



## Commissioning Committee (CoCo)

### Terms of Reference

#### CONTEXT

The BSMHFT Commissioning Committee (“CoCo”) is the ultimate assurance and decisionmaking governance forum associated with the Trust’s role as Lead Provider of various Provider Collaboratives.

The CoCo is the Board in Committee (“BiC”) as opposed to a Committee of the Board. As such, it holds the full powers of the Foundation Trust Board as described in the Constitution, Standing Orders – Commissioning Committee, Reservation of Powers to the Board and Delegation of Powers, and Standing Financial Instructions.

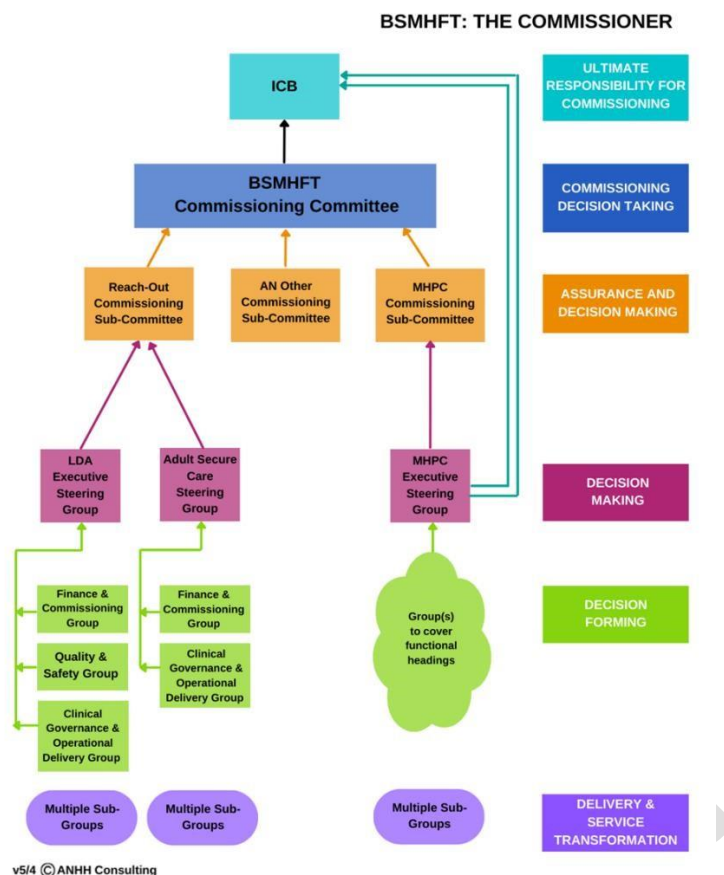
The CoCo provides separation between BSMHFT’s role as a provider of services (including services included in Provider Collaboratives) and its role as Lead Provider (under delegated powers from the former commissioner). This separation enables the Unitary Board to distinguish between its leadership and assurance responsibilities in those two separate areas. This separation of governance responsibilities is required by Statute and was a key component of the ICB’s Assurance Framework for Delegated Responsibilities.

As at January 2023, the CoCo has two Commissioning Sub-Committees that report to it:

- The Birmingham and Solihull Mental Health Provider Collaborative (“**BSol MHPC**”) is a partnership of NHS, other public sector, and third sector providers, comprising Birmingham and Solihull Mental Health Foundation Trust (“**BSMHFT**”), Forward Thinking Birmingham (“**FTB**”), the VCFSE Mental Health Collective (“**Collective**”). Birmingham City Council (“**BCC**”) and Solihull Metropolitan Borough Council (“**SMBC**”) are associate partners
- Reach Out is a partnership of NHS and independent sector providers. Comprising BSMHFT, St Andrew’s Healthcare and Midlands Partnership NHS FT, the adult secure care collaborative became operational in April 2017 and was the biggest partnership in wave one of the adult New Care Models programme. The Collaborative has now expanded to incorporate community services and learning disabilities and autism secure care services.

