Governance Arrangements Accountable Care Partnership

Outcomes of Governance Review – for Partner Organisations

NHS Sheffield CCG Governing Body meeting

J

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Author(s)	Rebecca Joyce, ACP Programme Director
Sponsor	Kevan Taylor, EDG Chief Executive

1. Purpose

A number of stakeholders around the system raised issues regarding the governance arrangements of the ACP Board. These include concerns relating to public transparency, accountability and representation of the ACP Board.

A full review of governance arrangements was undertaken with the involvement of all partners. Final arrangements were agreed on 29 March 2018 at the Accountable Care Partnership Board. The purpose of this paper is to share the outcome of that review with all organisations and to share the full response to all feedback received.

2. Introduction / Background

The review comprised:

- Discussion with the co-chairs of the Health and Wellbeing Board and the ACP Board;
- Discussions with other stakeholders who have raised issues (i.e. CCG lay members) Member and Chair of CCG Audit Group, some voluntary sector organisations, Healthwatch, the Local Medical Committee;
- A review of comparative governance arrangements for ACP footprints across South Yorkshire and Bassetlaw;
- A review of existing Terms of Reference (ToR) of partner Provider Boards, SCCG Governing Body and the Council's Health and Wellbeing Board;
- An initial set of recommendations considered by the Executive Delivery Group on 26 February 2018 to refine the proposals for consideration by ACP Board;
- The receipt of feedback from each partner organisation, in light of the discussion at Executive Delivery Group.

On 29 March 2018, the ACP Board reached a pragmatic set of decisions to improve the public transparency, accountability and representation of the ACP Board. Chairs and Chief Executives (or their representatives) were present from all six organisations.

All partner organisations and stakeholders are thanked for their participation in the review.

3. Is your report for Approval / Consideration / Noting
Consideration and approval
4. Action for Accountable Care Partnership/Recommendations
All six partner organisations are now requested: • To ratify the decisions reached; • To provide final feedback to the ACP Board (via the Programme Director) by end of May; • To note that we will again review governance arrangements in 12 months, recognising arrangements around the ACP will continue to evolve. **It is important to note that all organisations had individual recommendations supported and, in other areas, have compromised to reach this set of "good enough" governance arrangements for the ACP.** **All partners have articulated their desire for the ACP to be a vehicle for change and the Board is keen this pragmatic set of agreements is supported by all partner organisations, so we can focus the time and work of the ACP on the change programme set out.**
5. Other Headings
Not applicable
Are there any Resource Implications (including Financial, Staffing etc)?
Not applicable

Governance Arrangements Accountable Care Partnership

Outcomes of Governance Review – for Partner Organisations

1. Introduction / Background

1.1 A number of stakeholders around the system raised issues regarding the governance arrangements of the ACP Board. These include concerns relating to public transparency, accountability and representation of the ACP Board. A governance review was undertaken at the request of the ACP Board to address this.

1.2 The governance review comprised

- Discussion with the co-chairs of the Health and Wellbeing Board and the ACP Board;
- Discussions with other stakeholders who have raised issues (i.e. CCG lay members); Member and Chair of CCG Audit Group, some voluntary sector organisations, Healthwatch, the Local Medical Committee);
- A review of comparative governance arrangements for ACP footprints across South Yorkshire and Bassetlaw;
- A review of existing Terms of Reference (ToR) of partner Provider Boards, SCCG Governing Body and the Council's Health and Wellbeing Board;
- An initial set of recommendations considered by the Executive Delivery Group on 26/2/18, to refine the proposals for consideration by ACP Board;
- The receipt of feedback from each partner organisation, in light of the discussion at Executive Delivery Group.

The ACP Board met on 29 March 2018 and reached a pragmatic set of decisions on the recommendations put forward. The purpose of this paper is to:

- **Share the full response to all feedback received with partner organisations;**
- **Share the outcome of that review with all organisations and request individual partner Board ratification.**

1.3 It is acknowledged that the governance around the ACP is complex due to the relatively new strategic landscape of system working, the absence of statutory responsibilities and the increased potential for conflict of interest. This complexity will necessitate an ongoing review of ACP governance arrangements as the ACP evolves.

1.4 New arrangements are planned to take effect from the new financial year 2018/19. Terms of Reference have been updated and are attached as Appendix A.

2. Summary of Specific Governance Recommendations

The following summarises the key decisions taken and the refreshed ACP Terms of Reference are attached.

Purpose and Accountability

2.1 The purpose of the ACP Board has been clarified in relation to the Executive Delivery Group (see Section 2 of the ToR).

2.2 The relationship between the ACP Board and Health and Wellbeing Board has been discussed and better defined (see Section 2a of the ToR) following discussion in November 2017 at Health and Wellbeing Board.

2.3 It was agreed the reporting arrangements of the ACP Board remain unchanged, with the Board reporting to each Partner's Board and the Health and Wellbeing Board.

2.4 The Health and Wellbeing Board and ACP Board currently share the same chairs (Councillor Cate McDonald, Sheffield City Council (SCC) Councillor for Health and Social Care and Dr Tim Moorhead, NHSCCG Chair). Their roles reflect the Council and the CCG's formal commissioning responsibilities linked to population health for the city as a whole. This arose as an area of debate during the governance review.

2.5 The frequency of the ACP Board was recommended to move to quarterly to enable a clearer distinction between the ACP Board (ACPB) and Executive Delivery Group (EDG), as outlined above. The EDG will continue on a monthly basis. The cycle of meetings will fall January, April, July and October.

