NHS
Surrey Downs
Clinical Commissioning Group

Governing Body
29th January 2016

South West London and Surrey Downs Programme Board Governance

Agenda Item 13 Paper 8	
Author:	Justin Dix, Governing Body Secretary
Executive Lead:	Dr Claire Fuller, Clinical Chair
Relevant Committees or forums that have already reviewed this paper:	Governing Body (in Seminar)
Action required:	To note
Attached:	Programme Board proposed governance
CCG Strategic objectives relevant to this paper:	Core business: relevant to all / most objectives
Risk	Subject of paper
Compliance observations:	**Finance:** There are links to risks on the risk register regarding financial sustainability
	Engagement : No specific issues at this stage. See attached for proposals on engagement for the programme.
	Quality impact: Any changes arising from this programme would be subject to quality impact assessment
	Equality impact: Any changes arising from this programme would be subject to euality impact assessment
	Privacy impact: No specific issues.
	Legal: No specific issues

EXECUTIVE SUMMARY

On the 18th December, following consultation with members of the Governing Body as required by the constitution, the Chairman confirmed that the CCG would enter into the formal South West London and Surrey Downs Programme. This was a duly constituted Chairman's Action in line with Section

The Governing Body will be updated on other related developments arising from the national planning guidance and Sustainability and Transformation Partnerships once these are confirmed with NHS England.

Date of paper	20th January 2016
For further information contact:	justin.dix@surreydownsccg.nhs.uk

South West London & Surrey Downs Healthcare Partnership

Proposed Governance

V1.1

1. EXECUTIVE SUMMARY

The NHS in South West London is working on a long term plan to improve local health services.

In February 2014 the six South West London NHS Clinical Commissioning Groups (CCGs) – Croydon, Kingston, Merton, Richmond, Sutton and Wandsworth – and the health commissioners from NHS England (London) agreed to work together with hospitals, mental health, primary and community care service, local councils, local people and patients to improve health services for everyone in South West London. The partnership between the CCGs and NHS England has been known as the South West London Commissioning Collaborative (SWLCC). In June 2014 SWLCC published a five year strategy to improve services and since that point have been taking forward this work. A South West London Acute Provider Collaborative (APC) was established during 2014/15 to enable the South West London acute providers to work collaboratively together to respond proactively to the Commissioner's plan. South West London Out of Hospital providers have also been meeting during 2015 to discuss their response to the issues faced by the local NHS.

Since the summer of 2015 local NHS commissioners and providers have been in discussions as to how they could best work together in the future to address the challenges faced by the NHS in South West London. Surrey Downs have been included in the discussions because they, along with Sutton CCG and Merton CCG, commission services from Epsom and St Helier Hospital. Similarly, SWL CCGs commission elective service from the South West London Elective Orthopaedic Centre (SWLEOC) at Epsom Hospital.

The outcome of these discussions is an agreement to further strengthen and build on the programme of work that has been carried out in South West London and Surrey Downs to date, by forming closer working arrangements and developing a single programme of work – the South West London and Surrey Downs Healthcare Partnership programme (SSHP).

During these discussions the providers and commissioners have also been working with NHS England, Monitor and the Trust Development Authority who are supportive of this action.

This paper sets out the proposed governance arrangements for the new SSHP programme.

The objectives of the programme, and the benefits to be delivered, will build on the five year strategy already published by the SWLCC, which seeks to put the health economy on to a clinically and financially sustainable footing, addressing workforce and quality issues. However, these objectives and benefits, along with the detailed scope of the programme, will need to be refreshed following a financial diagnostic to be conducted by the Tripartite[1] during the winter of 2015/16, and a full review of strategies and current programmes of work underway in South West London and Surrey Downs. The resulting proposed objectives, benefits, workstreams and scope will be agreed by the new programme board through signing off a Programme Initiation Document.

The Governing Body/Board is asked to review and agree the proposed governance arrangements and Terms of Reference.

[1] Monitor, NHS England and TDA

Document Revision History

Revision date	Author(s)	Change summary	Version*
09/11/15	Kay McCulloch		0.1
11/11/15	Kay McCulloch	Add AN comments	0.2
13/11/15	Kay McCulloch	Reflect feedback from working group and COs	0.3
13/11/15	Kay McCulloch	Corrupted file - resaved	0.4
16/11/15	Kay McCulloch	Comments from review of v0.4	0.5
16/11/15	Kay McCulloch	Resaved following crash	0.6
17/11/15	Kay McCulloch	Final comments including legal advice	0.7
17/11/15	Kay McCulloch	NHSE feedback	0.8
20/11/15	Kay McCulloch	Changes following meeting on 20/11 (minuted)	0.9
23/11/15	Kay McCulloch	Final updates	1.0
25/11/15	Kay McCulloch	Update approvals list	1.1

Approvals

This document requires the following approvals before finalisation.

