring effective two-way communication between Place Based Partnership Board, the subgroups and operational groups and the organisations that they represent. Members of the Board have collective responsibility and accountability for its decisions.

## 9. Interests

All members of the WPBPB have a collective responsibility for its operation and are required to notify the Chair of any actual, potential or perceived conflict of interest to enable appropriate management arrangements to be put in place.

Conflicts of interest will be managed in accordance with the policies and procedures of Partner organisations and shall be consistent with the statutory duties contained in applicable legislation and the statutory guidance issued to Partner organisations.

All members are required to uphold the Nolan Principles and all other relevant NHS or Council Code of Conduct requirements which are applicable to them. It is expected that members act in the spirit of co-production and consensus in line with key partnership principles.

## 10. Meetings and decision making

Meetings shall be held in public.

Provision will be made for a private session of the Board when required.

The expectation is that private discussions will be the exception, and this will be supplemented by Board informal workshops/development sessions in private.

Members of the WPBP Board will:

- take decisions solely in terms of residents and patients best interests, above those of constituent organisations.
- be accountable for decisions and actions to the public and submit to appropriate scrutiny and in accordance with partner statutory duties.
- be open and transparent about decisions and actions basis for all decisions.

The aim will be for decisions of the WPBPB to be achieved by consensus decision making.

Voting will not be used, except as a tool to measure support or otherwise for a proposal. In such a case, a vote in favour would be non-binding.

The Chair will work to establish unanimity as the basis for decision making.

## 11. Quorum

A quorum will be at least 50% of the membership, to include the following:

Chair or Vice Chair

Place Director (Wirral), NHS Cheshire & Merseyside (or nominated deputy)

Wirral Council representative (1)

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NHS Trust representative (1)  
Primary Care representative (1)  
VCSFE representative (1)

This excludes those in attendance providing administrative support.

## **12. Frequency and format of meetings**

The WPBPB will meet monthly with the exclusion of August. Where meetings coincide with a General Election or a whole Council election period they will be cancelled. Scheduled dates for the following 12 months will be disseminated prior to the start of the financial year.

The Place Director and/or Chair may convene extraordinary meetings as required.

All meetings of the WPBPB will be open to attendance by members of the public to observe the discussion and decision-making process. Members of the public in attendance may not contribute towards the debate but will be invited to give any comment by the Chair at the end of the meeting.

## **13. Agenda, minutes and papers**

An agenda and minutes of the previous meeting will be circulated, wherever possible, 5 clear working days before each meeting, and papers relating to agenda items must be forwarded to the Chair at least 10 working days before the meeting for tabling.

The ratified minutes from the meeting shall be shared with members of the Health and Wellbeing Board at the next available meeting.

The minutes of meetings will clearly record decisions made and responsibilities for undertaking agreed tasks.

All members to prepare for meetings by reading through agenda and papers and preparing written reports as appropriate.

## **14. Administration**

The Place Director will work with the Chair and administrative support to establish and support these meetings. Administrative support will be provided by Wirral Council supported by the NHS Cheshire and Merseyside Wirral Place team, including the minuting of meetings and the circulation of agendas and papers. This will be reviewed regularly with the Place Director (Wirral).

## **15. Attendance/Substitutes**

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.

The WPBPB may co-opt persons to sit on the Board for a fixed period or to assist with specific matters.

## **16. Review of the Terms of Reference**

The WPBPB shall, at least annually, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Member organisations for approval. The WPBPB will also review these terms of reference if the delegation to Place from NHS Cheshire and Merseyside changes.

## **17. Relationship with Joint Strategic Commissioning Board (JSCB)**

The WPBP Board will meet on the same day as the JSCB and in the same location. There will be a deliberate break between the two meetings to allow for clarity on purpose, membership and decision-making.

The members of the PBPB will attend the JSCB, but only Wirral Council elected members and NHS Cheshire and Merseyside will be voting members of the JSCB. The JSCB will take its own decisions separately in accordance with its Terms of Reference.

## Appendix 2

### Joint Strategic Commissioning Board

#### Terms of Reference

A Sub-Committee of three (3) or more members of the Adult Social Care and Public Health Committee, subject to political balance, to sit in common or jointly with representatives of the National Health Service and to exercise delegated authority on behalf of the Council in respect of:

1. pooled funding arrangements with the NHS or other governmental bodies.
2. the place-based health and care arrangements as may be provided for by legislation; and
3. such other commissioning, strategic design, quality and performance of health and care services across the Borough of Wirral, including the outcomes and quality of those services,

within the terms of reference of the Adult Social Care and Public Health Committee, that the Committee may from time to time determine shall be the responsibility of the Sub-Committee.

## Appendix 3

### Wirral Provider Partnership (WPP) - To be reviewed

#### Terms of Reference

##### Purpose

The WPP (or Partnership) is established by the Chief Executives of the provider 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 principles.

##### Status and Authority

The WPP (or Partnership) is not a separate legal entity, and as such is unable to take decisions separately from the provider organisations or bind any one of them; nor can one provider 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 Forum.

The Parties will delegate to their representative(s) on the Forum 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 Forum members understand the status of the Forum and the limits of the authority delegated to them.

##### Accountability

The Forum 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 whilst collectively explaining the case for and benefits of NHS-provided place based services.

- 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 Forum meetings in respect of the Scope and Purpose of the partnership, including in relation to recommendations from the leadership Board.

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 Community Health and Care	1
1	CEO	Wirral University Teaching Hospital	1
1	CEO	Cheshire and Wirral Partnership	1
1	CEO	Local Authority	1
7	Clinical Directors and Chair of Primary Care Partnership	Primary Care PCNs and Primary Care Partnership	1
2	CEO/nominated leads	Voluntary, community and social enterprise and Faith sector (VCSE)	1
<b>(13)</b>			<b>(6)</b>
	Other/ Points for considerations <ul style="list-style-type: none"> <li>• Chair of Wirral Provider Partnership will be one of the nominated representatives on a rotational basis</li> <li>• Chairs of relevant sub-committees and key programme leads in attendance where applicable</li> </ul>		

## In Attendance

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

- a 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

## Chair and Deputy Chair

The Chair and Deputy Chair shall be selected by the members.

## Decision Making

The WPP (or Partnership) 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 Forum 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

Meetings of the WPP (or Partnership) will be held monthly, or such other frequency as may be agreed between the Parties.

Meetings may be held in person, by telephone or video conference. Members of the WPP (or Partnership) 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 (or Partnership) at their discretion subject to providing at least five working days' notice to Forum members (via the Chair and the Trust 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 (or Partnership) will have administrative support from the Host Organisation 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 (or Partnership) 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.

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## Conflicts of interest

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

WPP (or Partnership) members must disclose 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 Forum 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.
- 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 Forum members to enable them to fulfil their role.
- that advice is provided to the Forum on pertinent areas.
- 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 Forum are filed in accordance with the host trust's policies and procedures.

The Trust Secretary (or their nominee) will collate the Forum's annual report and agree the ways of working to enable the Forum 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.

