

South-West Joint Specialised Services Committee

(as reconstituted under April 2025 ICB Collaboration Agreement)

Terms of Reference

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Terms of Reference

Introduction and purpose	<p>Between April 2023 and April 2025, Integrated Care Boards (ICBs) entered joint working arrangements with NHS England and became jointly responsible, with NHS England, for commissioning a defined subset of specialised services (“the Joint Specialised Services”). The commissioning of these services was coordinated by a legacy joint committee.</p> <p>In the South-West the Joint Specialised Services were delegated by NHS England to each of the 7 South-West ICBs on 1st April 2025 in 7 separate portfolios by 7 separate Delegation Agreements . The ICBs and NHS England entered into an ICB Collaboration Agreement (the Agreement”) under which 6 of the ICBs further delegated their portfolio to one ICB designated as the Principal Commissioner which became responsible for the combined portfolio. The Agreement further provided that the Principal Commissioner would establish a replacement joint committee with the other 6 ICBs.</p> <p>These Terms of Reference should be read alongside the Agreement.</p> <p>The Principal Commisisoner and the other 6 South-West ICBs together with NHS England (collectively “the Partners”) will form a statutory Joint Committee to collaboratively make decisions on the planning and delivery of the Joint Specialised Services, inclusive of the programme of services delivered by the Operational Delivery Networks (ODNs) and Specialised Mental Health, to improve health and care outcomes and reduce health inequalities.</p>
The Terms of Reference	<p>These Terms of Reference support effective collaboration between NHS England and ICBs. They set out the role, responsibilities, membership, decision-making powers, and reporting arrangements of the Joint Committee in accordance with the Agreement between South-West ICBs and NHS England.</p> <p>The Joint Committee will operate as the strategic decision-making forum for exercising the agreed Joint Functions in accordance with the Agreement.</p> <p>The Joint Committee must adhere to these Terms of Reference but may otherwise regulate its own procedure.</p>

<p>Statutory Framework & Measures Constituting the Committee</p>	<p>Pursuant to section 65Z5 of the NHS Act 2006 the Partners have entered the Joint Working Agreements and:</p> <ul style="list-style-type: none"> • Arranged to jointly exercise the Joint Functions in respect of the Joint Services; • Established the Joint Committee as the vehicle to make decisions regarding the exercise of those functions. <p>The Joint Committee is constituted as a sub-committee of the Principal Commissioner’s Board in accordance with the ICB Collaboration Agreement. Except as as set out in the Agreement, the formation of the Joint Committee does not affect the statutory or contractual responsibilities and accountabilities of the Partners.</p>
<p>Limitations on Committee Powers</p>	<p>The Joint Committee and its members must at all times operate within the terms of the ICB Collaboration Agreement, observing any constraints or limitations set out including specifically (but non-exhaustively)</p> <ul style="list-style-type: none"> • Requirement to approve a balanced financial plan • Requirement not to adopt a measure that would create unfunded liabilities • Requirement not to adopt any measure which would breach any ICBs Delegation Agreement with NHS England • Requirement to support and not in any way undermine the Principal Commissioner in discharging its operational management of financial matters within the agreed financial plan, being matters for which it has sole responsibility and day-to-day discretion. <p>The Joint Committee and its members must at all times observe any constraints or limitations imposed on the ICB Partners by the Developmental Conditions set out in their respective Delegation Agreements with NHS England</p>
<p>Role and functions of the Joint Committee</p>	<p>The role of the Joint Committee is to provide strategic decision-making, leadership and oversight for the Joint Specialised Services and any associated activities. The Joint Committee will safely, effectively, efficiently and economically discharge the Joint Functions and deliver these Joint Specialised Services through the following key responsibilities:</p>

- Determining the appropriate structure of the Joint Committee;
- Ensuring there is ownership of the South West Specialised Commissioning Strategy that will guide the work of the Joint Committee;
- Making joint decisions in relation to the planning and commissioning of the Joint Specialised Services, and any associated commissioning or statutory functions, for the South West population, for example, through undertaking population needs assessments and approving proposed commissioning strategies and plans;
- Making recommendations on the population-based Joint Specialised Services financial allocation and financial plans;
- Oversight and assurance of the Joint Specialised Services in relation to quality, operational and financial performance, including co-ordinating risk and issue management and escalation, and developing the approach to intervention with Specialised Services Providers where there are quality or contractual issues;
- Identifying and setting strategic priorities and undertaking ongoing assessment and review of Joint Specialised Services within the remit of the Joint Committee, including tackling unequal outcomes and access;
- Supporting the development of partnership and integration arrangements with other health and care bodies that facilitate population health management and providing a forum that enables collaboration to integrate service pathways, improve population health and services and reduce health inequalities. This includes establishing links and working effectively with Provider Collaboratives and cancer alliances, and working closely with other ICBs, Joint Committees and NHS England where there are cross-border patient flows to providers;
- Ensuring the Joint Committee has effective engagement with stakeholders, including patients and the public, and involving them in decision-making;