Name and position/group	Scheduled date for approval		Date approved		Version
	Chair's Action/ Part 2	Part 1 approval/ ratification	Chair's Action/ Part 2	Part 1 approval/ ratification	
Programme Board (shadow)	20/11/15	N/A		20/11/15 (subject to agreed changes)	0.8
Croydon CCG	N/A	1/12/15 Part 1	N/A		1.1
Kingston CCG	8/12/15 Chair's action	12/1/16 Part 1			1.1
Merton CCG	N/A	17/12/15 EGM	N/A		1.1
Richmond CCG	8/12/15	19/1/16			1.1
Surrey Downs CCG	18/12/15 Chair's action	29/1/16 Part 1			1.1
Sutton CCG	N/A	6/1/16 Part 1	N/A		1.1
Wandsworth CCG	N/A	9/12/15 Part 1	N/A		1.1
Croydon Health Services NHS Trust	N/A	9/12/15 Part 1	N/A		1.1
Epsom & St Helier University Hospitals NHS Trust		27/11/15			1.1
St George's University Hospitals NHS Foundation Trust	N/A	3/12/15 Part 1	N/A		1.1
Kingston Hospital NHS Foundation Trust	25/11/15 Part 2	27/1/16 Part 1			1.1
South West London & ST Georges NHS Trust	N/A	3/12/15 Part 1	N/A		1.1
South London & Maudsley NHS Foundation Trust	N/A	15/12/15 Part 1	N/A		1.1

Contents

1. PURPOSE

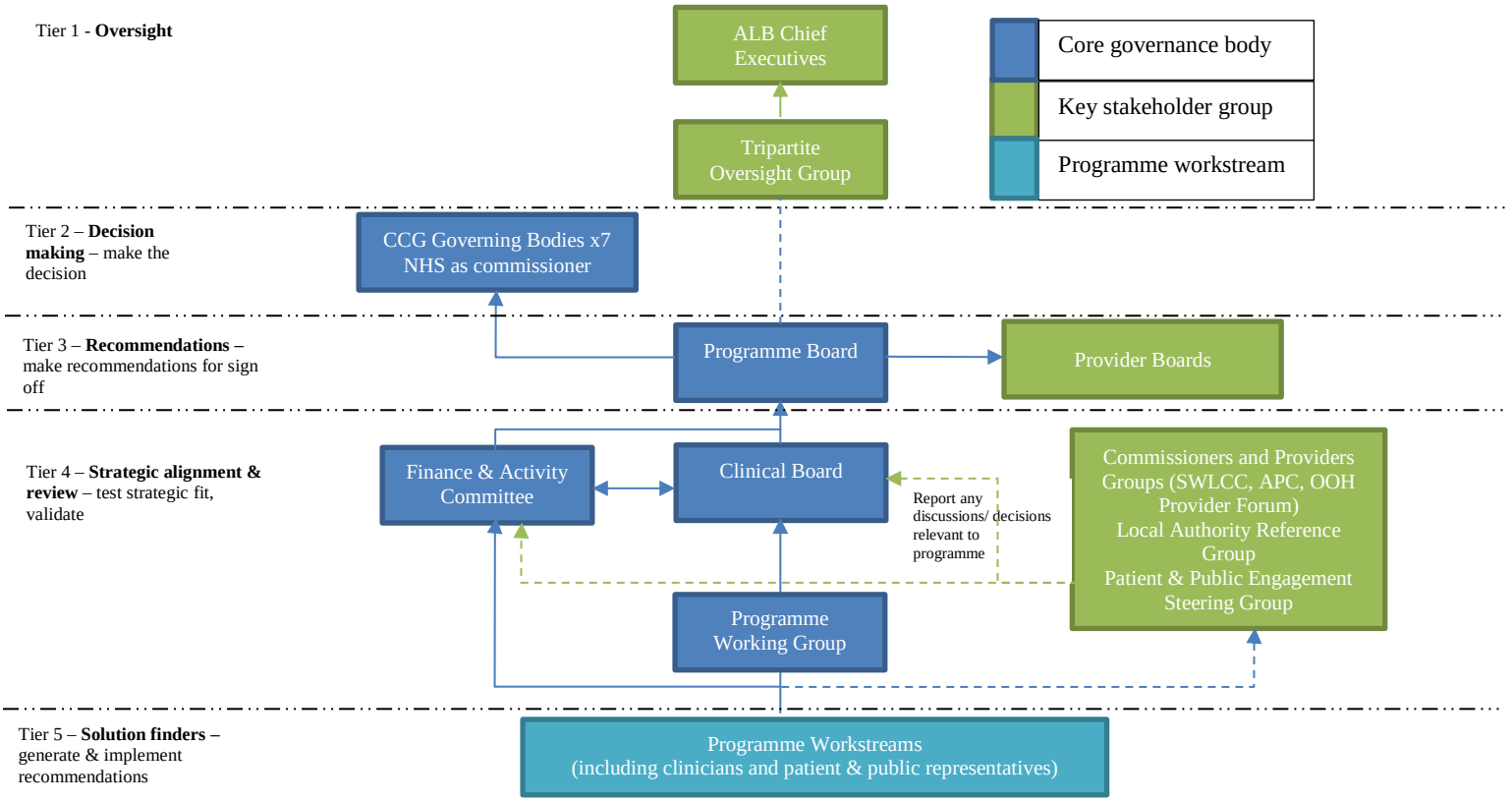
Since the summer of 2015 local NHS commissioners and providers have been in discussions as to how they could best work together in the future to address the challenges faced by the NHS in South West London. Surrey Downs have been included in the discussions because they, along with Sutton CCG and Merton CCG, commission services from Epsom and St Helier Hospital. Similarly, SWL CCGs commission elective service from the South West London Elective Orthopaedic Centre (SWLEOC) at Epsom Hospital.

The outcome of these discussions is an agreement that to further strengthen and build on the programme of work that has been carried out in South West London and Surrey Downs to date, closer working arrangements should be formalised into a single programme of work – the South West London and Surrey Downs Healthcare Partnership programme (SSHP).

