

Staffordshire and Stoke-on-Trent Health and Care Senate Terms of Reference (TOR)

(1) Introduction

- 1.1 The Integrated Care Board (the 'Board' / the 'ICB') must ensure it can effectively discharge its statutory functions and duties. This includes establishing Committees of the ICB, to support the Board in exercising any delegated functions, to help effective discharge of those.
- 1.2 The NHS introduced Clinical Senates as a way of providing independent advice and leadership at strategic level to inform commissioning and improving care systems. The Staffordshire & Stoke-on-Trent Health & Care Clinical Senate (the 'Senate') was initially established in 2019 to offer a pan-Staffordshire professional body to our predecessor STP: now the Integrated Care System (the 'ICS').
- 1.3 Since ICB / ICS establishment, under the 2022 Health & Act, the Senate has been operating to earlier version TOR that set out how it would discharge the ICS Vision – to support the ambition of making our ICS the healthiest place to live and work, by putting strategic, evidence-based, intelligence-driven, clinical advice and leadership at the heart of Commissioning and Service Delivery.
- 1.4 These updated TOR are proposed to enable the Senate to deliver those more fully, as a Committee of the ICB. As the first, planned phase of more comprehensive joint working in the future: e.g. should the Senate ultimately become a substantive Joint Committee of all of its constituent members, operating jointly on behalf of all NHS Boards / Local Authorities.

(2) Constitution and Authority (inc. Reference to Legislation or Guidance)

- 2.1 The Senate is established by the ICB as a Committee of the Board in accordance with its Constitution; and is charged with ensuring our system is clinically and professionally led, on behalf of the ICB / its ICS partners. The TOR set out the membership, remit, responsibilities and reporting arrangements; and may only be changed with approval of the Board.
- 2.2 The Senate is an Executive Committee of the ICB Board and its ICB / ICS members, including those who are not members of the Board or ICB staff, are bound by the ICB's Constitution Standing Orders (the Standing Orders) and other key policies of the ICB. Executive powers are delegated by the ICB's Scheme of Reservation & Delegation (SoRD), as specified in these TOR. The Senate is authorised by ICB Board to:
 - To provide clinical reviews of services across the system, utilising expertise from across and within the ICS governance structures;
 - Investigate any activity within its TOR, including any assigned ICB-ICS Risk Management and Board Assurance Framework (BAF) activities within its lead responsibility area;
 - Seek any information it requires within its remit, from any employee or member of the ICB (who are directed to co-operate with any request made by the Senate) within its remit as outlined;
 - Commission any reports it deems necessary to help fulfil its obligations;
 - Obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if considered necessary to fulfil its functions (in doing so the Senate must follow any procedures put in place by the ICB for obtaining legal or professional advice);
 - Create 'Task & Finish' groups to take forward specific programmes of work as considered necessary – the Senate shall determine the membership and TOR of any such group in accordance with ICB's Constitution, Standing Orders and SoRD, but may not delegate any formal decisions to such groups;

- For the avoidance of doubt, any ICB members of the Senate must comply with the Standing Orders, Standing Financial Instructions and SoRD, other than for any exceptions agreed by the Board;
- Senate duties will be driven by ICB and ICS objectives and associated risks – an annual programme (cycle) of business will be agreed by members before the start of each financial year, which will be kept flexible to adapt to new and emerging circumstances, priorities or risks;
- Before ICB-ICS clinical or clinical policy decisions are made within its purview¹, these are passed to the Senate for consideration, as a mandatory ‘gateway’ process for clinically-led decision-making;
- ICB members of the Senate will also have the ability to refer clinical matters, which are deemed significant, back to the ICB Board.

(3) Senate Purpose and Core Duties

- 3.1 The Senate is established to contribute to overall delivery of ICB objectives by providing clinical / professional oversight and assurance to the ICB Board (and to members’ own Boards or Cabinets through local accountability mechanisms) on the delivery of subject matter areas as assigned broadly in Section 2.3, and more fully in Appendix One.