2.6 As agreed in the Memorandum of Understanding (MoU), the ACP Board will not initially have any formal delegated functions from the Boards or equivalent bodies of its members, which remain separate organisations. Therefore, there should be no requirement for voting at this time and, hence, this is not included in the Terms of Reference.

Summary of decisions from the ACP Board.

2.7 The ACP Board supported the recommendation to move to a quarterly meeting.

2.8 In feedback from partner organisations during March 2018, some partners raised the shared chair arrangements as a potential governance issue and suggest this is kept under review, with the potential for an independent or separate chair to be considered in the future. Other partners have expressed the view that the relationship has been clarified at the November HWB discussion and the importance of elective Member ownership of the ACP.

ACP Board reviewed the feedback received on the shared Chair arrangements. Given the focus of the Care Quality Commission (CQC) on this issue, the Board agreed to await their feedback, take this into account and review this issue again in due course.

Representation and Membership

2.9 It was proposed the representation of the ACP Board should be broadened to involve lay members, the voluntary sector and Healthwatch. Following agreement at ACP Board on 31 January 2018, the Local Medical Committee was also invited to join the ACP Board.

2.10 There were different views expressed from partners regarding how the South Yorkshire and Bassetlaw (SYB) Integrated Care System (ICS) Executive role should interact with the Sheffield ACP Board.

2.11 There was a practical issue regarding the current dual status of the current ICS System Leader and the Sheffield Teaching Hospitals NHS Foundation Trust (STHFT) Chief Executive Officer (CEO). Recommendations were made to better split the system and organisational perspective.

Summary of decisions from the ACP Board.

2.12 The ACP Board agreed **Healthwatch and Voluntary Sector** should be invited from the new financial year. The responsibilities of each member have been refreshed (see section 6 of the ToR).

Following the ACP Board on 29 March 2018, the voluntary sector has been asked to nominate a representative.

2.13 **Links with the South Yorkshire and Bassetlaw Integrated Care System:** It was agreed the ICS Executive Lead would attend the Board each time as a member "in attendance". Each partner organisation would be core members, reflecting the primacy of the Place based organisations in the ACP.

2.14 **Prior to Sir Andrew Cash's retirement** as STHFT CEO in the summer, it was agreed the representatives for the system and organisational roles should be separated and, therefore, the ACP Board should have a delegated STHFT CEO representative (Ms Kirsten Major as Deputy Chief Executive). Therefore, Sir Andrew Cash will be participating in the Board as the ICS Leader. When appointed, the new STHFT CEO will attend the Board with Sir Andrew Cash attending in his post-retirement capacity of ICS Executive Leader.

Transparency

2.15 All partners agreed with the need to improve transparency and public accountability See section 8 of the ToR for new arrangements.

2.16 There were different views from partner members as to whether lay members should be involved in the Board to bring greater scrutiny and independence to the Board.

2.17 The standard framework of good governance principles for the ACP to operate within has been clarified and arrangements for managing conflicts of interest strengthened in terms of independent review (see section 10 and 11 of the ToR).

2.18 The Board's commitment to public engagement and co-design has been strengthened (see section 9 of the ToR).

2.19 Practical and logistical timescales for meetings, agendas and papers have been set out and **all colleagues are asked to observe these to enable earlier circulation of papers, improved public transparency and improved organisation of the Board.**

Summary of decisions from the ACP Board.

2.20 **All partners agreed on the need to improve transparency**. Following feedback regarding practical implementation, it is proposed papers are published on the CCG website, with a link provided for each partner website. In due course, an ACP website will be set up. This will be part of a wider communications strategy as the ACP moves forward.

2.21 In subsequent partner feedback, all agree on the need to publish minutes after they have been approved at the subsequent ACP Board. **This was agreed by ACP Board on 29 March 2018.**

2.22 Feedback from partner organisations indicated all organisations agreed on the need for greater transparency. It was agreed the meeting should be "held in public". In terms of how the public should be involved, a range of options were raised.

After some debate, the ACP Board agreed to trial a managed Questions and Answers (Q&A) (15-30 minutes) for the public on the agenda items published, in line with the CCG Governing Body model. This will be reviewed again as part of the 12 month review cycle.

2.23 All partners agreed that as much business as possible will be discussed in public. When private discussion is deemed appropriate, this will be tested against criteria that will be developed. These criteria are being worked up and will be informed by practice and guidelines across the NHS and Council.

ACP Board supported this recommendation. The criteria are being worked up.

2.24 In relation to the question about lay members, some different views were expressed by partner organisations. Some organisations supported the need for lay membership to bring extra challenge and skills to the discussion. Other partners suggested this was not required at this time as may confuse accountabilities and responsibilities in the statutory framework of Foundation Trusts. Other partners did not express a strong view on this question.

The ACP Board considered options around this question and did not support the addition of lay members at this time. The rationale focused on the additional scrutiny that would come through involvement of Healthwatch and the voluntary sector. Secondly, there were fears that additional lay membership could confuse the accountability framework between the ACP and the individual partner boards. The point regarding a general need for greater transparency and involvement was fully supported and a full stakeholder and engagement plan will be worked up for the ACP.

2.25 Finally, through the feedback, the recommendation has been made of a proactive report to SCC's scrutiny committee on a six-monthly basis.