The CoCo receives assurance and escalation reports from those two Sub-Committees, which have, in turn, been reported upwards through the governance architecture of the two Provider Collaboratives. This is shown in the figure below:





Meetings of the CoCo are typically held in closed session because of the confidential and commercial nature of the discussions and their implications for partner organisations.

## 1. VALUES

1.1 The Commissioning Committee will role model the Trust values:

### Compassionate

- Supporting recovery for all and maintaining hope for the future
- Being kind to others and myself
- Showing empathy for others and appreciating vulnerability in each of us.

### Inclusive

- Treating people fairly, with dignity and respect
- Challenging all forms of discrimination
- Listening with care and valuing all voices.

### Committed

- Striving to deliver the best work and keeping patients at the heart
- Taking responsibility for my work and doing what I say I will
- Courage to question to help us learn, improve, and grow together.

## 2. AIM

- 2.1 The main aim of the Commissioning Committee (“**CoCo**”) is to work in partnership with stakeholders and provide active leadership across the collaboratives by undertaking three principal roles:
- Formulate Strategy; ensuring there is a clear vision and strategy for the Provider Collaboratives, that partners are aware and own it, and that it is being implemented within a framework of prudent and effective controls, enabling risk to be assessed and managed
  - Ensure the Trust and its partners are held to account for the delivery of the Provider Collaboratives’ strategic objectives and operational priorities through seeking and receiving assurance that systems of control are robust and reliable, and performance and quality are visible
  - Shaping a positive culture for the Provider Collaboratives.

### **3. AUTHORITY**

- 3.1 The powers of the Trust are to be exercisable by the CoCo on its behalf. Any of those powers may be delegated to a sub-committee or to an Executive Director.
- 3.2 The Chair of the Trust or, in their absence, the Deputy Chair, is to preside at meetings of the CoCo and will have a casting vote.
- 3.3 The CoCo may seek any information it requires within its remit, from any employee of the Trust (who are directed to co-operate with any request made by the Committee) within its remit.
- 3.4 The CoCo may obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers that is necessary to fulfil its functions.
- 3.5 The CoCo may establish sub-committees or task and finish groups to take forward specific programmes of work or to oversee specific contractual arrangements. CoCo shall determine their membership and terms of reference in accordance with the Trust’s Constitution, Standing Orders, Standing Financial Instructions, and Reservation of Powers, but may not delegate decision-taking powers to any other governance forum.
- 3.6 The CoCo, in consultation with the Council of Governors, will adopt Standing Orders covering the proceedings and business of its meetings to include the values and standards of conduct for the Trust and staff in accordance with NHS values.
- 3.7 The CoCo is a decision-taking forum. It will receive and consider recommendations from the ESG, ROCSC - and any other commissioning



subcommittee that may, in the future, be established - for assurance and decision-taking.

#### **4. MEMBERSHIP AND ATTENDANCE**

- Chair
- Deputy Chair
- All other Non-Executive Directors
- Chief Executive (Accountable Officer)
- Executive Director of Finance
- Executive Medical Director
- Executive Director of Quality and Safety (Chief Nurse)
- Executive Director of Operations
- Executive Director of Strategy, People, and Partnerships.

##### In Attendance

- Associate Director of Corporate Governance

4.1 Other offices of the Trust or representatives of partner organisations may be invited, at the Chair's discretion, to attend part or full meetings of the CoCo to advise on specific issues.

#### **5. MEETINGS AND QUORUM**

5.1 At least one third of the whole number of the Directors appointed, (including at least 2 Non-Executive Directors and 2 voting Executive Directors).

5.2 Meetings shall be held monthly.

5.3 The CoCo will present its elements of the Annual Report and Accounts to the Annual Members Meeting called by the Council of Governors.