- Ensuring the Joint Committee has appropriate clinical advice and leadership, including through Clinical Reference Groups and Relevant Clinical Networks;
- Commencing longer-term planning, particularly in view of the ICB(s) receiving full delegated commissioning responsibility in future;
- Discussing any matter which any member of the Joint Committee believes to be of such importance that it should be brought to the attention of the Joint Committee;
- Where agreed by the Partners, overseeing the Collaborative Commissioning Agreements set out in the Joint Working Arrangement;
- Ensuring there is a South-West Joint Committee member at the national Devolved and Retained Commissioning Group;
- Otherwise ensuring that the roles and responsibilities set out in the Agreement between the Partners are discharged.

The Partners may, to such extent that they consider it desirable and with the permission of the Chair, table an item at the Joint Committee relating to any other of their functions that is not a Joint Specialised Service or a Joint Function to facilitate engagement, promote integration and collaborative working.

The Partners may, from time to time, establish sub-groups or sub-committees of the Joint Committee, with such terms of reference as may be agreed between them.

The Partners must implement such arrangements as are necessary to demonstrate good decision-making and compliance with all statutory duties, guidance and good practice, including ensuring that the Joint Committee has sufficient independent scrutiny of its decision-making and processes.

The Principal Commissioner will ensure PPV representation on the Joint Committee to provide robust challenge. However, each ICB will already have patient and public representation on its own internal governance committees and should make use of these relationships, to inform the position and stance they adopt during Joint Committee meetings.

<p>Accountability and reporting</p>	<p>The Joint Committee will report to NHS England South West Regional Executive Team and the Boards of the 7 Partner ICBs.</p> <ol style="list-style-type: none"> 1. An annual work programme identifying the Committee’s key objectives for the year including a plan outlining the key agenda items to be signed off at the beginning of the financial year. This annual plan will include the Annual Commissioning Plan, Financial Plan and the Operational Delivery Network Plans 2. Monthly formal reports of performance against the agreed objectives will be presented to the Committee alongside an Annual Review. The minutes of the meetings shall be formally recorded by the secretariat and submitted to the Board in accordance with the Standing Orders. 3. The Committee will be represented through inclusion of its Chair or one or more of its membership on the NHS England National Delegated Commissioning Group. 4. The Committee will receive reports and recommendations from the South-West Specialised Services Joint Directors Group, which will act as a reference group to the Joint Committee. 5. The Principal Commissioner and Host ICB will retain internal groups to support day- to-day operational decision making and management of routine business as part of the Collaborative Commissioning Hub. This includes but is not limited to Specialised Commissioning Operational Group (SCOG) and any of its subgroups. These groups may refer issues into the Joint Committee but are not subject to the supervision of the Joint Committee.
<p>Membership</p>	<p><u>Voting Membership</u></p> <p>Each of the Partners must nominate one Authorised Officer to be their representative at meetings of the Joint Committee.</p> <p>The Authorised Officers nominated by the Partners and present at a meeting of the Joint Committee comprise the Voting Membership of the Joint Committee.</p> <p>Each of the Partners may nominate a named substitute to attend meetings of the Joint Committee if its Authorised Officer is unavailable or unable to attend or because they are conflicted.</p>

Each of the Partners must ensure that its **Authorised Officer** (and any named substitute) is of a suitable level of seniority and duly authorised to act on its behalf and to agree to be bound by the final position or decision taken at any meeting of the Joint Committee.

To support robust decision making and breadth of discussion in the Joint Committee, Partner ICBs should endeavour to ensure that at least one ICB appoints a clinically qualified individual (Medical Director, Nursing Director or similar) to be its **Authorised Officer**.