The ACP Board supported this recommendation and this will be built into the ACP governance arrangements.

Additional Feedback Received Through the Review

A number of helpful additional suggestions were made from partner organisations and are outlined below, with the ACP Board response outlined:

2.26 Feedback was received suggesting the Terms of Reference should be clearer about our ambition of moving into the "operational" phase so that we do not hold back our ambition for the ACP as a vehicle for city-wide change. The feedback suggested the "operational" is a better descriptor of the detailed work now taking place within many work streams which is changing the operational delivery of services on the ground.

This has been clarified in the attached refreshed Terms of Reference.

2.27 The distinction in the Terms of Reference needs to be clearer between "core" members and those organisations invited in attendance to the Board.

This has been clarified in the attached refreshed Terms of Reference.

2.28 Feedback was received that SCC and the CCG continue to meet as commissioners in the Better Care Fund (BCF) Executive Management Group (EMG) meetings. It was fed-back that the aim of this meeting should complement the ACP work. This group focuses on specific BCF issues and appropriate commissioners-only discussions. The ACP, in contrast, is the vehicle through which commissioners and providers meet.

This is noted. It is suggested that relevant outputs from this meeting should be brought to ACP board, as appropriate, for strategic discussion in relation to the development of the ACP.

2.29 Feedback was received that an increased focus on the role and function of the EDG, within the Terms of Reference, would be welcomed. The rationale for this was that the ACP is both a key delivery mechanism for each partner organisation and the ACP. This feedback suggested there is a need to further highlight the support provided to the ACP Board and, particularly, to the inter-relationship between the EDG and the ACP Board.

This is noted. Further work is required to define the Terms of Reference of the Executive Delivery Group, following the changes to the ACP Board Terms of Reference.

2.30 Greater clarity was requested on:

a. The use of the term "within the scope of services" in the ACP.
b. More consistent referencing of the purpose of the ACP throughout the ToR.
c. Listing all organisations involved on the first page of the Terms of Reference.

These issues have been addressed in the attached, refreshed Terms of Reference.

2.31 Feedback was received that the language used in the "ACP Development Process" section of the Terms of Reference could be improved to better reflect the reality of individual board members' responsibilities, whilst describing the spirit of cross-system working that has been established through this "coalition of the willing". Better clarity was requested to specify governance arrangements should the ACP proceed to act as a decision-making forum for the health and social care system in Sheffield (i.e. Committees in Common structures).

This has been clarified in the attached refreshed Terms of Reference.

2.32 Other changes were suggested to specific language used within the Terms of Reference.

a. The ACP Board should be noted as "reporting to" each partner Board and the Health and Wellbeing Board. However, as the ACP Board is not a statutory body, feedback has been received that it cannot be described as being formally "accountable" to the Health and Wellbeing Board.
b. Quoracy of the meeting needs to include the text "or deputy" to clarify the working practice, whereby deputies are acceptable in the absence of Chair or CEO.
c. The phrase "Delegation from September 2017 onwards" should be removed in the organogram.
d. Specific suggestions on improved language in some parts to better reflect meaning.

These issues have been individually considered and addressed in the attached refreshed Terms of Reference.

2.33 There was some feedback identifying areas where the Terms of Reference could be streamlined.

The ToR has partly been amended to reflect this feedback but not substantially as we need to retain a consistent ToR with the version that has been developed and supported by all member organisations.

2.34 Feedback was received that it would be helpful to work through the proposals for managing conflicts of interest and that this also requires each of the Board members to declare the totality of their declarations of interests.

This is helpful feedback and it is proposed Organisational Leads for Corporate Governance advise on this, working with the Programme Director.

2.35 Some comments were received with regards to Freedom of Information (FOI) requests and how these are handled. It was suggested that we need to be clear which organisation will be responding to each FOI request where there is an ACP angle. Clarity needs to be gained regarding the Caldicott Guardian oversight. All of this will continue to evolve in line with the evolving partnership and should be reviewed in future governance reviews.

This is helpful feedback. It is proposed this will be picked up in future governance reviews, as required, with greater clarity developed as the ACP evolves. In the meantime, organisational arrangements for FOI will continue

to be the guiding governance arrangements with "whole ACP" input as required and a pragmatic arrangement agreed for each request that is specific to the ACP.

2.36 Feedback from two partners outlined the importance of the Board having a clear work-programme for 2018/19 which is effectively a vision document that all partner organisations sign up to and support fully. This sentiment has been echoed by other partners and individuals who are keen for the ACP Board to become a genuine vehicle for change. Feedback was separately received that the importance of this vision document is in the context of the Health and Wellbeing strategy for the city which is currently being developed.

This is an important point and it is proposed that this is a crucial next step for the ACP Programme Director and Executive Delivery Group, working on behalf of the ACP Board.

Action for Accountable Care Partnership/Recommendations

All six partner organisations are now requested:

- To ratify the decisions reached in line with the accountability framework of the ACP, reporting to each individual board;
- To provide final feedback to the ACP Board (via the Programme Director) by the end of May, confirming their organisation's support for the refreshed governance arrangements;
- To note that the ACP will again review governance arrangements in 12 months, recognising arrangements around the ACP will continue to evolve – and further points of detail can again be considered at this time.

It is important to note that all organisations have had individual recommendations supported and in other areas have compromised to reach this set of "good enough" governance arrangements for the ACP.

