

V 5-2 September 2022

LIVERPOOL HEART AND CHEST HOSPITAL NHS FOUNDATION TRUST

**CMAST LEADERSHIP BOARD
TERMS OF REFERENCE FOR A
COMMITTEE OF THE BOARD TO MEET
IN COMMON WITH COMMITTEES OF
OTHER CMAST TRUSTS**

TERMS OF REFERENCE

1 Introduction

1.1 In these terms of reference, the following words bear the following meanings:

Cheshire & Merseyside Acute and Specialist Trusts Provider Collaborative or CMAST	the partnership formed by the Trusts to work together to improve quality, safety and the patient experience; deliver safe and sustainable new models of care; and make collective efficiencies. This operates within the NHS Cheshire & Merseyside Integrated Care System.
CMAST Agreement	the joint working agreement signed by each of the Trusts in relation to their provider collaborative working and the operation of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC together with the other CMAST CiCs;
CMAST CiCs	the committees established by each of the Trusts to work alongside the committees established by the other Trusts and “ CMAST CiC ” shall be interpreted accordingly;
CMAST Programme Steering Group	the Group, to provide programme support and oversight of the delivery of agreed collaborative activities;
CMAST Programme Lead	Named Lead Officer or any of subsequent person holding such title in relation to CMAST;
CMAST Programme Support	Administrative infrastructure supporting CMAST;
Liverpool Heart and Chest Hospital NHS Foundation Trust	Liverpool Heart and Chest Hospital NHS Foundation Trust of Thomas Drive, Liverpool, L14 3PE;
Liverpool Heart and Chest Hospital NHS Foundation Trust CiC	the committee established by Liverpool Heart and Chest Hospital NHS Foundation Trust, pursuant to these Terms of Reference, to work alongside the other CMAST CiCs in accordance with these Terms of Reference;
Meeting Lead	the CiC Member nominated (from time to time) in accordance with paragraph 7.5 of these Terms of Reference, to preside over and run the CMAST CiC meetings when they meet in common;
Member	a person nominated as a member of an CMAST CiC in accordance with their Trust’s Terms of

	Reference, and Members shall be interpreted accordingly;
NHS Cheshire & Merseyside Integrated Care System or “C&M ICS”	the Integrated Care System (ICS) for Cheshire and Merseyside bringing together NHS organisations, councils, and wider partners in a defined geographical area to deliver more joined up care for the population.
Trusts	the Countess Of Chester Hospital NHS FT, Liverpool University Hospitals NHS FT, Southport And Ormskirk Hospital NHS Trust, Warrington And Halton Teaching Hospitals NHS FT, Wirral University Teaching Hospital NHS FT, The Clatterbridge Cancer Centre NHS FT, Liverpool Heart And Chest Hospital NHS FT, The Walton Centre NHS FT, Liverpool Women’s NHS FT, Alder Hey Children’s NHS FT, East Cheshire NHS Trust, St Helens And Knowsley Teaching Hospitals NHS Trust and Mid Cheshire Hospitals NHS FT and “ Trust ” shall be interpreted accordingly;
Working Day	a day other than a Saturday, Sunday or public holiday in England;

- 1.2 The Liverpool Heart and Chest Hospital NHS Foundation Trust is putting in place a governance structure, which will enable it to work together with the other Trusts in CMAST to implement change.
- 1.3 Each Trust has agreed to establish a committee which shall work in common with the other CMAST CiCs, but which will each take its decisions independently on behalf of its own Trust. North West Ambulance Service NHS Trust is a participant in CMAST but is not forming its own CMAST CiC and will be in attendance at meetings of the CMAST CiC’s but not a member Trust.
- 1.4 Each Trust has decided to adopt terms of reference in substantially the same form to the other Trusts, except that the membership of each CMAST CiC will be different.
- 1.5 Each Trust has entered into the CMAST Agreement on **[DATE]** and agrees to operate its CMAST CiC in accordance with the CMAST Agreement.
- 2 Aims and Objectives of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC**
- 2.1 The aims and objectives of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC are to work with the other CMAST CiCs on system work or matters of significance as delegated to the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC under Appendix A to these Terms of Reference to:

- 2.1.1 provide strategic leadership, oversight and delivery of new models of care through the development of CMAST and its workstreams;
- 2.1.2 set the strategic goals for CMAST, defining its ongoing role and scope ensuring recommendations are provided to Trusts' Boards for any changes which have a material impact on the Trusts;
- 2.1.3 consider different employment models for service line specialities including contractual outcomes and governance arrangements;
- 2.1.4 review the key deliverables and hold the Trusts to account for progress against agreed decisions;
- 2.1.5 ensure all Clinical Networks or other collaborative forums, by working in partnership with the ICB, have clarity of responsibility and accountability and drive progress;
- 2.1.6 establish monitoring arrangements to identify the impact on services and review associated risks to ensure identification, appropriate management and mitigation;
- 2.1.7 receive and seek advice from the relevant Professional (reference) Groups, including Clinical, Finance, Human Resources;
- 2.1.8 receive and seek advice from the NHS Cheshire and Merseyside Integrated Care Board;
- 2.1.9 review and approve any proposals for additional Trusts to join the founding Trusts of CMAST;
- 2.1.10 ensure compliance and due process with regulating authorities regarding service changes;
- 2.1.11 oversee the creation of joint ventures or new corporate vehicles where appropriate;
- 2.1.12 review the CMAST Agreement and Terms of Reference for CMAST CiCs on an annual basis;
- 2.1.13 improve the quality of care, safety and the patient experience delivered by the Trusts;
- 2.1.14 deliver equality of access to the Trusts service users; and
- 2.1.15 ensure the Trusts deliver services which are clinically and financially sustainable.

3 Establishment

- 3.1 The Liverpool Heart and Chest Hospital NHS Foundation Trust's board of directors has agreed to establish and constitute a committee with these terms of reference, to be

known as the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC.

- 3.2 The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall work cooperatively with the other CMAST CiCs and in accordance with the terms of the CMAST Agreement.
- 3.3 The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC is a committee of Liverpool Heart and Chest Hospital NHS Foundation Trust's board of directors and therefore can only make decisions binding Liverpool Heart and Chest Hospital NHS Foundation Trust. None of the Trusts other than Liverpool Heart and Chest Hospital NHS Foundation Trust can be bound by a decision taken by Liverpool Heart and Chest Hospital NHS Foundation Trust CiC.
- 3.4 The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC will form part of a governance structure to support collaborative leadership and relationships with system partners and follow good governance in decision making (as set out in the updated Code of Governance for NHS Provider Trusts). The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC will have regard in their decision-making to the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources.

4 Functions of the Committee

- 4.1 Paragraph 15(2) and (3) of Schedule 7 of the National Health Service Act 2006 allows for any of the functions of a Foundation Trust to be delegated to a committee of directors of the Foundation Trust. This power is enshrined in Liverpool Heart and Chest Hospital NHS Foundation Trust's Constitution.
- 4.2 Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall have the following function: decision making in accordance with Appendix A to these Terms of Reference.

5 Functions reserved to the Board of the Foundation Trust

Any functions not delegated to the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC in paragraph 4 of these Terms of Reference shall be retained by Liverpool Heart and Chest Hospital NHS Foundation Trust's Board or Council of Governors, as applicable. For the avoidance of doubt, nothing in this paragraph 5 shall fetter the ability of Liverpool Heart and Chest Hospital NHS Foundation Trust to delegate functions to another committee or person.

6 Reporting requirements

- 6.1 On receipt of the papers detailed in paragraph 13.1.2, the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC Members shall consider if it is necessary (and feasible) to forward any of the agenda items or papers to Liverpool Heart and Chest Hospital NHS Foundation Trust's Board for inclusion on the private agenda of Liverpool

Heart and Chest Hospital NHS Foundation Trust's next Board meeting in order that Liverpool Heart and Chest Hospital NHS Foundation Trust's Board may consider any additional delegations necessary in accordance with Appendix A.

- 6.2 The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall send the minutes of Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meetings to Liverpool Heart and Chest Hospital NHS Foundation Trust's Board, on a monthly basis, for inclusion on the agenda of Liverpool Heart and Chest Hospital NHS Foundation Trust's Board meeting.
- 6.3 Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall provide such reports and communications briefings as requested by Liverpool Heart and Chest Hospital NHS Foundation Trust's Board for inclusion on the agenda of Liverpool Heart and Chest Hospital NHS Foundation Trust's Board meeting.

7 Membership

- 7.1 The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall be constituted of directors of Liverpool Heart and Chest Hospital NHS Foundation Trust. Namely the Liverpool Heart and Chest Hospital NHS Foundation Trust's Chief Executive who shall be referred to as a "Member".
- 7.2 Each Liverpool Heart and Chest Hospital NHS Foundation Trust CiC Member shall nominate a deputy to attend Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meetings on their behalf when necessary ("**Nominated Deputy**").
- 7.3 The Nominated Deputy for Liverpool Heart and Chest Hospital NHS Foundation Trust's Chief Executive shall be an Executive Director of Liverpool Heart and Chest Hospital NHS Foundation Trust.
- 7.4 In the absence of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC Chief Executive Member, his or her Nominated Deputy shall be entitled to:
 - 7.4.1 attend Liverpool Heart and Chest Hospital NHS Foundation Trust CiC's meetings;
 - 7.4.2 be counted towards the quorum of a meeting of Liverpool Heart and Chest Hospital NHS Foundation Trust CiC's; and
 - 7.4.3 exercise Member voting rights,and when a Nominated Deputy is attending a Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting, for the purposes of these Terms of Reference, the Nominated Deputy shall be included in the references to "Members".
- 7.5 When the CMAST CiCs meet in common, one person nominated from the Members of the CMAST CiCs shall be designated the Meeting Lead and preside over and run the meetings on a rotational basis for an agreed period.

8 Non-voting attendees

- 8.1 The Members of the other CMAST CiCs and the chief executive (or designated deputy) of the North West Ambulance Service NHS Trust shall have the right to attend the meetings of Liverpool Heart and Chest Hospital NHS Foundation Trust CiC. The Liverpool Heart and Chest Hospital NHS Foundation Trust's Chair shall be invited to meetings of the CMAST CiCs on at least a quarterly basis (or where the CiC feels it is appropriate – as set out in the CMAST Agreement under clause 4) as a non-voting attendee.
- 8.2 The Meeting Lead's Trust Corporate Secretary shall have the right to attend the meetings of Liverpool Heart and Chest Hospital NHS Foundation Trust CiC to support the provision of governance advice and ensure that the working arrangements comply with the accountability and reporting arrangements of the CMAST CiCs.
- 8.3 The CMAST Programme Lead shall have the right to attend the meetings of Liverpool Heart and Chest Hospital NHS Foundation Trust CiC.
- 8.4 Without prejudice to paragraphs 8.1 to 8.3 **Error! Reference source not found.** inclusive, the Meeting Lead may at his or her discretion invite and permit other persons relevant to any agenda item to attend any of the CMAST CiCs' meetings, but for the avoidance of doubt, any such persons in attendance at any meeting of the CMAST CiCs shall not count towards the quorum or have the right to vote at such meetings.
- 8.5 The attendees detailed in paragraphs 8.1 to 8.4 (inclusive) above, may make contributions, through the Meeting Lead, but shall not have any voting rights, nor shall they be counted towards the quorum for the meetings of Liverpool Heart and Chest Hospital NHS Foundation Trust CiC.

9 Meetings

- 9.1 Subject to paragraph 9.3 below, Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meetings shall take place monthly.
- 9.2 The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall meet with the other CMAST CiCs as the CMAST Leadership Board in accordance with the CMAST Agreement (as set out in clause 4 of the CMAST Agreement) and discuss the matters delegated to them in accordance with their respective Terms of References.
- 9.3 Any Trust CiC Member may request an extraordinary meeting of the CMAST CiCs (working in common) on the basis of urgency etc. by informing the Meeting Lead. In the event it is identified that an extraordinary meeting is required the CMAST Programme Lead shall give five (5) Working Days' notice to the Trusts.
- 9.4 Meetings of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall generally be held in public save where items are agreed to be private and confidential and otherwise in accordance with clause 4.6 of the CMAST Agreement.
- 9.5 Matters not discussed in public in accordance with paragraph 9.4 above and dealt with at the meetings of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC

shall be confidential to the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC Members and their Nominated Deputies, others in attendance at the meeting and the members of Liverpool Heart and Chest Hospital NHS Foundation Trust's Board.

10 Quorum and Voting

- 10.1 Members of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC have a responsibility for the operation of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.
- 10.2 Each Member of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall have one vote. The Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall reach decisions by consensus of the Members present.
- 10.3 The quorum shall be one (1) Member.
- 10.4 If any Member is disqualified from voting due to a conflict of interest, they shall not count towards the quorum for the purposes of that agenda item.

11 Conflicts of Interest

- 11.1 Members of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall comply with the provisions on conflicts of interest contained in Hospital NHS Foundation Trust Constitution/Standing Orders, the CMAST Agreement and NHS Conflicts of Interest guidance. For the avoidance of doubt, reference to conflicts of interest in Liverpool Heart and Chest Hospital NHS Foundation Trust Constitution/Standing Orders also apply to conflicts which may arise in their position as a Member of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC.
- 11.2 All Members of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC shall declare any new interest at the beginning of any Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting and at any point during a Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting if relevant.

12 Attendance at meetings

- 12.1 Liverpool Heart and Chest Hospital NHS Foundation Trust shall ensure that, except for urgent or unavoidable reasons, Liverpool Heart and Chest Hospital NHS Foundation Trust CiC Members (or their Nominated Deputy) shall attend Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meetings (in person) and fully participate in all Hospital NHS Foundation Trust CiC meetings.
- 12.2 Subject to paragraph 12.1 above, meetings of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC may consist of a conference between Members who are not all in one place, but each of whom is able directly or by secure telephonic or video

communication (the Members having due regard to considerations of confidentiality) to speak to the other or others, and be heard by the other or others simultaneously.

13 Administrative

- 13.1 Administrative support for the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC will be provided by CMAST Programme Support (or such other route as the Trusts may agree in writing). The CMAST Programme Support will:
 - 13.1.1 draw up an annual schedule of CMAST CiC meeting dates and circulate it to the CMAST CiCs;
 - 13.1.2 circulate the agenda and papers three (3) Working Days prior to CMAST CiC meetings; and
 - 13.1.3 take minutes of each Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting and, following approval by the Meeting Lead, circulate them to the Trusts and action notes to all Members within ten (10) Working Days of the relevant Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting.
- 13.2 The agenda for the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meetings shall be determined by the CMAST Programme Lead and agreed by the Meeting Lead prior to circulation.
- 13.3 The Meeting Lead shall be responsible for approval of the first draft set of minutes for circulation to Members and shall work with the CMAST Programme Support to agree such within five (5) Working Days of receipt.

APPENDIX A – DECISIONS OF THE LIVERPOOL HEART AND CHEST HOSPITAL NHS FOUNDATION TRUST CiC

The Board of each Trust within CMAST remains a sovereign entity and will be sighted on any proposals for service change and all proposals with strategic impact.

Subject to Liverpool Heart and Chest Hospital NHS Foundation Trust's Scheme of Delegation, the matters or type of matters that are fully delegated to the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC to decide are set out in the table below.

If it is intended that the CMAST CiCs are to discuss a proposal or matter which is outside the decisions delegated to the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC, where at all practical, each proposal will be discussed by the Board of each Trust prior to the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting with a view to Liverpool Heart and Chest Hospital NHS Foundation Trust CiC requesting individual delegated authority to take action and make decisions (within a set of parameters agreed by Liverpool Heart and Chest Hospital NHS Foundation Trust's Board). Any proposals discussed at the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC meeting outside of these parameters would come back before Liverpool Heart and Chest Hospital NHS Foundation Trust's Board.

References in the table below to the "Services" refer to the services that form part of the CMAST Agreement for joint working between the Trusts (as set out in Clause 2.6 of the CMAST Agreement and which may be supplemented or further defined by an annual CMAST Work Programme) and may include both back office and clinical services.

	Decisions delegated to Liverpool Heart and Chest Hospital NHS Foundation Trust CiC
1.	Providing overall strategic oversight and direction to the development of the CMAST programme ensuring alignment of all Trusts to the vision and strategy;
2.	Promoting and encouraging commitment to the key Rules of Working;
3.	Seeking to determine or resolve any matter within the remit of the Liverpool Heart and Chest Hospital NHS Foundation Trust CiC referred to it by the CMAST Programme Steering Group or any individual Trust;
4.	Reviewing the key deliverables and ensuring adherence with the required timescales including; determining responsibilities within workstreams; receiving assurance that workstreams have been subject to robust quality impact assessments; reviewing the benefits and risks associated in terms of the impact to CMAST Programmes and recommending remedial and mitigating actions across the system;

	Decisions delegated to Liverpool Heart and Chest Hospital NHS Foundation Trust CiC
5.	Formulating, agreeing and implementing strategies for delivery of CMAST Programmes;
6.	In relation to services preparing business cases to support or describe delivery of agreed CMAST priorities or programmes (including as required by any agreed CMAST annual work programme);
7.	Provision of staffing and support and sharing of staffing information in relation to Services;
8.	Decisions to support service reconfiguration (pre consultation, consultation and implementation), including but not limited to: <ul style="list-style-type: none"> a. provision of financial information; b. communications with staff and the public and other wider engagement with stakeholders; c. support in relation to capital and financial cases to be prepared and submitted to national bodies, including NHS England; d. provision of clinical data, including in relation to patient outcomes, patient access and patient flows; e. support in relation to any competition assessment; f. provision of staffing support; and g. provision of other support.
9.	Decisions relating to information flows and clinical pathways outside of the reconfiguration, including but not limited to: <ul style="list-style-type: none"> a. redesign of clinical rotas; b. provision of clinical data, including in relation to patient outcomes, patient access and patient flows; and c. developing and improving information recording and information flows (clinical or otherwise).
10.	Planning, preparing and setting up joint venture arrangements for the Services, including but not limited to: <ul style="list-style-type: none"> a. preparing joint venture documentation and ancillary agreements for final signature; b. evaluating and taking preparatory steps in relation to shared staffing models between the Trusts; c. carrying out an analysis of the implications of TUPE on the joint arrangements;

	Decisions delegated to Liverpool Heart and Chest Hospital NHS Foundation Trust CiC
	<ul style="list-style-type: none"> d. engaging staff and providing such information as is necessary to meet each employer's statutory requirements; e. undertaking soft market testing and managing procurement exercises; f. aligning the terms of and/or terminating relevant third party supply contracts which are material to the delivery of the Services; and g. amendments to joint venture agreements for the Services.
11.	Services investment and disinvestment as agreed within Trust Board parameters and delegated authority;
12.	Reviewing the Terms of Reference and CMAST Joint Working Agreement on an annual basis.

APPROVED BY THE BOARD OF DIRECTORS: [DATE] 2022