## Appendix 4

# Place Director and Wirral System Chief Executive Meeting

## Terms of Reference

### 1. Introduction

NHS Cheshire and Merseyside has been established to:

- improve outcomes in population health and healthcare
- tackle inequalities in outcomes, experience and access
- enhance productivity and value for money
- help the NHS support broader social and economic development

NHS Cheshire and Merseyside is working with each of the nine places in the Cheshire and Merseyside Integrated Care System (ICS) to establish robust governance and assurance mechanisms through strong partnership arrangements. The Place Director and Wirral System Chief Executives Group is part of these governance arrangements within the Wirral Place.

### 2. Purpose

These Terms of Reference set out the membership, duties, and responsibilities of the Place Director and Wirral System Chief Executives Group. This meeting is a collaborative forum in which the Place Director (Wirral), NHS Cheshire and Merseyside, engages with senior executives from Wirral Council and NHS providers to support the delivery of Place priorities and objectives and a forum for escalating risks, both operational and strategic.

The Place Director and Wirral System Chief Executives Group will make recommendations on escalations in relation to the delivery of strategy and commissioning plans. The meeting will support decision making on escalated performance management and risk management issues to provide robust assurance to NHS Cheshire and Merseyside, Wirral Council and the Wirral Place Based Partnership Board.

### 3. Responsibilities / duties

The scope of the Place Director and Wirral System Chief Executives Group is to support the effective delivery of the Wirral Health and Care Plan and related work streams. The meeting will also be a forum in which the Place Director and senior executives can work together on any issue relating to health and care in Wirral that requires an integrated and collaborative response. The meeting will support the Place Director in the discharge of their duties on behalf of NHS Cheshire and Merseyside, acting as a “guiding hand” for the Wirral health and care system with the Place Director.

### *Overarching responsibilities*

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- Supporting the Wirral Place Based Partnership to work efficiently, effectively and economically, securing improvements in commissioning of care and services through integration and improved use of resources.
- Providing strategic leadership, management and direction of health and care services, ensuring the effective prioritisation of resources (both financial and other) at Place.
- Supporting the delivery of measurable improvements in the provision and delivery of health and care, through a range of opportunities including integration of services and joint commissioning.
- Ensuring the financial sustainability of all partners at Place, including understanding the financial recovery plans of partners.
- Making recommendations to the Wirral Place Based Partnership Board about the strategic direction and priorities to be delivered at Place.
- Support NHS Cheshire and Merseyside to deliver its plans, strategies, and statutory duties within Wirral.

### ***Other responsibilities***

- Provide Place based direction (as a Category 1 responder) in the event of emergency planning, preparedness, and response, and ensure NHS Cheshire and Merseyside supports its Partners with system, and as appropriate, with borough wide planning and activity.
- Oversee NHS England and other statutory bodies assurance planning and responses as they apply to Place.
- Co-ordinate its business with the Place wide partners, as appropriate, on matters relevant to the Wirral Place Based Partnership.
- Provide a platform for system escalation and discussion.

## **3. Specific Duties of the Place Director and Wirral System Chief Executives meeting**

### ***Governance***

The Place Director and Wirral System Chief Executives Group will:

- support the development of agendas and business for the Wirral Place Based Partnership Board.
- commission reports and audit/surveys it deems necessary to help fulfil its obligations.
- work within the Wirral Place Based Partnership governance structure.
- work with partners on the development and application of key governance, assurance and risk systems at Place.
- ensure appropriate arrangements in respect of information governance.

### ***Risk***

The Place Director and Wirral System Chief Executives Group will:

- promote good risk management and ensure effective corporate governance systems and processes are embedded across the Wirral Place Based Partnership that also promote effective partnership working and integration.

## **4. Administration**

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NHS Cheshire and Merseyside will support the organisation and conduct of meetings. This will include:

- Agreement of agendas with meeting attendees and the collation of papers.
- Keeping a record of actions, key issues, matters arising and issues to be carried forward.

## 5. Membership & Attendance

Cheshire and Wirral Partnership NHS Foundation Trust	Chief Executive
NHS Cheshire and Merseyside	Place Director (Wirral)
Wirral Community Health and Care NHS Foundation Trust	Chief Executive
Wirral Council	Chief Executive Director of Adults' Care and Health
Wirral University Teaching Hospitals NHS Foundation Trust	Chief Executive

Notified, named deputies to support attendance and participation are encouraged. Other colleagues may be invited to the Place Director and Wirral System Chief Executives meeting as required to support discussions. Those in attendance may attend all or part of the meeting.

## 6. Meetings

### **Leadership**

The System Chief Executives Group meetings will be Chaired by the Place Director. In the absence of the Place Director the group will select a Chair for that meeting.

### **Quorum**

Quorum will be three members, which must include the Place Director (or nominated deputy).

It is not envisaged that voting will be either necessary or encouraged.

### **Frequency**

The System Chief Executives Group meetings will be held monthly. Meetings will not be open to the public and will have the ability to schedule meetings as either face to face or electronically.

Papers for the meeting will usually be issued 5 working days ahead of the date the meeting is due to take place and usually no later than 4 working days. Tabled papers and presentations are permitted to take account of up to date and live information.

### **Emergency Powers & Urgent Decisions**

In the case of urgent decisions and extraordinary circumstances, every attempt will be made for the team to meet virtually. Where this is not possible the most senior or appropriate decision maker may exercise their powers in line with agreed delegations.



## **Format**

An agenda for each meeting will be agreed with the meeting members. Calls for items supporting discussion will also be made from the membership.

Advice, opinion and engagement may be sought from amongst the membership outside of the regular meetings, either as a group or on an individual basis.

## **7. Behaviours and Conduct**

Members will be expected to conduct business in line with the NHS Cheshire and Merseyside values and objectives and the principles set out by the organisation.

Members shall behave in accordance with NHS Cheshire and Merseyside's constitution, Standing Orders, and Standards of Business Conduct Policy.

All members are required to make open and honest declarations of the interest at the commencement of each meeting or to notify the Chair of any actual, potential or perceived conflict in advance of the meeting.

All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

## **8. Review**

The Place Director and Wirral System Chief Executives meeting will review its effectiveness at least annually.

These Terms of Reference will be reviewed at least annually and earlier if required.

# Appendix 5 Sub-Groups Terms of Reference

## Quality and Performance Group - To be reviewed

### Terms of Reference

#### 1. Introduction

The Wirral Place Quality & Performance Group is a Group of the Wirral Place Based Partnership Board and the Cheshire & Merseyside Integrated Care Board (ICB), known as NHS Cheshire and Merseyside (NHS C&M). These Terms of Reference (ToR) set out the membership, remit, responsibilities, and reporting arrangements of the Group.

#### 2. Purpose

To provide a forum at which place-based partners from across health, social care, public health and wider can routinely share insight and intelligence into local quality matters, identify opportunities for improvement and concerns/risks to quality, and develop place-based responses to support ongoing quality and performance improvement for the local population.