All partners have articulated their desire for the ACP to be a vehicle for change and the Board is keen that this pragmatic set of agreements is supported by all partner organisations, so we can focus the time and work of the ACP on the change programme set out.

Paper prepared by: Rebecca Joyce, ACP Programme Director

On behalf of: Kevan Taylor, SHSC CEO and Chair of EDG

20 April 2018

Sheffield Accountable Care Partnership

ACP Board
Terms of Reference (April 2018)

1. Context

The six main health and care organisations in Sheffield have commenced a programme of work to develop an Accountable Care Partnership (ACP) in Sheffield, in line with the ambitions outlined in the place-based plan 'Shaping Sheffield'. The six organisations are:

- Primary Care Sheffield
- Sheffield Children's NHS Foundation Trust
- Sheffield City Council
- NHS Sheffield Clinical Commissioning Group
- Sheffield Health and Social Care NHS Foundation Trust
- Sheffield Teaching Hospitals NHS Foundation Trust

Each of these organisations brings a different perspective, opportunities and constraints derived from, for example, their form, regulation and membership. However, all six organisations have committed to the development of the ACP.

The parties have agreed to work together in:

> *"Improving the health and wellbeing of Sheffield's residents through the promotion of a health and wellbeing culture in all we do and the development and delivery of a world class health and care system"*

This will be achieved though the following aims:

1. Delivering tangible improvements in local health and wellbeing
2. Tackling persistent inequalities in health and wellbeing
3. Improving public engagement and empowerment
4. Ensuring the sustainability of the Sheffield health and care economy
5. Supporting a motivated and high-performing workforce

Key to delivering this will be the overarching governance framework and the roles and responsibilities across its various tiers. These Terms of Reference (ToR) outline the arrangements for the **ACP Board**, which represents one of three tiers in the overarching governance structure. Separate ToRs exist for the other governance tiers.

Where possible, all parties agree to act in good faith to support the aims, objectives and priorities of this ToR for the benefit of all Sheffield residents, subject to their specific legal/statutory obligations and constraints.

The parties recognise that, in coming together as an ACP, the individual accountabilities and governance constraints of each organisation must be respected and may take precedence. They also recognise that the operational day-to-day delivery of health and care will remain within organisations and that this is not the purpose of the ACP. This does not undermine the determination of the participants to seek to effect the beneficial changes which this Partnership is seeking. This document is, as a consequence, not legally binding on the participants.

2. Purpose of the ACP Board

The purpose of the ACP Board has been clarified in relation to the statutory Health and Wellbeing Board, which falls within the Council's jurisdiction. It is set out in this context:

a. Role of the Health and Wellbeing Board

A discussion in November 2017 at the Health and Wellbeing Board (HWB) broadly focused on the role of the HWB to:

- Set the mission and overall scope of the approach in Sheffield to improving **health inequality, wellbeing and supporting our population to remain independent.**
- Fulfil the statutory requirement to develop the **joint strategic needs assessment** for the city and to work in partnership to develop a joint strategic approach.

N.B: The outcomes of the November 2017 discussion at Health and Wellbeing Board have not yet been formalised.

b. Role of the ACP

The purpose of the ACP Board is two-fold:

- To provide strategic oversight and drive to shape the vision and ambition of the Accountable Care Partnership, paying due regard to the Health and Wellbeing Board mission for Sheffield and the wider regional and national context;
- To hold the ACP Executive Delivery Group to account for delivering the vision of the Accountable Care Partnership.

The ACP Board should pay due regard to the mission of the Health and Wellbeing Board and the Joint Strategic Needs Assessment.

c. Role of the ACP Executive Delivery Group

The role of the ACP Executive Delivery Group is to provide a collaborative forum across partners to:

- Deliver the vision of the Accountable Care Partnership.

3. ACP development process

As noted in the Memorandum of Understanding (MOU), there are three Phases in the development of the ACP:

- The Development Phase
- The Shadow Phase
- The Operational Phase

The work streams are at different levels of development, with a number already working to change operational service delivery on the ground. Others are at an earlier stage of development.

It is apparent that a rolling review of the Terms of Reference will be required, due to the evolving nature of the ACP, the complexity of governance arrangements and the changing national picture. Therefore, the Board has made a commitment to review the terms of this document:

- On a 12 monthly basis or subject to requests from any partners at any time

In line with the **Memorandum of Understanding**, all Board members are expected to shift from an 'organisationally focused mindset' to a 'system-focused mindset', in which they collaborate with partners to address challenges and improve the health of the population of Sheffield. It is acknowledged that the partnership is currently established through a "coalition of the willing" and whilst all partners will strive to achieve the spirit of cross-system working, the individual accountabilities and governance constraints of each organisation must be respected and may take precedence in the current legislative and regulatory framework.

The Board is responsible for the deliverables described in section 4.

4. Key responsibilities

The main focus of the ACP Board will be to provide strategic system leadership to the delivery of the Accountable Care Partnership arrangements, hold the Executive Delivery Group to account for the successful delivery of the ACP and support new ways of collaborative working and cultural development. Specific responsibilities include:

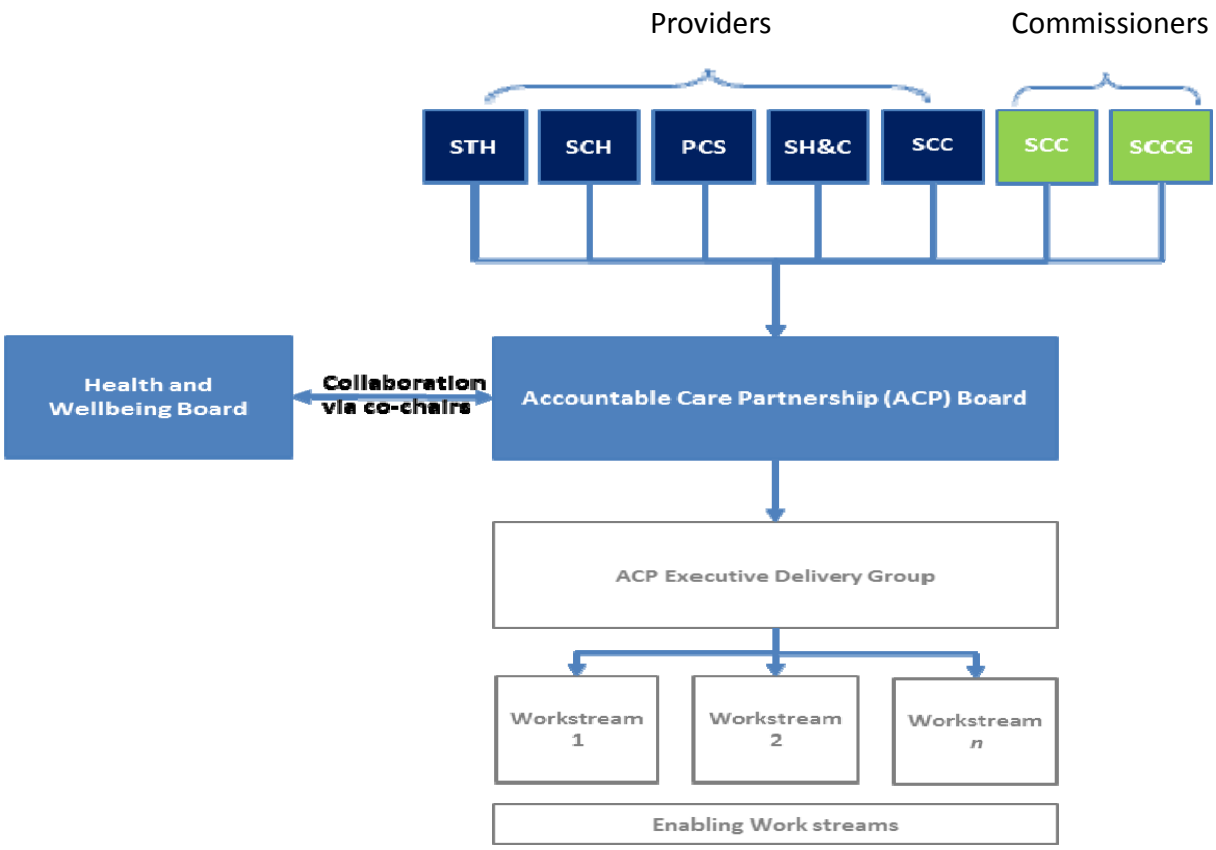
- Setting strategic direction of the ACP
- Ensuring public accountability and transparency of the ACP
- Crystallising and driving forward the ACP vision, strategy and design principles
- Agreeing system level outcomes
- Overseeing the delivery of the Sheffield Place Based Plan
- Supporting, enabling and ensuring effective partnership working across the statutory and third sector
- Ensuring a focus on transformation rather than business as usual
- Removing organisational barriers or other blockages as appropriate
- Providing assurance to constituent organisational Boards
- Obtaining the necessary engagement and support from the wider membership of each organisation
- Providing assurance and a dynamic interface with South Yorkshire and Bassetlaw Integrated Care System

A shared sense of the "how" of the aspirations in this statement of intent will be outlined in the forthcoming vision document for the ACP, which will be set in the context of the Shaping Sheffield Plan and the Health and Wellbeing Board mission.

5. Reporting Arrangements

The ACP Board will hold authority for the strategic oversight of the vision and ambitions of the Accountable Care Partnership, on behalf of its key stakeholder organisations. It will secondly hold the Executive Delivery Group to account for delivering the vision of the Accountable Care Partnership.

It is fully recognised that decisions requiring individual organisational sign off will be pursued through each work stream group, as determined by the work stream chair. The ACP Board Chairs and Chief Executives will report to organisational Boards for decisions that require this legislatively.



The **ACP Board** will receive a single, overarching highlight report from the **Programme Director** on behalf of the **Executive Delivery Group** on a quarterly basis.

A monthly report will feed the Executive Delivery Group. The report will contain a progress update and will escalate any risks or issues, as required, appropriate to the group.

Frequency

- The ACP Board will meet quarterly.
- The Executive Delivery Group will continue to meet on a monthly basis.

6. Membership

The membership of the ACP Board will consist of representatives from the ACP partner organisations, the voluntary sector, Healthwatch and the LMC. Other attendees may be invited periodically when additional expertise or input is required.

There will be two forms of membership:

- *Core Membership*

This refers to the six statutory bodies in Sheffield.

- *In Attendance*

This refers to members of the Board who represent additional viewpoints or bring other expertise to the ACP Board.

Responsibilities for members of the group are as outlined below.

	Organisation & Membership Type	Title	Function
Councillor Cate McDonald **Dr Tim Moorhead**	Sheffield City Council Sheffield CCG **Core Members**	**Co-chairs**	• To lead the strategic development and delivery of the ACP through effective leadership of the ACP Board. • To ensure effective, collaborative partnerships across the ACP. • To ensure an effective connection between the Health and Well-Being Board and the ACP Board. • To maintain continuity of on-going integrated programmes of work. • To ensure that the ACP has proper governance arrangements in place and that the ACP and all Board members operate with the utmost probity at all times. • To ensure the voice of the public and service users are heard. • To work with the Chief Executives in discharging the delivery of the ACP.
Mr Tony Pedder **Ms Sarah Jones** **Ms Jayne Brown** **Mr John Boyington**	Sheffield Teaching Hospitals NHS FT Sheffield Children's NHS FT Sheffield Health & Social Care NHS FT Primary Care Sheffield **Core Members**	Partner Chair Members	• To hold to account executive teams of all system partners for ACP development and delivery. • To lead the strategic development and delivery of the ACP in collaboration with partners. • To deputise for the chairs during absence or where a conflict of interest is identified. • To act as a conduit to their boards/memberships as relates to the progress of the ACP. • To support system working and ACP outcomes. • To work with the Chief Executives in discharging the delivery of the ACP.

Mr John Mothersole Ms Maddy Ruff Mr John Somers Mr Kevan Taylor Dr Andy Hilton Ms Kirsten Major (deputising for Sir Andrew Cash, until new STH CEO appointed)	Sheffield City Council NHS Sheffield CCG Sheffield Children's NHS FT Sheffield Health & Social Care NHS FT Primary Care Sheffield Sheffield Teaching Hospitals NHS FT **Core Members**	Partner Chief Executive Members	• To lead the strategic development and delivery of the ACP in collaboration with partners. • To act as a conduit to their boards/memberships as relates to the progress of the ACP. • To support system working and ACP outcomes. • To ensure the workforce of each partner organisation is fully engaged, consulted and involved in the development and delivery of the ACP. • To ensure the voice of the public and service users from each partner organisation are heard.
Sir Andrew Cash	South Yorkshire Accountable Care System **In Attendance**	ICS System Leaders	• To provide strategic ICS context to the development and delivery of the ACP. • To provide a national and regional perspective. • To ensure a dynamic interface between the ACP and ICS.
Dr. Alastair Bradbury	Local Medical Committee **In Attendance**	Vice-Chair	• To represent individual GPs' core contract, and the workforce they employ, acknowledging the different contractual relationship compared to the workforce represented by partner providers
Voluntary Sector Representative	**In Attendance**	**TBC**	• To lead the strategic development and delivery of the ACP in collaboration with partners. • To act as a conduit to their boards/memberships as relates to the progress of the ACP. • To ensure the voice of the public and service users are heard. • To support system working and ACP outcomes.
Ms Margaret Kilner	Healthwatch **In Attendance**	Chief Officer	• To lead the strategic development and delivery of the ACP in collaboration with partners. • To act as a conduit to their boards/memberships as relates to the progress of the ACP. • To ensure the voice of the public and service users are heard. • To support system working and ACP outcomes.
Mr Greg Fell	Sheffield City Council **In Attendance**	The Director of Public Health	• To provide leadership and expertise to ensure that the ACP is focused on the development and delivery of improved health and wellbeing outcomes for the population of Sheffield.
Ms Rebecca Joyce	Working on behalf of all partner organisations **In Attendance**	Programme Director	• To provide an over-arching system view working on behalf of all partner organisations. • To ensure the voice of the public and service users from each partner organisation are heard.

			• To support system working and ACP outcomes. • To coordinate the operation of the Board in conjunction with the Co-Chairs and CEOs.

7. Membership and Quoracy

- **Chair:** The Board will be co-chaired by the Council Cabinet Member for Health & Social Care and the Chair of the CCG, with chairing of meetings generally alternating between them.

- **Attendance at meetings and deputies:** Each member will need to nominate an appropriate deputy to attend in their absence and changes to the membership must be agreed by the Co-Chairs. Nominated deputies will need to be authorised to act on behalf of the organisation they represent. No single organisation will be permitted to send more than one deputy to any given meeting.

- **Quorum:** The meeting will be quorate only in the presence of a core member (Chair or Chief Executive or deputy) from each of the core member organisations.

- **Delegated Function:** As agreed in the MoU, the ACP Board will not initially have any delegated functions from the Boards/Governing Bodies of its members, which remain separate organisations. Therefore, there should be no requirement for voting at this time.

- **Authority of representatives:** It is accepted that some decisions will need to be made in accordance with the governance procedures of the organisations represented on the Board and as set out in the Memorandum of Understanding.

- **Accountability and scrutiny:** The Board reports to the individual partner Boards and the Health and Wellbeing Committee. Its work may be subject to scrutiny by any of the Council's relevant scrutiny committees.

- **Relationship to other groups:** The Board has formally agreed a Memorandum of Understanding between all formal partners and is developing relationships with other bodies in the city such as the Council's scrutiny committees, Healthwatch, other partnership and commissioning boards, the voluntary sector etc.

- **Communication through partner organisations:** Members will be responsible for ensuring that appropriate personnel within their own organisation are fully briefed on any group discussions and decisions.

- **Clinical Leadership:** Each work stream will have a designated senior clinical lead which will ensure clinical input in all planning and decision-making processes.

8. Accountability

The ACP will demonstrate transparency and accountability to local people, partners and stakeholders in the following ways:

- Publishing these Terms of Reference and the ACP Memorandum of Understanding;

- Holding ACP Board meetings in public (with a private session covering only items which the ACP Board considers would not be in the public interest, according to clear criteria);

- In addition, members of the public are invited to ask questions at the formal public meetings related to the published agenda of the Accountable Care Partnership. An answer may take the form of:

    - An oral answer
    - A written answer to the member of the public, circulated to the Board and placed on the ACP website
    - Where the desired information is contained in a publication, a reference to that publication.

  The Board's chairs will restrict the length of time given to answering public questions at any meetings held to 15-30 minutes. Questions should relate to the published agenda of the ACP;

- Publishing each year an annual report sharing the work, achievements, challenges and future focus of the ACP;

- Complying with local authority health and scrutiny requirements.

9. Engagement and Co-Design

A principle of co-design with the public and users underpins the cultural ethos of the ACP and its ambition to embrace a person-centred approach.

The ACP Board is committed to sustained and significant public and service user engagement process at neighbourhood, ACP and where required Integrated Care System level, to support transformation that benefits the population of Sheffield. Building on shared principles, the ACP Board will be responsible for ensuring that all partners are involved in shaping the future of health and care across the City of Sheffield. This will include the public, users of services, carers, health and care commissioners, providers, the Health and Wellbeing Board, Healthwatch and the voluntary sector.

The Board will hold a range of engagement events every year, open to the public and/or providers. These events will be in addition to the formal, public meetings of the Board and events organised for the health and care workforce and will be a means of:

- Providing an avenue for members of the public to impact on the Board's discussions and work;
- Engaging the public and/or providers in the development of the ACP;
- Developing the Board's understanding of local people's and providers' experiences and priorities the development and delivery of the ACP;
- Communicating the work of the Board in developing and delivering the vision of the ACP for Sheffield;
- Developing a shared perspective of the ways in which the public can contribute to the development and delivery of the ACP.

The Board will maintain a website with up-to-date information about the work of the ACP, including information on how the public can get involved.

A full communication, engagement and co-design strategy will be developed in 2018/19.

10. Principles of Good Governance

In accordance with Section 14L (2) (b) of the 2006 Act, the ACP will at all times observe "such generally accepted principles of good governance" in the way it conducts its business. These include:

a. The Highest Standards of propriety involving impartiality, integrity and objectivity, in relation to the overall stewardship of public funds (recognising the sovereignty of each partner organisation in decision making) and the management and conduct of the ACP;
b. The Good Governance Standard for Public Services;
c. The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the Nolan Principles;
d. The seven key principles of the NHS Constitution;
e. The Equality Act;
f. Probity and Governance: it is acknowledged that the ACP Board will need to navigate a challenging governance route in this new landscape of system working, in the absence of statutory responsibilities and with enhanced potential for conflicts of interest. Therefore, there will be a 12 monthly review with an agreed representative of the Audit Committee Chairs from across partner organisations.

11. Managing Conflicts of Interest

It is acknowledged that the governance around managing conflicts of interest is more complex due to the multi-partnership arrangements of the ACP.

a. Individual members of the ACP Board, Executive Delivery Group or individual work stream board and any individual directly involved with the business or decision making of the ACP will comply with the arrangements determined by the CCG for managing conflicts of interest.

b. The process for managing conflicts of interest will be:

- Conflicts of interest should be declared in advance of the meeting to the Programme Director once agenda is published;
- The Programme Director will seek advice from the Chair of the meeting and/or the Lead Director at the CCG regarding appropriate management of this in relation to the meeting;
- Where required, advice from the Chair of the CCG Audit Committee will be sought.

c. For every interest declared, it will be the responsibility of the Programme Director, working with a nominated representative for corporate governance from across partner organisations to manage the conflict of interest or potential conflict of interests, to ensure the integrity of the ACP's decision making processes.

d. In the immediate term, the ACP will follow the policy of SCCG for managing conflicts of interest of all Board members which is in line with statutory guidance, as outlined in Standards of Business Conduct and Conflicts of Interest Policy and Procedure, available on its website: http: www.sheffieldccg.nhs.uk/our-information/documents and policies.htm. As a next step, local government and NHS corporate leads will work

together to review local government and the NHS policies and ensure the ACP is appropriately informed by both policies.

12. Meetings, agendas and papers

a. The Board will normally meet **every quarter** with a public and private session, interspersed with engagement events and private strategy development meetings if required. There will be no fewer than 4 meetings per financial year.

b. Dates, venues, agendas and papers for public meetings will be published in advance on the planned ACP's website (to be launched during 18/19). In advance of website launch, dates will be published primarily through the CCG website with a link provided on each partner websites.

c. The co-Chairs will agree the agenda for each meeting, supported by the Programme Director.

d. A formal record of the meeting will be documented and an action log will be maintained to record actions and outcomes from the meeting and identify action owners.

e. Agendas and papers will be circulated to all members and be available on the CCG's website, 7 days in advance of the meeting. A link will be provided on each partner's website.

f. Minutes will be circulated to all members, and published on the CCG's website when they have been signed off at the subsequent ACP Board. A link will be provided on all partner organisations' websites to the ACP papers.

g. It is expected that those who write papers will work collaboratively with others to provide a city-wide perspective on any given issue.