(4) Senate Membership and Attendance

(a) The Membership

- 4.1 ICB members of the Senate shall be appointed by the Board in accordance with ICB’s Constitution. Other members from non-ICB, ICS partner organisations are as listed below; and shall be appointed according to each organisation’s own governance arrangements.
- 4.2 The membership may consist of or include persons other than members or employees of the ICB, from health and social care professionals across Staffordshire & Stoke-on-Trent. Total membership will be approximately 20 members.
- 4.3 Members will together possess between them the knowledge, skills and experience necessary to progress clinical, technical or specialist issues pertinent to ICB-ICS business.
- 4.4 The Senate will comprise of a number of standing members for the purposes of effective clinical decision-making. Who will include:
- A Chair and a Vice-Chair;
 - ICB Chief Medical Officer: CMO and/or Deputies;
 - ICS Medical Directors and/or Deputies;
 - Representatives from Staffordshire and Stoke-on-Trent Adult Social Care;
 - Representative(s) from the Staffordshire & Stoke-on-Trent DONs Group;
 - Representative from the ICB-ICS Pharmacy Leadership;
 - Public Health member(s);
 - West Midlands Ambulance Service NHS Foundation Trust.
- 4.5 Members will:
- Commit to the principles and values agreed by the Senate, in particular promoting the needs of patients and residents above the needs of organisations or professions;
 - Actively contribute to issues being considered, drawing on professional networks and experience from clinical or professional work settings as appropriate;

¹ ALL Clinical Policies re. Safeguarding / other areas of policy approvals delegated to ICB’s Quality & Safety Committee shall remain under the purview of that Committee. ICB Execs will need to assure the Board that there is smooth inter-Committee processing of clinical policy matters to ensure the right item is reviewed and approved by the right body.

- Share experiences as well as issues of concern to inform the Senate's work and drive improvement;
- Be an ambassador for decisions and demonstrate leadership in related actions in local settings, helping to raise the Senate's profile and promote understanding of its purpose / ways of working.

(b) Chair and Vice Chair

- 4.6 The Chair will be nominated by members, who each have one vote to elect this person. The Chair will then identify a Vice-Chair in consultation with members. Primarily to act in the Chair's absence; or when the Chair has a personal interest in relation to Senate business.
- 4.7 The Chair will be appointed for a period of three years; which may be extended by up to two years maximum. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these TOR and the agreed Business Cycle.

(c) Attendees

- 4.8 Only Members described in Section 4.4 shall have the right to attend meetings; unless it is agreed to meet in public for part or all of the agenda to be transacted. Others may be invited to attend all or part of any meeting as and when appropriate, to assist with discussions on any particular matter. The Senate may also co-opt additional members as deemed necessary (subject to ICB-ICS governance policy requirements). Additional support will widen the clinical expertise as necessary, or when required, to consider Senate's priorities.
- 4.9 Clinical experts from across the system may be invited as guests from:
- Primary Care / Secondary Care / Community Care;
 - Mental Health;
 - Children & Young People;
 - Other professionals with relevant senior experience, as may be defined.
- 4.10 The Chair (Vice-Chair) may ask any or all of those who normally attend, but who are not members, to withdraw, in order to facilitate open and frank discussion of particular matters.

(5) Frequency, Quoracy and Decisions

- 5.1 The Senate will meet monthly, up to twelve times a year. With arrangements and notice for calling meetings reflecting those as set out in ICB Standing Orders. An annual Business Cycle, including meeting dates, will be confirmed at least six months in advance.
- 5.2 Additional meetings may take place as required: e.g. ICB Board, Chair or CEO may ask the Senate to convene further meetings to discuss particular issues on which they want advice.
- 5.3 In accordance with ICB Standing Orders, the Senate may meet virtually when necessary; and members attending using electronic means will be counted towards the quorum.

(a) Quorum

- 5.4 Standing members will be expected to attend all Senate meetings; or send a deputy (to be confirmed in advance to the Chair, wherever possible).
- 5.5 For a meeting to be deemed quorate, the following must be present, set as a minimum of seven of those Members listed in section 4.5 required, to include:
- The Chair or Vice-Chair;
 - A clinical representative from a Secondary Care Acute Provider;
 - A clinical representative from a Secondary Care Mental Health Provider;

- A clinical representative from Primary Care / PCNs;
- A clinical representative from Community Services;
- A representative from Adult Social Care.