Formal governance is essential to ensure that the programme is directed to maximise the delivery of benefits. This document outlines proposals for how the SSHP programme will be designed and delivered, and how interdependencies with other programmes will be managed. It describes the roles of individual organisations and the Tripartite[2] in achieving consensus on how change will be delivered and where decisions will be made.

This paper does not include how stakeholders will be managed (e.g. engagement with patients and the public and with local authorities). Stakeholder management will be included in the Programme Initiation Document.

2. PROPOSED GOVERNANCE STRUCTURE



[2] Monitor, NHS England, TDA

An Independent Chair has been appointed by the Tripartite to lead the programme.

The role of the Programme Board is to oversee the progress of the programme and to drive consensus on change to be delivered.

The Clinical Board will be responsible for developing and agreeing models of care with the wider clinical community and consider any impacts of recommendations by other workstreams.

The Finance and Activity Committee will be responsible for overseeing the financial implications of all the workstreams. It will validate and sign off all financial modelling and other technical work. It will ensure that the finance work across all workstreams is consistent and is of a quality that will support public consultation and engagement and Regulators' expectations.

Terms of Reference for the Programme Board and Clinical Board are set out in Appendices 2 and 3 of this document. A monthly meeting of provider and commissioner Directors of Finance/Chief is likely to fulfil the proposed function of the Finance and Activity Committee. The Terms of Reference will be reviewed and refreshed by this group and submitted to the Programme Board once completed.

3. ROLES AND RESPONSIBILITIES OF INDIVIDUAL ORGANISATIONS

The governance structure laid out above is intended to reflect both the legal accountabilities of organisations, and the need for consensus. CCGs (and NHS England in their role as specialist commissioner) are the only organisations which can define which services will be commissioned in the health economy. The Governing Bodies of Foundation Trusts also have a legal responsibility to act in the best interests of their own organisations. In practice, the agreement, active support and co-operation of all organisations will be essential to delivering service change.

The Programme Board, which includes representation from providers and commissioners will be the governance body making recommendations in respect of the way forward with the programme.

The expectation is that all organisations will work together in good faith and as constructively as possible to develop the programme and support its work. This is a recognition of the fact that, in the current financial and clinical situation, it is in the interest of all commissioners and providers to develop a solution that restores the South West London and Surrey Downs NHS economy to financial and clinical sustainability. To support this, all the organisations have agreed to work together to develop a statement of behaviours, which will define how organisations will behave and interact with each other.

Inevitably, during the course of the programme, disagreements will arise, between sectors or between individual organisations. The expectation is that organisations will engage constructively with each other to address and resolve these and aim to achieve consensus at the Programme Board. However, if organisations cannot achieve consensus between themselves, the programme allows for intervention by neutral third parties through two routes:

1) Neutral facilitation by the Chair

The role of the Chair is to act as a neutral arbiter and facilitator between the organisations involved in the process. The Chair will work with both commissioners and providers to develop solutions and resolve conflicts. Ultimately the SSHP Chair cannot abrogate the responsibilities of individual organisation Chairs or accountable officers, but all the organisations will be expected to engage constructively with him in his role.

2) Neutral facilitation by the Tripartite

NHS England, Monitor and the Trust Development Authority will have a key role to play in helping the South West London and Surrey Downs organisations to address the challenges that they are facing. As third parties with specific regulatory roles, they are able to stand outside of the individual organisational interests in South West London and Surrey Downs and will be expected to play a significant role in supporting the development of solutions. They will have a particular role in working with organisations which may be individually disadvantaged by proposals in the short term, if this is necessary to deliver wider system sustainability, and thus a longer term advantage for all organisations.

The specific legal powers of the Tripartite to intervene with commissioner and provider organisations are laid out in Appendix 4. As importantly, the relationships that the Tripartite organisations have with each of the organisations in South West London will enable them to work closely with South West London and Surrey Downs and support the development of a way forward. Tripartite roles will be further defined in the Programme Initiation Document.

4. PROGRAMME LEADERSHIP AND MANAGEMENT ROLES

While the Tripartite organisations will be closely involved with the programme, the day to day leadership and management of the programme will rest with three roles: the Chair, SRO and Programme Director. The responsibilities of these roles will be laid out in the job descriptions for each role and will be confirmed in the Programme Initiation Document.

5. RELATED DOCUMENTATION

The table below provides details of other documentation relevant to this paper:

Document name	**Relevance**
South West London & Surrey Downs - Stocktake of challenges & current activities	Sets out the challenge and current South West London and Surrey Downs transformation initiatives

Appendix 1

Terms of Reference

South West London & Surrey Downs Healthcare Partnership

Programme Board

Contents

1. Purpose

This document details the Terms of Reference for the South West London & Surrey Downs Healthcare Partnership (SSHP) Programme Board.

2. Role of the Board

The Board will bring together representatives of the organisations across South West London and Surrey Downs which are included within the South West London & Surrey Downs Health Partnership. It will be the main group for the senior leaders of those organisations to discuss and resolve issues around the delivery of the Partnership programme.

The objectives of the programme as a whole will be set out in a Programme Initiation Document that will be submitted to the Programme Board.