Non-voting Membership

The Joint Committee may co-opt additional standing members who will provide relevant subject matter expertise and contribute to deliberations but will not have a vote in decisions of the Joint Committee:

- **Patient and Public Voice (PPV) representation**

The Principal Commissioner shall nominate one or more Patient & Public Voice (PPV) representatives who will be standing non-voting member(s) of the Joint Committee.

- **Welsh commissioner representation**

The Welsh Health Specialised Services Committee of NHS Wales may nominate a representative who will be a standing non-voting member of the Joint Committee. This representative will not have the right to vote in decisions of the Joint Committee, except that this may be agreed by the **Voting Membership** from time to time for specified items.

- **ICB non-executive director representation**

The ICB Partners may collectively and by agreement between themselves nominate one non-executive director from one Partner ICB who will be attend the Joint Committee as a non-voting member of the Joint Committee.

- Additional ICB clinical representative where none of the Authorised Officers are clinically qualified

Where none of the Authorised Officers appointed by the ICB partners are clinically qualified, the ICB Partners should collectively and by agreement between themselves nominate at least one clinically qualified officer from at least one Partner ICB who will attend the Joint Committee as a non-voting member.

- CCH Commissioning Team representation

The Principal Commissioner or Host ICB may nominate additional officers who are required to attend the Joint Committee as standing non-voting members where it considers that this membership is necessary to ensure the Joint Committee has access to the necessary operational detail to adequately discharge its functions.

- NHS England Assurance representation

NHS England South-West may nominate additional officers who are required to attend the Joint Committee as standing non-voting members where it considers that this membership is necessary to ensure its proper assurance of the delegated commissioning functions for which it remains accountable to the Secretary of State.

Non-members in attendance

Any Partner may invite to meetings additional officers (or in the case of ICBs, a non-executive directors) who may observe proceedings and contribute to the Joint Committee's deliberations as required, but these representatives will not have the right to vote.

The Partners may invite to meetings clinical experts or representatives of other third-party organisations that may be invited to observe proceedings and contribute to the Joint Committee's deliberations as required. These representatives will not have the right to vote.

	<p>The agreement of the Chair must be obtained for the attendance of any observer who is not an officer (or in the case of ICBs, a non-executive director) of one of the Partner organisations.</p> <p><u>Term of membership</u></p> <p>Each Voting and Non-Voting Member (and any substitute appointed) will hold their appointment for a term for up to one year expiring 31st March being the anniversary of the start of the Joint Working Arrangement. Members will be eligible to be reappointed for further terms at the discretion of the Partners.</p> <p><u>Membership lists</u></p> <p>The Chair (or in the absence of a Chair, the Partners themselves) shall ensure that there is prepared (and updated from time to time) a list of the members and that this list is made available to the Partners.</p>
Chair	<p>In the interests of promoting collaborative working and consensus decision making between the Partners, the Joint Committee shall be convened and chaired by an Independent Chair.</p> <p>For as long as the ICB Collaboration Agreement is in force and the Principal Commissioner remains legally and financially responsible for the Joint Services, it may, from time-to-time, establish a process for the appointment or re-appointment of the Independent Chair in consultation with the Partner ICBs.</p> <p>The Chair shall hold office for the term of their initial engagement, or any subsequent renewal of that appointment.</p> <p>If the Chair is not in attendance at a meeting, the Voting Membership may select a substitute chair from amongst the Voting and Non-Voting Membership for the duration of that meeting.</p>
Remuneration	<p>The Partners shall prepare a scheme for the remuneration of any external members and for meeting the reasonable expenses incurred by other classes of membership of the Joint Committee.</p> <p>The scheme shall be reviewed on an annual basis.</p>