Place-based quality meetings will give place and local leaders:

- an understanding of quality and performance issues at place level, and the objectives and priorities needed to improve the quality, safety, experience, and effectiveness of care for local people, devolved down to providers as appropriate.
- timely insight into quality and performance concerns/issues that need to be addressed, responded to and escalated to Wirral Place Based Partnership Board and/or the NHS C&M Quality and Performance Committee (including to the System Quality Group (SQG)).
- positive assurance that identified risks and issues are being managed and effectively addressed further work to be undertaken on how to define and manage system risk
- confidence about maintaining and continually improving against each of the performance dimensions of quality (safe, effective, person-centred, well-led, sustainable, and equitable) of their services.

#### 3. Specific duties

- Gain timely evidence of provider and place-based quality performance, examples of data in **Appendix 1** (Relevant Quality Data and Intelligence).
  - Receive, review and scrutinise the integrated performance reports (via Public View Dashboard) with a focus on quality, safety and patient experience and outcomes.
  - Deliver at Place NHS C&M's key quality priorities, including priorities to address unwarranted variation and inequalities in care, and recommend these priorities to NHS C&M for inclusion in the NHS C&M Strategy / Annual Plan
  - Ensure the delivery of quality and performance objectives by providers and partners within the designated place, including Integrated Care System (ICS) programmes that relate to the place portfolio.
-

- Identify and manage a Place risk register and escalate where necessary, risks that materially threaten these and any local objectives in line with the NHS C&M Risk Management Strategy. Review and monitor those risks on the Board Assurance Framework (BAF) and Corporate Risk Register in relation to Place relating to quality, and high-risk operational risks which could impact on care.
- Identify themes in local triangulated intelligence that require local improvement plans for immediate or future delivery.
- Gain evidence that staff have the right skills and capacity to effectively deliver their role, creating succession plans for any key roles within the services.
- Hold senior staff to account for performance and the creation and delivery of remedial action/improvement plans where necessary.
- Share good practice and learning across providers and neighbourhoods.
- Ensure key objectives and updates are shared consistently with the NHS C&M Board, Quality and Performance Committee, SQG and ICS leaders via the appropriate and established governance structures.
- Provide and monitor the effectiveness of quality and performance management structures to oversee the management of the place.
- Ensure that mechanisms are in place to involve people systematically and effectively at Place that use services as equal partners in quality activities.

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

The Wirral Place Quality & Performance Group Chair has principal responsibility for:

- Chairing the Place Quality & Performance Group meetings including deciding the frequency of meetings required.
- Providing strategic direction.
- Ensuring the group achieves its overall objectives and delivers against requirements.
- Monitoring program and workplan progress.

#### **5. Responsibility of Members**

In addition to contributing to the delivery of the purpose and duties outlined above, individual Members of the Place Quality & Performance Group and those invited to attend the Place Quality & Performance Group meetings are responsible for declaring their own conflicts of interests (see below).

Management and mitigations will be at the discretion of the Place Quality & Performance Group Chair, which shall be documented in the meeting minutes.

#### **6. Frequency**

Meetings shall be held monthly with a minimum of 10 per year. Secretariat support will be provided by [xxxx].

Papers will be distributed electronically at least 7 working days prior to the meeting. Draft minutes will be circulated within 10 working days of the meeting.



## 7. Openness and Confidentiality

Members are required to treat documents as confidential. The status of all documents circulated will be clearly indicated.

## 8. Conflicts of Interest

Members are required to adhere to the NHS C&M Conflicts of Interest Policy. The Committee will ensure that C&M ICS and NHS England requirements and statutory guidance on management of conflicts of interest is adhered to. In particular, the Committee will:

- Act in accordance with the NHS C&M Risk Management Framework.
- Maintain appropriate registers of interests and a register of decisions.
- Publish, or make arrangements for the public to access, those registers in line with the C&M ICB Conflict of Interest Policy.
- Make arrangements requiring the prompt declaration of interests by the persons specified (members and employees) and ensure that these interests are entered into the relevant register.
- Make arrangements for managing conflicts and potential conflicts of interest in line with the C&M ICB Conflict of Interest Policy.
- Have regard to guidance published by NHS England in relation to conflicts of interest of Members.

## 9. Membership

The Chair will be the place-based quality lead.

Designation	Organisation
Associate Director of Quality and Safety (Wirral) - <b>Chair</b>	NHS C&M
	C&M ICB Place Quality Team Members
	Local Authority
	Public Health
	Voluntary, Community, Faith and Social Enterprise (VCFSE) Sector
	Provider Trust(s)
	Primary Care
	Maternity Network
	Lay Members with Lived Experience

In addition to the membership detailed above, any other individual may be invited to attend at the Chair's discretion.

## 10. Quorum

50% of members are required for the meeting to be quorate. An NHS Cheshire and Merseyside representative must be in attendance to make the meeting quorate,



## 11. Attendance

A representative (nominated deputy) must attend in the absence of members of the group.

All members are expected to actively participate in the discussions and decision making and deputies should be fully briefed to be able to participate in discussion and given delegated authority for any decision making. Alternatively, where appropriate members' views may be sought by email and reported verbally at the Place Quality & Performance Group

## 12. Reporting

The Quality and Performance group will report for:

- Quality Control, statutory responsibilities, roles and functions to
  - ICS established assurance structures via NHS C&M and local authorities
  - NHS C&M Quality & Performance Committee
  - Place Quality & Performance Groups
  
- Quality Improvement, transparency and sharing of learning to
  - NHS C&M
  - NHS C&M Quality & Performance Committee
  - C&M System Quality Group (SQG)
  - Place Quality & Performance Group

## 13. Review

The membership and terms of reference of the Wirral Place Quality & Performance Group will be reviewed annually in the first instance.

An annual effectiveness review of the group may also be undertaken.



# Finance and Investment Group - To be reviewed

## Terms of Reference

### 1. Introduction

NHS Cheshire and Merseyside (NHS C & M) has been established to:

- Improve outcomes in population health and healthcare
- Tackle inequalities in outcomes, experience and access
- Enhance productivity and value for money
- Help the NHS support broader social and economic development

The Wirral Place Based Partnership Board has been established to support the delivery of NHS C & M objectives and to:

- To provide strategic oversight, consultation, and ownership of the Place Partnership model of delivery to achieve the objectives of the Wirral Place Partnership to improve the health and wellbeing of the Wirral population
- To utilise existing contractual frameworks and the Section 75 agreement between statutory organisations to transform the way health and care services are delivered and services are integrated
- To contribute to and be responsible for the Wirral Place Plan aligned with the Joint Health and Wellbeing Strategy

### 2. Purpose

The group will oversee financial delivery and provide assurance on the arrangements in place for financial control and value for money across the system.

The group will assist Wirral Place Based Partnership Board to achieve its objectives to improve the health of the Wirral population in a sustainable manner. The group will also provide strategic oversight of the financial resources of the partner organisations in the Wirral Place Partnership.

The group will support the Wirral Place Partnership financial plan, reflecting the strategic direction of the partnership and provide advice to the Place Based Partnership Board to support effective and efficient system decision making as appropriate

### 3. Responsibilities / duties

The group will fulfil its purpose by:

Applying the principles for financial operations and management within Wirral and through making recommendations for financial priorities including:

- Delivery of long-term system financial sustainability and year on year system balance.
- Identifying and developing risk and gain share options.
- Resource distribution and funds flow arrangements.
- Capital, investment, and digital investment priorities.
- Strategic estates considerations.