The objectives of the programme, and the benefits to be delivered, will build on the five year strategy already published by the SWLCC, which seeks to put the health economy on to a clinically and financially sustainable footing, addressing workforce and quality issues. However, these objectives and benefits, along with the detailed scope of the programme, will need to be refreshed following a financial diagnostic to be conducted by the Tripartite during the winter of 2015/16, a full review of strategies and current programmes of work underway in South West London and Surrey Downs against the five year sustainability and transformation plans required in the new planning guidance. The resulting proposed objectives, benefits, workstreams and scope will be agreed by the new programme board through signing off a Programme Initiation Document.

Within this, the Programme Board will act as the main forum for the affected healthcare organisations to discuss the proposals, to review and draw together the evidence from the Clinical Board and the Finance and Activity Committee as well as other relevant information, and to shape and discuss any service recommendations to be made to CCGs and NHS England in its role as commissioner.

The Programme Board will seek to achieve consensus over the vision and service model, and work to ensure that these are supported by all Programme Board members. It is possible that several options for service change may be developed for public consultation which may be viewed more or less favourably by organisations and there may not be agreement between Programme Board members over a preferred option. The expectation is that all organisations will support implementation of the final decision post-consultation.

The recommendations will be put to the Governing Bodies of the 7 CCGs for final agreement and sign off.

As such, the role of the Programme Board will be:

- To shape the development of the workstreams of the programme, defining priorities and key areas for inclusion
- To review progress on the programme, by owning the programme dashboard and holding the Programme Director to account for delivery of the workstreams
- To review and challenge the analysis produced by the workstreams
- To act as a forum for discussion and resolution of important or contentious issues relating to the programme
- Once the analysis is agreed, to use it to shape service recommendations around how the SWL and SD health economy may best be put on a clinically financially sustainable footing. These will draw on the clinical recommendations made by the clinical group but will also need to take account of financial and operational constraints, and statutory requirements

- To share these recommendations with the Boards and Governing Bodies of providers, and other stakeholders as appropriate, and finally to put them to the Governing Bodies of the Clinical Commissioning Groups for approval
- To ensure effective patient and public involvement in the preparation and delivery of the strategy
- To oversee resources for the programme and ensure that sufficient resources are made available to carry out the requirements of the programme

3. Responsibilities

The responsibilities of the Programme Board include:

- Responsibility for oversight and delivery of the SSHP programme
- Review and make recommendations in respect of the objectives, scope and benefits of the programme of works
- Share these recommendations with the Boards and Governing Bodies of providers, and finally put them to the Governing Bodies of CCGs for final approval
- Be the forum where all the organisations included within the programme can hold each other to account
- Ensure that the programme delivers on its objectives of safety, quality and clinical and financial sustainability, through delivery of agreed strategic changes
- Promote and support engagement across South West London and Surrey Downs, ensuring that the views of all relevant stakeholders, including organisations who are directly and indirectly represented, as well as other organisations which may be indirectly affected, as well as the views of patients and the public, are given due weight and consideration in decision making.

4. Membership of the Board

The membership of the board will be drawn from the healthcare organisations and Local Authorities that are included within the South West London & Surrey Downs Health Partnership. Some of these will be directly represented around the table, while others will be indirectly represented by individuals nominated by the organisations in question.

4.1. *Membership*

- Chair: Independent Chair, as appointed by NHS England, Monitor and the Trust Development Authority
- Chief Officers of each of the seven CCGs (NHS Croydon CCG, NHS Kingston CCG, NHS Merton CCG, NHS Richmond CCG, NHS Surrey Downs CCG, NHS Sutton CCG, and NHS Wandsworth CCG)
- Clinical Chairs of each of the seven CCGs (NHS Croydon CCG, NHS Kingston CCG, NHS Merton CCG, NHS Richmond CCG, NHS Surrey Downs CCG, NHS Sutton CCG, and NHS Wandsworth CCG)
- Chief Executives of the four acute providers (Croydon Health Services NHS Trust, Epsom and St Helier University Hospitals NHS Trust, Kingston Hospital NHS Foundation Trust, St George's University Hospitals NHS Foundation Trust)

- Chief Executive of South West London & St Georges NHS Trust
- Chief Executive of South London and Maudsley NHS Trust
- Chief Executive of Royal Marsden NHS Foundation Trust
- Two representatives from the Out of Hospital Provider Forum
- One representative from a Surrey Downs Out of Hospital Provider
- Representatives from Local Authorities (1 representing the Local Authorities of South West London and 1 Surrey Downs)
- Representative from London Ambulance Service
- Representatives from NHS England, Monitor and the Trust Development Authority (1 per organisation) in their role as the Tripartite
- 1 Representative from NHS England in its role as commissioner
- The Co-Chairs of the programme's Clinical Board and Finance and Activity Committee
- South West London Representative from Clinical Board
- Programme Director of the SSHP programme
- Programme Director of the Acute Provider Collaborative
- Director of Communications & Engagement
- Patient & Public Representative

4.2. *Additional Attendees*

- Representation from other clinical, financial or workforce workstreams as required
- Representatives of patients or the public as required

5. Quoracy

No business will be transacted unless the following are present:

- The Independent Chair, or a nominated deputy from NHS England, Monitor or the Trust Development Authority.
- One representative from each of the seven Clinical Commissioning Groups and NHS England in their role as commissioner. If the Chair or Chief Officer is unable to attend a deputy may be nominated.
- One representative from each of the four acute providers. If the Chief Executive is unable to attend a deputy may be nominated.

- One representative from the out of hospital providers. If none of the designated Board members are able to attend a deputy may be nominated.

- One representative from either South London and Maudsley NHS Foundation Trust or South West London and St George's Mental Health NHS Trust. If neither of the Chairs or Chief Executives are able to attend a deputy may be nominated.

