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

TERMS OF REFERENCE

1 Introduction

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

Cheshire & Merseyside Provider Collaborative or CMPC	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.
CMPC 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 CiC together with the other CMPC CiCs;
CMPC CiCs	the Trust CiC and the other respective committees established by each of the Trusts to work alongside each other and “ CMPC CiC ” shall be interpreted accordingly;
CMPC Leadership Board	<p>The Leadership Board is a regular meeting of Trust CEOs across C&M which can (when business demands, and responsibility is delegated) be called as a CMPC CiC</p> <p>Leadership Board can also be used as the CMPC CiCs meeting at the same time and place to consider matters of shared interest in line with these Terms of Reference.</p>
CMPC Programme Steering Group	the Group, to provide programme support and oversight of the delivery of agreed collaborative activities;
CMPC Programme Lead	Named Lead Officer or any of subsequent person holding such title in relation to CMPC;
CMPC Programme Support	Administrative infrastructure supporting CMPC;
Meeting Lead	the CiC Member nominated (from time to time) in accordance with paragraph 7.6 of these Terms of Reference, to preside over and run the CMPC CiC meetings when they meet in common;
Member	a person nominated as a member of an CMPC 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.
NHS Cheshire & Merseyside Integrated Care Board or “C&M ICB”	the Integrated Care Board (ICB) for Cheshire and Merseyside. An NHS organisation established on July 1, 2022, that leads an Integrated Care System (ICS). ICBs are responsible for planning and funding most NHS services in their area, managing the NHS budget, and ensuring services are in place to meet the health needs of the local population.
Liverpool Heart and Chest Hospital CiC	the committee established by Liverpool Heart and Chest Hospital NHS Foundation Trust, pursuant to these Terms of Reference, to work alongside the other CMPC CiCs in accordance with these Terms of Reference;
Liverpool Heart and Chest Hospital NHS Foundation Trust	Liverpool Heart and Chest Hospital NHS Foundation Trust of Thomas Lane, Liverpool, L14 3PE;
Trusts	the Countess Of Chester Hospital NHS FT, Liverpool University Hospitals NHS FT, 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 Hospital NHS FT, East Cheshire NHS Trust, Mersey and West Lancashire Teaching Hospitals NHS Trust and Mid Cheshire Hospitals NHS FT, Mersey Care NHS Foundation Trust, Bridgewater Community Healthcare NHS Foundation Trust, Cheshire and Wirral Partnership NHS Foundation Trust, Wirral Community Health and Care NHS Foundation Trust 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 CMPC to implement change.

- 1.3 Each Trust has agreed to establish a committee which shall work in common with the other CMPC 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 CMPC but is not forming its own CMPC CiC and will be in attendance at meetings of the CMPC 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 respective individual CMPC CiC will be different.
- 1.5 Each Trust has entered into the CMPC Agreement on **[DATE]** and agrees to operate its CMPC CiC in accordance with the CMPC Agreement.

2 Aims and Objectives of the Liverpool Heart and Chest Hospital CiC

- 2.1 The aims and objectives of the Liverpool Heart and Chest Hospital CiC are to work with the other CMPC CiCs on system work or matters of significance as delegated to the Liverpool Heart and Chest Hospital CiC under Appendix A to these Terms of Reference to:

2.1.1 Leadership

Provide strategic leadership, oversight and delivery of new models of care through the development of CMPC and its workstreams.

Set the strategic goals for CMPC, defining its ongoing role and scope ensuring recommendations are provided to Trusts' Boards for any changes which have a material impact on the Trusts;

2.1.2 Delivery

Consider different employment models for service line specialities including contractual outcomes and governance arrangements;

Review the key deliverables and hold the Trusts to account for progress against agreed decisions;

Ensure all Clinical Networks or other collaborative forums, by working in partnership with the ICB, have clarity of responsibility and accountability and drive progress;

Establish monitoring arrangements to identify the impact on services and review associated risks to ensure identification, appropriate management and mitigation;

Improve the quality of care, safety and the patient experience delivered by the Trusts;

Deliver equality of access to the Trusts service users; and

Ensure the Trusts deliver services which are clinically and financially sustainable.

2.1.3 Collaborate

Receive and seek advice from the relevant Professional (reference) Groups, including Medical, Nursing, Finance, Strategy, Human Resources, Operational and governance;

Receive and seek advice from the NHS Cheshire and Merseyside Integrated Care Board and regulator or those charged with performance management;

Review and approve any proposals for additional Trusts to join the founding Trusts of CMPC;

Ensure compliance and due process with regulating authorities regarding service changes;

Oversee the creation of joint ventures or new corporate vehicles where appropriate;

- 2.2 Review the CMPC Agreement and Terms of Reference for CMPC CiCs on at least a biennial basis

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 CMAP** CiC. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Liverpool Heart and Chest Hospital CiC.
- 3.2 The Liverpool Heart and Chest Hospital CiC shall work cooperatively with the other CMPC CiCs and in accordance with the terms of the CMPC Agreement.
- 3.3 The Liverpool Heart and Chest Hospital 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 CiC.
- 3.4 The Liverpool Heart and Chest Hospital 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 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 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 CiC in paragraph 4 of these Terms of Reference shall be retained by Liverpool Heart and Chest Hospital NHS Foundation Trust's Board or 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 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 CiC shall send the minutes of Liverpool Heart and Chest Hospital 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 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 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 CiC Member shall nominate a deputy to attend Liverpool Heart and Chest Hospital 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 CiC Chief Executive Member, his or her Nominated Deputy shall be entitled to:
- 7.4.1 attend Liverpool Heart and Chest Hospital CiC's meetings;
 - 7.4.2 be counted towards the quorum of a meeting of Liverpool Heart and Chest Hospital CiC's; and
 - 7.4.3 exercise Member voting rights,
- and when a Nominated Deputy is attending a Liverpool Heart and Chest Hospital CiC meeting, for the purposes of these Terms of Reference, the Nominated Deputy shall be included in the references to "Members".
- 7.5 The chair of the Liverpool Heart and Chest Hospital CiC shall be nominated by the Liverpool Heart and Chest Hospital CiC.
- 7.6 When the CMPC CiCs meet in common, one person nominated from the Members of the CMPC 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 CMPC 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 CiC. The Liverpool Heart and Chest Hospital's Chair shall be invited to meetings of the CMPC CiCs on at least a quarterly basis (or where the CiC feels it is appropriate – see CMPC JWA) 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 CiC to support the provision of governance advice and ensure that the working arrangements comply with the accountability and reporting arrangements of the CMPC CiCs.
- 8.3 The CMPC Programme Lead shall have the right to attend the meetings of Liverpool Heart and Chest Hospital CiC.
- 8.4 Without prejudice to paragraphs 8.1 to 8.3, 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 CMPC CiCs' meetings, but for the avoidance of doubt, any such persons in attendance at any meeting of the CMPC 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 CiC.

9 Meetings

- 9.1 Subject to paragraph 9.3 below Liverpool Heart and Chest Hospital CiC meetings shall take place monthly.
- 9.2 The Liverpool Heart and Chest Hospital CiC shall meet with the other CMPC CiCs as the CMPC Leadership Board in accordance with the CMPC Agreement (as set out in clause 4 of the CMPC 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 CMPC 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 CMPC Programme Lead shall give five (5) Working Days' notice to the Trusts.
- 9.4 Meetings of the Liverpool Heart and Chest Hospital 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 CMPC 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 CiC shall be confidential to the Liverpool Heart and Chest Hospital CiC Members and their Nominated Deputies, others in attendance at the meeting and the members of Liverpool Heart and Chest Hospital Board.

10 Quorum and Voting

- 10.1 Members of the Liverpool Heart and Chest Hospital CiC have a responsibility for the operation of the Liverpool Heart and Chest Hospital 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 CiC shall have one vote. The Liverpool Heart and Chest Hospital 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 CiC shall comply with the provisions on conflicts of interest contained in Liverpool Heart and Chest Hospital NHS Foundation Trust Constitution/Standing Orders, the CMPC 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 CiC.

- 11.2 All Members of the Liverpool Heart and Chest Hospital CiC shall declare any new interest at the beginning of any Liverpool Heart and Chest Hospital CiC meeting and at any point during a Liverpool Heart and Chest Hospital CiC meeting if relevant.

12 Attendance at meetings

- 12.1 Liverpool Heart and Chest Hospital shall ensure that, except for urgent or unavoidable reasons, Liverpool Heart and Chest Hospital CiC Members (or their Nominated Deputy) shall attend Liverpool Heart and Chest Hospital CiC meetings (in person) and fully participate in all Liverpool Heart and Chest Hospital CiC meetings.
- 12.2 Subject to paragraph 12.1 above, meetings of the Liverpool Heart and Chest Hospital 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) i.e. MS Teams or equivalent 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 CiC will be provided by CMPC Programme Support (or such other route as the Trusts may agree in writing). The CMPC Programme Support will:
 - 13.1.1 draw up an annual schedule of CMPC CiC meeting dates and circulate it to the CMPC CiCs;
 - 13.1.2 circulate the agenda and papers three (3) Working Days prior to CMPC CiC meetings; and
 - 13.1.3 take minutes of each Liverpool Heart and Chest Hospital 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 CiC meeting.
- 13.2 The agenda for the Liverpool Heart and Chest Hospital CiC meetings shall be determined by the CMPC 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 CMPC Programme Support to agree such within five (5) Working Days of receipt.

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

The Board of each Trust within CMPC 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 CiC to decide are set out in the table below.

If it is intended that the CMPC CiCs are to discuss a proposal or matter which is outside the decisions delegated to the Liverpool Heart and Chest Hospital CiC, where at all practical, each proposal will be discussed by the Board of each Trust prior to the Liverpool Heart and Chest Hospital CiC meeting with a view to Liverpool Heart and Chest Hospital 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 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 CMPC Agreement for joint working between the Trusts (as set out in Clause 2.6 of the CMPC Agreement and which may be supplemented or further defined by an annual CMPC Work Programme) and may include both back office and clinical services.

	Decisions delegated to Liverpool Heart and Chest Hospital CiC
1.	Providing overall strategic oversight and direction to the development of the CMPC 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 CiC referred to it by the CMPC 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 CMPC Programmes and recommending remedial and mitigating actions across the system;
5.	Formulating, agreeing and implementing strategies for delivery of CMPC Programmes;

	Decisions delegated to Liverpool Heart and Chest Hospital CiC
6.	In relation to services preparing business cases to support or describe delivery of agreed CMPC priorities or programmes (including as required by any agreed CMPC annual work programme);
7.	Provision of staffing and support and sharing of staffing information in relation to Services;
8.	<p>Decisions to support service reconfiguration (pre consultation, consultation and implementation), including but not limited to:</p> <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.	<p>Decisions relating to information flows and clinical pathways outside of the reconfiguration, including but not limited to:</p> <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.	<p>Planning, preparing and setting up joint venture arrangements for the Services, including but not limited to:</p> <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; 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;

	Decisions delegated to Liverpool Heart and Chest Hospital CiC
	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 CMPC Agreement on an annual basis.

APPROVED BY BOARD OF DIRECTORS: [DATE]