13. Review

These Terms of Reference will be reviewed every 12 months. The Terms of Reference are informed by:

- The CCG Constitution
- The SCCG Health and Wellbeing Board
- Partner Board Terms of Reference and Conflict of Interest Policies

Appendix 1

NOLAN PRINCIPLES

The 'Nolan Principles' set out the ways in which holders of public office should behave in discharging their duties. The seven principles are:

a) **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

b) **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

c) **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

d) **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

e) **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

f) **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

g) **Leadership** – Holders of public office should promote and support these principles by leadership and example.

Source: *The First Report of the Committee on Standards in Public Life* (1995)9

Appendix 2

NHS CONSTITUTION

The NHS Constitution sets out seven key principles that guide the NHS in all it does:

1. **The NHS provides a comprehensive service, available to all** - irrespective of gender, race, disability, age, sexual orientation, religion or belief. It has a duty to each and every individual that it serves and must respect their human rights. At the same time, it has a wider social duty to promote equality through the services it provides and to pay particular attention to groups or sections of society where improvements in health and life expectancy are not keeping pace with the rest of the population

2. **Access to NHS services is based on clinical need, not an individual's ability to pay** - NHS services are free of charge, except in limited circumstances sanctioned by Parliament.

3. **The NHS aspires to the highest standards of excellence and professionalism** - in the provision of high-quality care that is safe, effective and focused on patient experience; in the planning and delivery of the clinical and other services it provides; in the people it employs and the education, training and development they receive; in the leadership and management of its organisations; and through its commitment to innovation and to the promotion and conduct of research to improve the current and future health and care of the population.

4. **NHS services must reflect the needs and preferences of patients, their families and their carers** - patients, with their families and carers, where appropriate, will be involved in and consulted on all decisions about their care and treatment.

5. **The NHS works across organisational boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population** - the NHS is an integrated system of organisations and services bound together by the principles and values now reflected in the Constitution. The NHS is committed to working jointly with local authorities and a wide range of other private, public and third sector organisations at national and local level to provide and deliver improvements in health and well-being

6. **The NHS is committed to providing best value for taxpayers' money and the most cost-effective, fair and sustainable use of finite resources** - public funds for healthcare will be devoted solely to the benefit of the people that the NHS serves

7. **The NHS is accountable to the public, communities and patients that it serves** - the NHS is a national service funded through national taxation, and it is the Government which sets the framework for the NHS and which is accountable to Parliament for its operation. However, most decisions in the NHS, especially those about the treatment of individuals and the detailed organisation of services, are rightly taken by the local NHS and by patients with their clinicians. The system of responsibility and accountability for taking decisions in the NHS should be transparent and clear to the public, patients and staff. The Government will ensure that there is always a clear and up-to-date statement of NHS accountability for this purpose

Source: *The NHS Constitution: The NHS belongs to us all* (March 2012)10
10
http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH_132961

722 Prince of Wales Road
Darnall
Sheffield
S9 4EU

24 April 2018

To Chief Executives & Corporate Governance Executive Leads - Outcomes from ACP Governance Review

Dear Colleagues

Thank you for your organisation's participation in the recent ACP governance review. A set of decisions were taken at the ACP Board on 29th April 2018 based on the information from the wider review. As joint chairs of the ACP Board, we are now writing to each organisation to request ratification of the changes via each partner Board or equivalent body.

Enclosed with this letter is a paper outlining the changes (including a response to all feedback received) and a refreshed Terms of Reference. The main changes are:

- The voluntary sector and Healthwatch have been invited to nominate a representative to join the ACP Board;
- The ACP board will move to a quarterly meeting with the role of the Board and the Executive Delivery Group better defined;
- Arrangements between the ACP and the South Yorkshire and Bassetlaw ICS (in terms of ACP governance) have been clarified;
- Transparency and public accountability will be improved through:
    - ACP Board meetings to be held in public with a short Q&A session at the beginning of each meeting;
    - Papers will be published on the CCG website with a link from each partner website;
    - A proactive report to SCC's Scrutiny Committee every 6 months.
- The proposal around additional lay members to the Board was not supported at this time, although there remains a commitment to review this as the ACP evolves;
- A number of other areas of feedback were received and these are covered in the full paper attached.

All six partner organisations are now requested:

- To ratify the decisions reached & to provide final confirmation to the ACP Board by the end of May (via Rebecca Joyce, Programme Director on Rebecca.joyce4@nhs.net);

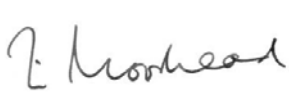
- To note that we will again review governance arrangements in 12 months, recognising arrangements around the ACP will continue to evolve.

It is acknowledged that the governance around the ACP is complex due to the relatively new strategic landscape of system working, the absence of statutory responsibilities and the increased potential for conflict of interest. This complexity will necessitate an ongoing review of ACP governance arrangements as the ACP evolves.

In this review all partner organisation representatives at the Board demonstrated willingness to compromise in some areas, whilst having recommendations in other areas supported, and we are grateful for this pragmatic and collaborative approach.

All partners have articulated their desire for the ACP to be a vehicle for change and as Chairs of the ACP Board we are keen this pragmatic set of agreements is supported by all partner organisations, so we can focus the time and work of the ACP on the change programme set out.

Many thanks for your support.



Tim Moorhead
Chair

Cate McDonald