The Programme Board is responsible for making recommendations to the Governing Bodies of the seven Clinical Commissioning Groups ((NHS Croydon CCG, NHS Kingston CCG, NHS Merton CCG, NHS Richmond CCG, NHS Surrey Downs CCG, NHS Sutton CCG, and NHS Wandsworth CCG), The Governing Bodies will make decisions involving their membership as laid down within their constitutions.

The recommendations of the Programme Board will also be put to the Boards or Governing Bodies of the providers who are represented on the Programme Board. While the providers do not have formal final decision power over the programme, it is anticipated that the views of the provider Boards and Governing Bodies will be taken into account and that the Chair will work to develop proposals which have the agreement of all the Boards and Governing Bodies.

In order to develop recommendations, the Chair will work to establish unanimity as the basis for the recommendations of the committee. In the event of disagreement, NHS England, Monitor and the Trust Development Authority will also work with commissioners, Foundation Trusts and NHS Trusts respectively to broker agreement and develop solutions.

6. Accountability

The programme will report to the seven CCGs and NHS England in their role as commissioners, who will have ultimate decision-making power. It will also report to the Tripartite oversight group, in their roles as regulators, who will work with the Programme Board and the individual organisations under their jurisdiction to develop the way forward.

Individual member provider organisations of the Programme Board will also be accountable to the Boards or Governing Bodies of their own organisations.

7. Frequency of Meetings

Meetings will take place monthly and usually be of 2 hours' duration. A full year meeting schedule for 2016 will be produced and agreed by 30 November 2015 by the Secretariat. On occasion exceptional meetings may be called subject to the agreement of the Chair.

8. Confidentiality

No member of the Programme Board shall disclose: any information disclosed or discussed at, or in the period between, meetings of the Board, which should reasonably be regarded as confidential; any other information which is not publicly available including, but not limited to, any information specifically designated as confidential; any information supplied by a third party in relation to which a duty of confidentiality is owed or arises; and any other information which should otherwise be reasonably regarded as possessing a quality of confidence or as having commercial value.

9. Conflicts of Interest

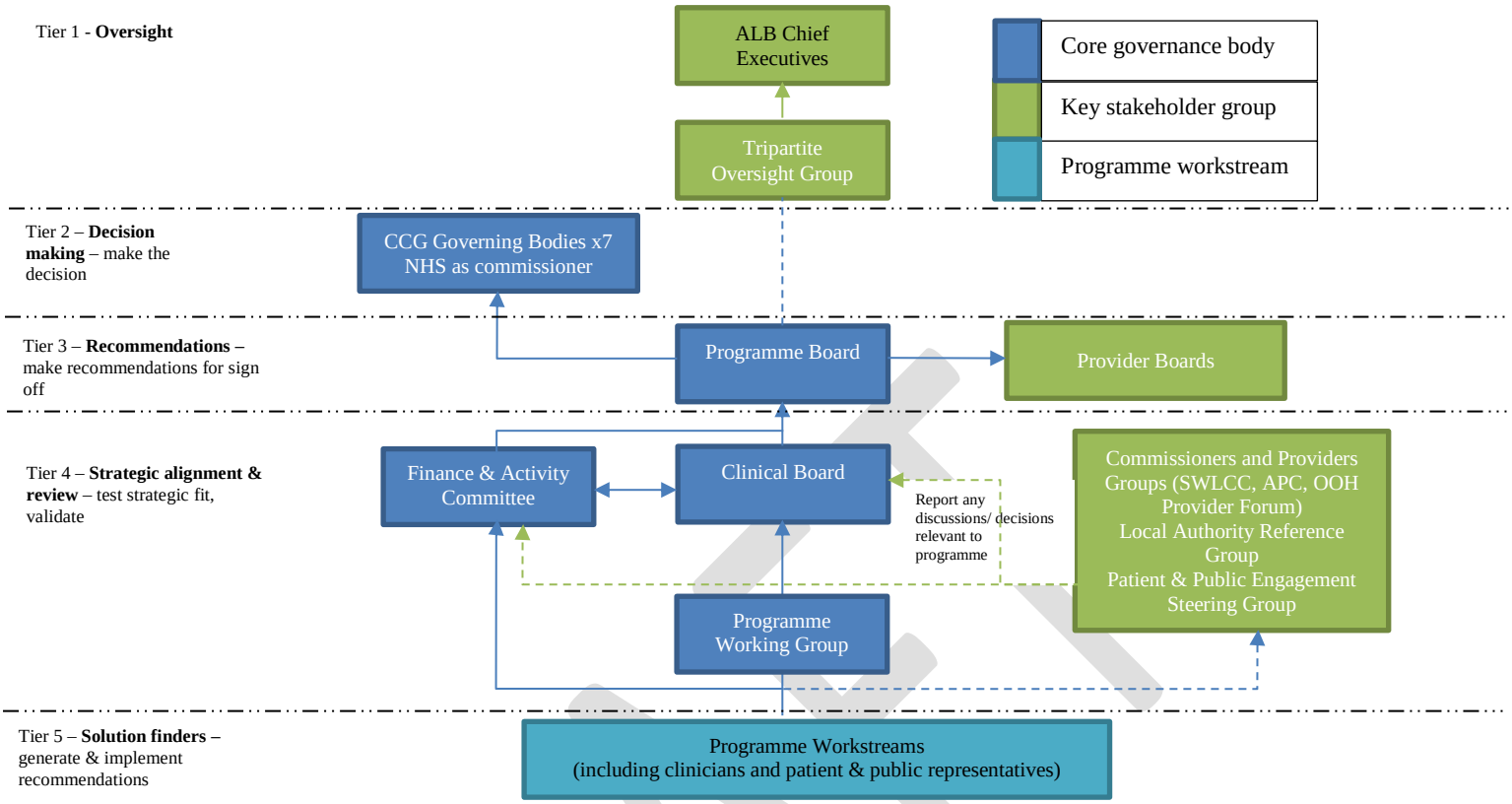
A conflict of interest is where an individual has a direct or indirect pecuniary or non-pecuniary interest in a matter that is being discussed. These can be defined as follows:

- A direct pecuniary interest is when an individual may financially benefit from a decision (for example moving services to them from an alternative provider)
- An indirect pecuniary interest is when an individual may financially benefit from a decision though normally via a third party (for example where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a reconfiguration decision)
- A direct non-pecuniary interest is where an individual holds a non-remunerative or not-for-profit interest in an organisation (for example, where an individual is a trustee of a voluntary provider that is bidding for a contract)
- An indirect non-pecuniary interest is when an individual may enjoy a qualitative benefit from the consequences of a decision which cannot be given a monetary value (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house.
- In addition, where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories, this will constitute a conflict of interest.

Members of the Programme Board must declare if they have any interests, whether pecuniary or non-pecuniary, as defined above, which relates to the matters being discussed. Individuals will declare any such interest that they have to the Chair as soon as they are aware of it, and in any event no later than 28 days after becoming aware.

Should any such interest be declared, the Chair of the Programme Board should exercise discretion as to whether to disqualify that member (voting or non-voting) from taking any further part, or in any way influencing by proxy or otherwise, discussion and/or voting on that matter.

Annex 1 Governance structure of SSHP



Annex 2 Core Membership

Chair	Andrew Morris
Chief Officer Croydon CCG	Paula Swann
Chief Officer Kingston CCG	Tonia Michaelides
Chief Officer Merton CCG	Adam Doyle
Chief Officer Richmond CCG	Kathryn Magson
Chief Officer Surrey Downs CCG	Claire Fuller
Chief Officer Sutton CCG	Chris Elliott
Chief Officer Wandsworth CCG	Graham Mackenzie
Clinical Chair Croydon CCG	Tony Brzezicki
Clinical Chair Kingston CCG	Naz Jivani
Clinical Chair Merton CCG	Andrew Murray
Clinical Chair Richmond CCG	Graham Lewis
Clinical Chair Surrey Downs CCG	Claire Fuller
Clinical Chair Sutton CCG	Brendan Hudson
Clinical Chair Wandsworth CCG	Nicola Jones
Chief Executive Croydon Health Services NHS Trust	John Goulston
Chief Executive Epsom & St Helier University Hospitals NHS Trust	Daniel Elkeles
Interim Chief Executive Kingston Hospital NHS Foundation Trust	Ann Radmore
Chief Executive St Georges University Hospital NHS Trust	Miles Scott
Chief Executive South West London & St Georges NHS Trust	David Bradley
Chief Executive South London and Maudsley NHS Trust	Matthew Patrick
Chief Executive Royal Marsden NHS Foundation Trust	Cally Palmer
Representative from the Out of Hospital Provider Forum	Darren Tymens (Richmond GP Federation & Interim Chair OOH Provider Forum)
Representative from the Out of Hospital Provider Forum	TBC
Representative from the Out of Hospital Providers of Surrey Downs	Thirza Sawtell
Local Authority Representative – South West London	Simon Williams
Local Authority Representative – Surrey Downs	TBC
London Ambulance Service	TBC
NHS England (London)	Anne Rainsberry/ Matthew Trainer/David Mallett
NHS England (South)	Felicity Cox
Monitor	Mark Turner/Victoria Woodhatch
TDA	Andrew Hines/Jen Leonard
Co-Chair Clinical Board	Jane Fryer
Co-Chair Clinical Board	Steve Ryan
SWL Representative from Clinical Board	TBC
Chair Finance & Activity Committee	Hardev Virdee
SSHP Programme Director	Kay McCulloch
APC Programme Director	Alexandra Norrish
Director of Communications	Rory Hegarty
Patient & Public Representative	TBC

Appendix 2

Terms of Reference

South West London & Surrey Downs Healthcare Partnership

Clinical Board

Contents

1. Purpose

This document details the Terms of Reference for the South West London & Surrey Downs Clinical Board, an advisory Board to the Programme Board of the South West London & Surrey Downs Health Partnership (SSHP).

2. Role of the Board

The role of the SSHP Clinical Board is to:

- Provide expert clinical and public health advice and guidance to support the work of the Programme Board.
- Provide clinical input and oversight of the SSHP, ensuring buy-in from the clinical community, in line with requirements on major service change.
- Drive delivery of the objectives of the wider SSHP programme in respect of designing, developing and assuring specific clinical elements of transformation, as defined in the programme scope as agreed by the SSHP programme board.
- Guide, support and enable the work of the workstreams based on the direction set by the Programme Board.
- Ensure the workstreams have appropriate representation to undertake the specified tasks, providing advice and guidance on membership as appropriate.
- Oversee the alignment of work between workstreams; providing guidance and advice where necessary to ensure models of care developed by each workstream are compatible.
- Act as a conduit for the management and escalation of clinical risks across the programme.
- Provide assurance and sign-off of the outputs of the clinical workstreams.
- Provide a clinical view on options for any public consultation.

3. Responsibilities

The Clinical Board will report to and be accountable to the Programme Board.

Responsibilities of the Clinical Board include:

- Fulfilling its role as specified above.
- Overseeing and assuring the development of models of care and key interventions by each workstream.
- Ensure that the models of care developed, and associated hospital and community based interventions:
    - reflect national and London clinical quality standards
    - are evidence based
    - are compatible with the ambition of the collaborative to improve outcomes for patients in south west London
    - reflect the advice of the CFOs/finance workstream in respect of the affordability of proposed solutions

- are deliverable and sustainable.

- Consider the workforce implications of models of care and provide recommendations to the workforce workstream

- Ensure clinical targets, waiting times and performance targets are included within the models of care.

- Act as a communication channel with clinical colleagues in their organisation about the work of the Clinical Board and feedback any key issues or concerns raised by them

- Promote and endorse the vision and objectives of the programme to NHS and external stakeholders where necessary.

- Provide regular reports regarding each workstream to the Programme Board.

- Provide recommendations to the Programme Board.

4. Membership of the Board

- Co-Chairs: 1 external independent chair from non South West London provider organisation and South London Medical Director NHSE (London)
- Seven CCG Clinical Chairs
- Medical Directors from acute, community and mental health providers service South West London
- Nursing Directors from acute, community and mental health providers service South West London
- Representative from GP Federations
- Representative from community providers in Surrey Downs
- Chair of Finance & Activity Board
- Patient & Public Representative

4.1. *In Attendance*

- Public Health representation from Local Authority
- London Ambulance Service representation
- Programme Director & Medical Directors/ Central PMO as required

4.2. *Additional Attendees*

- Representation from other clinical and social care professions and programme workstreams as needed

5. Quoracy

No business will be transacted unless the following are present:

- One Co-Chair (1)
- Four commissioner representatives (CCG Chairs) (4)
- Four provider representatives (Trust Medical or Nursing Directors) (4)

The Chair will work to establish unanimity as the basis for decisions of the committee. If the Clinical Board cannot reach a unanimous decision, the Chair will put the matter to a vote, with each organisation having one vote, with decisions confirmed by both a majority of those voting members present and a majority of the clinical commissioning representatives, subject to the meeting being quorate.

The Clinical Board is responsible for making recommendations to the South West London & Surrey Downs Programme Board.

6. Accountability

The Clinical Board will report to the SSHP Programme Board. It will have delegated limits of authority from the Board to manage the Programme including Change Control.

7. Frequency of Meetings

Meetings will take place every 4-8 weeks and usually be of 2 hours duration to discharge its responsibilities as above and to achieve the aims of the Programme Board. A full year meeting schedule for 2016 will be produced and agreed by the Secretariat by 30 November 2015. On occasional exceptional meetings maybe called subject to the agreement of the Co Chairs.

Times, venues and notice of meetings will be arranged to enable attendance by clinicians.

8. Confidentiality

No member of the Clinical Board shall disclose; any information disclosed or discussed at, or in the period between, meetings of the Board, which should reasonably be regarded as confidential; any other information which is not publicly available including, but not limited to, any information specifically designated as confidential; any information supplied by a third party in relation to which a duty of confidentiality is owed or arises; and any other information which should otherwise be reasonably regarded as possessing a quality of confidence or as having commercial value.

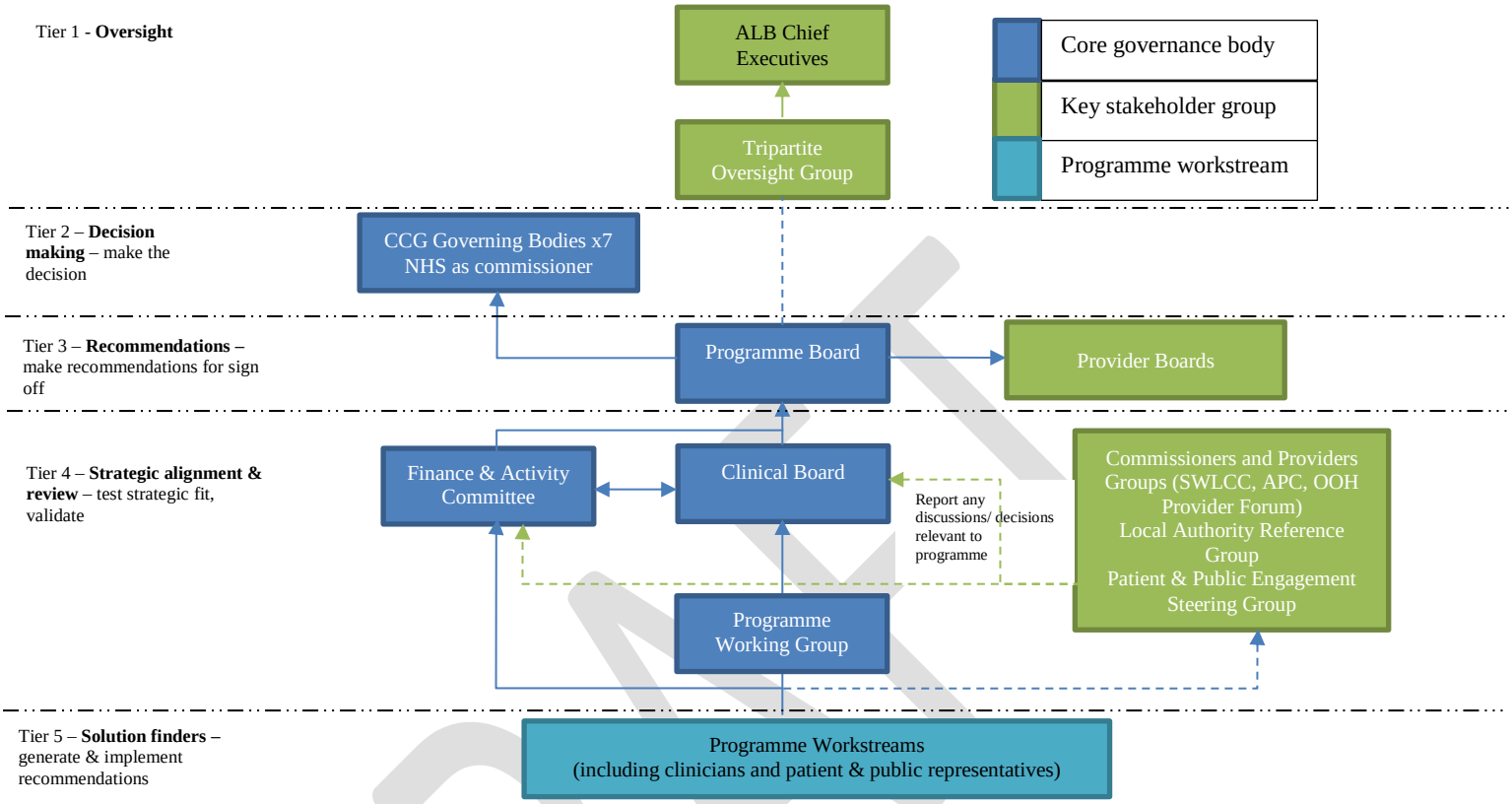
9. Conflicts of Interest

A conflict of interest is where an individual has a direct or indirect pecuniary or non-pecuniary interest in a matter that is being discussed. These can be defined as follows:

- A **direct pecuniary interest** is when an individual may financially benefit from a decision (for example moving services to them from an alternative provider).
- An **indirect pecuniary interest** is when an individually may financially benefit from a decision though normally via a third party (for example where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a reconfiguration decision).
- A **direct non-pecuniary interest** is where an individual holds a non-remunerative or not-for profit interest in an organisation (for example, where an individual is a trustee of a voluntary provider that is bidding for a contract).
- An **indirect non-pecuniary interest** is when individual may enjoy a qualitative benefit from the consequence of a decision which cannot be given a monetary value (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house).
- In addition, where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories, this will constitute a conflict of interest.

Members of the Clinical Board must declare if they have any interests related to the matters being discussed. Should an interest be declared, the Chair of the Programme Board should exercise discretion as to whether to disqualify that member (voting or non-voting) from taking any further part, or in any way influencing via proxy or otherwise, discussion and/or voting on that matter.

Annex 1 Governance structure of SSHP



Annex 2 Core Membership

To be confirmed

Appendix 3

Terms of Reference

South West London & Surrey Downs Healthcare Partnership

Finance & Activity Committee

Contents

TO BE COMPLETED

Appendix 4

Statutory powers of the Tripartite and their role in the programme

In the event that the commissioners and providers represented in the programme cannot reach consensus, the Tripartite will work with them to achieve this. This section lays out the extent of the powers that the member organisations of the tripartite have in law to take forward proposals should consensus prove difficult to achieve.

The legal powers of the tripartite, under the Health and Social Care Act 2012 and the Care Act 2014, are as follows:

- **NHSE** has no power to override the decisions of a CCG as long as that organisation is successfully performing its functions under its terms of authorisation. If the CCG fails to perform those functions, under the 2012 and 2014 Acts NHSE can direct a CCG to take certain actions. However, while the legal position is not entirely clear, it seems that this could only include overriding a CCG's decision on service reconfiguration or design *both* if the CCG was failing *and* if the provider involved was part of a Trust Special Administration regime. This power has however not been tested and in any case changes to services are far more likely to be effective if agreed by consensus. NHSE has a formal role in assuring public consultations before they can be launched.

- **Monitor** has no power to direct an Foundation Trust (FT) as long as that FT is meeting the terms of its licence conditions. However if an FT breaches its licence conditions (which include the delivery of financial balance) Monitor can direct the organisation to undertake certain actions to ensure that the breach does not reoccur. In most cases this would take the form of governance changes such as appointing an improvement director. It seems that in theory Monitor's legal powers would enable it to require a trust to make some changes to the services that it provides, although it would not have powers to compel a transaction (such as a merger) with another organisation. Again, however, the legal position is complex, and what is deliverable in practice is likely to fall short of the full legal powers the organisation holds.

- **TDA** has wider powers than the other organisations as it can intervene with NHS Trusts before they hit a threshold of poor performance. The Secretary of State has powers of direction over NHS Trusts, which are delegated to the TDA, thus giving the TDA powers to direct Trusts in their provision of services, governance etc.

At present the statutory powers laid out above are not affected by the move to NHSI, although there is always the possibility that this could change.

As this demonstrates, the only organisation with significant powers which do not need to be triggered by poor performance, is the TDA. However, all three of the organisations have the powers to work closely with their respective organisations to address concerns.

Tripartite roles will be further defined in the Programme Initiation Document.