#### **6. SUPPORT ARRANGEMENTS**

6.1 The Company Secretariat shall be responsible for providing support to the Chair and to the CoCo. Agendas for forthcoming meetings will be agreed with the Chair and Chief Executive Officer at least two weeks prior to the meeting, and papers will be distributed to members one week in advance of the meeting.

#### **7. DECLARATION OF INTERESTS**

7.1 All members must declare any actual or potential conflicts of interest relevant to the work of the CoCo.

7.2 Members should exclude themselves from any part of a meeting in which they have a material conflict of interest. The Chair will decide whether a declared interest represents a material conflict of interest.

## 8. DUTIES

- 8.1 Define the direction of the Trust's commissioning and lead provider responsibilities, setting policy and strategy regarding future development, having regard to the views of the Council of Governors.
- 8.2 Take decisions, with regard to recommendations made to it from related subcommittees and the various executive steering groups that report into them, on commissioning (investment and disinvestment) of services.
- 8.3 Receive insight on the quality of commissioned services, and approve any actions needed to address concerns.
- 8.4 Work in partnership with service users, system partners, and provider collaborative partners, to reduce health inequalities in line with the findings of health needs assessment(s).
- 8.5 Work in partnership with provider collaborative partners to provide safe, accessible, effective, and well governed services that maintain and improve the quality of care.
- 8.6 Receive assurance on the development and effective governance of the quality and safety culture within provider collaboratives.
- 8.7 Address workforce issues, workforce planning, and people development within the provider collaboratives for which it holds responsibility.
- 8.8 Oversee management of the various budgets for the various provider collaboratives.
- 8.9 Take decisions on investment and disinvestment in the provider collaboratives.
- 8.10 Ensure production of annual accounts and forward plans for the Trust's commissioning responsibilities.
- 8.11 Maintain formal and transparent arrangements for considering how financial reporting and internal control principles are applied and for maintaining an appropriate relationship with the Trust's auditors.
- 8.12 Own and oversee management of the Trust's Commissioning Board Assurance Framework, setting risk appetite and receiving requisite assurance that appropriate and effective controls are in place.
- 8.13 Ensure exception reporting procedures are in place within governance forums that report into it, to make sure that any risks that could materially impact compliance and potential compliance failures are remedied.



- 8.14 Oversee the day-to-day operation of the Trust's commissioning and lead provider responsibilities, ensuring that adequate systems and processes are maintained to measure and monitor effectiveness, efficiency, and economy as well as the quality of healthcare delivery and governance arrangements.
- 8.15 Monitor progress and achievements against regulatory requirements and approved plans and objectives, ensuring the effective management of the lead provider remit by maintaining the appropriate balance of skills and experience.
- 8.16 Ensure adequate systems and processes are maintained to measure and monitor the CoCo's own performance and that of its sub-committees and planned and progressive refreshing of the CoCo.
- 8.17 Ensure suitable delegation of powers and responsibilities to sub-committees of the CoCo and the Trust Executive to enable the effective and efficient discharging of CoCo responsibilities. Delegation must pay regard to the duties outlined above.

## **9. REPORTING**

9.1.1 Sub-Committees reporting to the CoCo are:

- Executive Steering Group (“**ESG**”)
- Reach Out Commissioning Sub-Committee (“**ROCSC**”).

## **10. PROCESS FOR MONITORING EFFECTIVENESS OF THE COCO**

10.1 The Chair of the CoCo will seek feedback on the effectiveness of meetings following each meeting.

10.2 The effectiveness of the CoCo will be reviewed as part of the wider review of the full Lead Provider governance process. This review will be carried out by the Audit Committee eight months following implementation of the new process.

10.3 Annually, the CoCo must produce Accounts.

10.4 The Company Secretariat will assess agenda items to ensure they comply with the CoCo's responsibilities and Terms of Reference. The Company Secretariat will monitor the frequency of the CoCo meetings and the attendance records to ensure attendance figures are complied with.

## **11. REVIEW**

11.1 Terms of reference will be reviewed annually.

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