Securing assurance, oversight, and any action to ensure delivery of the financial plan.

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Enabling development of a financial strategy in support of the Wirral system clinical strategy including:

- Aligning financial performance to quality and activity and workforce standards.
- Reviewing the allocation of resources to organisations taking into account the strategic objective of reducing health inequalities, improving health outcomes and supporting financial sustainability.
- Considering the road map for resource distribution across the system to support both place and provider collaboration design over the medium term.
- Identify, evaluate, and provide a regular report on financial performance against plans and other resource risk across the Partnership, including monitoring the system performance dashboard, and recommending any mitigating actions required.
- Provide oversight to the development of the Better Care Fund and Section 75 agreement, to expand in line with the place strategy.
- Monitor the performance of the collaboration agreement (Section 75) made between partners and to work with the integrated commissioning group (JHCCEG) to develop recommendations.
- Identify opportunities to shift/release resources to ensure the Wirral £ and resources of the Partnership are used effectively to further the Place Partnership Plan, using population health intelligence and horizon scanning.
- Develop and provide financial and other resource modelling information for the Wirral £ at the request of the Place Based Partnership Board in relation to the broader Place Partnership priorities.
- Evaluate and recommend decisions to be made by the Place Based Partnership Board which have a material impact on the resources of the Partnership or any Partners.
- Provide evaluation to the Place Based Partnership Board on system sustainability.
- Establish the financial framework and principles against which proposals for service change within the Partnership are developed.
- Advise on the development of mechanisms for risk/gain share amongst Place Partnership partners, taking account of financial consequences incurred by all member organisations.
- Have regard to potential impact of other financial and commissioning decisions which may have an impact on the Wirral Borough area.

The group will also advise and make recommendations to the Programme Delivery Group upon request in relation to resource and contractual implications of proposals and recommendations under discussion by the Programme Delivery Group, before the Provider Board puts any such proposals or recommendations to the Place Based Partnership Board.

#### **4. Delegated Powers and Authority**

The group will act within the authority of the NHS Cheshire and Merseyside covering the scope of its remit through regular reporting, discussions, investigation, and action.

#### **5. Membership & Attendance**

##### **Members**

- Associate Director of Finance and Performance (Wirral) - NHS C&M
  - Deputy Associate Director of Finance & Performance (Wirral) - NHS C&M
  - Director of Finance - Wirral Borough Council
  - Wirral Place Director - NHS C&M (Wirral)
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- Associate Director of Quality and Safety (Wirral) - NHS C&M
- Head of Primary Care and Partnerships (Wirral) - NHS C&M
- Head of Medicines Management
- Director of Finance - Wirral University Teaching Hospital NHS Foundation Trust
- Director of Finance - Wirral Community Health and Care NHS Foundation Trust
- Director of Business and Value - Cheshire and Wirral Partnership NHS Foundation Trust
- Director of Finance - Wider Determinants
- Nominated representatives from the VCFSE sector (2)

## **In attendance**

The group may invite representatives from the wider system, NHS C&M, NHSE/I region or supporting staff such as secretariat, governance, performance, direct commissioning, local authority, or transformation colleagues as required to support discussions.

## **6. Meetings**

### ***Leadership***

The Group will be chaired by the Associate Director of Finance and Performance (Wirral) – NHS C&M.

### ***Quorum***

For a meeting to quorate, at least 50% of the membership must be present.

It is not envisaged that voting will be either necessary or encouraged.

### ***Frequency***

Meetings will be held monthly with at least 10 meetings per year. 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 will not, usually, be open to the public and will have the ability to schedule meetings as either face to face or electronically.

Papers for the meeting will be issued ideally one week in advance of the date the meeting is due to take place and no later than 4 working days.

### ***Format***

An agenda for each meeting will be agreed with the Chair. Calls for items supporting discussion will also be made from the membership.

It is anticipated that the meeting may initially have both a business and developmental focus as it established and defines its role. Sufficient time will be allocated to items to enable full exploration of issues, constructive challenge, and reflection.

Advice, opinion, and engagement may be sought from amongst the membership outside of the regular meetings, either as a group or on an individual basis.

## ***Reporting***

The outputs of the group will be reported to the NHS C&M Finance, Investment and Resources Committee and the Wirral Place Based Partnership Board.

Meeting paperwork and content can be shared within the system finance community

## **7. Behaviours and Conduct**

All members are required to make open and honest declarations of the interest at the commencement of each meeting or to notify the Chair of any actual, potential or perceived conflict in advance of the meeting.

All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

## **8. Review**

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the Place Based Partnership Board for approval.



# Strategy and Transformation Group - To be reviewed

## Terms of Reference

### 1. Introduction

NHS Cheshire and Merseyside (NHS C & M) has been established to:

- Improve outcomes in population health and healthcare
- Tackle inequalities in outcomes, experience and access
- Enhance productivity and value for money
- Help the NHS support broader social and economic development

The Wirral Place Based Partnership Board has been established to support the delivery of NHS C&M objectives and to:

- To provide strategic oversight, consultation, and ownership of the Place Partnership model of delivery to achieve the objectives of the Wirral Place Partnership to improve the health and wellbeing of the Wirral population.
- To utilise existing contractual frameworks and the Section 75 agreement between statutory organisations to transform the way health and care services are delivered and services are integrated.
- To contribute to and be responsible for the Wirral Place Plan aligned with the Joint Health and Wellbeing Strategy.

### 2. Purpose

The Strategy and Transformation Group (WPSTG) will support the Place Based Partnership Board (PBPB) in:

- Setting strategy and delivering long term transformational change.
- Driving high quality sustainable outcomes.
- Providing robust governance and assurance.
- Creating a compassionate and inclusive culture.
- Building trusted relationships with partners and communities.
- Leading for social justice and health equality.

The WPSTG will support the PBPB in responding to national, regional, and local priorities for health and care - the strategic intent for these being set out in guidance to the NHS and/or local authority, developed through the Wirral Health and Wellbeing Strategy and aligned with the Wirral Plan 2026.

The WPSTG will ensure that there are plans in place for ratification by the PBPB that demonstrate how strategic priorities will be delivered through clear and agreed plans. This will include an agreed Wirral Place Plan for the relevant operating year as well as agreeing delivery plans for specific areas of work or in response to additional requests.

The WPSTG will have oversight of the key transformation work programmes being undertaken in Wirral and give assurance of delivery against ICP, ICB and Wirral Place Plans to the PBPB. The Group will support the achievement of the Wirral Place Plan and key transformation programmes, and report progress, develop solutions to challenges and keep programmes of work on track for the Place Based Partnership Board.

The WPSTG should be a forum to support the development of plans and delivery approaches that allow all partners to understand the why, agree the what and when and allow for the Wirral Provider Partnership to describe and deliver the how in practice.

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### 3. Responsibilities / duties

The WPSTG will fulfil its purpose by:

Providing a collaborative leadership forum to oversee the development of the annual plan for key transformation programmes. The plan will reflect the strategy and policy of NHS England, NHS Cheshire and Merseyside, NHS provider strategies and Wirral Council's Strategies and Wirral Plan (and making recommendations to the PBPB on their approval as required).

- Retaining a focus on health inequalities and improved outcomes
- Ensure that the delivery of the annual plans are achieved within devolved financial allocations
- Ensuring that it has the appropriate representation on its Group to ensure oversight of delivery of the integrated work programme to enable the achievement of the Place Plan priorities
- Establish effective communication, engagement, and co-ordination of reporting to the PBPB, identifying progress within work streams, any key issues or risks and/or proposed changes
- Gain assurance on the delivery against the annual plan and the key transformational programmes. Ensuring that work streams are fully established and driven forward at pace using service improvement methodology, tools, and techniques
- Make recommendations to the PBPB and maintain robust records of investment/spend and resultant benefit/ outcome
- Ensure effective co-ordination between the individual transformation workstreams and the enabler work streams, to enable delivery as well as to support requests for resource/additional support from NHS Cheshire and Merseyside /other partners
- Identify any changes required to the scope of individual work streams and/or additions to the work programme, ensuring there is sufficient aligned resources to enable delivery

### 4. Delegated Powers and Authority

The Group is responsible for overseeing the delivery of key transformation work programmes and give assurance of delivery against ICP, ICB and Wirral Place Plans to the PBPB. The Group will support the achievement of the Wirral Place Plan and key transformation programmes by;

- Making clear recommendations to the PBPB.
- Escalate issues to the PBPB.
- Produce and annual transformation plan to discharge its responsibilities
- Review the work programme and Terms of Reference of the Group annually.

The Group will act within the authority of the NHS Cheshire and Merseyside covering the scope of its remit through regular reporting, discussions, investigation and action.

### 5. Membership & Attendance

#### **Members**

<b>Role</b>	<b>Organisation</b>
Place Director (Wirral) - <b>Chair</b>	NHS Cheshire and Merseyside
Associate Director - Transformation and Partnerships (Wirral)	NHS Cheshire and Merseyside

Director for Adults' Care and Health - Deputy Chair	Wirral Council
Director of Public Health	Wirral Council
Director of Children's Services	Wirral Council
Director of Strategy and Partnerships and/or Director of Operations	Cheshire and Wirral Partnership NHS Foundation Trust
Chief Strategy Officer and/or Chief Operating Officer	Wirral Community Health and Care NHS Foundation Trust
Chief Strategy Officer and/or Chief Operating Officer	Wirral University Teaching Hospital NHS Foundation Trust
Chief Executive	Healthwatch Wirral
Programme Director	Healthy Wirral (employed by Wirral Community Health and Care NHS Foundation Trust)
Two nominated representatives	Voluntary, Community, Faith and Social Enterprise (VCFSE) Sector
Four nominated representatives	Primary Care will also be asked to nominate up to four people to attend the meeting, who should be representative of general practice, community dentistry, community optometry and community pharmacy.

If members cannot attend, they may send a deputy/nominated representative.

### ***In attendance***

The group may invite representatives from the wider system, NHS C&M, NHSE/I region or supporting staff such as secretariat, governance, performance, direct commissioning, local authority, or transformation colleagues as required to support discussions.

Other representatives from Wirral Place, particularly the Senior Responsible Officers of programmes of work, will be asked to attend the meeting as appropriate to the meeting agenda.

## **6. Meetings**

### ***Leadership***

The Group will be chaired by the Place Director (Wirral), NHS C&M.

The Director for Adults' Care and Health will act as deputy.

### ***Quorum***

The quorum shall be at least the Chair or Deputy Chair, plus four representatives, which should also include an NHS provider representative. If a deputy is representing a Member of the Group, that individual will be expected to be able to agree recommendations to the PBPB on behalf of the formal member. At least one representative of NHS Cheshire and Merseyside should be present for the meeting to be quorate.

Each organisation is required to send representation to at least 75% of meetings per annum to ensure adequate representation to the Group.

Other representation/stakeholders may be invited to attend by the Chair either on a standing basis or as and when required according to the needs of the Group.

It is not envisaged that voting will be either necessary or encouraged.

### ***Frequency***

Meetings will be held monthly with at least 10 meetings per year. At certain times of year, for example for winter planning or to produce annual strategies and plans as required by NHS C&M, the Group may meet fortnightly. 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 will not, usually, be open to the public and will have the ability to schedule meetings as either face to face or electronically.

Papers for the meeting will be issued ideally one week in advance of the date the meeting is due to take place and no later than 4 working days.

### ***Format***

An agenda for each meeting will be agreed with the Chair. Calls for items supporting discussion will also be made from the membership.

It is anticipated that the meeting may initially have both a business and developmental focus as it established and defines its role. Sufficient time will be allocated to items to enable full exploration of issues, constructive challenge, and reflection.

Advice, opinion, and engagement may be sought from amongst the membership outside of the regular meetings, either as a group or on an individual basis.

### ***Reporting***

The outputs of the group will be reported to the Wirral Place Based Partnership Board via a Chair's Report.

## **7. Behaviours and Conduct**

All members are required to make open and honest declarations of the interest at the commencement of each meeting or to notify the Chair of any actual, potential, or perceived conflict in advance of the meeting.

All members are required to uphold the Nolan Principles and all other relevant NHS Code of Conduct requirements.

## **8. Review**

These Terms of Reference and membership will be reviewed at least annually and earlier if required. Where people are nominated on behalf of primary care or the VCFSE this will also be reviewed at the same time. Any proposed amendments to the Terms of Reference will be submitted to the Place Based Partnership Board for approval.

# Workforce Group - To be reviewed

## Terms of Reference



# Primary Care Group

## Terms of Reference

### 1. Introduction

NHS Cheshire and Merseyside (NHS C&M) has established a committee to oversee the NHS C & M's exercise of its statutory powers relating to the provision of primary medical services under the NHS Act 2006, as amended by the Health and Care Act 2022.

### 2. Purpose

NHS C&M has established a series of Primary Care Groups nine of which sit within place-based arrangements, the tenth being a C&M System-wide Primary Care Committee with oversight of the full Cheshire & Merseyside area to function as the corporate decision-making forum for the management of the delegated functions and the exercise of the delegated powers.

These Terms of Reference (ToR) relate to the Wirral Place Primary Care Group.

### 3. Statutory Framework

The Health and Care Act 2022 amends the NHS Act 2006 by inserting the following provisions:

#### **13YB Directions in respect of functions relating to provision of services**

- (1) *NHS England may by direction provide for any of its relevant functions to be exercised by one or more integrated care boards.*
- (2) *In this section "relevant function" means*
  - (a) *any function of NHS England under section 3B(1) (commissioning functions);*
  - (b) *any function of NHS England, not within paragraph (a), that relates to the provision of*
    - (i) *primary medical services,*
    - (ii) *primary dental services,*
    - (iii) *primary ophthalmic services, or*
    - (iv) *services that may be provided as pharmaceutical services, or as local pharmaceutical services, under Part 7;*
  - (c) *any function of NHS England by virtue of section 7A or 7B (exercise of Secretary of State's public health functions);*
  - (d) *any other functions of NHS England so far as exercisable in connection with any functions within paragraphs (a) to (c).*

#### **82B Duty of integrated care boards to arrange primary medical services**

- (1) *Each integrated care board must exercise its powers so as to secure the provision of primary medical services to such extent as it considers necessary to meet the reasonable requirements of the persons for whom it has responsibility.*
- (2) *For the purposes of this section an integrated care board has responsibility for (a) the group of people for whom it has core responsibility (see section 14Z31), and (b) such other people as may be prescribed (whether generally or in relation to a prescribed service).*

In exercising its functions, NHS C&M must comply with the statutory duties set out in the NHS Act, as amended by the Health and Care Act 2022, including:

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- Having regard to and acting in a way that promotes the NHS Constitution (section 2 of the Health Act 1989 and section 14Z32 of the 2009 Act);
- Exercising its functions effectively, efficiently and economically (section 14Z33 of the 2006 Act);
- section 14Z34 (improvement in quality of services),
- section 14Z35 (reducing inequalities),
- section 14Z38 (obtaining appropriate advice),
  - a. section 14Z40 (duty in respect of research),
  - b. section 14Z43 (duty to have regard to effect of decisions)
  - c. section 14Z44 (public involvement and consultation),
  - d. sections 223GB to 223N (financial duties), and
  - e. section 116B(1) of the Local Government and Public Involvement in Health Act 2007 (duty to have regard to assessments and strategies).

In addition, NHS C&M will follow the Procurement, Patient Choice and Competition (No.2) Regulations 2013 and any subsequent procurement legislation that applies to NHS C&M as the Integrated Care Board (ICB).

#### **4. Delegated Powers and Authority - Role of the Group**

The Wirral Place Primary Care Group is established as a Group of NHS C&M in accordance with the NHS Act 2006, as amended by the Health and Care Act 2022, and is subject to any directions made by NHS England or by the Secretary of State.

The group has been established in accordance with the above statutory provisions to enable the effective review, planning and procurement of primary care services in relation to GP primary medical services and community pharmacy at a local level across the nine identified places of Cheshire & Merseyside – under delegated authority from NHS England.

In performing its role, the group will exercise its management of the functions in accordance with the agreement entered into between NHS C&M and NHS England. The agreement will sit alongside the delegation and terms of reference in accordance with the NHS C&M constitution.

The functions of the Group are undertaken in line with NHS C&M's desire to promote increased co-commissioning to increase quality, efficiency, productivity, and value for money and to remove administrative barriers.

#### **5. Commissioning of Primary Medical Services**

The role of the group shall be to oversee the functions relating to the commissioning of primary medical services under section 82B of the NHS Act 2006 in relation to GP primary medical services and community pharmacy - at a Place level. This includes the following:

- Management of General Medical Services (GMS), Personal Medical Services (PMS) and Alternative Provider Medical Services (APMS) contracts, including the design of PMS and APMS contracts, monitoring of contracts sat within its Place, and recommending material action to the System Primary Care Committee on some areas e.g., removing a contract.
  - Making recommendations to the System Primary Care Committee or making a decision on whether to establish new GP practices in an area.
-

- Approving practice mergers, branch closures, list closures and parties to contract changes.
- Making decisions on 'discretionary' payment (e.g., returner/retainer schemes) where referred to Place by NHS C&M.
- To manage the place-delegated budget for commissioning of primary care services.
- Ensure the delivery of NHS C&M Primary Care strategy including implementing the GP Forward View through robust contractual arrangements with general practices and appropriate developmental support.
- To review and propose service specifications and contractual proposals within a framework provided by the ICB for commissioned services from primary care providers within its Place.
- Support Primary Care Networks (PCNs) at Place to co-ordinate a common approach to the commissioning and delivery of primary care services.
- Any other contractual issues above not listed but detailed in the National Primary Medical Care Policy and Guidance Manual (link below).

<https://www.england.nhs.uk/publication/primary-medical-care-policy-and-guidance-manual-pgm/>

## 6. Commissioning of Community Pharmacy - To be confirmed

## 7. Additional responsibilities

The Wirral Place Primary Care Group may also carry out the following activities depending on local place governance:

- Support Primary Care development including:
  - development of primary care networks (PCNs) as the foundations of out-of-hospital care and building blocks of place-based partnerships and support General Practice relationship management.
  - Workforce, resilience, and sustainability.
  - Maximisation of GP Contract opportunities such as ARRS (Additional roles) and QOF outcomes
- Development of an integrated Estates programme at local level using flexibilities available through PCN arrangements, mixed estates with other partners, premises Improvement Grants and capital investment monies.
- To plan, including needs assessment, for primary care services within its place and to support, where required, System planning at scale for primary care.
- To undertake risk reviews of primary care services within its Place.
- To ensure contract proposals achieve health improvement and value for money both at Place and in-line with C&M wider strategy.
- To oversee quality and safety of primary care services delivered at place – providing regular assurance reporting to the NHS C&M System Primary Care Committee and ICB Quality and Performance Committee.
- Quality Improvement support where identified (e.g., improvement plans following Care Quality Commission (CQC) visits or GMS or PMS Contract reviews)
- Ensure that conflicts of interest have been mitigated in line with the NHS C&M Conflicts of Interest Policy and relevant national guidance, and all actions/ decisions involving consultation with committee members, its attendees or GPs in attendance or involved in discussion / the development of proposals will record any declarations of interest.

- Design of Local Enhanced Services (LES) and Local Improvement Schemes and Quality Outcomes Framework (QOF) type frameworks.
- Performance monitoring, providing assurance, on above schemes and services, and compliance to and through the NHS C&M System Primary Care Committee to NHSE/I; escalating issues to the NHS C&M System Primary Care Committee as may be required by legislation and/or delegation on the above local schemes if applicable.

The Group will operate in accordance with its delegated authority from the NHS C&M System Primary Care Committee and make decisions within the bounds of its remit. The decisions of the Group shall be binding on NHS England and NHS C&M.

For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders of Standing Financial Instructions of any of the members, the Delegation will prevail.

## 8. Sub-groups

The Group may establish sub-groups/working groups to support its agreed functions; this can include co-opting members from other organisations/stakeholders and other external bodies in an advisory role. The Group will receive and consider recommendations and proposals from the sub-groups while fulfilling its functions.

A report from each of the above sub-groups will be a standing item on every meeting agenda for the Group.

## 9. Risk Management

The Group will ensure the appropriate identification and management of place level primary care related corporate risks and relevant Place delivery strategic risks as per NHS C&M Risk Management Strategy.

The group will act within the authority of NHS C&M covering the scope of its remit through regular reporting, discussions, investigation, and action.