<p>Meetings</p>	<p>The Joint Committee shall meet 6 times per year, as a minimum.</p> <p>At its first meeting (and at the first meeting following each subsequent anniversary of that meeting) the Joint Committee shall prepare a schedule of meetings for the forthcoming year (“the Schedule”).</p> <p>The Chair(s) (or in the absence of a Chair, the Partners themselves) shall see that the Schedule is notified to the members.</p> <p>Any of the Voting Membership may call for a special meeting of the Joint Working Committee outside of the Schedule as they see fit, by giving notice of their request to the Chair.</p> <p>The Chair(s) may, following consultation with the Partners, confirm the date on which the special meeting is to be held and then issue a notice giving not less than 2 weeks’ notice of the special meeting.</p> <p>The Chair may waive or reduce the 2 week notice requirement for Special Meetings where Voting Members unanimously agree to this.</p>
<p>Quorum</p>	<p>A Joint Committee meeting, or any part thereof is quorate for the purposes of delegated services if the following are in attendance:</p> <ul style="list-style-type: none"> ▪ any 5 of the 7 Authorised Officers (or substitutes) appointed by the South-West ICBs. <p>A Joint Committee meeting or any part thereof is quorate for the purposes of jointly commissioned ODNs if the following are in attendance:</p> <ul style="list-style-type: none"> ▪ the Authorised Officer (or substitute) nominated by NHS England; <p style="text-align: center;">AND</p> <ul style="list-style-type: none"> ▪ any 5 of the 7 Authorised Officers (or substitutes) appointed by the South-West ICBs. <p>Where any ICB Partner’s Authorised Officer (or substitute) is not in attendance AND there are items on the agenda that require a formal vote AND where the meeting is otherwise quorate, those Authorised Officers (or substitute) must communicate their voting intention to</p>

	<p>the Chair in writing, in advance of the meeting, their views will be recorded at the meeting and votes cast on their behalf accordingly.</p>
<p>Decisions and voting arrangements</p>	<p><u>Delegated Decisions Requiring NHSE Approval</u></p> <p>Under the Delegation Agreements signed between NHS England South-West and the partner ICBs, certain decisions by ICBs in NOF3 or NOF4 require the approval of NHSE (“<i>the Approval Condition</i>”). NHSE will from time-to-time publish guidance on the interpretation of the Approval Condition.</p> <p><u>Overriding all other provisions in these terms of reference</u>, no decision made by the Joint Committee in relation to an issue within scope of the Approval Condition shall be effective unless and until it is confirmed that the requirement for NHSE approval has been satisfied.</p> <p>Wherever possible, any necessary approval must be obtained from NHSE in advance of committee proceedings and clearly endorsed on the decision paper that the committee is asked to consider. Where it becomes apparent during the course of proceedings that NHSE approval is required for a decision and this has not been obtained in advance then:</p> <ul style="list-style-type: none"> • The NHSE representative on the Joint Committee may confirm NHSE approval, permitting the Committee to make a valid and effective decision; OR • The Joint Committee may make a provisional decision which is subsequently activated and becomes valid and effective following ratification by NHSE at a later date outside the meeting. Provisional decisions must be recorded as such in the minutes of the meeting and ratification must be reported at the next session of the Joint Committee, OR • The Joint Committee may defer the decision entirely for consideration at a later session once necessary NHSE approvals have been obtained <p><u>Consensus Decision making as first recourse</u></p> <ul style="list-style-type: none"> • To support collaboration and shared ownership of strategic challenges, ICB Partners should, wherever possible, seek to adopt a common position on any matter to be decided.

- The Partners must ensure that matters requiring a decision are anticipated and that sufficient time is allowed prior to Joint Committee meetings for discussions and negotiations between Partners to take place.

The Joint Committee must seek to make decisions relating to the exercise of the Joint Functions and Joint Specialised Services inclusive of Specialised Mental Health and Operational Delivery Networks on a consensus basis.

A consensus is established where the Chair formally calls for and receives no objections to a proposed decision.

Decision making by vote

Where, despite best efforts, it has not been possible to come to a consensus decision on any matter before the Joint Committee, the Chair may require the decision to be put to a vote in accordance with the following provisions:

- The Chair must, on advice, determine whether the decision relates to delegated matters or to jointly commissioned ODN matters. In respect of delegated matters the qualified constituency shall be the 7 ICB partners. In respect of jointly commissioned ODN matters the qualified constituency shall be the 7 ICB Partners and NHS England.
- Each Voting Member who is part of the qualified constituency for the decision (or their substitute) shall have a single vote to cast on behalf of their Partner Organisation.
- All votes cast shall have equal weighting.
- Votes of absent members which have been communicated in writing to the Chair shall be included in the count.
- A decision is carried by simple majority of votes cast in person or in writing through the Chair.

Substitute Decisions following vote

These provisions are used in respect of jointly commissioned ODN matters only. Not used in respect of delegated matters.

As the organisation with sole legal responsibility, liability and accountability for the jointly commissioned ODN matters which have not yet been fully delegated, NHS England South-West may substitute an alternative decision if it considers this is in the best interests of the health service.

The original decision made by the committee should be formally recorded, and the NHS England substitute decision as well as the reasoning for this should also be documented. Substitute decisions may be made at a later date, after the meeting, but where this happens they must be reported to the next meeting of the Joint Committee via the Chair.

Voting Members have a right to refer any substitute decision to the NHS England South-West Regional Director for review.

Decisions by Correspondence

Between sessions of the Committee and with permission of the Chair a matter may be put to the membership for a decision by email correspondence.

This procedure is only appropriate for decisions which are non-contentious and which do not require debate or choice between different potential options. By way of example, a non-exhaustive list of scenarios where this procedure may be appropriate includes:

- scenarios where changes to mandatory national guidance will have a knock-on impact which requires the recalculation, reprofiling or re-presentation of financial plans that have already been agreed by the Committee without changing the bottom line position;
- scenarios where the committee has already considered and agreed an approach to a particular issue in-principle but has not been able to formally commit to this decision because of the absence of information or because clarification on a technical point was required and this has subsequently been resolved;
- scenarios where the Committee has previously made a decision or approved an action “subject to” a particular state

	<p>of affairs arising, and the conditions for activating this decision are subsequently satisfied;</p> <ul style="list-style-type: none"> • scenarios where individual ICB executive teams or Boards have separately approved a proposed submission into national planning or policy processes and there is a technical governance requirement that this is signed off through the Committee. <p>Decisions by correspondence are carried only when the Chair is satisfied that all Voting Members have actively returned positive confirmation of agreement via their Authorised Officer or recognised substitute.</p> <p>Decisions by correspondence may not be carried by anything other than unanimous agreement. Where there is not unanimous agreement the alternative procedure for calling a special meeting of the Committee should be considered.</p> <p>Decisions proposed and taken by correspondence should be formally reported and minuted at the next session of the Committee.</p>
<p>Conduct and conflicts of interest</p>	<p>Members of the Joint Committee will be expected to act consistently with existing statutory guidance, NHS Standards of Business Conduct and relevant organisational policies.</p> <p>The NHS Standards of Business Conduct policy is available from: https://www.england.nhs.uk/publication/standards-of-business-conduct-policy/</p> <p>Members should act in accordance with the Nolan Principles (the Seven Principles of Public Life). See: https://www.gov.uk/government/publications/the-7-principles-of-public-life.</p> <p>Members should refer to and act consistently with the NHS England guidance: <i>Managing Conflicts of Interest in the NHS: Guidance for staff and organisations</i>. See: https://www.england.nhs.uk/ourwork/coi/.</p> <p>Where any member of the Joint Committee has an actual or potential conflict of interest in relation to any matter under consideration by the Joint Committee, that member must not participate in meetings (or parts of meetings) in which the relevant matter is discussed, either by participating in discussion or by voting.</p>

	<p>A Partner whose Authorised Officer is conflicted in this way may secure that their appointed substitute attend the meeting (or part of meeting) in the place of that member.</p>
<p>Confidentiality of proceedings</p>	<p>The Joint Committee is not subject to the Public Bodies (Admissions to Meetings) Act 1960. Admission to meetings of the Joint Committee is at the discretion of the Partners.</p> <p>All members in attendance at a Joint Committee are required to give due consideration to the possibility that the material presented to the meeting, and the content of any discussions, may be confidential or commercially sensitive, and to not disclose information or the content of deliberations outside of the meeting's membership, without the prior agreement of the Chair, in consultation with the Partners.</p>
<p>Publication of notices, minutes and papers</p>	<p>The Partners shall provide sufficient resources, administration and secretarial support to ensure the proper organisation and functioning of the Joint Committee.</p> <p>The Chair(s) (or in the absence of a Chair, the Partners themselves) shall see that notices of meetings of the Joint Working Committee, together with an agenda listing the business to be conducted and supporting documentation, is issued to the Partners three weeks (or, in the case of a special meeting, one week prior to the date of the meeting).</p> <p>The proceedings and decisions taken by the Joint Committee shall be recorded in minutes, and those minutes circulated in draft form within two weeks of the date of the meeting. The Joint Committee shall confirm those minutes at its next meeting.</p>
<p>Review of the Terms of Reference</p>	<p>These Terms of Reference will be reviewed annually.</p>

Annex A – Membership of the Joint Committee

[for completion in version adopted at first committee meeting, May 2025]

Voting Membership:

Partner Organisation represented	Name	Role / Title	First line nominated deputy

Non-Voting Membership:

Function / expertise represented	Name	Role / Title