- 5.6 If any member has been disqualified from participating by declaration of an unmanageable Conflict of Interest, then that individual shall no longer count towards the quorum.
- 5.7 If a quorum has not been reached, then the meeting may still proceed if those present agree. Where a meeting is not quorate the actions taken to mitigate this will be recorded in the minutes. If approval is required from a voting member who is not present, an email confirming their approval or otherwise will be saved with the minutes of the meeting.

(b) Decision Making and Voting

- 5.5 Decisions will be taken in according with the ICB Standing Orders. The Senate will ordinarily reach its conclusions by consensus. Where this is not possible, the Chair may call a vote. This should though be seen as exceptional, rather than routine decision-making.
- 5.6 All members of the Senate will have one vote. Voting will be by a simple majority; with the Chair (the Vice-Chair if the Chair is conflicted / absent) having the casting vote.
- 5.7 If an urgent or emergency decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct such business on a 'virtual' basis through the use of telephone, email or other e-communication. In such an event, the Chair in conjunction with the Vice-Chair and one other voting member can convene a virtual or face-to-face meeting to take such action as is necessary. The Chair or Vice-Chair may also request an Extraordinary General Meeting if they consider that necessary.

(6) Responsibilities of the Senate

- 6.1 The Senate's duties and responsibilities are itemised within Appendix One. Any or all matters delegated to the Senate by the ICB Board (as also defined by / covered within the ICB's SoRD) are also itemised within Appendix One.
- 6.2 The Senate is established to provide independent advice that is safe, evidence-based and impartial, informed through engagement with the broad range of health and care professionals. The Chair will be accountable for ensuring that the Senate is a credible and respected source of safe, evidence-based, independent and strategic clinical advice.

(7) Conflicts of Interest

- 7.1 The Senate (all members or attendees present) shall fully and continuously satisfy themselves that all matters of NHS or Local Authority: LA specific policy, systems and processes for the management of Conflicts of Interest - including gifts & hospitality and bribery - are upheld in all meetings.
- 7.2 For the avoidance of doubt, any additional national or statutory policy requirements shall also guide the Senate's processes and procedures. This shall include sending any reports relating to non-compliance with NHS or LA policy and procedures to ICB's Audit Committee.
- 7.3 The Senate shall hold and publish a Register of Interests. This shall record all relevant and material, personal or business interests. Each member and attendee shall be under a duty to declare any such interests. Any change to these should be notified immediately to the Chair. Failure to disclose an interest, whether intentional or otherwise, may ultimately result in the individual being removed from the Senate.

- 7.4 Any conflict or potential conflict of interest relating to an agenda item should be brought to the attention of the Chair in advance of the meeting. Or notified as soon as the interest arises and then recorded in the minutes. Along with the agreed action/s taken to mitigate this. The Chair (or Vice-Chair in their absence or where the Chair is conflicted) will determine the arrangements for the management of any conflicts that arise in consultation with the ICB's Head of Governance and/or Conflicts of Interest Guardian.

(8) Etiquette, Behaviours and Conduct

(a) ICB-ICS Values

- 8.1 All members and attendees will be expected to conduct business in line with ICB-ICS vision, values and objectives. All ICB members and officers in attendance shall act in accordance with ICB's Constitution, Standing Orders and Standards of Business Conduct Policy.
- 8.2 All members and attendees will be also expected to adhere to the ICS 'Leadership Compact' key principles of Trust, Courage, Openness & Honesty, Leading by Example, Respect, Kindness & Compassion, System First and Looking Forward.
- 8.3 The Senate will abide by the following set of principles to guide its work:
- It will support system partners to put improving outcomes and service quality at the heart, to increase effectiveness and efficiency, and to promote the needs of patients and residents above the needs of organisations or professions;
 - Members maintain an objective and impartial view, openly declaring conflicts of interest and respecting the need for confidentiality when required;
 - Senate advice is impartial. It is informed by the best available evidence and where evidence is limited the Senate will seek to build and reflect consensus.