## 10. Membership and Attendance

### **Members**

- Place Director (Wirral) - NHS C&M.
- Associate Director of Finance & Performance (Wirral) - NHS C&M.
- Associate Director of Quality and Safety (Wirral) - NHS C&M.
- Associate Director of Transformation and Partnerships (Wirral) - NHS C&M.
- Head of Primary Care & Partnerships (Wirral) - NHS C&M.
- Local Authority officer representative - Wirral Council.
- Primary Care representative(s) from Place-based Partnership Board.
- Two representatives from the Voluntary, Community, Faith and Social Enterprise (VCFSE) sector, one of whom shall be the **Chair** of the Group.

In attendance by invitation:

- Healthwatch nominated representative.
-

- Local Representative Committee nominations (General Practice, Dentistry, Community Pharmacy, Community Optometry).
- Other partners as required.

All Group members may appoint a deputy to represent them at meetings of the Group. Group members should inform the Chair of their intention to nominate a deputy to attend/act on their behalf and any such deputy should be suitably briefed and suitably qualified (in the case of clinical members).

The Group may also request attendance by appropriate individuals to present agenda items and/or advise the Group on particular issues.

### Attendees

Only members of the group have the right to attend group meetings, but the Chair may invite relevant staff to the meeting as necessary in accordance with the business of the Group.

Meetings of the group may also be attended by the following individuals who are not members of the Group for all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

### ***In attendance***

The group may invite representatives from the wider system, NHS C&M, ICS, NHSE/I region or supporting staff such as secretariat, governance, performance, direct commissioning, local authority, or other colleagues as required to support discussions.

### ***Meetings***

The Group will normally meet in private. The Chair, in consultation with the Place Director, may agree to convene a meeting of the group in public where it meets criteria agreed with the ICB relating to public scrutiny of any proposed service changes.

The group will normally meet six times each year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

NHS C&M, the System Primary Care Committee Chair, Group Chair, NHS C&M Chief Executive or Place Director may ask the group to convene further meetings to discuss particular issues on which they want advice.

In accordance with the Standing Orders, the Group may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

### ***Leadership***

The Group will be chaired by a representative from the VCFSE sector.

## **11. Quorum**

A meeting of the group is quorate if the following are present:

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- At least five group members in total.
- At least one “independent” or system Partner
- At least one Clinical Member
- At least two NHS C&M Directors / Associate Directors (or their nominated deputies).

If regular members are not able to attend, they should make arrangements for a representative to attend and act on their behalf.

## 12. Decision-making and voting

Decisions should be taken in accordance with the financial delegation of the Executive Directors and directors present and/or any authority delegated to the committee by NHS C&M.

These Terms of Reference will be reviewed against NHS C&M’s Scheme of Reservation and Delegation once that document is formally approved by NHS C&M.

The group will usually make decisions by consensus. Where this is not possible, the Chair may call a vote.

Only voting members, as identified in the ‘membership’ section of these terms of reference, may cast a vote.

A person attending a meeting as a representative of a group member shall have the same right to vote as the group member they are representing.

In accordance with NHS C&M policy, no member (or representative) with a conflict of interest in an item of business will be allowed to vote on that item.

Where there is a split vote, with no clear majority, the Chair will have the casting vote.

## 13. Administrative Support

The group shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant lead officer.
- Records of members’ appointments and renewal dates are retained, and the Group is prompted to renew membership and identify new members where necessary.
- Good quality minutes are taken in accordance with the Standing Orders and agreed with the Chair and that a record of matters arising, action points and issues to be carried forward are kept.
- The Chair is supported to prepare and deliver reports to the Group.
- The Group is updated on pertinent issues/ areas of interest/ policy developments and action points are taken forward between meetings.

## 14. Accountability and Reporting Arrangements

The group is accountable to the NHS C&M System Primary Care Committee and shall report to the System Primary Care Committee on how it discharges its responsibilities.

The draft minutes of the meetings shall be formally recorded by the secretary and submitted to the group within 7-10 working days of the meeting.

The group will submit copies of its minutes and a key issues report to the System Primary Care Committee following each of its meetings. The group will also receive an equivalent report from the System Primary Care Committee.

The group may also provide ratified minutes and reports to other key groups within place – such as the Health and Wellbeing Board - as it deems appropriate.

The Group will provide the System Primary Care Committee with an Annual Report. The report will summarise its conclusions from the work it has done during the year.

The outputs of the group may be reported to NHSE/I supporting assurance, awareness, and interaction though the main channel of communication with NHSE/I will be the NHS C&M System Primary Care Committee.

## 15. Behaviours and Conduct

Members will be expected to conduct business in line with the NHS C&M values and objectives and the principles set out by NHS C&M.

Members of, and those attending, the group shall behave in accordance with the NHS C&M's Constitution, Standing Orders, and Standards of Business Conduct Policy.

All members shall comply with NHS C&M's Managing Conflicts of Interest Policy at all times. In accordance with NHS C&M's policy on Managing Conflicts of Interest, members should:

- Inform the Chair of any interests they hold which relate to the business of the group.
- Inform the Chair of any previously agreed treatment of the potential conflict / conflict of interest.
- Abide by the chair's ruling on the treatment of conflicts / potential conflicts of interest in relation to ongoing involvement in the work of the Group.
- Inform the Chair of any conflicts / potential conflicts of interest in any item of business to be discussed at a meeting. This should be done in advance of the meeting wherever possible.
- Declare conflicts / potential conflicts of interest in any item of business to be discussed at a meeting under the standing "declaration of interest" item.
- Abide by the Chair's decision on appropriate treatment of a conflicts / potential conflict of interest in any business to be discussed at a meeting.

As well as complying with requirements around declaring and managing potential conflicts of interest, members should:

- Comply with NHS C&M's policies on standards of business conduct which include upholding the Nolan Principles of Public Life.
- Attend meetings, having read all papers beforehand.
- Arrange an appropriate deputy to attend on their behalf, if necessary.
- Act as 'champions', disseminating information and good practice as appropriate.
- Comply with the ICBs' administrative arrangements to support the Group around identifying agenda items for discussion, the submission of reports etc.

### Equality diversity and inclusion

Members must demonstrably consider the equality, diversity, and inclusion implications of decisions they make.

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## **16. Monitoring Effectiveness and Compliance with the Terms of Reference**

The Group will review its effectiveness at least annually.

## **17. Review of the Terms of Reference**

These Terms of Reference will be reviewed at least annually and earlier if required. Any proposed amendments will be submitted to the Group for approval.



# Appendix 6 Templates

## Place Based Partnership Board

### Agenda

(There will be a separate pre-meeting with a separate agenda circulated)

<b>Meeting</b>	Wirral Placed Based Partnership Board
<b>Date</b>	
<b>Time</b>	
<b>Location</b>	

<b>Agenda Item</b>	<b>Lead</b>	<b>Presenter</b>
1. Welcome and Apologies for Absence	Chair	
2. Declarations of Interest	Chair	
3. Minutes of Previous Meeting	Chair	
4. Action Log	Chair	

#### **Operational Oversight and Assurance**

- |   |       |  |
|---|-------|--|
| 5. Chair's Business and Strategic Issues<br>- <b>Verbal</b> | Chair |  |
| 6. Board Assurance Reports                                  |       |  |
| 9.1) Quality and Performance<br>Dashboard                   |       |  |
| 9.2) Finance Report   |       |  |
| 9.3) Board Assurance Report and<br>Risk                     |       |  |
| 9.4) Programme Dashboard                                    |       |  |

#### **Items for Discussion and Decision**

7. Items

#### **Items for Information**

- |  |                  |
|--|------------------|
| 8. Committee Chairs Reports  | Committee Chairs |
| <ul style="list-style-type: none"><li>• Primary Care</li><li>• Quality Performance</li><li>• Strategy and Transformation</li><li>• Finance and Performance</li><li>• Resources</li></ul> |                  |



## Closing Business

- |                              |       |
|------------------------------|-------|
| 9. Questions from the Public | Chair |
| 10. Any other Business       | Chair |

## Date and Time of Next Meeting

Date

**NOTE:** The JCSB will carry a separate agenda to the WPBPB but will meet on the same day.



# Wirral Provider Partnership

## Agenda

<b>Meeting</b>	Wirral Provider Partnership Board
<b>Date</b>	
<b>Time</b>	
<b>Location</b>	

### Agenda Item

### Lead

### Presenter

1. Welcome and Apologies for Absence Chair
2. Declarations of Interest Chair
3. Minutes of Previous Meeting Chair
4. Action Log Chair

### Operational Oversight and Assurance

5. Chair's Business and Strategic Issues – **Verbal** Chair
6. Board Assurance Reports  
6.1)

### Items for Discussion and Decision

7. Items

### Items for Information

- 8.

### Closing Business

9. Any other Business Chair

### Date and Time of Next Meeting

Date

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# Sub-Groups

## Agenda

<b>Meeting</b>	
<b>Date</b>	
<b>Time</b>	
<b>Location</b>	

<b>Agenda Item</b>	<b>Lead</b>	<b>Presenter</b>
1. Welcome and Apologies for Absence	Chair	
2. Declarations of Interest	Chair	
3. Minutes of Previous Meeting	Chair	
4. Action Log	Chair	

### **Operational Oversight and Assurance**

5. Chair's Business and Strategic Issues    Chair  
**Verbal**
6. Assurance Reports

### **Items for Discussion and Decision**

7. Items

### **Items for Information**

8. Items

### **Risk**

**Any new risks identified to be added to the relevant risk register**  
**Any risks to be escalated to the PBPB (via the Chair's report)**

### **Closing Business**

9. Agreement of actions and decisions    Chair  
Any other Business

### **Date and Time of Next Meeting**

Date

---

<b>Title</b>	(Insert title of the report – it should match the agenda)
<b>Area Lead</b>	(Insert Name, Job Title)
<b>Author</b>	(Insert Name, Job Title)
<b>Report for</b>	

<b>Report Purpose and Recommendations</b>
<p>The purpose of this report is to provide.....</p> <p>(Insert a high-level summary of why this report is presented and what it asking for, e.g. approval, noting, etc.)</p> <p>It is recommended that the Group/Board/Committee (delete as appropriate):</p> <ul style="list-style-type: none"> <li>(Insert the recommendations that will be reflected in the minute)</li> </ul>

<b>Key Risks</b>
<p>This report relates to these key Risks:</p> <ul style="list-style-type: none"> <li>(Insert high level risks – link to risk register where possible. Consider which risks are most impacted by this report, and/or which risks this report mitigates. Further detail of controls and mitigations should be included in the “implications” section.)</li> </ul>

<b>Governance journey</b>			
<b>Date</b>	<b>Forum</b>	<b>Report Title</b>	<b>Purpose/Decision</b>
	(Insert where the report has been)		(Insert brief indication of what the report required)

<b>1</b>	<b>Narrative</b>
1.1	<p><b>(Insert Sub-Heading)</b></p> <p>(Insert ...</p> <p>What is the background narrative of the report? Where did it come from and why is it here?</p> <p>Consider what this forum has already seen (above) and ensure they have enough information in order to fully understand what is being requested. Have other Boards or Committees reviewed or scrutinised this information, and what were their conclusions/recommendations?</p> <p>What’s the timescale involved, if any?</p> <p>What is the decision requested, or what is to be noted? What will need to be changed, implemented, or stopped?</p>

1.2	(Insert further rows for additional sub headings as needed)
1.3	(Insert further rows for additional sub headings as needed)
1.4	(Insert further rows for additional sub headings as needed)

<b>2</b>	<b>Implications</b>
2.1	<p><b>(Insert Sub Heading)</b>          (Insert ...          Link to the risk assessment on the first page – how does this link to or impact the Risk Register?          Consider the risk involved</p> <ul style="list-style-type: none"> <li>- What is the risk if we do this? Consider operational, safety, financial, reputational, current and future risks</li> <li>- What if we don't do this?</li> <li>- Are there are risks that would be increased or decreased as a result of this proposal? What mitigations and controls are in place around these and what needs to be implemented? Do these controls require further cost?</li> </ul> <p>Consider the financial implications</p> <ul style="list-style-type: none"> <li>- What impact will this have on budget? What other financial implications could this have?</li> <li>- What implications would this have on the Business Plan and is further stress testing required?</li> </ul> <p>How will it be monitored?</p> <p>Consider the regulatory perspective</p> <ul style="list-style-type: none"> <li>- Which regulatory entity will this impact</li> <li>- Is regulatory engagement required and what are the timescales for this?</li> </ul>
2.2	(Insert further rows for additional sub headings as needed)

<b>3</b>	<b>Conclusion</b>
3.1	<p>(Insert ...          What are the next steps?          Where/when does the next approval take place?          Is there any further assessment or process that needs to take place if this approval goes ahead?)</p>

<b>Author</b>	(Insert Name, Job Title)
<b>Contact Number</b>	(Insert)
<b>Email</b>	(Insert)



# Template Minutes Format

<b>Meeting</b>	
<b>Date</b>	
<b>Location</b>	

**Members present:**

(insert initials) (insert name) (insert job title)  
(insert further rows as needed)

**In attendance:**

<b>Agenda Item</b>	<b>Minutes</b>	<b>Action</b>
(insert item No)	(insert further rows as needed for each agenda item)	(insert name or initials)

*(The meeting closed at TBC.)*



## Template Action Plan

Action Log

Forum

Date

No.	Date of Meeting	Minute Ref	Action	By Whom	Action status	Due Date
1.						
2.						
3.						
4.						

# Template Sub-Group Chairs Update

**Meeting Name**  
**Date**

**Item No**

<b>Report Title</b>	
<b>Author</b>	

## Overview of Assurances Received

- (Give a short outline of key assurance received by the meeting, i.e. year end reports, ongoing risk mitigation/controls, performance management...)

## New/Emerging Risks

- (Give a short outline of any new or emerging risks identified by the meeting)
- (Highlight mitigations/controls if considered by the meeting.)

## Items for Escalation/Action

- (What assurances have the meeting requested from staff or other Committees?)
- (What items did the Committee feel should be escalated? What is the context around this and what timescales are involved)

## Other comments from the Chair

- (Anything further to note, i.e. any next steps, upcoming activity, etc)