(b) Equality and Diversity

- 8.4 All members must demonstrably consider the Equality and Diversity implications of any or all decisions they make. They and attendees will also be required to uphold the 2010 Equality Act and Public Sector Equality Duty in any of their engagements with the Senate.

(9) Accountability and Reporting

- 9.1 The Senate is part-accountable to ICB Board for ICB-delegated clinical policy decision-making matters (see Appendix One); and shall report to it on how it discharges those.
- 9.2 While the Senate is part-hosted by ICB as a Committee of it (for 2022 Health & Care Act governance expediency purposes), it also operates as a core part of the wider ICS structure. Members from ICS constituent organisations, as set out in Section 4, shall act both on behalf of those and with independence, to provide impartial advice that is in the best interest of patients, and not be unduly influenced by organisational or professional interests.
- 9.3 In this way, the Senate will cross boundaries between Primary / Secondary Care and the Social Care sector to allow the development of new care models needed to resolve performance issues in our system.
- 9.4 Until or unless replaced by any future, substantive Joint Committee (2022 Health & Care Act, S.65Z5), its purpose is not to replace System Partners' own governance procedures. Instead, to work with these, in order to give a clinical overview across the whole system and break down traditional boundaries. As members represent all System Partners, it will collate the widest-possible clinical and professional view in reaching its decisions and actions.

- 9.5 Confirmed minutes of meetings shall be circulated to all members, along with a routine Highlight Report (prepared by the Chair and Secretariat) after each meeting; to both ICB Board and constituent members' own organisations. The Report will include:
- An Update & Escalation summary of the work undertaken by the Senate and progress achieved;
 - An explanation of how it has assessed the Senate's effectiveness with regard to decision-making processes, and the approach taken to these;
 - Any items formally escalated to ICB Board or Partners' Boards for formal ratification or resolution.

(10) Secretariat and Administration

- 10.1 The Senate shall be supported with a Secretariat function, which will include ensuring that:
- Agendas & Papers are prepared and distributed in accordance with ICB Standing Orders; having been agreed by the Chair with the support of the relevant ICB Governance lead;
 - Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements;
 - Records of members' appointments and renewal dates and the Board is prompted to renew membership and identify new members where necessary;
 - Maintenance and reporting of the Conflicts of Interest Register (with ICB Governance Lead);
 - Good quality minutes are taken and distributed in accordance with ICB Standing Orders and agreed with the Chair, and that a record of matters arising, action points, issues to be carried forward are kept, to ensure progress against those is monitored;
 - The Chair (Vice-Chair) is supported to prepare and deliver reports to ICB Board & ICS Boards on pertinent issues / areas of interest / policy developments;

(11) Review

- 11.1 The Senate will review its effectiveness at least annually to ensure it is operating at maximum effectiveness, and to make any changes it considers necessary, commenting on:
- The fitness for purpose, completeness and 'embeddedness' of any BAF and risk reporting obligations of the Senate within the ICB's organisational / ICS contexts;
 - The integration of governance arrangements to underpin the 'Quadruple Aim' and Core Purposes of an ICB-ICS;
 - The appropriateness of the evidence and the robustness of the processes behind the Senate's decisions that shows how the Senate is helping the ICB-ICS in fulfilling their regulatory requirements;
- 11.2 These TOR will be reviewed at least annually, and more frequently if required. Any proposed amendments will be submitted to ICB Board for approval (and will not be deemed as operational until that agreement has been confirmed).

Appendix One

(a) *Senate (Committee) Responsibilities and Duties*

The Senate's role will be to work together with Executive Leaders across the System, to:

- Be responsible for the development of clinically led strategic developments that would inform the ICS strategic direction. This would be informed by national and regional goals and plans;
- Lead on the most urgent and top clinical priorities across the Health & Social Care system that are informed by Population Health Management: PHM;
- Produce intended outcomes and clinical strategies that aim to improve population health and well-being across Staffordshire & Stoke-on-Trent;
- Work in collaboration across Staffordshire & Stoke on Trent to deliver the 'how' and reflecting locally agreed variance and issues;
- Provide independent, strategic, objective health and care advice that is based on evidence, best practice, data intelligence and robust understanding of population health needs to the ICS;
- Provide proactive and reactive clinical leadership across the Health & Social Care system to inform change and transformation that will benefit the populations of Staffordshire & Stoke-on-Trent;
- Establish a programme of service and prevention strategy development;
- Provide clinical scrutiny and challenge of proposed developments from the ICB, ICS and Integrated Care Partnership: ICP, to ensure that decisions made do not have inadvertently have a negative effect on a population elsewhere and there are improved outcomes being made;
- Assure that plans at ICB, ICS, ICP and Primary Care Networks: PCNs level provide equity of care and reduce inequalities across Staffordshire & Stoke-on-Trent population;
- Ensure robust clinical involvement into all strategic projects;
- Translate ICB, ICS and ICP Plans & Outcomes into clinical pathways and care programmes;
- Review the progress of ICB, ICS and ICP strategic frameworks at the local level.

Members will:

- Commit to the principles and values agreed by the Senate, in particular promoting the needs of patients and residents above the needs of organisations or professions;
- Actively contribute to issues being considered by the Senate, drawing on professional networks and experience from work settings as appropriate;
- Share experiences of improvement as well as issues of concern to inform the Senate's work and drive improvement;
- Be an ambassador for recommendations made by the Senate and demonstrate leadership in related action in the local setting;
- Help to raise the profile of the Senate and promote understanding of its purpose / ways of working.

The Senate will:

- Foster a culture of clinical leadership and influence in the development of services;
- Be an affiliation to the 'Health & Care Assemblies' to harness expertise across a broad range of health and care professions, NHS Bodies and networks within our ICS;
- Ensure the provision of safe, evidence-based, independent, strategic health & care advice, where necessary drawing out strategic risks and issues which need to be considered by decision-makers;
- Publish an annual report providing an overview of the Senate's work that focusses on an assessment of its impact and added value and feed this back to the ICB Board;

- Play a unique role in the system by providing independent, strategic advice and leadership across the Health & Social care community through the affiliation to any central Clinical Strategies / Frameworks.

Formal Advice:

- The Senate will identify areas for improvement and respond to requests from Stakeholders for advice on matters that support decision-making and/or where there is a need for advice or recommendations on complex health & care issues would benefit from a whole-system, strategic response;
- The Senate will have a developmental role, acting to encourage and support the development of innovative proposals from clinicians and care providers throughout the health & care sector in Staffordshire to ensure that all proposals are properly evaluated and implemented where deemed appropriate to do so.

Sharing Expertise and Good Ideas:

- The Senate will seek to ensure that good health & care practice developed outside Staffordshire & Stoke-on-Trent is identified and implemented within our footprint;
- Furthermore the Senate will foster sharing of good clinical practice in Primary and Secondary Care within Staffordshire & Stoke-on-Trent.

(b) ICB Board Delegations to the Committee

- **ICB Policy Approvals (ICS where delegated by a Member's Host Organisation)**

With the exception of:

- (1) Safeguarding and/or other statutorily-defined Clinical Governance Quality & Safety Policies, as delegated to the Quality & Safety Committee on behalf of ICB Board; and
- (2) Financial / Capital Policies with inherent financial implications of clinical commissioning policy, as delegated to the Finance & Performance Committee on behalf of ICB Board

All pre-Board approvals of ICB and ICB-facing clinical elements of ICS:

- Clinical Strategies
- Clinical Policies & Protocols
- Clinical Procedures or Pathways; and
- Clinical Guidelines for the ICB;
- Including being subject to mandatory duties to carry out Equality Impact Assessments / Quality Impact Assessments / Data Protection Impact Assessments, as may be required on all statutory, regulatory and clinical activities of the ICB, as encompassed by these types of documents;
- ICB Clinical Guidelines
- [ICS Clinical Guidelines where approved by the relevant Senate members on behalf of their employer organisations (for subject areas usually published by their Clinical Audit & Effectiveness Departments, or equivalents)
- ICB (ICS) Clinical Strategies

***Date of Approval:* 16/05/2024**

Date of Review: